



Canadian Academy of Health Sciences
Académie canadienne des sciences de la santé

**CANADIAN ACADEMY OF HEALTH SCIENCES
ACADÉMIE CANADIENNE DES SCIENCES DE LA
SANTÉ**

GENERAL OPERATING BY-LAW NO. 1

CAHS/ACSS

General Operating By-law No. 1 ii

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of
CANADIAN ACADEMY OF HEALTH SCIENCES
ACADÉMIE CANADIENNE DES SCIENCES DE LA SANTÉ
(the “Corporation”)

INDEX

SECTION I INTERPRETATION	4
1.01 Definitions	4
1.02 Interpretation	5
SECTION II MISSION STATEMENT	5
2.01 Mission Statement	5
SECTION III FINANCIAL AND OTHER MATTERS	6
3.01 Financial Year	6
3.02 Banking Arrangements	6
3.03 Execution of Documents	6
3.04 Public Accountant and Level of Financial Review	6
3.05 Annual Financial Statements	7
3.06 Operating Policies.....	7
SECTION IV FELLOWS	7
4.01 Classes and Conditions of Fellowship	7
4.02 Transition of Existing Membership	7
4.03 Rights of Fellows	7
4.04 Termination of Fellowship	8
4.05 Fellowship Dues:	8
4.06 Discipline of Fellows	8
SECTION V MEETINGS OF FELLOWS	9
5.01 Annual Meetings.....	9
5.02 Special Meetings.....	9
5.03 Place of Meetings	9
5.04 Special Business	9
5.05 Notice of Meetings	9
5.06 Waiving Notice	10
5.07 Persons Entitled to be Present	10
5.08 Chair of the Meeting	10
5.09 Quorum	10
5.10 Meetings Held by Electronic Means	11
5.11 Votes to Govern	11
5.12 Proposals at Annual Meetings	11
5.13 Resolution in Lieu of Meeting	12
SECTION VI DIRECTORS	12
6.01 Powers	12

6.02 Number of Directors	12
6.03 Qualifications.....	12
6.04 Composition of Board	12
6.05 Election of Directors and Term	13
6.06 Appointment of Directors and Term	13
6.07 Ceasing to Hold Office	13
6.08 Resignation	14
6.09 Removal	14
6.10 Filling Vacancies	14
6.11 Delegation	14
6.12 Conflict of Interest	14
6.13 Confidentiality	15
6.14 Indemnification	15
SECTION VII MEETINGS OF DIRECTORS.....	15
7.01 Calling of Meetings	15
7.02 Place of Meetings	15
7.03 Notice of Meeting	15
7.04 Regular Meetings	15
7.05 Participation at Meeting by Telephone or Electronic Means	16
7.06 Quorum	16
7.07 Votes to Govern	16
7.08 Resolutions in Writing	16
SECTION VIII OFFICERS	16
8.01 Election and Appointment	16
8.02 Description of Offices	16
8.03 Term of Office	18
8.04 Vacancy in Office	18
SECTION IX COMMITTEES	18
9.01 Governance and Nominating Committee	18
9.02 Fellowship Committee	19
9.03 Assessments Committee	19
9.04 Other Committees	20
SECTION X NOTICES	20
10.01 Method of Giving Notices	20
10.02 Computation of Time.....	21
10.03 Undelivered Notices	21
10.04 Omissions and Errors.....	21
10.05 Waiver of Notice	21
SECTION XI ARTICLES AND BY-LAWS	22
11.01 Amendment of Articles	22
11.02 By-law Confirmation	22
11.03 Effective Date of Board Initiated By-law, Amendment or Repeal	22
SECTION XII EFFECTIVE DATE	22
12.01 Effective Date	22

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of
CANADIAN ACADEMY OF HEALTH SCIENCES
ACADÉMIE CANADIENNE DES SCIENCES DE LA SANTÉ
(the “Corporation”)

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 17th day of December, 2004;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 22nd day of February, 2005;

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

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Corporation to take effect in accordance with section 12.01 as follows:

SECTION I INTERPRETATION

1.01 Definitions

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

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Fellow” means a member of the Corporation and “Fellows” or “Fellowship” means the collective membership of the Corporation.
- (g) “Nomination Request for the Board of Directors” means a written request to nominate candidates as provided for in section 9.01 of this by-law.
- (h) “Officer” means an officer of the Corporation.
- (i) “Operating Policies” means the operating policies approved by the Board in accordance with section 3.06 of this by-law.

- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Proposal” means a proposal submitted by a Fellow of the Corporation that meets the requirements of section 163 of the Act.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II MISSION STATEMENT

2.01 Mission Statement

The objective of the Canadian Academy of Health Sciences is to provide assessments of, and advice on, key issues relevant to the health of Canadians.

In order to achieve this role it:

- (a) Elects fellows to the Academy, Canadian citizens or Canadian residents for the preceding three years, who are recognized by their peers nationally and internationally for their contributions to the promotion of health sciences, and who have demonstrated leadership, creativity, distinctive competencies and a commitment to advance academic health sciences;
- (b) Serves as a credible, expert and independent assessor of science and technology (S&T) issues relevant to the health of Canadians;
- (c) Supports the development of timely, informed and strategic advice on urgent health issues;

- (d) Supports the development of sound and informed public policy related to these issues;
- (e) Enhances understanding of science and technology issues affecting the public good by transmitting the results of assessments and providing opportunities for public discussion of these matters;
- (f) Provides a collective authoritative multi-disciplinary voice of health sciences communities; and
- (g) Represents Canadian health sciences internationally and liaises with like international academies to enhance understanding and potential collaborations on matters of mutual interest.

SECTION III FINANCIAL AND OTHER MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of March in each year.

3.02 Banking Arrangements

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

3.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

3.04 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

3.05 Annual Financial Statements

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

3.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are consistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION IV FELLOWS

4.01 Classes and Conditions of Fellowship

Pursuant to the Articles, there shall be one (1) class of Fellows in the Corporation. Fellowship in the Corporation shall be available to individuals wishing to further the purposes of the Corporation and who applied for and have been admitted as Fellows by the Board upon the recommendation of the Fellowship Committee in accordance with the rules and process set out in Operating Policies. Fellowship in the Corporation shall be divided into subcategories for the purpose of assessing applicable Fellowship dues but all Fellows shall fall into a single class of Fellows.

4.02 Transition of Existing Membership

As of the Effective Date of this By-law, all existing Active Fellows and Emeritus Fellows shall automatically become Fellows of the Corporation as provided in Section 4.01 in the respective subcategories established in Operating Policies.

4.03 Rights of Fellows

A Fellow of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Fellows and the right to one (1) vote at all meetings of Fellows.

4.04 Termination of Fellowship

Fellowship in the Corporation is terminated when:

- (a) the Fellow dies;
- (b) the Fellow ceases to maintain the qualifications for fellowship set out in section 4.01;
- (c) the Fellow fails to pay dues for a period of three (3) consecutive years;
- (d) the Fellow resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (e) the Fellow is removed as a Fellow of the Corporation in accordance with section 4.06; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Fellowship, the rights of the Fellow automatically cease to exist.

4.05 Fellowship Dues

The Directors may determine the amount and the manner in which membership dues are to be paid. Fellows shall be notified in writing of the dues payable at any time by them.

4.06 Discipline of Fellows

The Board may suspend or remove any Fellow from the Corporation for any one or more of the following grounds:

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

In the event that the Board proposes that a Fellow should be expelled or suspended from fellowship in the Corporation, the President shall provide twenty (20) days notice of suspension or removal to the Fellow and shall provide reasons for the proposed suspension or removal. The Fellow may make a written submission to the President in response to the notice received within such twenty (20) day period. In the event that no written submission is received by the President, he/she may proceed to notify the Fellow that the Fellow is suspended or removed from fellowship in the Corporation. Where a written submission is received in accordance with this section, the Board will consider such submission in arriving at a final decision and shall notify the Fellow concerning such final decision within a further twenty (20) days from the date of receipt of the submission.

SECTION V MEETINGS OF FELLOWS

5.01 Annual Meetings

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

5.02 Special Meetings

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

5.03 Place of Meetings

Meetings of Fellows may be held at any place within Canada as the Board may determine. A meeting outside Canada may take place if no Fellows entitled to vote at such meeting so disagree.

5.04 Special Business

All business transacted at a special meeting of Fellows and all business transacted at an annual meeting of Fellows, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

5.05 Notice of Meetings

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

(a) by mail, courier or personal delivery to each Fellow entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each Fellow entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 5.05(b), and if a Fellow request that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Fellow so requesting in the manner set out in section 5.05(a).

Notice of a meeting of Fellows shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Fellows at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Fellow to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Fellows entitled to receive notice of any meeting of Fellows in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Fellows provided by the Corporation shall include any Proposal submitted to the Corporation under section 5.12.

5.06 Waiving Notice

A Fellow and any other person entitled to attend a meeting of Fellows may in any manner and at any time waive notice of a meeting of Fellows. Attendance of a Fellow at a meeting of Fellows 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.

5.07 Persons Entitled to be Present

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

5.08 Chair of the Meeting

The chair of Fellows' meetings shall be the President or the President-Elect if the President is absent or unable to act. In the event that the President and the President-Elect are absent, the Fellows who are present and entitled to vote at the meeting shall choose a Fellow to chair the meeting.

5.09 Quorum

Subject to the Act, a quorum at any meeting of the Fellows shall be a majority of the Fellows in good standing or twenty (20) Fellows in good standing, whichever is less. If a quorum is present at the opening of a meeting of Fellows, the Fellows 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 Fellow may be present in person, or by telephonic and/or by other electronic means.

5.10 Meetings Held by Electronic Means

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

- (a) Any person entitled to attend a meeting of Fellows may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Fellows of the Corporation call a meeting of Fellows, those Directors or Fellows, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Fellows by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Fellows, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Fellow voted.

5.11 Votes to Govern

At any meetings of the Fellows, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, there shall not be a second or casting vote and the resolution being voted on shall be deemed as failed.

5.12 Proposals at Annual Meetings

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

5.13 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Fellows entitled to vote on that resolution at a meeting of Fellows is as valid as if it had been passed at a meeting of the Fellows, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Fellows shall be kept with the minutes of meetings of Fellows.

SECTION VI DIRECTORS

6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

6.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Fellows by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Corporation or its affiliates.

6.03 Qualifications

Each Director shall be an individual who is not less than (eighteen) 18 years of age. Each Director shall be a Fellow of the Corporation but, at the recommendation of the Standing Committee responsible for nominations, and with the approval of the Board, one non-Fellow with specific expertise may be elected for the statutory term associated with the position in the By-Laws. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Director.

6.04 Composition of Board

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

- (a) One Director who shall also serve as the President;
- (b) One Director who shall also serve as the President-Elect;
- (c) One Director who shall also serve as the Secretary;
- (d) One Director who shall also serve as the Treasurer;
- (e) One Director who shall also serve as the Immediate Past-President;

- (f) Six (6) Directors who shall represent each of the following disciplines or areas of specialty: Dentistry, Medicine, Nursing, Pharmacy, Rehabilitation Sciences, and Veterinary Medicine;
- (g) At least two (2) Directors who may be from any discipline;
- (h) Up to two (2) Directors who may be nominated from the floor at the annual general meeting of members; and
- (i) The Chair of the Assessments Committee, who shall serve ex-officio as a non-voting member.

6.05 Election of Directors and Term

- (a) Subject to the Articles, Directors, except the President and Immediate Past-President, shall be elected by the Fellows by Ordinary Resolution at an annual meeting of Fellows at which an election of Directors is required.
- (b) The term of office for Directors shall be two (2) years or as determined by Ordinary Resolution of the Fellows. As much as possible, the Directors shall be elected and shall retire in rotation. The election of Directors nominated from the Floor shall be staggered so that only one (1) new nomination from the floor occurs each year.
- (c) If Directors are not elected at a meeting of Fellows, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for election for a maximum of three (3) sequential terms, excluding any terms spent as an Officer of the Corporation.
- (e) The Governance and Nominating Committee will present a report to the Fellows for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

6.06 Appointment of Directors and Term

Pursuant to the Articles, following the conclusion of the annual general meeting of Fellows each year, the Board shall appoint the President and the Immediate Past-President as Directors, to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of Directors appointed pursuant to this section shall not exceed one-third (1/3) of the number of Directors elected by the Fellows at the previous annual meeting of Fellows.

6.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Fellows in accordance with section 6.09, or no longer fulfils all of the qualifications to be a Director set out in section 6.03, as determined in the sole discretion of the Board.

6.08 Resignation

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

6.09 Removal

The Fellows may, by Ordinary Resolution, passed at a meeting of Fellows, 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.

6.10 Filling Vacancies

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

6.11 Delegation

Subject to the Act, 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 **CAHS/ACSS General Operating By-law No. 1 12** its quorum at not less than a majority of its Fellows, to elect its chair and to otherwise regulate its procedure.

6.12 Conflict of Interest

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

6.13 Confidentiality

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

6.14 Indemnification

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

SECTION VII MEETINGS OF DIRECTORS

7.01 Calling of Meetings

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

7.02 Place of Meetings

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

7.03 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 section 10.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

7.04 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 forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

7.05 Participation at Meeting by Telephone or Electronic Means

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

7.06 Quorum

Five (5) Directors shall constitute 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 this By-law, by teleconference and/or by other electronic means.

7.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, there shall not be a second or casting vote and the resolution being voted on shall be deemed as failed.

7.08 Resolutions in Writing

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

SECTION VIII OFFICERS

8.01 Election and Appointment

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

8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers

are appointed or elected thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Fellows. The President, along with the President-Elect shall represent the Corporation on the Board of Governors of the Canadian Academies of Science.
- (b) **President-Elect** - The President-Elect shall be a Director. If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside at all meetings of the Board and of the Fellows. The President-Elect, along with the President, shall represent the Corporation on the Board of Governors of the Canadian Academies of Science.
- (c) **Immediate Past-President** – The Immediate Past-President shall be a Director and chair the Governance and Nominating Committee and shall act as the liaison on behalf of the Corporation in its contacts and dealings with other learned societies. Notwithstanding the foregoing, until such time as the office of Immediate Past-President is filled as provided for in these By-laws or in the absence or disability of the Immediate Past-President, the President shall perform the duties of the Immediate Past-President.
- (d) **Secretary** - The Secretary shall be a Director, attend and be the Secretary of all meetings of the Board, Fellows and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation'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 Fellows, 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 Corporation.
- (e) **Treasurer** - The Treasurer shall be a Director and responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (f) **Executive Director** - The Executive Director, if one is appointed, shall be an ex officio and non-voting member of the Board and will supervise the day to day **law No. 1 15** operations and administration of the Corporation. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President 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.

8.03 Term of Office

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

8.04 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 Corporation. Unless so removed, an Officer shall hold office until the earlier of:

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

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION IX COMMITTEES

9.01 Governance and Nominating Committee

The Board of Directors will appoint a Governance and Nominating Committee as provided for herein and as may be required. The Governance and Nominating Committee's duty shall be to select and nominate candidates from amongst the Fellows for election to the Board as provided in these By-laws. The Governance and Nominating Committee will be comprised of the following:

- (a) the Immediate Past-President, with the term to run concurrently with his or her term of office provided that until such time as the first Immediate Past-President takes office, the President shall fill this position;
- (b) one (1) Director appointed by the Board for a term of one (1) year;
- (c) three (3) Fellows appointed by the Board. The Fellows shall serve terms of three (3) years on a rotational basis.

The Governance and Nominating Committee shall be chaired by the Immediate Past-President providing however that until such time as the incumbent President succeeds to Immediate Past-President, the Governance and Nominating Committee shall be chaired by the President. In the event of any vacancy occurring in the Governance and Nominating Committee, such vacancy may be filled for the remainder of the term by a person appointed by the Board and selected from amongst the fellowship. A majority of persons serving on the Governance and Nominating Committee shall constitute a quorum and all decisions shall require a majority of the votes cast.

The minutes of the Governance and Nominating Committee shall not be available to the general fellowship of the Corporation.

The Governance and Nominating Committee will exercise such powers and carry out such duties as are detailed in the Corporation's Operating Policies. These duties shall include but not be limited to the following:

- (a) The Governance and Nominating Committee shall present to the Secretary of the Corporation, at least thirty (30) days prior to each annual general meeting, a slate of candidates that lists the persons who have agreed to let their names stand for election for vacant positions on the Board at the next annual general meeting.
- (b) Notwithstanding the above, the Governance and Nominating Committee upon receipt of a written Nomination Request for the Board of Directors signed by at least five (5) Fellows in good standing no less than thirty-five (35) days prior to the annual general meeting, shall include on the slate of candidates the names of all eligible persons listed on the Nomination Request, who have provided their written consent to stand for election for some or all vacant positions on the Board.
- (c) The Governance and Nominating Committee shall nominate a sufficient number of candidates to stand for election as Discipline Directors such that each of the disciplines shall be represented on the Board.

9.02 Fellowship Committee

The Board of Directors will appoint a Fellowship Committee as provided for herein and as may be required. The Fellowship Committee shall be appointed to review applications for admission as a Fellow and make recommendations to the Board as to which applicants should be admitted as Fellows. The Fellowship Committee shall be comprised of the President-Elect and a minimum of six (6) persons appointed from amongst the Fellowship by Board resolution and shall contain a representative from each of the following disciplines each for a term of three (3) years:

- (a) Dentistry;
- (b) Medicine;
- (c) Nursing;
- (d) Pharmacy;
- (e) Rehabilitation Sciences; and,
- (f) Veterinary Medicine.

The Chair of the Fellowship Committee must be a current member of the Board and should have prior experience as member of the Fellowship Committee. The role may be held by the President-Elect, but alternative choices that fulfill the terms stated in the preceding sentence are also acceptable. Should a vacancy occur on the Fellowship Committee, before the expiration of the vacating member's term, the Board may appoint a Fellow to serve on the committee for the remainder of that term. Committee members may serve repeated, consecutive terms. A majority

of persons serving on the Fellowship Committee shall constitute a quorum and all decisions shall require a majority of the votes cast. The minutes of the Fellowship Committee shall not be available to the general fellowship of the Corporation.

9.03 Assessments Committee

The Board of Directors shall appoint the Chair of the Assessments Committee to serve for up to three (3) years. The purpose of the Assessments Committee is to oversee the conduct and management of evidence-based, unbiased assessments in keeping with the Mission of the Corporation. The Chair of the Assessments Committee will recommend to the Board a panel of Committee members composed of no less than ten (10) Fellows who span the scientific and scholarly expertise required for the function of this Committee. The Committee members will serve for a 3 year renewable term. The Committee will recommend to the Board of Directors approval of assessment questions, the chair and membership of assessment panels and the final report of the assessments of the panels.

The terms of the Assessments Committee and procedures that are followed are outlined in the Operating Policies of the Corporation.

9.04 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 committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure.

SECTION X NOTICES

10.01 Method of Giving Notices

Subject to sections 5.05 and 7.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Fellow, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Fellow, 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.02 Computation of Time

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

10.03 Undelivered Notices

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

10.04 Omissions and Errors

The accidental omission to give any notice to any Fellow, 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 Corporation 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.

10.05 Waiver of Notice

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

SECTION XI ARTICLES AND BY-LAWS

11.01 Amendment of Articles

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

11.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Fellows.

11.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Fellows approving such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

SECTION XII EFFECTIVE DATE

12.01 Effective Date

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