

**THE CANADIAN ORTHOPAEDIC ASSOCIATION
L'ASSOCIATION CANADIENNE D'ORTHOPÉDIE**

BY- LAW NUMBER 4

A By-law amending and restating
By-law Number 3

ARTICLE 1 – INTERPRETATION

- 1.1 DEFINITIONS AND INTERPRETATION.** Unless there exists an express provision to the contrary or unless the context otherwise requires, in these By-laws:
- Act:** means the Canada Corporations Act, R.S.C. 1970, c. C-32, as amended and any statute that may be substituted therefore, as well as any regulation;
- Articles:** means the letters patent of the Association, including any supplementary letters patent;
- Association:** means The Canadian Orthopaedic Association/ L' Association Canadienne d'Orthopédie;
- Board:** means the board of directors of the Association;
- By-laws:** means the present by-laws as well as any other by-law of the Association that may be in force, and includes any amendment to the said by-laws;
- Directors:** means the directors on the Board;
- Ex officio:** means membership by virtue of the office and includes all rights, responsibilities and power to vote;
- Officer:** means those officers of the Association set out in Section 9.1;
- Representatives:** means any Director, officer, employee or agent of the Association authorised to act for and in the name of the Association.
- 1.2 DEFINITIONS OF THE ACT.** Subject to the aforementioned, the definitions given in the Act apply to the terms used in the By-laws.
- 1.3 RULES OF INTERPRETATION.** The singular includes the plural and vice versa, the neuter includes the masculine and the feminine and vice versa; the word "person" includes corporations as well as firms and unincorporated enterprises.
- 1.4 DISCRETION.** Unless otherwise provided, where the By-laws confer a discretionary authority upon the Directors, the latter may exercise such power as they choose and in the manner and when they deem best, with integrity and good faith, and in the best interests of the Association.
- 1.5 ADOPTION OF BY-LAWS.** The Directors may adopt any By-law not contrary to the Act or the Articles, and they may revoke or amend any By-law.
- 1.6 TITLES.** Titles used in the By-laws serve merely as references and should not be considered in the interpretation of terms or provisions found in such By-laws.
- 1.7 RULES OF ORDER.** All meetings of the Association will be conducted according to the By-laws and parliamentary procedures according to Robert's rules of order.

ARTICLE 2 – NAME

- 2.1 NAME.** The name of the Association shall be:
The Canadian Orthopaedic Association
L' Association Canadienne d'Orthopédie

ARTICLE 3 – OBJECTS

- 3.1 OBJECTS.** The objects of the Association shall be:
- 3.1.1** To achieve excellence in orthopaedic care for Canadians by encouraging the development and maintenance of outstanding and committed surgeons and adequate and accessible resources for patients. The strategic objectives of the Association are to advance professional fulfilment, to promote and provide education, to communicate and inform its members and to advocate for national standards;
- 3.1.2** To promote facilities for post-graduate training, establish scholarships and otherwise encourage and help orthopaedic surgeons to secure the highest qualifications;
- 3.1.3** With the Royal College of Physicians and Surgeons of Canada, to establish standards of education and professional performance for recognition as a specialist in Orthopaedic Surgery;
- 3.1.4** To take part with other organizations or associations in any program for the advancement of the art and science of orthopaedic surgery;
- 3.1.5** To promote the material and scientific interest of its members by meetings and congresses;
- 3.1.6** To edit and publish medical reviews, magazines, papers or other medical publications; to establish and maintain any similar works or organizations;
- 3.1.7** To collect, receive and administer funds from private or public sources for the attainment of its objects;
- 3.1.8** To do all such other lawful acts and things as may be incidental or conducive to the attainment of the above objects.

ARTICLE 4 – HEAD OFFICE

- 4.1 HEAD OFFICE.** The head office of the Association shall be situated in the City of Montreal in the Province of Quebec.
- 4.2 CHANGE OF HEAD OFFICE.** The Directors may, by By-law, change the address of the head office in accordance with the Act.

ARTICLE 5 – SEAL

- 5.1 SEAL.** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.
- 5.2 CUSTODY OF SEAL.** The President and/or the Secretary shall have the custody and care thereof.

ARTICLE 6 – ENTITLEMENT TO MEMBERSHIP

- 6.1 ENTITLEMENT.** Membership in the Association shall be limited to persons interested in furthering the objects of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Board, provided that such person is:
- 6.1.1** A graduate of a medical school accepted by the Association;
 - 6.1.2** Registered in or has been through an adequate training program as determined by the Membership Committee, subject to the approval of the Board;
 - 6.1.3** A medical practitioner, duly qualified and registered or licensed in the province, state or country in which the candidate is training or is in practice; or
 - 6.1.4** A basic scientist involved in orthopaedic research.
- 6.2 ADMISSION.** Each member shall be promptly informed by the Secretary, or such person designated by him of his admission as a member.

ARTICLE 7 – CATEGORIES OF MEMBERSHIP

- 7.1 CATEGORIES.** Members shall be one of seven types:

- 7.1.1** Active
- 7.1.2** Senior
- 7.1.3** Associate
- 7.1.4** Overseas
- 7.1.5** Honorary
- 7.1.6** Affiliate
- 7.1.7** Inactive

7.1.1 *Active Membership.*

- (a) A candidate for active membership will be considered by the Membership Committee once the candidate has fulfilled the following criteria:
 - (i) Completed training in an approved program in orthopaedic surgery;
 - (ii) Obtained certification by the Royal College of Physicians and Surgeons of Canada or equivalent qualification as accepted by the Association; and
 - (iii) Obtained the endorsement of two active members as to the candidate's moral and ethical standing.
- (b) Active members may vote and hold office in the Association.
- (c) Active members must pay admission fees and/or annual fees as determined by the Board. Active members may be requested to pay a registration fee at the annual meeting as determined by the Board.
- (d) Active membership in the Association shall be effective from March 1 in one year to the last day of February in the following year.

7.1.2 Senior Membership.

- (a) Active members who are at least 65 years of age and are no longer in clinical or administrative practice may become senior members.
- (b) In order to be transferred to senior membership status, an active member must notify the Secretary of the Association, by registered mail, of the date of his 65th birthday and the date of his retirement from clinical or administrative practice, at least 30 days prior thereto. No refunds of dues paid are to be made to senior members if they fail to comply with this requirement.
- (c) Senior members shall not be entitled to vote or hold office in the Association. They may function in an appointed office as designated by the Board.

7.1.3 Associate Membership.

- (a) Associate membership may be accorded to residents who are in a PGY2 level or beyond in an approved Canadian orthopaedic training program and to graduate fellows in orthopaedic training.
- (b) Associate members do not have voting rights, but may sit on certain committees as non-voting members where their expertise is judged useful by the Board.
- (c) Dues and annual meeting registration fees of associate members are as determined by the Board.
- (d) Associate members, upon obtaining their fellowship, may maintain this category for two years from March 1st of the calendar year in which they obtained their FRCSC, after which they must apply for active membership by completing the standard application form and be sponsored by two active members of the Association.
- (d) Associate membership in the Association shall be effective from March 1 in one year to the last day of February in the following year.

7.1.4 Overseas Membership.

- (a) An overseas member must meet the following criteria:
 - (i) Be a non-resident and not practising in Canada or the U.S.A.;
 - (ii) Pay annual dues and annual meeting registration fees as determined by the Board; and
 - (iii) Qualifications:
 - (A) Hold a FRCSC in orthopaedics or equivalent;
 - (B) Receive part or all of his training in Canada and show a continued interest in the affairs of the Association; or
 - (C) Be a qualified orthopaedic consultant in his country and have fulfilled appropriate training and education standards.

- (b) All overseas candidates must have letters of recommendation from two active members of the Association.
- (c) Overseas members shall have no voting rights.
- (d) Overseas membership in the Association shall be effective from March 1 in one year to the last day of February in the following year.

7.1.5 Honorary Membership.

- (a) Honorary membership may be conferred upon members of the medical profession of acknowledged pre-eminence, and upon distinguished persons outside the medical profession, who the Association may wish to honour.
- (b) Generally, honorary members shall not be entitled to vote or hold office in the Association. Under very special circumstances, and upon recommendation by the Board, honorary members may be granted the privilege of holding office and the right to vote.

7.1.6 Affiliate Membership.

- (a) This category of membership shall be open to:
 - (i) Fully trained Orthopaedic Surgeons who practise full-time orthopaedic surgery in Canada, but who do not possess a FRCSC (Orthopaedics), a Quebec Certification (Orthopaedics) or are not diplomats of the American Board of Orthopaedic Surgery;
 - (ii) Basic scientists involved in orthopaedic research; and
 - (iii) Medical practitioners licensed to practice in Canada who have demonstrated commitment to orthopaedic surgery and who regularly act as surgical assistants during orthopaedic surgical procedures.
- (b) All candidates for affiliate membership must have letters of recommendation from two active members of the Association.
- (c) Generally, affiliate members shall not be entitled to vote or hold office in the Association. Under very special circumstances, and upon recommendation by the Board, affiliate members may be granted the privilege of holding office and the right to vote.
- (d) Affiliate membership in the Association shall be effective from March 1 in one year to the last day of February in the following year.

7.1.7 Inactive Membership.

- (a) Under special circumstances such as illness, maternity leave, academic leave or volunteer work, active members may request to be considered inactive for the following Association fiscal year.
- (b) An inactive member must renew his request annually.

- (c) In order to be considered inactive a member must notify the Secretary of the Association by registered mail.
- (d) When such request is granted, the inactive member will pay nominal annual dues as determined by the Board.
- (e) Inactive members may be requested to pay admission fees and/or annual fees as determined by the Board.
- (f) Inactive membership in the Association shall be effective from March 1 in one year to the last day of February in the following year.

ARTICLE 8 – FORFEITURE OF MEMBERSHIP

- 8.1 EXPULSION.** The Board may, by at least two-thirds (2/3) of the votes cast at a Board meeting, pass a resolution to remove a member from the membership of the Association, and at that time, the interest of such member in the Association shall cease to exist.
- 8.2 DEFAULT OF DUES.** Any member in arrears of dues for one year without adequate explanation shall be dropped from the roll of membership on the approval of the Board. No member shall be dropped from membership until three months have elapsed from the time the notification of impending loss of membership has been sent by registered mail to the member's last known address. Members who have let their membership lapse due to non-payment of dues may, after 12 months of being a non-member, request to be reinstated without further formality. Reinstatement shall be dependant upon payment of all outstanding dues. This privilege may only be exercised once.
- 8.3 RESIGNATION.** A member may resign from the Association by giving a written notice to the Secretary of the Association, who shall advise the members at the next annual meeting.
- 8.4 RE-APPLICATION.** Members who, while in good standing with the Association, have resigned may reapply for membership in the Association by presenting such a request to the Secretary of the Association, without further formality. In such cases, such requests will be reviewed at the next Executive Committee meeting and will not require being submitted to the following annual general meeting.

ARTICLE 9 – OFFICERS

- 9.1 OFFICERS.** The officers of the Association shall be:
 - 9.1.1** President
 - 9.1.2** President-Elect
 - 9.1.3** Second President-Elect
 - 9.1.4** Immediate Past President
 - 9.1.5** Secretary
 - 9.1.6** Treasurer
 - 9.1.7** Such other officers as may be determined advisable from time to time by the Board.
- 9.2 QUALIFICATION.** The officers of the Association shall be Directors, and shall be elected by the voting members at the annual meeting of members.

- 9.3 TERM OF OFFICE.** The elected officers of the Association shall serve for a period of one year from the date of appointment or until their successors are appointed in their stead, but shall be qualified for re-election. Officers shall be subject to removal by resolution of the Board at any time. The Secretary and Treasurer shall generally be limited to three terms of office, but such terms may be extended by resolution of the Board.
- 9.4 DUTIES.** Subject to the Articles and the By-laws, the Directors determine the authority of the officers of the Association. The Directors may delegate responsibilities to the officers. The officers may exercise all powers conferred on them by the Act as well as those incidental to their duties. Absence, incapacity, refusal or negligence to act or any other cause deemed sufficient by the Directors, allows the Board to re-delegate the responsibilities of an officer to any other officer, for a period of time which the Board may determine.
- 9.5 CHAIRMAN.** The President shall act as chairman. He shall preside over all meetings of the members, the Board and the officers of the Association. The President shall exercise such other powers and duties which the Directors may prescribe.
- 9.6 PRESIDENT.** The President shall:
- 9.6.1** Meet and consult with other officers regarding Association activities during the president's year of office;
 - 9.6.2** Represent the Association at national, provincial or international meetings, when possible;
 - 9.6.3** Deliver an address at the annual meeting; and
 - 9.6.4** Be an ex-officio member of all committees.
- 9.7 PRESIDENT-ELECT.** The President-Elect shall:
- 9.7.1** Assume the office of the President at the close of the annual meeting held in the year following his election as President-Elect;
 - 9.7.2** Act in the place of the President in the event of the absence, death or incapacity of the President or at the request of the President;
 - 9.7.3** Be an ex-officio member of all standing and special committees; and
 - 9.7.4** Fulfil the role of coordinator and liaison between all committees.
- 9.8 SECOND PRESIDENT-ELECT.** The Second President-Elect shall:
- 9.8.1** Assume the role of President-Elect at the close of the annual meeting held in the year following his election as Second President-Elect; act in the place of the President-Elect in the event of absence, death or incapacity of the President-Elect or at the request of the President or President-Elect; and
 - 9.8.2** Be a member of certain special committees at the direction of the Board.
- 9.9 IMMEDIATE PAST PRESIDENT.** The President shall become the immediate Past President on termination of office at the annual meeting or upon retirement. The Immediate Past President shall be the Chairman of the Nominating Committee.
- 9.10 THE SECRETARY.** The Secretary shall:

- 9.10.1** Attend all meetings, act as clerk thereof, record all votes and minutes of proceedings and keep the minutes in books provided for that purpose;
- 9.10.2** See that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
- 9.10.3** Be the custodian of the current records of the Association;
- 9.10.4** Keep a record of the names of the members, guests and visitors in attendance at all meetings of the Association;
- 9.10.5** Prepare for publication the proceedings of the general business session of the Association and a list of the members of the Association and send copies to each member as soon as possible after the annual meeting of the Association;
- 9.10.6** Conduct all official correspondence of the Association and keep copies of the same;
- 9.10.7** Notify applicants of their admission to membership and members of their election to office or their appointment to committees;
- 9.10.8** Prepare certificates of membership for presentation to members at the next annual meeting after their election; and
- 9.10.9** In general, perform all duties necessary or incidental to the office of the Secretary and such other duties as may from time to time be assigned by the Association or the Board.

9.11 THE TREASURER. The Treasurer shall:

- 9.11.1** Have charge and custody of, and be responsible for all funds and securities of the Association and deposit such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board;
- 9.11.2** Exhibit the books of accounts and records to any of the officers or members of the Association or the Board upon application during business hours at the place where such books and records are kept;
- 9.11.3** Render a detailed report of the finances of the Association whenever called upon by the Board or by the auditor of the Association and present an annual report to the Association at the annual business meeting;
- 9.11.4** Receive and give receipts for money due to the Association from any source whatsoever;
- 9.11.5** In general, perform all duties necessary or incidental to the office of the Treasurer and such other duties as may from time to time be assigned by the Association or the Board; and
- 9.11.6** Prepare an annual budget for presentation to the Finance Committee and subsequently to the Board at the time of the mid-winter meeting for the following fiscal year.

ARTICLE 10 – THE BOARD OF DIRECTORS

10.1 THE BOARD. The Board shall consist of:

10.1.1 The officers of the Association;

10.1.2 The chairmen of the following committees:

Committee on Practice, Economics and Fulfilment

Professional Development Committee

Communications Committee

National Standards Committee

Audit and Finance Committee

10.1.3 One regional representative from:

British Columbia/Yukon

Prairie Provinces/Northwest Territories

Ontario

Quebec/Nunavut

Atlantic Provinces

10.1.4 The Chair of the Orthopaedic Committee of the Royal College of Physicians and Surgeons of Canada.

10.2 QUALIFICATIONS.

10.2.1 Subject to the articles of the Association, any member may become a Director of the Association, with the exception of the following individuals: those who are under the age of 18, those of unsound mind who have been so found by a court and those having the status of bankrupt.

10.2.2 Regional appointees would be nominated by their respective Regional/Provincial Orthopaedic Associations.

10.3 ELECTION. Subject to the Articles, the Directors listed in Sections 10.1.2 and 10.1.3 are elected by a simple majority vote cast at the annual meeting of the members. The individuals listed in Sections 10.1.1 and 10.1.4 shall serve as ex officio Directors.

10.4 TERM OF OFFICE. Unless the office of a Director ends before term because of his death, resignation, removal or ipso facto if he is disqualified from serving as Director, a Director holds office until the next annual meeting of the members or until his successor is designated.

10.5 VACANCY. Subject to the Act and unless the Articles indicate otherwise, a quorum of Directors may fill a vacancy in their numbers. A Director appointed or elected to fill a vacancy shall hold office until the term of his predecessor expires or until his successor is appointed or elected. The remaining Directors may act if a quorum remains notwithstanding the vacancies.

In the event that any Director or committee member of the Association is unwilling or unable to serve the full term of office to which he has been elected or appointed, the Board shall appoint another member of the Association to hold such office for the balance of the unexpired term.

- 10.6 REMOVAL.** Any one or all Directors may be removed by a special resolution passed by the members at a duly convened meeting. By a further resolution, the members may elect a replacement Director or Directors for the remainder of the term.
- 10.7 DE FACTO DIRECTOR.** An act of a person acting as a Director is valid, notwithstanding any irregularity in his election or appointment or a defect in his qualification. Such presumption benefits only those persons acting in good faith.
- 10.8 WAIVER OF LIABILITY.** A Director is not liable to the Association except in the case of gross negligence, fraud and similar fault. The Association also discharges the Director from liability with respect to ordinary negligence, irregular acts or other fault provided that the Director acted in good faith, and without restricting the generality of the foregoing, liability resulting from the deficiency of any title acquired by the Association or the insufficiency of any security granted as guarantee in favour of the Association and from any loss or damages arising from the bankruptcy, insolvency, or fault of any third party or of the Association itself.
- 10.9 NO REMUNERATION OF DIRECTORS.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Association as an officer or in any other capacity and receiving compensation therefor.
- 10.10 REMUNERATION OF OFFICERS.** The officers of the Association shall serve without salary with the exception of the President and Secretary each of whom may receive such remuneration as may be fixed by the Board.
- 10.11 CONFLICT OF INTEREST AND DUTY.** Any Director who contracts in his personal capacity and as a representative of the Association must disclose his interest to the Board, and if he is present at the meeting when a decision is taken on such contract, he must refrain from voting on that matter unless a majority of the Directors is interested, in which case they may vote after having disclosed such interest. A general notice given to the Board by a Director, to the effect that he is a director or representative of or has a material interest in another firm or enterprise, and that he is to be regarded as interested in any contract made with the said firm or enterprise, is a sufficient declaration of his interest in relation to any contract so made. The Directors may, nevertheless, hypothecate, charge or pledge the property of the Association in favour of any representative who constitutes himself personal surety with regard to the liabilities of the Association or otherwise. The Directors may be members of boards of directors of other enterprises, including competitors, and may act as consultants or in another capacity for such enterprises.

ARTICLE 11 – BOARD MEETINGS

- 11.1 BOARD MEETINGS.** The Board shall meet at least once and usually twice in each year with notification of the members at least one month prior to the date of such a

meeting. Guests, such as Special Committee Chairmen and others, may be invited to parts of meetings.

- 11.2 GOVERNANCE.** The Board shall govern and supervise the management of the affairs of the Association and shall have charge of the annual meeting and any special general meeting. The duties of the Board shall be to supervise the management of the activities and affairs of the Association including charitable and membership functions.
- 11.3 CALLING OF MEETING.** Meetings of the Board may be called by the President, any Vice-President, the Secretary or any two Directors. Notice of such meeting shall be sent to each Director by mail or messenger to his most recent address known to the Directors. If the address of a Director does not appear in the books of the Association, the notice may be sent to the address where, in the opinion of the sender, it is most likely to reach the Director promptly. The notice of the meeting shall specify the place, date and hour of said meeting and must be received by the Director at least two (2) business days prior to the time fixed for said meeting.
- 11.4 EMERGENCY MEETING.** When, in the opinion of the President or the Secretary of the Association, the calling of a meeting of the Board is a matter of urgency, he may call such meeting by notice transmitted by telephone, fax, e-mail or delivered by messenger at least twenty-four (24) hours before such meeting. When the notice is transmitted by fax, an original copy of it has to be delivered to the addresses by special delivery. Such notice is deemed sufficient for the validity of such meeting.
- 11.5 PLACE.** Meetings of the Board shall be held at the head office of the Association or at any other place in Canada determined by the Directors.
- 11.6 QUORUM.** The Directors may determine by resolution the quorum for meetings of the Board, but until otherwise fixed, the simple majority of the Directors, elected or appointed at the last annual meeting, constitutes a quorum. This quorum of Directors must be maintained throughout the meeting of the Board.
- 11.7 PROCEDURE.** The Chairman of the meeting of the Board is responsible for the good conduct of the meeting, submits any proposals upon which a vote of the Directors is required and generally establishes rules of procedure.
- 11.8 VOTE.** Each Director is entitled to one vote. Any matter presented to the Board shall be decided by the affirmative vote of at least a simple majority of the Directors voting. Voting shall be held by a show of hands, unless the Chairman of the meeting or a Director demands a ballot. If a ballot is demanded, the Secretary of the meeting serves as scrutineer and counts the ballots. Voting by proxy is not permitted at any meeting of the Board. The Chairman of the meeting has a deciding vote in the event that a vote is tied.
- 11.9 PARTICIPATION BY TELEPHONE.** With the consent of all the Directors, a Director may participate in a meeting of the Board by telephone or any other means of communication which enables him to communicate orally with the other Directors participating in the meeting. Such consent may be given before, during or after such meeting. A Director who participates in a meeting by such means is deemed to be present.

- 11.10 WAIVER OF NOTICE.** A Director may, by written notice sent to the head office of the Association, waive his right to a notice of meeting or to any amendment in the notice or even to the holding of such meeting. A waiver of notice may be validly given before, during or after the meeting of Directors, and attendance of a Director at such meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 11.11 ERROR OR OMISSION.** No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 11.12 Mail Ballots.** In limited cases, where attendance in person or by telephone is not possible, a Director may vote at a Director's meeting by means of a detailed voting ballot (including e-mail ballot). The ballot must be sent to the President and will only be counted if the motion that is on the floor at a meeting is identical to that contained at least four (4) hours before such meeting, in the ballot. A ballot may not replace a Director for the purpose of establishing quorum.
- 11.13 BORROWING POWERS.** Without limiting the borrowing powers of the Association as set forth in the Act and the Articles, the Board may from time to time:
- 11.13.1** Borrow money upon the credit of the Association;
 - 11.13.2** Limit or increase the amount to be borrowed; and
 - 11.13.3** Mortgage, hypothecate, charge or pledge all or any of the real and personal property, present and future, undertaking rights of the Association to secure any such debentures or other securities or any money borrowed or any other liability of the Association. Nothing in this clause shall limit or restrict the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed, by or on behalf of the Association.
- 11.14 ADJOURNMENT OF MEETING.** The Chairman of the meeting of the Board may, with the consent of the Directors present at such meeting, adjourn any such meeting to another date and place as he may determine, without giving another formal notice of meeting to the Directors. At the reconvened meeting, the Board may validly deliberate in accordance with the modalities established at the time the meeting was adjourned, if there is a quorum. The Directors constituting a quorum at the meeting so reconvened need not be the same persons who were present at the original meeting. If a quorum of Directors does not exist at the commencement of the reconvened meeting, the meeting is deemed to have terminated at the adjournment of the original meeting.

ARTICLE 12 – COMMITTEES

- 12.1** The Board may, from time to time, appoint such committees as it deems necessary or advisable and terminate any such committee so appointed when, in the opinion of the Board, such is considered advisable.

- 12.2** The composition, terms of reference and rules of procedure of such committees shall be as determined by the Board from time to time.

ARTICLE 13 – MEETINGS OF MEMBERS

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

- 13.2 MEETING PROGRAM.** The annual meeting shall consist of:

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

The election of new Directors, regional members and standing committee chairmen, as well as designated committee members, shall take place at the last general business session of each annual meeting.

- 13.3 AGENDA.** The agenda of the business session at the annual meeting of the Association shall include:

Reading of minutes of each meeting

Report of the Board

Report of the Secretary

Report of the Treasurer

Report of Committees

a) Standing

b) Special Communications Report of the Nominating Committee

Election of Directors, Regional Members, Members-at-large, Chairmen of Standing Committees, as well as designated committee members

Nomination and election of Nominating Committee members for the ensuing year

Receipt of Financial Statements

Appointment of Auditor

Unfinished Business

New Business

Installation of incoming President (may be held separately at the conclusion of the annual meeting)

Adjournment.

- 13.4 SPECIAL GENERAL MEETINGS.** Special general meetings may be held from time to time at the call of the Board or at the request of at least 20 voting members of the Association.
- 13.5 MEETING BY REQUEST OF MEMBERS.** A special meeting of the members must be convened at the request of not less than 20 voting members of the Association.
- 13.6 NOTICE.** Notice of the annual meeting or special general meetings of the Association shall be sent in writing to all members, at least one month prior to the date fixed for such a meeting.
- 13.7 ERRORS AND OMISSIONS.** No error or omission in giving notice of any annual or special general meeting or any adjourned meeting, whether annual or special general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be his last address recorded on the books of the Association.
- 13.8 CONTENT OF NOTICE.** Any notice of a meeting shall specify the place, date and time of the meeting. Notice of an annual meeting must specify the nature of the business to be transacted at the meeting except when such meeting is called only to examine the financial statements and the report of the auditor, to elect Directors and to re-appoint the incumbent auditor. Notice of an annual or special general meeting at which other business shall be transacted shall state the nature of business to be considered in sufficient detail to permit the member to form a reasoned judgement thereon and the text of any special resolution to be submitted to the meeting.
- 13.9 QUORUM.** A quorum for a general business session of an annual or special general meeting shall be 50 voting members.
- 13.10 ADJOURNMENT.** Should a quorum not exist at the beginning of a meeting of the members, the members present and entitled to vote may adjourn the meeting until a quorum is attained. The reconvening of any meeting so adjourned may take place without formal notice, provided that a quorum is attained. The meeting so reconvened may deal with any business for the purpose of which the original meeting was called.
- 13.11 RIGHT TO VOTE.** Subject to the Articles and the By-laws, each voting member of the Association is entitled to one vote at a meeting of members.
- 13.12 VOTING.** Unless the Act or these By-laws otherwise provides, questions arising at any meeting of the Association shall be decided by a majority of votes. Proxy votes will be accepted at any meeting of the Association, provided the proxy holder appointed by the member supplies a witnessed written proxy to the presiding officer. A proxy holder must be a voting member of the Association.
- 13.13 BALLOT.** The chairman of the meeting or a person entitled to vote may request a vote by ballot. Each member or proxy holder delivers to the scrutineer of the meeting a ballot on which appears his name, the names of the members he

represents, the number of votes he is entitled to cast and the manner in which they are to be cast.

- 13.14 WRITTEN RESOLUTIONS AND BALLOTS.** Written resolutions and mail ballots (including e-mail ballots) may be used in lieu of a meeting of members to deal with any matter, except for matters required by the Act to be dealt with at a meeting. No vote taken by written resolution or mail ballot shall be valid unless the vote of members holding at least 20% of the voting rights have been received by the President. Any decision taken by written resolution or mail ballot shall be determined by a majority of the vote received by the President unless otherwise specifically provided by the Act or these By-laws.
- 13.15 PROCEDURE.** The chairman of the meeting of the members directs the meeting and is responsible for its good conduct. Subject to the Act and the By-laws, and according to the procedure usually followed during meetings, he establishes reasonably and impartially the procedure to be followed. The chairman of the meeting of the members decides any matter including, among others, any issues relating to the validity of a proxy. Such decisions are final and binding upon the members.
- 13.16 SCRUTINEERS.** The chairman may appoint one or more persons, who are not required to be members or officers of the Association, to act as scrutineers at any meeting of the members.

ARTICLE 14 – SIGNING OF DOCUMENTS

All bills of exchange, cheques, contracts, documents, deeds or other papers required to be executed by the Association shall be signed by the President and the Secretary, or by such member or members of the Board, as the Board may by resolution designate.

ARTICLE 15 – PUBLICATIONS

- 15.1** All proceedings of the Association shall be accurately recorded and shall be distributed to the members, upon their request.
- 15.2** If approved at an annual meeting or a special general meeting by a majority vote of those members of the Association present and entitled to vote, the Association may publish a journal and may appoint an editor for such a journal.
- 15.3** A copy of all papers read to the annual meeting of the Association must be given to the Program Committee.
- 15.4** Papers may be submitted, delivered and published in English or in French.

ARTICLE 16 – FISCAL YEAR

- 16.1 FISCAL YEAR.** The fiscal year of the Association shall end on the last day of February in each year.
- 16.2 CHANGE IN FISCAL YEAR.** A fiscal year change must be presented to the members of the Association at an annual general meeting.
- 16.3 AUDITOR.** At each annual meeting of the Association, the members shall appoint an auditor who shall make an annual audit of the books and accounts of the Association, and shall report thereon at each annual meeting. The auditor shall hold

office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The auditor may be paid such remuneration as the Board shall from time to time determine.

ARTICLE 17 – LANGUAGE

- 17.1** Proceedings of all meetings may be conducted either in English or French.
- 17.2** All official Association communications shall be presented in both official languages.

ARTICLE 18 – AMENDMENT OF THE BY-LAWS

- 18.1 PROPOSALS.** Proposals to amend or repeal the By-laws or to enact new By-laws may be made:
 - 18.1.1** By the Board at any of its sittings. A written copy of the proposal shall be initialled by the Secretary; by a duly proposed and seconded motion from the floor at any general business session of the Association. A written copy of the proposal shall be initialled by the Secretary; or
 - 18.1.2** By five or more voting members of the Association. A written copy of the proposal signed by not less than five voting members shall be delivered to the President and the Secretary.
- 18.2 APPROVAL OF PROPOSALS.** The Secretary shall forward a copy of all proposals of which he has notice to each member of the Association at least 30 days prior to the annual meeting or special general meeting at which the proposals are to be considered.
 - 18.2.1** Proposals made under Section 18.1.1 shall be dealt with at the first general business session of the next annual meeting or special general meeting, whichever shall first occur.
 - 18.2.2** Proposals made under Section 18.1.2 shall be dealt with at a general business session of the next annual meeting or special general meeting, whichever shall first occur, which is held after the lapse of 90 or more days from the date on which the motion is presented or the proposal is forwarded to the Secretary.
- 18.3** A two-thirds majority of the votes cast shall be required to pass an amendment to or repeal of any existing By-laws, or to enact new By-laws.
- 18.4** The repeal or amendment of By-laws, or the enactment of a new by-law, relating to the requirements of subsection 155(2) of the Act shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE 19 – RULES AND REGULATIONS

The Board may from time to time make such rules and regulations, not in any way inconsistent with these By-laws, for the internal management of the Association and for such other purposes as the Board may deem advisable.