

A by-law relating generally to the conduct of the affairs of
The Canadian Pediatric Endocrine Group
Groupe canadien d'endocrinologie pédiatrique
(hereinafter referred to as the "Corporation")
BE IT ENACTED as a by-law of the Corporation as follows:

DEFINITIONS AND INTERPRETATION

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - 1.1 "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - 1.2 "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - 1.3 "**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
 - 1.4 "**Council**" means the board of directors (executive committee) of the Corporation and "director" means a member of the board;
 - 1.5 "**Director**" means a member of the Council who has been elected;
 - 1.6 "**Member**" means an individual that meets the requirements for

membership set out in this by-law, has applied for and has been accepted into membership in the Corporation by resolution of the Council or in such a manner as may be determined by the Council;

- 1.7 "**Meeting of members and Members' Meeting**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 1.8 "**Officer or Officers**" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-Laws;
- 1.9 "**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1.10 "**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- 1.11 "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.12 "**Scientific Meeting**" means a meeting of the Members held for the purpose of presenting and discussing scientific papers and to address members' needs for professional development and maintenance of clinical competence;
- 1.13 "**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- 2 **Interpretation.** In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws

BUSINESS OF THE CORPORATION

- 3 **Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the council. If a corporate seal is approved by the council, the secretary of the Corporation shall be the custodian of the corporate seal.
- 4 **Registered Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the professional office of the Secretary.
- 5 **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 council 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 6 **Financial Year.** The financial year-end of the Corporation shall be determined by the council.

- 7 **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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.
- 8 **Borrowing Powers.** The directors of the Corporation may, without authorization of the members,
- 8.1 borrow money on the credit of the corporation;
 - 8.2 issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
 - 8.3 give a guarantee on behalf of the corporation
 - 8.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- 9 **Annual Financial Statements** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

MEMBERS AND ASSOCIATES OF THE CORPORATION

10 **Membership Conditions.** Subject to the Articles, there shall be **three classes of** Members in the Corporation. Membership in the Corporation shall be available only to individuals who are interested in furthering the purposes of the Corporation, who have applied for and been accepted into membership in the Corporation by resolution of the Council or in such other manner as may be determined by the Council.

10.1 **ACTIVE MEMBERS:**

10.1.1 are certified endocrinologists holding a certificate in endocrinology from the Royal College of Physicians and Surgeons of Canada, the Professional Corporation of Physicians of Quebec or another comparable body and who have met such other qualifications or requirements as may be determined by the Council; or

10.1.2 have an active engagement in clinical or basic research in endocrinology and metabolism or allied sciences (including nurses) and who have met such other qualifications or requirements as may be determined by the Council; or

10.1.3 have met such other qualifications or requirements as may be determined by the Council.

10.2 **EMERITUS MEMBERS:**

10.2.1 are Members who have retired from the practice of medicine or from research or engagement in the field of endocrinology and metabolism;

10.3 Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. An Emeritus Member has all the same rights and obligations as a regular Member; however, Emeritus Members will not pay membership dues and will not be allowed to vote.

10.4 **ASSOCIATE MEMBERS:** Individuals will be Associate members when they have applied for and been accepted as an Associate of the Corporation by resolution of the Council or in such other manner as may be determined by the Council. An individual who is interested in furthering the objects of the Corporation and who:

10.4.1 Is a qualified physician or scientist residing outside of Canada AND meets such other criteria as the Council may determine (**Corresponding Associate**); or

10.4.2 is a resident or a research fellow in a training program in the field of endocrinology and metabolism and meets such other criteria as the Council may determine (each a "**Resident Associate**" or a "**Research Associate**"); or

10.4.3 meets such criteria that may be determined by the Council from time to time;

may apply to be an Associate. Associates shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to vote at meetings of the Members and shall not be considered Members within the meaning of the Act. The Council may suspend or expel Associates from the Corporation at their discretion. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is

required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

- 11 **Applications for Membership, Emeritus Membership and Associates.** Any candidate seeking to be a Member of the Corporation shall apply in writing to the Council who will examine their application and determine whether the applicant has satisfied the Corporation's requirements.

- 12 **Membership Dues.** Members shall be notified in writing or by electronic means of the membership dues at any time payable by them and, if any are not paid prior to the renewal deadline set by the Corporation the members in default shall automatically cease to be members in good standing. They will lose access to the Corporation's website and will not be allowed to claim preferred registration rates. A Member failing to pay any such dues for two (2) consecutive years, shall cease to be a Member of the Corporation and will be required to go through the reapplication process. The Council shall review a list of any such non-paying Members and Associates each year. Members or Associates who resign or are terminated or suspended shall not be entitled to any refund of any dues paid.

- 13 **Termination of Membership** A membership in the Corporation is terminated when:
 - 13.1 the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

 - 13.2 a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

 - 13.3 the member resigns by delivering a written resignation to the chair of

the council of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

13.4 the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;

13.5 the member's term of membership expires; or

13.6 the Corporation is liquidated or dissolved under the Act.

14 **Effect of Termination of Membership** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

15 **Membership Transferability** A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

MEETINGS OF MEMBERS

16 **Notice of Members Meeting.** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic mail to each member's address on file in the secretarial office. Notice shall be sent not less than sixty (60) days prior to the Meeting, except for Special Meetings for which notice shall be sent not less than fourteen (14) days and not more than sixty (60) days in advance.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

- 17 **Members Calling a Members' Meeting.** The Council shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

- 18 **Absentee Voting at Members' Meetings.** Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by electronic means if the Corporation has a system that:
 - 18.1 enables the votes to be gathered in a manner that permits their subsequent verification, and
 - 18.2 permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

- 19 **Proposals Nominating Directors at Annual General Members' Meetings (AGM).** Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less

than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

- 20 **Cost of Publishing Proposals for Annual Members' Meetings.** The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
- 21 **Place of Members' Meeting.** Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the council or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- 22 **Persons Entitled to be Present at Members' Meetings**

Active, emeritus and associate members are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, Articles and By-Laws are entitled to cast a vote at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.
- 23 **Chair of Members' Meetings.** The President shall chair all Members' Meetings and Scientific Meetings. In the President's absence the Past-President or President-elect shall serve as the chair. In the event that the President, Past-President and President-elect are absent, the Members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.
- 24 **Quorum at Members' Meetings.** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act)

shall be 25 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

- 25 **Votes to Govern at Members' Meetings.** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 26 **Participation by Electronic Means at Members' Meetings.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- 27 **Members' Meeting Held Entirely by Electronic Means.** If the Directors or Members of the Corporation call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall 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.

COUNCIL AND OFFICERS OF THE CORPORATION

- 28 **Number of Directors.** The Council shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Council shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Council.
- 29 **Term of Office of Directors and Officers.** Rolling Term. The Directors shall be elected by the Members on the following Schedule:
- 29.1 **Election of President-Elect.** In every second year at the Annual General Meeting or by electronic vote as required or preferred the Members will elect one Member to the role of President-Elect. The President-Elect will serve a four (4) year term, the first year of which will be served as President-Elect, the second and third years of which will be served as President and the fourth year of which will be served as Past-President.
- 29.2 Beginning with the first Annual General Meeting following the approval of these By-Laws, in the first year of two (2) years at the Annual General Meeting the Members will elect up to seven (7) Directors to a two (2) year term, which term shall expire at the second Annual General Meeting following their election. In the second year of the two (2) years following approval of these By-Laws, at the Annual General Meeting, the Members will elect up to (7) Directors to a two-year term. Directors, excluding President-Elect, President and Past-President may

renew for a second term. In the event that no member has been nominated, an electronic vote following the meeting, may be held to elect a member to the position.

30 **Vacancy of Office.** In the absence of a written agreement to the contrary, the Council may remove, whether for cause or without cause, any Director of the Corporation. Unless so removed, a Director shall hold office until the earlier of:

30.1 the Director's successor being appointed;

30.2 the Director's resignation;

30.3 the Director ceases to be a member of the Corporation;

30.4 the Director's death.

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

31 **Calling of Meetings of Council (executive committee)** Meetings of the council may be called by the President or President-Elect or any two (2) directors at any time provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

32 **Notice of Meeting of the Council.** Notice of the time and place for the holding of a meeting of the council shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 30 days before the time when the

meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

- 33 **Regular Meetings of the Council.** The council may appoint a day or days in any month or months for regular meetings of the council at a place and hour to be named. A copy of any resolution of the council fixing the place and time of such regular meetings of the council shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- 34 **Quorum at Meetings of the Council.** A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Council.
- 35 **Votes to Govern at Meetings of the Council.** At all meetings of the council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 36 **Committees of the Council.** The council may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the council shall

see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the council may from time to time make. Any committee member may be removed by resolution of the Council.

OFFICERS OF THE CORPORATION

- 37 **Appointment of Officers.** The council may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.
- 38 **Description of Offices.** The Corporation (Executive committee) consists of the following volunteer positions, to be filled by Active Members in good standing.
- 38.1 **The President** shall be the chief Council officer of the Corporation, shall exercise a general control of and supervision over its affairs and shall preside all meetings. The President shall have such other powers and duties as the Council may determine, from time to time, by resolution.
- 38.2 **The Past-President** and the **President-Elect** shall have such powers and duties as may be assigned to them respectively by resolution of the Council. If the President is absent or is unable or refuses to act, the Past-President may exercise the powers and perform the duties of the President. If the President and the Past-President are absent or are unable or refuse to act, the President-elect may exercise the powers

and perform the duties of the President and the Past-President. If the President and the Past-President or President-elect are absent or are unable or refuse to act, the council may appoint one of their own to fulfill these duties.

38.3 **The Secretary** shall attend and be the secretary of all meetings of the Council, annual members' meetings and committees of the Council. 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 members, directors and members of committees; the secretary shall be the custodian of all books, papers, record, documents and other instruments belonging to the Corporation. The renewable term of office shall be two (2) years or until a successor is elected.

38.4 **The Treasurer** is to act as a source of financial information for the Corporation. In collaboration with the President, the Treasurer shall inform the Council of the financial performance of the Corporation and also inform the Members of the financial results and present the accountant's report at the Annual General Meeting. The Treasurer shall assist in the development of financial policies and procedures in collaboration with the President and help the Corporation ensure that adequate resources are available to fund Corporation programs. The Treasurer shall oversee projects and shall have such powers and duties as may be assigned to him or her respectively by resolution of the Council. The Treasurer and/or the President shall have authority to make payments on behalf of the Council either jointly or separately as the council wishes. The renewable term of office shall be two (2) years or until a successor is elected.

38.5 **Standing Committee Chairs** shall act as a member-at-large on the

Council; have other duties as the Council may determine, from time to time, by resolution. The renewable term of office shall be two (2) years or until a successor is elected. These positions include:

38.5.1 **The Fellowship Committee Chair** who oversees postgraduate scholarships, including fundraising, the selection of candidates, and other business as deemed necessary for the proper administration of this program. The Chair of the Fellowship Committee may not be a program director of a pediatric endocrinology training program accredited or non-accredited by the Royal College of Physicians and Surgeons of Canada.

38.5.2 **The Scientific Program Committee Chair** who organizes the scientific content of the Annual Scientific Meeting and is the direct liaison to the professional conference organizers.

38.5.3 **The Nursing Affairs Committee Chair** who oversees the education and professional needs of Group members who are registered nurses, and who recommends nursing delegates to the Scientific Program Committee. The chair of this Committee must be licensed to practice nursing in at least one Canadian province and is often but not limited to the Canadian Pediatric Endocrine Nurses' President.

39 **Ad hoc Committees.** The Council shall, from time to time, name, by resolution, ad hoc committees with specific terms of reference.

40 **Vacancy in Office.** In the absence of a written agreement to the contrary, the Council may remove, whether for cause or without cause, any Director or Officer of the Corporation. Unless so removed, an Director or Officer shall hold office until the earlier of:

- 40.1 the Officer's successor being appointed
- 40.2 the Officer's resignation
- 40.3 such Officer ceases to be a Director (if a necessary qualification of appointment)
- 40.4 such Officer's death.

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

INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHERS

41 **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- 41.1 all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such

Director's, Officer's or other person's office or in respect of any such liability;

- 41.2 all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 54.1, the Council may approve such an advance.

GENERAL

- 42 **Invalidity of any Provisions of this By-law.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
- 43 **Omissions and Errors.** The accidental omission to give any notice to any member, director, officer, member of a committee of the Council 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-laws 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.
- 44 **By-laws and Effective Date.** Subject to the articles, the board of directors 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 resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

DATED the 25th day of May, 2016

Nancy Gagné

Name:
Title: CPEG Treasurer

Elisabeth Sellers

Name:
Title: CPEG President