

**AMENDED AND RESTATED  
BY-LAW No. 1**

A by-law relating generally to the transaction of the business and affairs of

**CANADIAN PAEDIATRIC SOCIETY  
SOCIÉTÉ CANADIENNE DE PÉDIATRIE**  
(hereinafter referred to as the “**Society**”)

**ARTICLE 1 - DEFINITIONS**

**1.1 Definitions**

In this By-Law, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Canada Corporations Act*, R.S.C. 1970, chap. c.C-32 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Society to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) “**By-laws**” means any By-law of the Society from time to time in force and effect;
- (c) “**Letters Patent**” means the Letters Patent and any supplementary letters patent of the Society;
- (d) “**Member**” means a Voting Member and/or a Non-voting Member, as applicable;
- (e) “**Non-voting Member**” has the meaning given thereto in section 2.1(b);
- (f) “**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Society to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (g) “**Sections**” means a group of members with specific interests in child and youth health who network and work through the CPS to provide education on their subspecialty;
- (h) “**Voting Members**” has the meaning given thereto in section 2.1(a).

**1.2 Interpretation**

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained herein and defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **ARTICLE 2 - MEMBERSHIP**

### **2.1 Membership classes and categories**

Membership in the Society shall consist of Members in the following categories and may be collectively referred to in this By-law as “Members”. As of January 1, 2009, there shall be eleven (11) membership classes divided into 2 membership categories, namely, Voting Members and Non-voting Members:

(a) Voting Members:

Voting Members of the Society shall consist of the Members of the following classes:

- (i) Fellows
- (ii) Emeritus Fellows
- (iii) Honorary Members
- (iv) Life Members
- (v) Resident Members

(b) Non-voting Members:

Non-voting Members of the Society shall consist of the Members of the following classes:

- (i) Corresponding Fellows
- (ii) Associate Physician Members
- (iii) Associate Health Care Professionals
- (iv) Associate Medical Students
- (v) American Academy Members

### **2.2 Membership Eligibility**

Membership in the Society shall be available to those individuals who are interested in furthering the objectives of the Society and whose application for admission and eligibility as a Member in one of the following classes has received the approval of the Board of Directors of the Society. Eligibility is reviewed annually.

- (a) Voting Members:
- (i) **Fellows:** Paediatricians or Paediatric Subspecialists with Canadian or American certification or equivalent international certification and a valid license to practise paediatrics, or the relevant subspecialty, in Canada shall be eligible as Fellows.
  - (ii) **Emeritus Fellows:** Any Fellow (in good standing) who has reached the age of 65 years and who has been a Member for twenty (20) years shall be eligible as an Emeritus Fellow. (Emeritus status is also available to Fellows at any age for reasons of exigencies of health or other circumstances; the Membership Subcommittee, or such other committee as the Executive Committee shall designate, will consider and approve such requests.)
  - (iii) **Honorary Members:** Eminent workers in any field who support the mission of the society and have made significant contributions to advancing the health of children and youth by nurturing excellence in health care, advocacy, education or research, shall be eligible for nomination as Honorary Members. (Nominations of persons eligible for Honorary Membership shall be made in writing to the CPS by two (2) Members. Honorary membership recipients are chosen by the Membership Subcommittee, or such other committee as the Executive Committee shall designate, and approved by the Board of Directors.)
  - (iv) **Life Members:** Members of the Society who, by reason of meritorious services to the Society, are eligible for nomination as Life Members. (Nominations of persons eligible for Life Membership shall be made in writing to the CPS by two (2) Members. Life Member recipients are chosen by the Membership Subcommittee, or such other committee as the Executive Committee shall designate, and approved by the Board of Directors.)
  - (v) **Resident Members:** Graduate physicians engaged in postgraduate training in paediatrics shall be eligible as Resident Members. Resident Members shall not have the right to vote in connection with the election of the Directors described in section 4.2(a)(i) to (ix).
- (b) Non-voting Members:
- (i) **Corresponding Fellows:** Paediatricians who are currently not working as paediatricians in Canada, who have been certified in paediatrics by a certifying body, other than Canadian or American, shall be eligible as Corresponding Fellows.

- (ii) **Associate Physician, Surgeons and Dentist Members:** Physicians, surgeons and dentists with Canadian certification other than paediatrics shall be eligible as Associate Physician Members.
- (iii) **Associate Health Care Professionals:** Certified health care professionals, working in Canada, who are Members of a provincial/territorial regulated health profession and residents in programs other than paediatrics shall be eligible as Associate Health Care Professional Members.
- (iv) **Associate Medical Students:** Students enrolled in an accredited Medical School shall be eligible as Associate Medical Student Members.
- (v) **American Academy Members:** Paediatricians with American Board of Pediatrics certification who are Members of the American Academy of Pediatrics, practising outside Canada shall be eligible as American Academy Members.

### **2.3 Application**

Applications for membership will be submitted to the Society with the required fees and supporting documentation as required by the appropriate membership class.

### **2.4 Termination**

The interest and rights of a Member in the Society is not transferable. Membership lapses and ceases to exist in any one (1) of the following circumstances:

- (a) A Member of any category shall automatically cease to be a Member upon submitting his/her written resignation to the Society office;
- (b) A Member shall cease to be accorded privileges of the Society if annual dues are not paid within one (1) month of final notice.
- (c) Upon death of the Member.
- (d) Upon revocation of license to practice medicine or practice in another health profession where such license is a requirement in order to be eligible for membership in the class in which the individual is a Member.
- (e) A Member of any category may be expelled from the Society for unbecoming conduct.
- (f) In the case of a Resident Member, membership shall automatically cease one (1) year following certification in paediatrics or completion of subspecialty training or a postgraduate education program.
- (g) In the case of an Associate Medical Student, membership shall automatically cease once such student has completed or exited his/her university program.

## **2.5 Dues**

Annual dues for each class of membership shall be determined by the Board of Directors and approved each year by Members at the annual general meeting.

## **ARTICLE 3– MEETINGS OF THE MEMBERS**

### **3.1 Annual General Meeting**

The annual general meeting of the Members shall be held in Canada on such day in each year and at such time as the Directors may determine at any place within Canada, or, if a majority of Voting-Members so agree, outside Canada. The annual meeting shall take place at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting of Members.

### **3.2 Special Meetings**

Special meetings of the Members may be convened by order of the Board of Directors at any date and time and at any place within Canada or, if a majority of the Voting-Members so agree, outside Canada. The Board of Directors shall call a special meeting of Members on written requisition of at least ten (10) Fellow Members. The special meeting shall be held within ninety (90) days of the date of the request.

### **3.3 Notice**

Notice of any annual general meeting of Members shall be sent not less than sixty (60) days prior to the date of the annual general meeting (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given). Notice of any special meeting of Members shall be sent not less than twenty-eight (28) days prior to the date of the special meeting (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given). Notice of any annual or special meeting of Members shall be provided to Members of the Society by any of the following means:

- (a) by mail sent to each Member to his/her address in the records of the Society; or
- (b) by electronic means such as e-mail or facsimile to his/her e-mail address or facsimile number in the records of the Society.

Notice of any meeting must indicate the place, the day and the hour of the meeting and where special business will be transacted, the notice should state the general nature of that business.

### **3.4 Waiver of Notice**

A Member may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the

express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **3.5 Error or Omission in Giving Notice**

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of the Society shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

### **3.6 Quorum**

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act or by the Letters Patent or any other By-law) shall be no less than thirty (30) Fellows present in person. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Voting-Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

### **3.7 Adjournment**

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3.8 Meetings by Teleconference**

If a majority of the Voting-Members of the Society consents (either at a meeting of Members by simple resolution or by consents signed individually by a majority of the Voting-Members), a meeting of Members of the Society may be held by teleconference.

### **3.9 Meetings by Other Electronic Means**

The Members of the Society may meet by other electronic means that permits each Voting-Member to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each Voting-Member has equal access to the specific means of communication to be used;

- (c) each Voting-Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

### **3.10 Voting of Members**

At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast by Voting-Members unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by at least three (3) Fellows. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **4.1 Board of Directors**

The management of the activities and affairs of the Society shall be supervised by a Board of Directors who will be composed of the both elected and *ex officio* Directors.

### **4.2 Composition of the Board**

The Board of Directors shall be composed of the following elected, *ex-officio* and appointed Directors.

- (a) Elected Directors: Subject to section 4.2(d), the elected Directors shall consist of:
  - (i) a Director residing in the Province of Newfoundland and Labrador and elected by the Voting-Members residing in that province;
  - (ii) a Director residing in the Province of Nova Scotia and elected by the Voting-Members residing in that province;

- (iii) a Director residing in the Province of Saskatchewan and elected by the Voting-Members residing in that province;
  - (iv) a Director residing in the Province of Manitoba or Territory of Nunavut and elected by the Voting-Members residing in that province or territory;
  - (v) a Director residing in the Province of Alberta or the Northwest Territories and elected by the Voting-Members residing in that province or territory;
  - (vi) a Director residing in the Province of British Columbia or the Yukon Territory and elected by the Voting-Members residing in that province or territory;
  - (vii) three (3) Directors residing in the Province of Quebec and elected by the Voting-Members residing in that province;
  - (viii) three (3) Directors residing in the Province of Ontario and elected by the Voting-Members residing in that province;
  - (ix) a Director residing in Province New Brunswick or Prince Edward Island and elected by the Voting-Members residing in those provinces; and
  - (x) a Member who shall be elected in the position of the Vice-President of the Society by the Voting-Members.
- (b) Ex-officio Directors: The *ex officio* Directors shall consist of:
- (i) the President of the Society;
  - (ii) the Past-President of the Society;
  - (iii) the President-Elect of the Society;
  - (iv) the Executive Director of the Society (with no right to vote);
  - (v) the Medical Affairs Director of the Society (with no right to vote);
  - (vi) the President of the Society's Residents Section;
  - (vii) the Vice-President of the Society's Residents Section; and
  - (viii) the President of Healthy Generations (the Canadian Paediatric Foundation) (with no right to vote).
- (c) Appointed Director: The Board of Directors shall appoint one member of the public as a Director of the Society. The criteria for the selection and appointment of such individual must be approved by the membership of the Society.

### **4.3 Qualifications**

- (a) Every Director shall be eighteen (18) or more years of age and, subject to section 4.3(b) below, shall be a Member of the Society, or shall become a Member of the Society within ten (10) days after becoming a Director.

- (b) The appointed Director and the Executive Director of the Society need not be Members of the Society.

#### **4.4 Duties**

The Board of Directors may exercise such powers as permitted by the Act, or any successor legislation, or by these bylaws. The Board of Directors is permitted to enter into any kind of lawful contract, authorize expenditures and borrow funds on behalf of the Society.

The Board of Directors may appoint agents and/or employees, as it shall deem necessary from time to time to perform any duties as it sees fit.

The Board of Directors shall have power to enact rules and regulations for the operation, administration and management of the Society.

#### **4.5 Term of Office**

The term of office for every elected Director (save and except the Vice-President of the Society) shall be three (3) years and every such Director is eligible to be appointed for a second term by the Board of Directors. A notice of appointment shall be posted in the membership newsletter asking for comments from the Members in respect of every Director eligible to be appointed for a second term of three (3) years. The Board of Directors shall have sole discretion in deciding whether to appoint such Director for a second term having regard to all comments received from the Members. The appointment shall be for a term of three (3) years and shall take effect immediately following the end of such Director's first term. Directors appointed pursuant to this section shall be deemed to continue to be elected Directors for the purposes of this By-law.

#### **4.6 Vacancies**

The office of a Director shall automatically be vacated:

- (a) If the Director at any time after election or appointment fails to become a Member (as required herein), or ceases to be a Member of the Society;
- (b) If the Director is physically or mentally not capable or does not fulfil his/her duties as a Director;
- (c) If the Director by notice in writing to the Society resigns office which resignation shall be effective at the time it is received by the President of the Society or at the time specified in the notice, whichever is later;
- (d) If at a special meeting of the Members duly called for such purpose, a resolution is passed to remove the Director by at least two-thirds (2/3) of the votes cast by the Voting-Members residing in the province(s) or territory from which the Director was elected;
- (e) If the Director fails to attend three (3) consecutive meetings of the board of Directors; or
- (f) If the Director dies.

#### **4.7 Filling Vacancies**

A vacancy occurring in the Board of Directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any Director by the Members in accordance with section 4.6(d), it may be filled upon the vote of a majority of the Voting-Members from the province or territory held by the former Director and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
- (b) any other vacancy in the Board of Directors may be filled for the remainder of the term by the Directors then in office, provided there is a quorum. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member;
- (c) otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected.

#### **4.8 Remuneration**

With the exception of the Executive Director and the Medical Affairs Director, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. The Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

#### **4.9 Borrowing Power**

The Board of Directors of the Society may from time to time:

- (a) borrow money on the credit of the Society;
- (b) limit or increase the amount to be borrowed;
- (c) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Society;
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Society, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Society; and
- (e) delegate the powers conferred on the Directors under this paragraph to such officer or officers of the Society and to such extent and in such manner as the Directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Society possessed by its Directors or officers independently of this By-law.

## **ARTICLE 5 MEETINGS OF DIRECTORS**

### **5.1 Frequency of Meetings**

The Directors shall meet, with appropriate notice and provided a quorum present, to transact the general business of the Society. Meetings are to be held at a minimum twice (2) per year.

Other meetings of the Directors may be held at such time and such place as may be fixed by the Directors or by the order of the President or in writing by any two (2) Directors.

### **5.2 Notice of Meeting**

- (a) At least forty-five (45) days' notice of a Directors' meeting shall be given in writing to every Director, specifying the place, day and time, of every Directors' meeting, provided that any Director may, before or after the meeting, waive such notice.
- (b) No error or accidental omission in giving notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall invalidate such meeting to make void any proceedings taken at such meeting.

### **5.3 Quorum**

- (a) The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be fifty percent (50%) plus one (1) of voting Directors, excluding any vacancies.

### **5.4 Voting**

- (a) All elected, *ex officio* and appointed Directors shall be permitted to exercise one (1) vote on every question or matter coming before the Board of Directors, with the exception of the following Directors who shall not have the right to vote:
  - (i) the Executive Director of the Society;
  - (ii) the Medical Affairs Director of the Society; and
  - (iii) The President of Healthy Generations (the Canadian Paediatric Foundation).
- (b) Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote in addition to an original vote.

- (c) Voting in all cases may be by show of hands unless a ballot is requested. A ballot may be requested by three (3) Directors and, except where otherwise provided by law or by these bylaws.
- (d) The Society accepts voting by electronic means or by voice during a teleconference.

### **5.5 Telephone Participation**

The Directors may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors.

### **5.6 Meetings by Other Electronic Means**

The Directors may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used;
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

### **5.7 Guests**

The Board of Directors may invite guests to any or all of the Board meetings to assist in the conduct of business but they shall not have the right to vote. The Editor-in-Chief of the journal of the Society is considered a permanent guest of the Board. Guests are not permitted to vote at any meeting of the Board of Directors.

## **ARTICLE 6 - OFFICERS OF THE SOCIETY**

### **6.1 Officers**

The officers of the Society shall consist of a Past-President, President, a President-Elect, a Vice-President and the Executive Director.

### **6.2 Election of the Vice-President**

The Vice-President shall be elected by mail or electronic ballot and ratified at the next annual general meeting. The following year, the Vice-President shall become the President-Elect upon ratification of this change by voting Members at the annual general meeting. The next year, the President-Elect shall become the President upon ratification of this change by voting Members at the annual

general meeting. The following year, the President shall become the Past President.

In the event that voting Members at the annual general meeting do not ratify a change in the position to be filled, the vacancy shall be filled by holding a new general election by the Members of the Society within six (6) months. Should such a case occur, the incumbents shall remain in their role until the election process is completed.

### **6.3 Powers and Duties of Officers**

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures as well as the duties required in the performance of their respective position. The duties of the officers shall include:

- (a) President: The President shall be considered the highest officer of the Society unless otherwise determined by resolution of the Board of Directors. The President shall be vested with and shall act as Chairperson of the Board of Directors and as such shall preside at all meetings of the Board of Directors, committees of Directors, if any, and the Members.
- (b) President-Elect: The President-Elect shall be vested with all of the powers and shall perform all of the duties of the President in absence or inability or refusal to act of the President.
- (c) Vice-President: The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President or President-Elect.
- (d) Past-President: The Past-President shall be vested with all of the powers and shall perform all of the duties of the President in absence or inability and shall perform all the duties of the President in the absence or inability or refusal to act of the President, President-Elect, or Vice-President.
- (e) Executive Director: The Board of Directors will appoint an Executive Director and delegate to that person full power to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society. The Executive Director must be bilingual (French and English). He/She shall be appointed and accountable to the Board of Directors. Remuneration to be paid to the Executive Director shall be fixed annually by the Board of Directors. The Executive Director shall:
  - (i) supervise the day-to-day operations and administration of the Society;
  - (ii) give or cause to be given notices for all meetings of the Board of Directors or committee of Directors, if any, and Members when directed to do so;
  - (iii) have charge of the corporate seal of the Society and of the documents and registers of the organization;

- (iv) keep the minutes of the General Meetings of the Society, the Board of Directors and Executive Committee.
- (v) shall conform to all lawful orders given by the Board of Directors of the Society and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Society.

#### **6.4 Remuneration of Officers**

With the exception of the Executive Director, the officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from occupying the position of officer; provided that an officer may be reimbursed for reasonable expenses incurred by the Director in the performance of the officer's duties

#### **6.5 Removal of Officers**

Officers shall be subject to removal by resolution of the Board of Directors at any time, provided such removal is ratified by a simple resolution of the Voting Members.

### **ARTICLE 7 - COMMITTEES AND SUB-COMMITTEES OF THE BOARD**

#### **7.1 Standing Committees**

There shall be the following Standing Committees:

- (a) Executive Committee:
  - (i) The Executive Committee shall consist of the Past President, President, the President-Elect and the Vice-President and at least two (2) Directors. One Director shall be the current chair of the Finance Sub-committee (Treasurer) and the other shall be elected annually by the Board of Directors and such other members as approved by the Board of Directors from time to time. The Executive Director and Medical Affairs Director shall also attend the Executive Committee meetings as non-voting members. It shall, subject to any regulations from time to time imposed by the Directors, be competent to exercise any of the powers of the Directors.
  - (ii) Unless otherwise determined by the Board of Directors, the Executive Committee shall exercise all of the powers of the Board between Board of Directors meetings. All actions taken and decisions made by the Executive Committee shall be ratified at the next meeting of the Board of Directors.
  - (iii) Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours' notice of such meeting shall be given to each member of such committee.

- (iv) If a majority of the Executive of the Society consents, a meeting may be held by teleconference or other electronic means that permits each member to communicate adequately with each other. Each member of the Executive must have equal access to the specific means of communication to be used and each member has consented in advance of the meeting to using this method of communication.
  - (v) The quorum necessary for the transaction of business at Executive Committee meetings shall be four (4) voting members.
- (b) Nominating Committee:
- (i) The Nominating Committee shall consist of six (6) members: the chair, three (3) immediate Past-Presidents and two (2) other Fellows of the Society to be elected at the annual general meeting. The Chair of the Nominating Committee will be appointed by the Board of Directors to serve for a two-year term with the possibility of renewal to a maximum of 6 years.
  - (ii) It shall be the duty of the Nominating Committee to place in the hands of the Executive Director, six (6) months prior to each annual general meeting, a list of candidates proposed for nomination as Directors of the Society, together with certification from the Nominating Committee to the effect that those nominated have consented to act. Nominations shall be circulated to Members of the Society with voting privileges with a request for additional nominations. If more than one nomination is received for an area, an election is held.
  - (iii) Elections will be by ballot distributed by the Executive Director prior to each annual general meeting. The Voting Members of each provincial and territorial area shall vote for the candidate or candidates within their own area, except in paired areas as follows: New Brunswick and Prince Edward Island, Manitoba and Nunavut, British Columbia and the Yukon Territory, Alberta and the Northwest Territories, where Members with voting privileges shall vote as one area.
  - (iv) The Nominating Committee will also advise the Executive Director, six (6) months prior to each annual general meeting, the names of Members of the Society nominated as Vice-President.

## **7.2 Other Committees and Sub-Committees**

- (a) The Board of Directors may from time to time create and appoint committees or sub-committees, as it deems necessary or appropriate to assist in setting organizational policy, advising on major activities or for such purposes as the Board shall see fit. The membership of these committees may include Directors and other experts as required to fulfil their mandate as per their respective terms of reference.

- (b) The President or his/her named representative and the Executive Director or his/her named representative shall be an ex-officio member of all Committees.
- (c) Any committee member may be removed by a majority vote of the Board of Directors.
- (d) Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

## **ARTICLE 8 - SECTIONS**

### **8.1 Sections**

Sections may be established following a request from ten (10) Fellows representing a reasonable geographic spread in the country. A description of the purpose of the section must be forwarded and approved by the Board of Directors.

### **8.2 Provisional Section**

Once a section has been established they will be considered a “provisional section” for a period of at least two years, but no more than three years. Criteria for becoming a section are set out in the Section Guidelines that are approved by the Board of Directors.

### **8.3 Sections By-laws and Membership**

- (a) Sections should be governed by their own committees and have their own bylaws. Such bylaws should be approved by the Board of Directors.
- (b) Each section may establish its own requirements for section membership, subject to approval by the Board of Directors, but must require that applicants devote a minimum of fifty (50) percent of their time to the care of children and youth.

### **8.4 Dissolution of Sections**

A section may be dissolved should it not fulfill its responsibility to their members or the CPS board. A request to dissolve may be made by the CPS Board of Directors or the section membership. An evaluation will occur to determine the section’s effectiveness. An unsuccessful evaluation will result in dissolution of the section.

## **ARTICLE 9 - COMPETING INTERESTS**

A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Society shall make the disclosure required by the Act and except as provided by the Act, no such Director shall vote on any resolution to approve any such contract. Except where fully disclosed and approved by the Board of Directors,

- (a) Directors shall not be involved in any situation in which a Director's private or personal interest might be adverse to the interests of the Society or may interfere or reasonably appear to interfere with a Director's objectivity, judgement or ability to act in the best interests of the Society; and
- (b) Directors shall not have an interest in any organization that does, or is seeking to do business with the Society where such interest may influence the conduct of business in which the Director has an interest or may influence how the Director performs his or her duties as a Director.

## **ARTICLE 10 – PROTECTION AND INDEMNITY**

### **10.1 For the Protection of Directors and Officers**

Except as otherwise provided in the Act, no Director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful neglect or default.

#### (a) Indemnities to Directors and Others

Every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against;

- (b) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (c) all other costs, charges and expenses which the 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 their own wilful neglect or default.

#### **ARTICLE 11 - RULES OF ORDER**

All deliberations of the Society, its Executive, Board of Directors, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the bylaws of the Society.

#### **ARTICLE 12 - HEAD OFFICE**

The head office of the Society shall be located in the City of Ottawa, in the Province of Ontario. The Society may by resolution establish such other offices at other locations within Canada or elsewhere as it deems necessary.

#### **ARTICLE 13 - CONTRACTS AND NEGOTIABLE INSTRUMENTS**

All cheques, drafts or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Society, and in such manner as the Board of Directors may from time to time designate by resolution.

Contracts documents or instruments in writing requiring signature of the Society may be signed by the Executive Director, or his/her designate, and one Director, or two (2) other Directors of the Society as may be prescribed by the Directors. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers of any person or persons on behalf of the Society either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, document or instruments in writing.

#### **ARTICLE 14 – RULES AND REGULATIONS**

The Board of Directors may prescribe such rules and regulations not inconsistent with the By-laws relating to the management and operation of the Society and other matters provided for in these By-laws as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Society when they shall be confirmed and in default of confirmation at such annual meeting of Members shall at and from that cease to have force and effect.

#### **ARTICLE 15 – BYLAWS**

Bylaws of the Society may be enacted, repealed or amended by two thirds (2/3) of the Voting Members present at a duly convened annual general meeting or Special Meeting of the Society. Due notice of motion having been given at a previous meeting, or through correspondence at least sixty (60) days prior to the annual general meeting or special meeting of the Society must be provided before bylaws may be enacted.

The Directors may also enact, repeal or amend the bylaws of the Society and any such enactment, repeal or amendment shall be effective only until the next annual general meeting of the Society, unless sanctioned thereat or prior thereto at a Special General Meeting by two thirds (2/3) of the Voting Members present at any annual general meeting or special meeting of the Society.

Before the enacted, repealed or amended bylaws may be acted upon or enforced, the consent of the Ministry of Industry must be first had and obtained.

#### **ARTICLE 16 - SEAL**

The Society may adopt a corporate seal. Such corporate seal may be affixed to any document properly signed on behalf of the Society by any one of the Officers thereof.

#### **ARTICLE 17- AUDITORS**

At each annual general meeting of the Society, an auditor or auditors shall be appointed to audit the accounts of the Society for report to Members. The Board of Directors shall fix the remuneration of the auditors.

#### **ARTICLE 18 - FISCAL YEAR**

The fiscal year of the Society shall commence on the first day of January in each calendar year and end on the 31st day of December.

#### **ARTICLE 19- GENERAL**

These by-laws shall amend and supersede any previous General By-law of the Society and upon approval of the Minister of Industry Canada, they shall be translated into the French language.

ENACTED as of this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

WITNESS the seal of the Society.

\_\_\_\_\_  
President

\_\_\_\_\_  
Executive Director