

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 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.