



Dear CAREB Member,

**Re: Special Business Meeting for all CAREB Members**

On December 6, 2013 we will be holding a special business meeting in Toronto. While all CAREB members are invited to attend this lunch-time meeting, we recognize that this is not logistically feasible, and therefore want to bring the materials and issues to you, so that you have the opportunity to read and comment on them.

The Canadian Association of Research Ethics Boards was first established in 2000 and over the past 13 years has grown and flourished. We are now an association of over 250 members representing over 200 REBs across Canada. As requested by the membership back at the Halifax AGM in 2011, CAREB has applied for and received status as a not-for-profit corporation, under the new Canada Not-for-profit Corporations Act. As a new corporation, the CAREB Board of Directors has begun several important initiatives, many of which are aimed at modernizing the CAREB brand, developing a strong, multi-faceted communication strategy and creating a more elaborate menu of professional services to all CAREB members.

The main purpose of this special meeting is to approve the amended bylaws, as required by our not-for-profit corporation status. Included in our package of materials is an overview of the changes to our previous bylaws, prepared by our Secretary, Ms. Susan Babcock. We will also take this opportunity to share the work that the board has done thus far and discuss where we intend on going.

As noted in our call to members, the special business meeting will take place at lunch of CAREB Ontario 2013. We have two incentives to get as many members to the meeting as possible. The first is a \$25 reduction on the CAREB Ontario registration fee for all active CAREB members. The second is a complimentary lunch, at the meeting, for all active CAREB members who cannot attend CAREB Ontario but can make the meeting.

Accommodation details and online registration are available on the CAREB website at [www.careb-accer.org](http://www.careb-accer.org).

If you cannot attend, please send comments on the proposed new bylaws and any suggestions you may have to make CAREB a stronger and more effective organization to Susan at [susan.babcock@ualberta.ca](mailto:susan.babcock@ualberta.ca) or myself at [rachel.zand@utoronto.ca](mailto:rachel.zand@utoronto.ca).

We hope to see or hear from you!

Kind regards,

A handwritten signature in black ink that reads 'RZand'.

Rachel Zand  
President



## Proposed Bylaws – Summary of Changes

CAREB’s incorporation under the *Canada Not-for-Profit Corporations Act* means the Association has specific legal obligations with respect to:

- governance
- decision-making and record-keeping, and
- financial management.

Financial management will be addressed by the Treasurer in greater detail. Essentially, our financial management system, record-management and reporting will have to be more detailed, transparent and auditable. In addition, CAREB must meet externally imposed, financial reporting requirements. To simplify these as much as possible, we are proposing a change in CAREB’s financial year from April 1 to March 31 to January 1 to 31 December. Among other things, the financial activity associated with the conference and annual general meeting will no longer straddle two separate financial years. This change is reflected in the proposed by-laws (Article II.3).

Despite our new status and obligations under the *Canada Not-for-Profit Corporations Act*, both sets of bylaws are very similar in spirit and intent. Generally, the proposed bylaws are longer and more elaborate because they include more details about how CAREB will conduct its business. In addition, our bylaws need to be consistent with both the Act and our articles of incorporation.

A high-level comparison of the current and proposed bylaws is provided in the following table.

Current Bylaws	Proposed Bylaws
	The material in Article 1 – Interpretation and Article 2 – General is all new
Article 12 – Language states that the Association will conduct its business in both of the official languages of Canada	The proposed bylaws are silent on language. If the bylaws were to state that the Association will conduct its business in both of the official languages of Canada then CAREB would be legally obliged to provide all its materials in French and English and we do not have the resources to do this. However, CAREB’s policies will commit the Association to conducting business in English and French wherever resources permit.
Article 1 – There are two classes, members and associate members	Article 3.2 One class of members only 3.3 – 3.6 is all new material
Article 8 – Annual and special meetings of the membership, quorum, and notice are all described in this section.	Article 4 – This describes annual and special meetings of the membership. Article 12 describes how notice will be given for all meetings.

	<p>Members may submit notice of proposals they wish to raise at the annual general meeting.</p> <p>Notice period is 21 days rather than three months.</p> <p>Absentee voting is described in 4.13 and is new.</p>
<p>Article 3 – Governance describes the Board of Directors and the Officers, the meetings of the Board and the election process.</p> <p>Officers &amp; Directors are elected by members simultaneously. Currently, not only does the membership elect the Officers, CAREB also has <i>ex officio</i> Directors.</p>	<p>Article 5 describes the Board of Directors  Article 7 describes meetings of Directors  Article 8 describes how officers are chosen.  Article 9 describes the offices.</p> <p>Directors are elected by members  Directors will elect officers, who must be directors, excluding the Secretary.</p>
<p>Article 7 describes CAREB’s Committees in detail</p>	<p>Article 6 provides for establishment of committees by the Board of Directors. Detailed descriptions of CAREB’s committees will be included in policy documents not the bylaws.</p>
	<p>Article 10 Conflict of Interest is new</p>
<p>Article 4 Indemnity</p>	<p>Article 11 Protection of Directors, Officers and Others.</p>
<p>Article 14 - Dissolution</p>	<p>Article XVI - Dissolution</p>
	<p>Article 13 – Dispute Resolution, Article 14 – Special Resolutions and Article 15 – By-law and Effective Date are all new.</p>

CANADIAN ASSOCIATION OF RESEARCH ETHICS BOARDS  
ASSOCIATION CANADIENNE DES COMITES D'ETHIQUE DE LA RECHERCHE  
("CAREB/ACCER")  
(Hereinafter "The Association")

BY-LAWS

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1. MEMBERSHIP:

Membership shall be by individual application to the Secretary in the form as required and subject to the approval of the Board of Directors. There shall be two categories of membership.

a) Members:

Any individual who is a member of a Research Ethics Board or who is engaged in the administration of a Research Ethics Board is eligible to be a member of the Association.

For purposes of eligibility for Membership in the Association, a Research Ethics Board shall mean a Board that has been duly constituted and functions in compliance with the Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans, or Health Canada regulations, or Plan d'action ministériel en éthique de la recherche et en intégrité scientifique, and such other regulations or guidelines as may be identified by the Board of Directors from time to time.

Each Member shall have all the rights and privileges of membership including the right to attend all membership meetings and vote on all matters brought before the meetings, and to become a member of a committee, a director or an officer of the Association, in accordance with the rules adopted by the Membership.

A Member is required to pay annual dues at the rate established for Members.

Where institutions or organizations have duly constituted more than one Research Ethics Board, each one shall be treated as a separate Board for purposes of recognition and access to the services of the Association.

The Board of Directors may from time-to-time establish a limit on the number of members from a Research Ethics Board.

b) Associate Members:

Any individual who is not qualified for membership in the Association under 1a) but is interested in the administration or functioning of Research Ethics Boards, may be eligible to be an Associate Member.

Each Associate Member shall have rights and privileges of membership, including the right to attend all membership meetings, receive all communications and serve on committees, but shall not have the right to vote or become a director or an officer of the Association.

An Associate Member is required to pay annual dues at the rate established for Associate Members.

The Board of Directors may from time-to-time establish a limit on the number of Associate Members from any one institution, organization, government or agency.

2. DUES:

Dues shall be assessed as needed on recommendation of the Board of Directors with the approval of the Membership.

### 3. GOVERNANCE:

#### a) Board of Directors:

The Board of Directors is responsible for the overall management of the Association and ensuring that the stated purposes of the Association are being carried out including, but not limited to, approval of applications for membership, approval of the appointment of committee chairs and members, holding meetings, maintaining opportunities for communication among the Membership, and responding on behalf of the Association or representing the Association to government, agencies or other third parties on matters of policy and process involving the ethics of human research.

The Board of Directors shall consist of twelve Members, made up of the President, three Vice-Presidents, Treasurer, Secretary, Past-President and five members at large, constituted from the regular membership and representative, to the extent possible, of the diversity of the membership. The Board of Directors shall be elected by the Membership at the Annual General Meeting to hold office according to the terms of office provided below. No more than one member of the Board of Directors may be from a private sector Research Ethics Board. No more than one member of the Board of Directors may be from a government agency.

Directors at large will be eligible to serve for a maximum term of three consecutive years. Members who have served as directors are eligible for re-election to the Board of Directors after an absence of one year. Directors, who are elected as officers during or at the end of their term, are eligible to serve for the full term of the position.

In the event of a vacancy during the year, the Board shall appoint a replacement director for the balance of the year to the next Annual General Meeting.

The Board of Directors shall meet quarterly, automatically in conjunction with the Annual General Meeting of the Association, and at such other times as shall be deemed necessary at the discretion of the President. The President shall call a special meeting of the Board whenever three members of it request such a meeting, in writing.

The Board of Directors may hold its meetings, other than in conjunction with the Annual General Meeting, at such place or places as it may determine. Subject to specific agreement in advance by a majority of the members, a meeting may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously. Directors who participate are deemed to be present at the meeting.

Notice of all meetings shall be delivered in writing by mail, facsimile or electronic transmission, and at least two weeks in advance of the date. A declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient evidence of the giving of such notice. Any director may waive notice of any meeting of the Board in writing and such waiver shall be deemed equivalent to the giving of such notice.

A quorum for a meeting of the Board of Directors shall be a simple majority of the Directors. The vote of a majority of the Directors present at a meeting, at which a quorum is present, shall constitute the decision of the Board. In case of an equality of votes, the Chair shall have a second or casting vote in addition to his/her original vote.

At the first Annual General Meeting, directors other than officers should be elected with designated limitations of one, two and three year maximum terms in order to provide for replacement of at least one third of the non-officer Board members in subsequent years.

Members of the Board of Directors shall serve without remuneration.

b) Officers:

The Officers of the Association shall be the President, the three Vice-Presidents, the Treasurer and the Secretary.

1) President.

The President shall be the Chief Executive Officer of the Association, having the power to call meetings, chair the meetings of the Board of Directors, the Executive Committee and the Annual General Meeting and generally direct the activities of the Association.

The President shall be elected and confirmed in office at an Annual General Meeting and hold office until the close of the Annual General Meeting two years from that time. If the President is unable to complete his/her term, the Board of Directors shall appoint one of the Vice-Presidents or the Past President to serve as President until the next Annual General Meeting.

The President will normally serve as Past President for a two year term. The President will normally be included in the slate for the Board to serve as Past President for a two year term and re-elected to the Board at the Annual General Meeting.

2) Vice-President

There will be three Vice-Presidents (VPs), who will assist the President in such ways as the latter or the Board of Directors may direct. Each Vice-President shall each chair one of the following committees: Conference Planning Committee (CPC), Professional Development Committee (PDC), and Membership Services Committee (MSC). The VPs who chair PDC and MSC will also serve on CPC. To the extent possible, the VPs also will be encouraged to serve on the committees they do not chair.

The Vice-Presidents will be elected at the Annual General Meeting and will serve staggered two year terms. If a Vice-President is selected to fill the remainder of the term of the President in the current year, he/she will serve as President only until the next Annual General Meeting.

In the event that a Vice-President is unable to complete his/her term, the Board of Directors shall appoint a replacement from among the Directors for the remainder of the year to the next Annual General Meeting.

3) Treasurer

The Treasurer shall prepare an annual budget for approval by the Board of Directors and shall make recommendations on annual dues, program budgets and special assessments as appropriate. The Treasurer shall have charge of the collection of annual dues and other revenues, shall disburse the Association funds in accordance with the requirements of the Board of Directors, shall keep full and accurate accounts of the transactions of his/her office in records belonging to the Association, shall render to the Board of Directors and the Membership such reports of the transactions and financial condition of the Association as may be required, and shall have such other powers and perform other duties as are customarily assigned to the office of Treasurer and as may be assigned by the Board of Directors.

The Treasurer shall be elected at the Annual General Meeting for a five year term.

In the event that the office of Treasurer shall be vacated by resignation, death or any other reason, the Board of Directors shall appoint a replacement from among the Board of Directors for the remainder of the year to the next Annual General Meeting

#### 4) Secretary

The Secretary shall keep a faithful record of the proceedings of all meetings of the Board of Directors, the Executive Committee and the Membership and such other events as the Board of Directors may direct. The Secretary shall give notice of meetings as set forth in these By-laws and as directed by the Board of Directors, shall be the custodian of all the Association official records and shall have such other powers and perform other duties as are customarily assigned to the office of the Secretary and as may be assigned by the Board of Directors.

The Secretary shall be elected at the Annual General Meeting for a five year term.

In the event that the office of Secretary shall be vacated by resignation, death or any other reason, the Board of Directors shall appoint a replacement from among the Association's membership for the remainder of the year to the next Annual General Meeting

#### Removal of Officers

An officer may be removed at any time by the affirmative vote of two-thirds of the full Board of Directors provided that four weeks written notice has been given to all Board members and the said officer has had adequate opportunity to state his/her position. The vote may be accomplished by mail, facsimile or electronic transmission unless the said officer requests a meeting of the Board of Directors. If a meeting is held the said officer may be accompanied by personally retained counsel.

#### 4. INDEMNITY:

Every director or officer of the Association shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever that he/she sustains in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

The Association may purchase and maintain insurance for the benefit of any director or officer against any liability incurred by him/her in his/her capacity as a director or officer of the Association.

#### 5. ELECTIONS:

The Nominating Committee shall certify to the Secretary a slate of candidates for the Board of Directors and officers at least one month before the date of the Annual General Meeting in each year. All candidates included on the slate will have indicated their willingness in writing to allow their names to be put forward to the Membership for the positions as shown.

The slate of candidates, with appropriate descriptive material, will be distributed to the Membership with the agenda material for the Annual General Meeting.

Any ten members of the Association may present a nominating petition to reach the Secretary no later than ten business days before the Annual General Meeting. The petition shall include appropriate descriptive material and a written statement by the candidate(s) that he/she is willing to allow their name(s) to be put forward to the Membership for the positions as shown. Within two business days of receipt, the Secretary will distribute a copy of the petition to the Membership and the name(s) will be included on the slate presented at the Annual General Meeting.



If there are no additional candidates the election shall take place by a single vote of the Members present and voting at the Annual General Meeting. If there are additional candidates a vote will be held by secret ballot. The Secretary and the Past-President will act as scrutineers and the candidates will be elected on the basis of the greatest number of votes attributed to each. The Secretary will announce the successful candidates. Any ten Members of the Association may petition in writing for a recount of the ballots by an independent auditor within one month after the date of the election.

6. REGIONS:

Regional groupings of the membership may be formed within the Association, subject to the approval of the Board of Directors, to facilitate communication and personal interaction within geographical areas. The definition of a region, the application process for recognition and the guidelines for structure and operation will be determined by the Board of Directors from time to time.

7. COMMITTEES:

a) Standing Committees:

1) Nominating Committee:

The role of the Nominating Committee is to bring forward a slate of candidates for the Board of Directors and officers of the Association, for presentation to the Members at the Annual General Meeting. In preparing the slate of candidates, the Nominating Committee shall give due consideration to geographic location, fields of interest, institutional affiliation and specialization.

The Nominating Committee shall consist of five members appointed by the Board of Directors including the Past-President who will act as Chair, one member of the Board of Directors who is in the final year of his/her term and three Members from the general membership. In the absence of a Past-President, the Board of Directors will appoint two members from the Board. In making the selection of members for the Committee, the Board of Directors shall give consideration to geographic location and activity in the Association. Members of the Nominating Committee shall be appointed after the Annual General Meeting, serve for one year and the Nominating Committee shall be disbanded after the next Annual General Meeting.

Meetings of the Nominating Committee may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously. Selection of a slate of candidates may be conducted among the members by electronic transmission.

2) Executive Committee:

The role of the Executive Committee is to act on behalf of the Board of Directors on matters requiring attention between meetings of the Board, to prepare the agenda for Board meetings, to call for and review reports of committees or special project task forces prior to their presentation at Board meetings, and such other responsibilities as may be assigned by the Board of Directors from time-to-time.

The Executive Committee shall consist of eight members, made up of the Past-President, the six officers and one member at large appointed by the Board of Directors from among its members.

The Executive Committee may hold its meetings at such place or places as it may determine. Subject to specific agreement in advance by a majority of the members of the Executive Committee, a

meeting may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously. Directors who participate are deemed to be present at the meeting.

Notice of all meetings shall be delivered in writing by mail, facsimile or electronic transmission, and at least ten business days in advance of the date. A declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient evidence of the giving of such notice. Any member of the Executive Committee may waive notice of any meeting of the Committee in writing and such waiver shall be deemed equivalent to the giving of such notice.

A quorum for a meeting of the Executive Committee shall be a simple majority of the members. The vote of a majority of the members present at a meeting, at which a quorum is present, shall constitute the decision of the Executive Committee. In case of an equality of votes, the Chair shall have a second or casting vote in addition to his/her original vote.

The Secretary shall keep a faithful record of the proceedings of all meetings of the Executive Committee and the minutes will be made available to the Board of Directors at its next meeting following the meeting or meetings of the Executive Committee.

### 3) Conference Planning Committee

The Conference Planning Committee (CPC) is responsible for planning and promoting the annual general meeting and national conference, including setting the conference program, inviting presenters and arranging logistics. The CPC will be chaired by one of the Vice-Presidents and will include the Treasurer, the other Vice-Presidents and other CAREB members. To the extent possible, the CPC membership will include representation from all regions of Canada, socio-behavioral and clinical-biomedical REBs and French and English speakers. The Chair, Treasurer and the VPs (as required) will:

- Develop the agenda, recruit speakers and confirm the speakers' arrangements;
- Confirm the venue for the next year and deal with the hotel for the current year;
- Coordinate printing and distribution of materials, and oversee registration and distribution of conference materials (including hiring personnel responsible for executing these processes).

The Chair and Treasurer will work together to ensure that the budget is finalized by January / February of the year in which the AGM is held. The President will be set the AGM Business meeting agenda, serve as the host or MC for the AGM and Conference and ensure that any contractual funding obligations (e.g. Health Canada, PRE) are fulfilled.

Meetings of the CPC may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously.

### 4) Membership Services Committee (MSC)

The Membership Services Committee (MSC) is responsible for developing and maintaining communications, programs and processes appropriate to the needs of the Membership. The committee's activities include but are not limited to

- Developing and implementing communications tools and programs for CAREB members
- Managing CAREB's web presence
- Developing recruitment initiatives and extending CAREB's reach to others, including for example, geographically isolated REBs
- Identifying opportunities for CAREB involvement in regional groups and events and, where appropriate, coordinating the content and timing of regional meetings and activities of the

- Association that take place at the regional level and making recommendations to the Board for CAREB financial support of such activities
- Responding to concerns and queries of the membership
  - Providing consultation to other committees or projects on matters of membership services
  - Such other responsibilities as may be delegated by the Board of Directors

The MSC shall consist of at least six and no more than twelve members, including a VP who will Chair the committee, and the remaining members who will be appointed by the Board of Directors from the general membership. In selecting the members, the Board will give consideration to geographic location, interest, language and specialization.

The MSC may, at its discretion, establish a subcommittee charged with the review, enhancement and maintenance of the CAREB website. The membership of this sub-committee shall consist of at least two members of the MSC and two members from the general membership who shall be appointed by the Board. Members may serve for a two year term with eligibility for renewal. The Board may increase the number of members from time to time.

Meetings of the MSC may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously.

#### 5) Professional Development Committee

The Professional Development Committee (PDC) serves to support CAREB members in their efforts to excel in their work through professional development activities and conferences focusing on the delivery of programs relating to the ethical review of research with humans.

The committee's activities may include, but are not limited to

- Planning, publicizing and implementing workshops on various aspects of the development, delivery and management of research ethics review to the CAREB membership.
- Delivery of CAREB's workshops
- Providing material to the CAREB Membership Services Committee for distribution to the membership
- Development of a web accessible resource centre for CAREB members
- Such other responsibilities as may be delegated by the Board of Directors from time to time.

The PDC will consist of at least six and no more than ten members, including a Vice-President who will chair the committee, and the remaining members who will be appointed by the Board of Directors from the general membership. In selecting the members, the Board will give consideration to geographic location, interest, language and specialization. Members may serve for a two year term with eligibility for renewal. The Board may increase the number of members from time to time.

Meetings of the PDC may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously.

#### b) Special Committees and Task Forces:

The Board of Directors shall create such standing, special or ad hoc committees or task forces as may be desirable from time-to-time, and in so doing shall, at a minimum, establish the role, membership and reporting requirements.

8. MEETINGS OF THE MEMBERSHIP:

Meetings of the Membership shall be held at such times and at such locations as may be determined by the Board of Directors.

There shall be at least one general meeting of the Membership in each year, which shall be designated as the Annual General Meeting and which shall be held no later than six months after the end of the fiscal year.

Three months advance notice of the time and location of the Annual General Meeting shall be given to the Membership by mail, facsimile or electronic transmission.

The annual business of the Association shall be conducted at the Annual General Meeting. Twenty-percent (20%) of the Members shall constitute a quorum for the purpose of transacting the business of the Association.

The agenda and material for the Annual General Meeting shall be distributed to the Membership to reach their recorded address by no later than three weeks before the date of the Annual General Meeting. Distribution may be by mail, facsimile, electronic transmission or a combination thereof.

Special meetings of the Association may be called by the President at his/her discretion or at the instruction of the Board of Directors. Upon due petition in writing by ten percent (10%) of the Members, the President shall be required to call a special meeting of the Association. At least two month's advance written notice of the time and location of special meetings shall be given and the agenda and material for the meeting shall be distributed to the Membership to reach their recorded address by no later than three weeks before the date of the special meeting. Distribution may be by mail, facsimile, electronic transmission or a combination thereof. Twenty percent (20%) of the Members shall constitute a quorum for the purpose of transacting business at such special meetings.

9. RULES OF PROCEDURE:

Parliamentary procedure shall be followed at all Board of Directors, committee and general meetings of the Association in accordance with "Robert's Rules of Order".

10. FISCAL YEAR:

The fiscal year of the Association shall commence on the first day of April in each year.

11. TRANSACTION OF THE AFFAIRS OF THE ASSOCIATION:

All certificates, contracts, obligations and other instruments of the Association shall be signed by the designated officers or persons and in the manner prescribed by resolution of the Board, from time-to-time.

The Board of Directors shall, by resolution, establish an agreement or agreements setting out the manner and terms by which the funds of the Association will be held in trust by the institution of the Treasurer or such other agency, organization or commercial bank as may be appropriate, and the manner in which surplus funds may be invested.

12. LANGUAGE:

The Association will conduct its business in both of the official languages of Canada.

13. AMENDMENTS:

The By-laws may be amended at any Annual General Meeting by a two-thirds majority of the Members present at the meeting. Amendments may be drafted and placed on the agenda of the Annual General Meeting at the discretion of the Board of Directors, on recommendation to the Board by a committee of the Association or by a written submission of ten Members delivered to the Secretary at least two months prior to an Annual General Meeting.

14. DISSOLUTION:

If the Association is dissolved in accordance with the Articles of Agreement, the Board of Directors, in consultation with appropriate government agencies and other organizations, shall dispose of such funds, papers, records and other materials as may be on hand at such time, in a manner that seems to it to be appropriate and consistent with normal practice in such matters.

**A by-law relating generally to the conduct  
of the affairs of**

**CANADIAN ASSOCIATION OF RESEARCH ETHICS BOARDS / ASSOCIATION  
CANADIENNE DES COMITES D'ETHIQUE DE LA RECHERCHE  
(the "Association")**

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

**CANADIAN ASSOCIATION OF RESEARCH ETHICS BOARDS / ASSOCIATION  
CANADIENNE DES COMITES D'ETHIQUE DE LA RECHERCHE**

(the “**Association**”)

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

**ARTICLE I  
INTERPRETATION**

**1.1 Definitions.** In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

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

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“**Board**” means the board of directors of the Association;

“**By-Law**” means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;

“**director**” means a member of the Board;

“**meeting of Members**” includes an annual general meeting of Members and a special meeting of Members;

“**Member**” means a member of the Association;

“**ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**proposal**” means a proposal submitted by a Member that meets the requirements of Section 163 (Shareholder Proposals) of the Act, as more particularly described in section 4.3 hereof;

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

“**Research Ethics Board**” means a board that has been duly constituted and functions in compliance with the Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans, or Health Canada regulations, or Plan d’action ministerial en éthique de la recherche et en intégrité scientifique, and such other regulations or guidelines as may be identified by the Board from time to time;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual general meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue; and

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

**1.2 Interpretation.** In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Association to use electronic communication whenever possible.

**1.3 Rules of Procedure.** Parliamentary procedure shall be followed at all Board, committee, and Member meetings in accordance with the latest version, at the time of such meeting, of Robert’s Rules of Order.

## **ARTICLE II GENERAL**

**2.1 Registered Office.** The registered office of the Association shall be situated in the Province of Alberta or as otherwise set by the Board.

**2.2 Corporate Seal.** The Association may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Association shall be the custodian of the corporate seal.

**2.3 Fiscal Year.** The fiscal year of the Association shall end on last day of December of each year or as otherwise set by the Board.

**2.4 Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing requiring execution by the Association may be signed by the President, Treasurer, and any one of its other officers. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or 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.

**2.5 Banking.** The banking business of the Association shall be transacted at such bank, trust company or other firm or Association 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.

**2.6 Invalidity of any Provisions of this By-Law.** The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

### **ARTICLE III MEMBERS**

**3.1 Entitlement.** Membership in the Association shall be available only to persons interested in furthering the Association’s purposes and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. A Member must be a member of a Research Ethics Board or must be engaged in the administration of a Research Ethics Board or must be otherwise engaged in research ethics research, administration or practice or in the ethical conduct of research involving humans. If an institution or organization has duly constituted more than one Research Ethics Board, each board shall be treated as a separate Research Ethics Board for purposes of recognition and access to the services of the Association. The Board of the Association may, from time to time, establish a limit on the number of Members from a Research Ethics Board.

**3.2 Membership Conditions.** Subject to the Articles, there shall be one class of members in the Association. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings. Regional chapters of the Members may be formed, subject to the approval of the Board, to facilitate communication and professional interaction within geographical areas. The definition of a region, the application process for recognition, and the guidelines for structure and operation will be determined by the Board from time to time.

**3.3 Transferability of Membership.** A membership may only be transferred to the Association.

**3.4 Termination of Membership.** The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of the Association, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or Section **Error! Reference source not found.** below;
- (c) the Member's term of membership expires; or
- (d) the Association is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist. No membership dues will be returned to a previous Member upon termination of such Member's membership.

**3.5 Resignation.** Any Member may resign as a Member by delivering a written resignation to the President, in which case such resignation shall be effective from the date specified in the resignation.

**3.6 Expulsion of Members.** The Members may, by Special Resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Association, provided that the Member shall be given the opportunity to be heard at such meeting and to be represented by counsel.

**3.7 Membership Dues.** The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid. Members shall be notified in writing of the membership contribution or dues at any time payable by them and, if any are not paid within [one (1) calendar month] of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Association.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

**4.2 Annual general meetings.** The Board shall call an annual general meeting no later than fifteen (15) months after the last preceding annual general meeting but not later than six (6) months after the end of the Association's preceding financial year.

The Board shall call an annual general meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Association required by the Act to be presented at the meeting;
- (b) electing directors;

- (c) appointing a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

#### **4.3 Elections of Directors.**

- (a) The Nominating Committee shall provide the Secretary with a slate of candidates for the Board at least one month before the date of the annual general meeting in each year. All candidates included on the slate must have indicated their willingness to allow their names to be put forward to the Members for the positions as shown. The slate of candidates, with appropriate descriptive material, will be distributed to the members with the agenda for the annual general meeting.
- (b) If there are no additional candidates, the directors shall be acclaimed by a vote of the Members. If there are additional candidates on the slate, one vote of the Members will be held by secret ballot or by another appropriate anonymous means of voting. The Secretary and Past-President will act as scrutineers and the candidates will be elected on the basis of the greatest number of votes attributed to each. The Secretary will announce the successful candidates. Any ten members may petition in writing for a recount of the ballots by an independent auditor within one month after the date of the election.

#### **4.4 Proposals at Annual General Meeting.**

- (a) A Member entitled to vote at an annual general meeting may submit to the Association notice of any matter that the Member proposes to raise at the annual general meeting (a “**Proposal**”). Any such Proposal may include nominations for the election of directors if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented.
- (b) The Association 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.
- (c) 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.

**4.5 Special Meetings.** The President or the Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a

meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**4.6 Notice of Meetings.** Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each director; and
- (c) to the public accountant of the Association.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XII of this By-Law and shall, subject to the Act, include any Proposal submitted to the Association under Section 4.3. Notice of a 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.

**4.7 Waiving Notice.** A person entitled to notice of 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.

**4.8 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 and the public accountant of the Association. Any other person may be admitted only on the invitation of the President or with the consent of the meeting.

**4.9 President of the Meeting.** In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to President the meeting.

**4.10 Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty-percent of the 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 must be present in person.

**4.11 Participation at Meetings .** Any person entitled to attend a meeting of Members must participate in the meeting in person. Participation by telephonic, electronic or other communication facility is not permitted whether the meeting of Members is called by Board or by members.

**4.12 Adjournment.** The President may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**4.13 Absentee Voting.** In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by appointing a proxy-holder or one or more alternate proxy-holders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment and only if deposited in writing with the Secretary two weeks before the meeting in question;
- (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member in accordance with the process set by the Board from time to time;
- (c) the form of a proxy shall be provided by the Association and if a form of proxy is otherwise created it shall comply with the Act;
- (d) the proxy-holder or an alternate proxy-holder shall have the same rights as the member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy-holder or an alternate proxy-holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands; and
- (e) a proxy-holder or alternate proxy-holder shall not hold more than 10 (ten) proxies

**4.14 Votes to Govern.** Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the President shall have a second or casting vote.

**4.15 Show of Hands.** Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the President of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.



**4.16 Ballots.** For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the President of the meeting, or any Member or proxy-holder may demand a ballot, in which case the ballot shall be taken in such manner as the President directs and the decision of the Members on the question shall be determined by the result of such ballot.

**4.17 Resolution in Lieu of Meeting.** Except where a written statement is submitted to the Association by a director or representations in writing are submitted to the Association by a public accountant:

- (a) 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; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

**4.18 Annual 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 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.

## **ARTICLE V DIRECTORS**

**5.1 Powers.** The Board shall manage or supervise the management of the activities and affairs of the Association.

**5.2 Number and Composition.** Since the Articles specify a minimum and a maximum number of directors, the Board shall be composed 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. No decrease in the number of directors shall shorten the term of an incumbent director. The composition of the Board shall be representative, to the extent possible, of the diversity of the Membership. No more than one director may be from a private sector Research Ethics Board. No more than one director may be from a government agency. A director must be a Member.

**5.3 Qualifications.** The following persons are disqualified from being a director of the Association:

- (a) anyone who is less than 18 years of age;

- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual; and
- (d) a person who has the status of bankrupt.

**5.4 Election and Term.** In accordance with Section 4.3, the Members shall elect by ordinary resolution, at each annual general meeting at which an election of directors is required, directors to hold office for a term of one, two, or three years. At least one-third of the directors who are not officers should end their term each year. Not all directors elected at a meeting of Members need to hold office for the same term. A director not elected for an expressly stated term ceases to hold office at the close of the first annual general meeting of Members following his/her election, but, if qualified, is eligible for re-election. If directors are not elected at a meeting of Members, the incumbent directors continue in office until their successors are elected. A director is eligible to serve for a maximum of three consecutive terms. Directors who have served the maximum three consecutive terms will be eligible for re-election to the Board after an absence of one year.

As set out in the Articles, the directors may appoint additional directors to hold office until the next annual general meeting of Members, but no more than one-third of the total number of directors appointed by the Members at the previous meeting may be appointed.

**5.5 Consent.** A director who is elected or appointed must consent to hold office as a director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
  - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
  - (ii) by acting as a director after such person's election or appointment.

**5.6 Vacation of Office.** A director ceases to hold office when the director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as director.

**5.7 Resignation.** A director may resign from office by giving a written resignation to the Association and such resignation becomes effective when received by the Association or at the time specified in the resignation, whichever is later.

**5.8 Removal.** The Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's 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 Board.

**5.9 Vacancies.** Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors.

- (a) Notwithstanding the above, if there is not a quorum of directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of directors provided in the Articles or (b) a failure to elect the number or minimum number of directors provided in the Articles, the directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member. If the director who is ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members.

**5.10 Remuneration and Expenses.** The directors shall serve as such without remuneration and no directors shall directly or indirectly receive any profit from their position as such. The directors of the Association may, by resolution, fix the reasonable remuneration of the officers and employees of the Association. Any director, officer or employee of the Association may receive reimbursement for their expenses incurred on behalf of the Association in their respective capacities as a director, officer or employee. In addition, a director or officer may receive reasonable remuneration and expenses for any services to the Association that are performed in a capacity other than as a director or officer.

**5.11 Borrowing Powers.** The Board of the Association may, without authorization of the Members:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf of the Association;
- (d) 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 obligation of the Association;
- (e) authorize expenditures on behalf of the Association and delegate, by resolution, to an officer or officers of the Association, such authority to such maximum amounts as determined by the Board,
- (f) employ and pay salaries to employees on behalf of the Association and delegate, by resolution, to an officer or officers of the Association such authority; and
- (g) for the purpose of furthering the mission of the Association, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Association.

## **ARTICLE VI COMMITTEES**

**6.1 Delegation.** The Board may appoint from their number a managing director or a committee of directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its President, and to otherwise regulate its procedures.

**6.2 Other Committees.** The 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 Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also directors of the Association.

## **ARTICLE VII MEETINGS OF DIRECTORS**

**7.1 Place of Meetings.** Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada. Meetings of the Board may also be held by telephonic, electronic or other communication means. The Board must meet quarterly. The Board shall meet in conjunction with the Annual general meeting of the Members, and at such other times as deemed necessary at the discretion of the President. Unless determined otherwise by the Board, meetings of the Board will be held by telephonic, electronic, or other communication means in accordance with Section 7.8.

**7.2 Calling of Meetings.** Meetings of the Board may be called by the President at any time. The President must call a meeting of the Board whenever three directors request a meeting in writing.

**7.3 Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XII of this By-Law to every director of the Association not less than fourteen (14) days 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. A notice of meeting need not specify the purpose or the business to be transacted at the meeting.

**7.4 First Meeting of New Board.** Provided that a quorum of directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

**7.5 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director immediately after being passed, but no other notice shall be required for any such

regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**7.6 Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

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

**7.8 Participation at Meeting by Telephone or Electronic Means.** A director may, if all directors are in agreement and have provided their consent, participate in a meeting of directors or of a committee of directors using telephonic, electronic or another communication 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.

**7.9 President of the Meeting.** In the event that the President and the Vice-President are absent, the directors who are present shall choose one of their number to President the meeting.

**7.10 Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each director shall have one vote. In case of an equality of votes, the President shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

## **ARTICLE VIII OFFICERS**

### **8.1 Appointment.**

- (a) The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties, and delegate to such officers the power to manage the affairs of the Association.
- (b) An officer, other than the Secretary, must be a director.
- (c) Two or more offices may be held by the same person.
- (d) The Nominating Committee shall provide the Secretary with a slate of candidates for positions as an officer at least one month before the date of the Board meeting following the annual general meeting in each year. All candidates included on the slate must have indicated their willingness to allow their names to be put forward to the Board for the officer positions as shown. The slate of candidates, with

appropriate descriptive material, will be distributed to the Board with the agenda for the meeting.

**8.2 Removal.** An officer may be removed at any time by an affirmative vote of two-thirds of the Board, provided that four weeks written notice has been given to all directors and the said officer has had an adequate opportunity to state his/her position. If the meeting of the Board at which the officer's removal is on the agenda is held in person, the officer may be accompanied by personally retained counsel.

## **ARTICLE IX DESCRIPTION OF OFFICES**

**9.1 Description of Offices.** Unless otherwise specified by the Board, the officers of the Association shall have the following duties and powers associated with their positions:

- (a) President of the Board:
  - (i) The President of the Board must be a director.
  - (ii) The President shall be elected for a two year term.
  - (iii) The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
  - (iv) If the President is unable to complete his/her term, the Board shall appoint one of the Vice-Presidents or the Past President to serve as President until the next Annual general meeting of Members.
- (b) Vice-President of the Board:
  - (i) There shall be up to three Vice-Presidents at all times.
  - (ii) Each Vice-President must be a director.
  - (iii) The Vice-Presidents will serve staggered two-year terms. If a Vice-President is selected to fill the remainder of the term of the President in the current year, he/she will serve as President only until the next Annual general meeting.
  - (iv) If the President is absent or is unable or refuses to act, a Vice-President shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify.
  - (v) Each Vice-President shall chair one of the following committees: Conference Planning Committee (CPC), Professional Development Committee (PDC), and Membership Services Committee (MSC). The

Vice-Presidents who chair PDC and MSC must also serve on the CPC. To the extent possible, the Vice-Presidents are also encouraged to serve on the committees that they do not chair.

- (vi) In the event that a Vice-President is unable to complete his/her term, the board shall appoint a replacement from among the directors for the remainder of the year until the next Annual general meeting.
- (c) Past-President of the Board:
- (i) The Past-President must be a director.
  - (ii) The Past-President shall serve in such office for a two-year term.
  - (iii) The Past-President shall have such duties and powers as the Board may specify.
- (d) Secretary:
- (i) The Secretary need not be a director.
  - (ii) The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Association'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 Association.
  - (iii) The Secretary shall serve for a five-year term.
  - (iv) In the event that the office of Secretary is vacated by resignation, death, or any other reason, the Board shall appoint a replacement from among the Members for the remainder of the year until the next Annual general meeting.
- (e) Treasurer:
- (i) The Treasurer must be a director.
  - (ii) The Treasurer shall serve for a five-year term.
  - (iii) The Treasurer shall prepare an annual budget for approval by the Board and shall make recommendations on annual dues, program budgets, and special assessments as appropriate. The Treasurer shall have charge of the collection of annual dues and other revenues, shall disburse the Association's funds in accordance with the requirements of the Board,

shall keep full and accurate accounts of the transactions of his/her office in records belonging to the Association, shall render to the Board and the Members such reports of the transactions and financial condition of the Association as may be required, and shall have such other powers and duties as the Board may specify.

- (iv) In the event that the office of Treasurer is vacated by resignation, death, or any other reason, the Board shall appoint a replacement from among the directors for the remainder of the year until the next Annual general meeting.
- (f) Members at Large:
  - (i) There shall be up to five Members at Large at all times.
  - (ii) Each Member at Large must be a director.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or Executive Director requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**9.2 Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. 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 appointment);  
or
- (d) such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

**9.3 Remuneration of Officers.** The remuneration of all officers appointed by the Board shall be determined in accordance with Section 5.10.

## **ARTICLE X CONFLICT OF INTEREST**

### **10.1 Conflict of Interest.**

- (a) Any director or officer of the Association who:
  - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Association, or



- (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Association, or
- (iii) has a personal or professional connection with any body corporate or business firm who is a party to material contract or material transaction or proposed material contract or material transaction with the Association

shall disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director or officer's interest in such actual or proposed material contract or material transaction with the Association.

- (b) The disclosure required by (a) above, shall be made, in the case of a director:
  - (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
  - (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;
  - (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
  - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.
- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:
  - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a directors' meeting;
  - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
  - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Association's activities, would not require approval by the directors or Members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Association or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.

- (e) A director required to make a disclosure under Section 10.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
  - (i) relates primarily to the director's remuneration as a director, an officer, an employee, or an agent of the Association or an affiliate;
  - (ii) is for indemnity or insurance under Section 151 of the Act; or
  - (iii) is with an affiliate.
  
- (f) For the purposes of this Section 10.1, a general written notice to the directors declaring that a director or officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:
  - (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 10.1(a)(ii);
  - (ii) the director or officer has a material interest in the party; or
  - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
  
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Association or its Members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction if:
  - (i) disclosure of the interest was made in accordance with this Section;
  - (ii) the directors approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the Association when it was approved.
  
- (h) Even if the conditions under Section 10.1(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Association or to its Members for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:
  - (i) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;

- (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the Members; and
  - (iii) the contract or transaction was reasonable and fair to the Association when it was approved or confirmed by the Members.
- (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 10.1 but a court may upon the application of the Association or a Member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Association for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

## **ARTICLE XI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**11.1 Standard of Care.** Every director and officer of the Association, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Association shall comply with the Act, the regulations, Articles, and By-Law.

**11.2 Limitation of Liability.** Provided that the standard of care required of the director or officer under the Act and the By-Law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the regulations.

**11.3 Indemnification of Directors and Officers.** The Association shall indemnify a director, an officer of the Association, a former director or officer of the Association, or another individual who acts or acted at the Association's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Association or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Association may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

**11.4 Insurance.** Subject to the Act, the Association shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to Section 11.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Association; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

**11.5 Advances.** With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Association is liable to indemnify a director or officer pursuant to the terms of the Act, the Board shall authorize the Association to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Association disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Section 151(3) of the Act.

## **ARTICLE XII NOTICES**

**12.1 Method of Giving Notices.** Any notice (which term includes any communication or document) to be given to a Member, director, officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.

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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the

recorded address of any Member, director, officer, public accountant or member of a committee of the Board 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

**12.2 Omissions and Errors.** The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board 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-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.

**12.3 Waiver of Notice.** Any person entitled to notice 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.

### **ARTICLE XIII DISPUTE RESOLUTION**

**13.1 Mediation and Arbitration.** Disputes or controversies among Members, directors, or officers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 13.2.

**13.2 Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, directors, or officers of the Association arising out of or related to the Articles or By-Law, or out of any aspect of the operations of the Association, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, directors, or officers of the Association as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the

arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

#### **ARTICLE XIV SPECIAL RESOLUTIONS**

**14.1 Special Resolutions.** For greater certainty, a Special Resolution of the Members is required to make any amendment to these By-Laws or to the Articles to:

- (a) change the Association's name;
- (b) change the province in which the Association's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Association may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Association;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE XV  
BY-LAW AND EFFECTIVE DATE**

**15.1 By-Law and Effective Date.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Association. 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.

As set out in Article XIV, this Section does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Association shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Association obtained pursuant to, any such By-Law prior to its repeal. All directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

**ARTICLE XVI  
DISSOLUTION**

**16.1 Dissolution.** Any property remaining on liquidation after the discharge of any liabilities of the Association shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act* (Canada).

**ENACTED** this \_\_\_ day of \_\_\_, 20\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members this \_\_\_ day of \_\_\_, 20\_\_

\_\_\_\_\_

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President

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Secretary