

**Canadian Neurosurgical Society
Société canadienne de neurochirurgie**

By-laws

Approved by the Board - 2014

Ratified by the Members – AGM, June 2014

Part I - Definitions and Interpretation

Section 1 - Definitions

In these by-laws and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "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;
- 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 these by-laws and any 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) "Member Meeting" includes an annual meeting of members or a special meeting of members;
- g) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h) "Person" means an individual, body corporate, partnership, trust and unincorporated organization.
- i) "Special Meeting" 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;
- j) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 2 - Interpretation

In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Part II – 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Part III – Membership

Section 1 - Application for Membership

The Board may establish rules and procedures for application for membership.

Section 2 - Membership Conditions

The following conditions of membership shall apply:

- a) Active membership shall be available only to physicians certified in neurosurgery by the Royal College of Physicians and Surgeons of Canada or licensed by the College of Physicians and Surgeons in any Province of Canada to practice neurosurgery, and who have applied and been accepted for Active voting membership;
- b) Associate membership shall be available only to physicians and/or other well-qualified workers in allied fields of medicine who do not qualify for Active membership, but are interested in the study of the nervous system, and who have applied and been accepted for Associate non-voting membership;
- c) Retired membership shall be available to Active members who have retired from practice, and who have applied for and been accepted for Retired voting membership.
- d) Junior membership shall be available to physicians registered in neurosurgical training programs recognized by the Royal College of Physicians and Surgeons of Canada.
- e) As specified in the Articles:
 - i. The Active and Retired members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Active and Retired member shall have one (1) vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.
 - ii. The Junior and Associate members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation, but except as otherwise provided by the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 the Junior and Associate members shall not be entitled to vote at meetings of the members of the Corporation.

Section 3 - Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled by a Special Resolution of the members at a Member Meeting, or is otherwise terminated in accordance with the Articles or By-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Section 4 – 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.

Section 5 - Amount of Dues

The annual dues payable by members shall be those fixed from time to time by resolution of the Board.

Part IV - Board of Directors

Section 1 - Number of Directors

Within the minimum and maximum number of Directors as specified in the Articles, the Board shall be comprised of the fixed number of elected Directors as determined from time to time by Ordinary Resolution of the members. Only Active and Retired members may be elected as Directors.

In accordance with the Articles, the Board may also appoint additional Directors to serve until the next annual meeting of members.

Section 2 - Term of Office

Subject to the Articles, the members will elect the Directors at each annual general meeting at which an election is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election

Section 3 - Board Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors by appointment and the person so appointed will hold office for the remainder of the unexpired term.

Section 4 – Meetings and Notice

Meetings of the Board may be called by the President, the Vice-President or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the *Method of Giving Any Notice* part of this By-law to every Director of the Corporation not less than two (2) 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.

Section 5 - Votes to Govern at Meetings of the Board of Directors

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, the motion shall be defeated.

Section 6 - Remuneration

Directors shall not be remunerated for their duties as Board members. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefor.

Section 7 - Committees of the Board of Directors

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

Section 8 – Indemnification and Insurance

The Corporation shall indemnify its present and former Directors and officers to the full extent permitted by the Act.

The Corporation may purchase and maintain insurance for the benefit of any present or past Director or officer or any other person acting on the Corporation's behalf against any liability incurred by such person.

Part V – Board Nominations and Elections

Section 1 – Nominating Committee

The Board shall annually appoint a Nominating Committee. The size and duties of the Nominating Committee shall be set forth in terms of reference that shall be established from time to time by the Board, such duties to include submitting nominees to the Board for election of Directors and officers.

Section 2 – Member Nominations

Members may nominate candidates for election as Director or officer by motion from the floor at the annual general meeting.

Section 3 – Election of Directors and Officers

Directors and officers shall be elected at the annual general meeting from amongst the nominees submitted by the Nominating Committee and nominations from the floor.

Part VI - Officers*Section 1 - Appointment of Officers*

The Board 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.

Section 2 - Duties of Officers

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, shall have the following duties and powers associated with their positions:

- a) President – The President, if one is to be appointed, shall be a Director. The President, if any, shall, when present, preside at all Member Meetings and meetings of the Board. The President shall have such other duties and powers as the Board may specify.
- b) Vice-President – The Vice-President, if one is to be appointed, shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all Member Meetings and meetings of the Board. The Vice-President shall have such other duties and powers as the board may specify.
- c) CEO – If appointed, the CEO shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The CEO shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d) Secretary-Treasurer – If appointed, the Secretary-Treasurer shall be a Director and shall have such powers and duties as the board may specify.
- e) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or 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.

Section 3 - Term of 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 appointment), or
- d) such officer's death.

Section 4 - Vacancies

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.

Part VII - Member Meetings

Section 1 - Place of Members' Meetings

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 Board.

Section 2 - Chair of Members' Meetings

In the event that the President and the Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Section 3 – Special Meetings

Special Meetings may be held upon the call of the Board at such times and places as it may designate.

The Board 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.

Section 4 - Notice of a Member Meeting

Notice of the time and place of a Member Meeting shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member 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 member 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.

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 Member Meeting.

Section 5 - Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Member Meeting shall be those entitled to vote at the meeting, the Directors 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 resolution of the members.

Section 6 - Quorum

At any Member Meeting, twenty (20) members entitled to vote at the meeting, whether present in person or by proxy, shall constitute a quorum. If a quorum is present at the opening of a Member Meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Section 7 – Participation by Electronic Means at Members' Meetings

Participation at meetings of Members may not be by telephonic, electronic or other communication facility.

Section 8 - Proxies

Pursuant to Section 171(1) of the Act, a member entitled to vote at a Member Meeting may vote by proxy by appointing in writing a proxy holder, who must be member, to attend and act at the meeting in the manner and to the extent authorized by the proxy, subject to the following conditions:

- a) The proxy shall be in writing on the form provided by the Corporation, or a facsimile thereof.
- b) Members eligible to vote shall be provided with the proxy form 30 days before the Member Meeting.
- c) A proxy must be signed by the member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
- d) Proxies must be filed with the Corporation at least seven days before the meeting takes place.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a Member Meeting.

Section 9 – Voting

At any Member Meeting 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 motion is defeated.

Part VIII - Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a Member Meeting or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the board or to 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 sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 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 Part 17 of 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-Treasurer may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer 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.

Part IX - Financial

Section 1 – Financial Year End

The financial year end of the Corporation shall be determined by the Board.

Section 2 – Annual Financial Statements

A copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act will be made available to members through electronic and/or print means.

Section 3 – 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.

Section 4 – Borrowing Powers

The Board of the Corporation may, without authorization of the members,

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf and
- d) 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.

Part X - Invalidity of any Provisions of These By-laws

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

Part XI - Omissions and Errors

The accidental omission to give any notice to any member, 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-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.

Part XII - By-laws and Effective Date

Subject to the Articles, 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 resolution of Directors until the next Member Meeting 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 Member Meeting 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.

Approved by the Board of Directors.

Ratified by members' special resolution - June 2014

Dan Morin, CEO