



CANADIAN SOCIETY OF ADDICTION MEDICINE (the corporation)

Simplified Interpretation of the Official CSAM-SMCA Bylaws

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Article 1

Definitions

1.1	Definitions	
	Act	Canada Not For Profit Corporation (CNFPC)
	Article	Sections of the Bylaws
	Board	Board of Directors
	Bylaw	This Bylaw
	Director	
	Meeting	- Annual - Special
	Member	
	Ordinary Resolution	Majority of the votes cast on that resolution
	Special Resolution	Passed by a majority of not less than 2/3
1.2	Interpretation	
	Words, Terms and Expressions	Shall have the meaning ascribed to them under the Act
	Person	Individual, Body, Corporation
	Headings in By-Law	For reference purpose only
	Communication	Electronic mail when possible

Article II

General

2.1	Registered Office	Calgary
2.2	Corporate Seal	
2.3	Fiscal Year	January 1 – December 31
2.4	Execution of Document	Two Officers or directors.
2.5	Banking	In Canada or elsewhere as designated by the Board.
2.6	Invalidity of any Provisions of this By-Law	The validity of enforceability of any part or parts will not affect the validity or enforceability of remaining provisions of this By-Law.

Article III

Members

3.1	Entitlement	- Person interested in furthering the Corporation's purposes.
3.2	Membership Classes	- Full (receives notice and votes).

		- Associate (receives notice/no vote).
3.3	Transferability of Membership	- Back to the Corporation.
3.4	Termination of Membership	- Dies or resigns. - Disciplined or expelled. - Membership expired. - Corporation in liquidation. - No refunds.
3.5	Resignation	- Written resignation to the Chair.
3.6	Discipline of Members by the Board	- Violating the Act, By-Law, policies of society. - Conduct detrimental to the society. - Board discretion. a. Board must provide notice plus reason, within 20 days. b. Member is given 20 days to respond. c. Board to review and consider within 20 days. d. Final and binding.
3.7	Expulsion of Members by Membership	- Members may by special resolution expel a Member. Member is given opportunity to be heard and represented.
3.8	Membership Dues	- Within 30 days, Board will determine the different fees between different classes. Same fees within the same class.

Article IV

Meeting of Members

4.1	Place of Meetings	- Anyplace within Canada determined by the Board.
4.2	Annual Meetings	- Will take place: a. No later than 18 months after the Corporation came into existence. b. No later than 15 months from last meeting. c. No later than six (6) months from the end of the school year. - Purpose: a. Financial statement. b. Electing director. c. Appointing accountant. d. Other business.
4.3	Proposals at Annual Meetings	- Must be submitted by Full Member.

4.4	Special Meeting	<ul style="list-style-type: none"> - Board may call a special meeting . - Must provide written requisition. - Not less than 5% of voting rights. - If the Board does not call the meeting within 21 days, a Member that signed the requisition may call the meeting.
4.5	Notice of Meeting	<ul style="list-style-type: none"> - Sent to: <ul style="list-style-type: none"> a. Full Member. b. Each director. c. Public accountant. - At least (21) days prior to the meeting and will include: <ul style="list-style-type: none"> a. Proposal submitted. b. Nature of the business. c. Special resolution.
4.6	Waiving Notice	<ul style="list-style-type: none"> - A person may wave notice of a meeting.
4.7	Person Entitled to be Present	<ul style="list-style-type: none"> a. Full Member. b. Director. c. Public accountant.
4.8	Chair of the Meeting	<ul style="list-style-type: none"> - If the Chair or Vice Chair is absent, voting Members may choose one.
4.9	Quorum	<ul style="list-style-type: none"> - 25% of Members entitled to vote – 5% in person, telephone or electronic means.
4.10	Participation at Meetings by Telephone or Electronic Means	<ul style="list-style-type: none"> - Electronic means is considered attending in person as long as Members can adequately communicate with each other during the meeting.
4.11	Meeting Held by Electronic Means	<ul style="list-style-type: none"> - All participants to communicate adequately with each other during the meeting.
4.12	Adjournment	<ul style="list-style-type: none"> - With the consent of the meeting, the Chair may adjourn time to time to: <ul style="list-style-type: none"> a. A fixed time and place. b. No notice of adjournment need be given to Members. c. Adjourned meeting takes place within 31 days. d. Same agenda.
4.14	Votes to Govern	<ul style="list-style-type: none"> - All proposals shall be determined by ordinary resolution. - In case of an equality of vote, the Chair shall have a second or

		casting vote.
4.15	Show of Hands	<ul style="list-style-type: none"> - Unless ballots demand it, voting will be by a show of hands. - The Chair of the meeting will declare if the motion has been carried and entry of that effect in the minutes of the meeting will be made.
4.16	Ballots	<ul style="list-style-type: none"> - Before or after a show of hands, a Chair or a Member or a proxy holder may demand a ballot.
4.17	Resolution in Lieu of a Meeting	<ul style="list-style-type: none"> - Resolution in writing signed by all the Members entitled to vote on that resolution is as valid. - Resolution in writing dealing with all matters required by the Act.
4.18	Annual Financial Statements	<ul style="list-style-type: none"> - Instead of sending copies of the Annual Financial Statement: <ul style="list-style-type: none"> a. Publish a notice that it is available at the registered office of corporation. b. Copy will be provided upon request of a Member.

Article V

Directors		
5.1	Powers	<ul style="list-style-type: none"> - The Board has the power to manage or supervise the activities and affairs of the Corporation.
5.2	Number	<ul style="list-style-type: none"> - Until changed in accordance with the Act, the Board will consist of that number of directors specified in the Articles. - The minimum number may not be less than three (3), two of which cannot be employees of the Corporation. - If the Articles specify a max and a min, the number will be set by the fixed number determined from time to time by the Members or by ordinary resolution. - A decrease in the number of directors shall not shorten the term of an incumbent director.
5.3	Composition	<ul style="list-style-type: none"> - To facilitate national representation, the Board when possible will be composed of at least: <ul style="list-style-type: none"> a. One (1) individual resident in every province, except Ontario and Quebec, which will be represented by two (2) individuals when possible. b. When possible the number should be composed of one (1) from the Territories.

		<ul style="list-style-type: none"> - The balance of the Board will be elected without regards for the place of residence. - Past President shall be appointed by resolution of the Board with full voting privileges, to a term in accordance with resolution.
5.4	Nomination	<ul style="list-style-type: none"> - The Board, on advice of the Nominating Committee, approve and take forward to the Members a slate of candidates for election, as described in section 5.3. - Members may make a proposal to nominate individuals to the Board, as long as it is in accordance with section 4.3.
5.5	Qualifications	<ul style="list-style-type: none"> - At the time of appointment a director must: <ul style="list-style-type: none"> a. Be at least 18 years of age. b. Not have been declared incapable by a court in Canada or in another country. c. Not in bankruptcy. d. Not ineligible under the Income Tax Act. e. Have the power under the law to contract. f. Belongs to a Canadian self-regulatory and licensing body (Regulator), and be in good standing and licensed to practice by the regulator. g. Certify to the Corporation, annually in writing that such individual is qualified to serve as a director.
5.6	Election and Term	<ul style="list-style-type: none"> - Shall elect: <ul style="list-style-type: none"> a. Directors will be elected by Members by ordinary resolution. Directors hold office for a term not more than four (4) years. A director not elected for an expressly stated term ceases to hold office by the annual meeting following his/her election. Directors not elected at a meeting of Members, the incumbent directors continue in office until their successor(s) have been elected, subject to any additional terms which apply to directors who become officers of the society. b. The directors may elect directors to hold office until the next annual meeting of Members, but not more than one-

		third (1/3) of the total Members.
5.7	Consent	<ul style="list-style-type: none"> - A director who is elected or appointed must consent to hold office as a director: <ul style="list-style-type: none"> a. If present at the meeting, by not refusing. b. If not present at the meeting by either: <ul style="list-style-type: none"> I. Consenting in writing. II. By acting as a director after his/her election.
5.8	Vacation of Office	<ul style="list-style-type: none"> - A director ceases to hold office when the director dies, resigns, is removed by Members, or becomes disqualified. - A director must notify the Board immediately if the director's license is suspended or revoked by a Regulator, convicted of a criminal offence in Canada or following a lawful disciplinary proceeding: <ul style="list-style-type: none"> a. Notify the Board in writing. b. Shall be deemed to have resigned thirty (30) days following the date of the event by resolution of not less than seventy-five (75%) percent of directors. - Such a person is eligible for re-appointment or re-election if he re-qualifies.
5.9	Resignation	<ul style="list-style-type: none"> - A director must resign in writing. The resignation is effective when received.
5.10	Removal	<ul style="list-style-type: none"> - The Members by ordinary resolution passed at a special meeting remove any director and may elect an individual to fill the vacancy. - A director elected by a class of group of Members that has an exclusive right to elect the director, can only be removed by an ordinary resolution of those Members.
5.11	Vacancies	<ul style="list-style-type: none"> - Subject to section 5.10 a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution. - If due to the Vacancy there is not a quorum, the directors will call a special meeting of Members to fill the vacancy and if they fail to do so, the meeting may be called by any Member. - If the vacancy is due to a director elected by a particular class of Members, then such vacancy shall be filled in the same matter.
5.12	Remuneration and Expenses	<ul style="list-style-type: none"> - Directors serve without remuneration.

5.13

Borrowing Powers

- Directors are not to profit directly or indirectly for their position on the Board.
 - The directors by resolution may fix the reasonable remuneration of the directors, officers and employees.
 - Any director, officer or employee may receive reimbursement for their expenses incurred on behalf of the Corporation.
 - The Board may without the 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 guarantee on behalf of the Corporation.
 - d. Mortgage or otherwise create a security in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
 - e. Authorize expenditures on behalf of the Corporation and delegate by resolution to an officer or officers such authority to such a maximum amount as determined by the Board.
 - f. Employ or pay salaries.
 - g. For the purposes of furthering the mission of the Corporation, acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endorsements and donations of any kind on behalf of the Corporation.
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Article V1

Committees

6.1	Executive Committee	- The Board appoints managing directors as executive committee to act for Board.
6.2	Nominating Committee	- Committee chaired by past president is responsible to: a. Propose slate of candidates. b. Identify potential experienced candidates from CSAM Membership.
6.3	Other Committees	- Board appoints other committees as needed.

Article VII

Meetings of Directors

7.1	Place of Meetings	- Can be anywhere.
7.2	Calling of Meetings	- Can be called by President, Vice President of any two (2) Board Members at any time.
7.3	Notice of Meeting	- As per Article XII, at least seven (7) days' notice, unless all agree; must specify purpose.
7.4	First Meeting of New Board	- Newly elected Board may hold first right after being elected by Members.
7.5	Regular Meetings	- Regular meetings dates may be appointed (resolution stating fixed schedule sent to each director).
7.6	Quorum	- A majority of number of directors in person or by phone throughout meeting.
7.7	Resolutions in Writing	- Are valid if passed and written in minutes.
7.8	Participation at Meeting by Telephone or Electronic Means	- Phone or email is valid if all participants can communicate adequately.
7.9	Chair of the Meeting	- If President and Vice absent, Board appoints a Chair for meetings.
7.10	Votes to Govern	- Every question decided by majority of votes. One (1) vote per director. No proxies.

Article VIII

Officers

8.1	Appointment	<ul style="list-style-type: none">- Board Members nominate President and President-Elect for general Membership to vote on at the AGM.- Board can choose the officers of Treasurer and Secretary (or make one person Secretary/Treasurer) from amongst the CSAM Board of directors or elsewhere.- An officer may, but need not be, a director.
8.2	Term and Removal of Officers	- With the exception of the president and past president, the officers of the corporation shall hold office until the earlier of the first directors' meeting following the next annual meeting of members, the date they resign, the date they are removed and the date their

successors are elected or appointed in their stead. The president and the past president of the corporation shall each hold office until the earlier of the first directors' meeting following the second annual general meeting of members following appointment, the date they resign, the date they are removed and the date their successors are elected or appointed in their stead. Notwithstanding the foregoing, officers (including the president and past president) shall be subject to removal by ordinary resolution of the board at any time.

Article IX

Description of Offices

9.1	President of Chair	<ul style="list-style-type: none"> - President or Chair of CSAM Board must be a Board Member before being elected. This position runs the meetings and the organization as per functions assigned to him/her at meetings. Becomes Past President after the term is over. - Vice President or President Elect is a Member of the Board of directors. This person acts as president if the president is absent. - Past President is on the Board of directors and can be assigned to perform such duties as imposed upon him/her. Usually chairs nominating committee. - Secretary of the Board does not have to be a Board Member. - Treasurer – has financial duties as the Board has specified. - The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
9.2	Vacancy in Office	<ul style="list-style-type: none"> - The CSAM-SMCA Board may remove any officer of CSAM with a resolution (e.g. President-Elect stepped down few years ago due to college investigation). - Usually a Board officer continues in their position until they are replaced, they resign as an officer; they resign as a Board Member or die. - If any office becomes vacant the directors may appoint a replacement person by way of Board resolution.
9.3	Remuneration of Officers	<ul style="list-style-type: none"> - All officers appointed by the Board may receive reimbursement for their expenses incurred on behalf of the Board.

Article X

Conflict of Interest

10.1

Conflict of Interest

- Any director or officer of CSAM who:
 - a. Is connected to a financial benefit interacting directly with CSAM-SMCA.
 - b. Is connected to another business who has a financial benefit interacting with CSAM-SMCA must have documented (in the Boards minutes), the nature/extent of that director's personal interest in such an interaction with the Board.
- The disclosure required (a) above must be done:
 - a. At the Board meeting at which a proposed contract/transaction is FIRST CONSIDERED.
 - b. Or if the director was not interested INITIALLY in a proposed contract/transaction, THEN at the VERY NEXT meeting after he/she becomes interested they must disclose.
 - c. Or if the director becomes interested AFTER a contract/contract/transaction is made, THEN at the first directors' meeting held AFTER the director BECOMES so interested they must disclose.
 - d. Or if a Board Member interested in a contract/transaction LATER becomes a director, THEN at the first directors' meeting held after the individual becomes a director, they must disclose.
- The disclosure required by officer who is not a Member of Board of directors; they must disclose as soon as above:
 - a. If a proposed/committed material contract/transaction would not require approval by the directors or Members normally, THEN a director/officer shall disclose in writing to CSAM-SMCA as soon as possible in writing the nature/extent of conflict.
 - b. A director disclosing conflict of interest MAY NOT VOTE on any resolution to approve the contract/transaction.
 - c. For conflict of interest, written notice to the directors

- declaring that a director/officer is interested in a contract/transaction made with a party is a sufficient declaration of interest in relation to the contract.
- d. A contract is valid whether or not it makes financial gain if conflict of interest was disclosed and the Board approved a reasonable contract.
 - e. a director or officer acting in good faith, is not accountable to CSAM-SMCA Members for any profit from a contract/transaction for which conflict of interest disclosure is required if:
 - I. The contract is approved by Special Resolution at a Members' meeting.
 - II. Disclosure of the conflict of interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract was approved by the Members.
 - III. The contract was reasonable and fair to CSAM-SMCA when it was approved by the Members.
 - f. A contract is not void for failure of a director or officer to disclose conflict. But CSMA-SMCA or a Member may apply for a court to either:
 - I. Annul the contract.
 - II. Require the director or officer to account to CSAM-SMCA for any profit or gain realized on the contract.
 - III. Or make any other order that the court thinks fit.

Article XI

Protection of Directors, Officers and Others

11.1	Standard of Care in Duties	<ul style="list-style-type: none"> - Every director/officer of CSAM-SMCA must perform duties of the Board honestly, to the interests of CSAM-SMCA behaving with reasonable care/skill. - Every director/officer of CSAM-SMCA shall comply with the NFP-Corp Act, the regulations, Articles, and By-Law.
11.2	Limitation of Liability	<ul style="list-style-type: none"> - If above satisfied, directors shall NOT be liable for:

		<ul style="list-style-type: none"> a. Faults of any other director, officer, employee. b. For joining in any receipt or other act for conformity. c. For any loss, damage or expense happening to CSAM-SMCA through insecure investments, bankruptcy, insolvency caused by BOD Member who misused CSAM-SMCA funds or caused financial loss due to error of judgement oversight that happened performing their duties of office.
11.3	Indemnification (compensation) of Directors and Officers	<ul style="list-style-type: none"> - CSAM-SMCA may compensate for loss anyone who acts/acted at CSAM-SMCA's request as a director, officer for all expenses including legal if: <ul style="list-style-type: none"> a. The person acted honestly in the best interests of CSAM-SMCA. b. The person had reasonable grounds for believing conduct was lawful.
11.4	Insurance	<ul style="list-style-type: none"> - CSAM-SMCA may purchase insurance for anyone against any liability incurred as a director, officer following the requirements under the Charities Account Act (Ontario) for the purchase of disability insurance.
11.5	Advances	<ul style="list-style-type: none"> - CSAM-SMCA may give a financial advance to a director/officer for defense of claims after written disclosure of claims and requesting the advance.
Article XII		
Notices		
12.1	Method of Giving Notices	<ul style="list-style-type: none"> - Any CSAM-SMCA communication can be sent by mail/personal delivery/email/telephone to a Member/director/officer/Member of a committee of the Board, or the public accountant. - A Special Resolution of the Members is required to change the manner of giving notice to Members entitled to vote at a meeting of Members. - The CSAM Secretary may change the recorded address of any Member, director, officer, public accountant or Member of a committee of the Board if from reliable source.
12.2	Omissions and Errors	<ul style="list-style-type: none"> - The accidental omission to give any notice to any one person does

12.3	Waiver of Notice	<ul style="list-style-type: none">- not void any action taken at any announced meeting.- Any person entitled to notice may waive/shorten the time for any notice required to be given by documenting this change.
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Article XIII

Dispute Resolution

13.1	Mediation and Arbitration	<ul style="list-style-type: none">- Disputes or controversies among Members, directors, or officers of CSAM-SMCA should be resolved with mediation and/or arbitration.- Mediation costs are shared equally by the parties in dispute. All arbitrators' costs are assigned to the two parties as determined by the arbitrators.
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Article XIV

Ethics

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| 14.1 | Ethics | - The code of ethics adopted by the Canadian Medical Association are the ethics of CSAM-SMCA. |
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Article XV

Special Resolutions and Voting by Class

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| 15.1 | Special Resolution | - This specifies the conditions requiring special resolutions of the (entire) Membership (simply requiring that they all be notified) to change such issues as: <ul style="list-style-type: none">a. CSAM-SMCA's name, corporate location, activities, purpose, dissolution.b. Changing classes or groups of Members.c. Membership qualifications.d. Number of Directors.e. Distribution of assets on dissolution.f. The manner of giving notice.g. Voting methods. |
| 15.2 | Voting by Class (CSAM-SMCA has two (2) Member classes) | - A class can vote as a separate entity to : <ul style="list-style-type: none">a. Change, reclassify, and cancel all or part of the class.b. Add / edit / delete class rights.c. Add / edit / delete its voting rights.d. Add to the rights of an inferior class.e. Create a new class.f. Merge membership in classes. |

Article XVI

Effective Date

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|------|---------------------------|---|
| 16.1 | By-Law and Effective Date | - The Board may add / edit / delete any By-Law until the next meeting of the Members (i.e. AGM or Special Meeting) which may approve or otherwise.
- If approved it is effective immediately (subject to Ministerial approval of course) except such matters which require a Special |
|------|---------------------------|---|

Resolution as in XV above.

- This By-Law (now called By-Law #3), on enactment, repeals all prior By-Laws but does not invalidate any action or provision effected under those prior By-Laws.