



CANADIAN ANESTHESIOLOGISTS' SOCIETY  
SOCIÉTÉ CANADIENNE DES ANESTHÉSIOLOGISTES

SCIENCE • VIGILANCE • COMPASSION

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THE  
CANADIAN  
ANESTHESIOLOGISTS'  
SOCIETY  
**BY-LAW No. 1**

*Incorporated by Letters Patent dated June 21, 1943 as amended by Supplementary Letters Patent dated October 12, 1971, Supplementary Letters Patent dated September 14, 1998 and Supplementary Letters Patent dated September 19, 2006, and as restated in the Certificate and Articles of Continuance dated **September 11, 2014.***

## TABLE OF CONTENTS

1.	INTERPRETATION.....	4
2.	PURPOSES.....	5
3.	CORPORATE SEAL .....	5
4.	REGISTERED OFFICE .....	5
5.	LANGUAGE FOR THE CONDUCT OF BUSINESS.....	5
6.	MEMBERS .....	6
	Active Members.....	6
	Resident Members.....	6
	Special Category Members.....	6
7.	ADMISSION OF MEMBERS.....	7
8.	MEMBER FEES.....	7
9.	CESSATION AND CHANGE OF MEMBERSHIP .....	7
10.	MEETINGS OF MEMBERS.....	8
	Quorum of Members Meeting .....	8
	Non-Active Members Attending Meetings.....	9
	Notice of Members Meetings.....	9
	Waiver of Notice .....	9
	Business at Annual Meetings.....	9
	Voting.....	10
	Absentee Voting .....	10
11.	DIVISIONS .....	11
12.	BOARD OF DIRECTORS.....	11
	Membership of the Board of Directors .....	11
	Invitees to the Board .....	12
	Board of Directors Quorum .....	12
	Number of Directors .....	12
	Chair of Meetings of Directors.....	12
	Meetings of the Board of Directors .....	12
	Board of Directors Meetings by Telephone.....	13
	Removal of Directors .....	13
	Vacation of Office .....	13
	Committees.....	13
	Waiver of Notice .....	13
	Resolutions in Writing.....	13

13.	EXECUTIVE COMMITTEE .....	14
	Executive Committee Quorum .....	14
	Executive Committee Meetings and Notice Thereof.....	14
14.	OFFICERS.....	15
	Nominations .....	15
	Term of Officers.....	15
	Removal of an Officer .....	16
	President.....	16
	Vice-President.....	16
	Secretary.....	16
	Treasurer.....	16
15.	EXECUTIVE DIRECTOR .....	16
16.	JOURNAL OF THE SOCIETY .....	17
17.	FIDELITY BONDS .....	17
18.	PROTECTION AND INDEMNITY OF DIRECTORS, OFFICERS AND OFFICERS.....	17
	Duty to Act Honestly and in Good Faith .....	17
	Protection .....	17
	Indemnity.....	17
19.	REMUNERATION OF DIRECTORS .....	18
20.	EXECUTION OF INSTRUMENTS .....	18
21.	BANKING AND FINANCIAL ARRANGEMENTS.....	18
22.	BORROWING OF MONEY .....	18
	Borrowing .....	18
	Delegation of Borrowing Powers.....	18
23.	RULES AND REGULATIONS.....	18
24.	NOTICES .....	19
	Method of Giving Notices.....	19
25.	FISCAL YEAR .....	19
26.	ENACTMENT AND CONFIRMATION OF BY-LAWS .....	19
27.	EFFECTIVE DATE OF THIS BY-LAW AND REPEAL OF EXISTING BY-LAWS .....	19
28.	FRENCH LANGUAGE VERSION .....	20

**BY-LAW NO. 1**  
**OF THE CANADIAN ANESTHESIOLOGISTS' SOCIETY**  
**SOCIÉTÉ CANADIENNE DES ANESTHÉSIOLOGISTES**

**being a by-law relating generally to the organization  
and governance of the Society**

**1. INTERPRETATION**

1.1 In the by-laws of the Society, unless the context otherwise requires:

- 1.1.1 **“Act”** means the *Canada Not-for-Profit Corporations Act* or any statute that may be substituted therefor and the regulations made under it, each as from time to time amended;
- 1.1.2 **“Active Member”** means a member as described in subsection 6.1 of this by-law;
- 1.1.3 **“ACUDA”** means Association of Canadian University Departments of Anesthesia;
- 1.1.4 **“Anesthesiologist”** means a Physician certified as a specialist in anesthesia by the Royal College of Physicians and Surgeons of Canada or the Collège des médecins du Québec or any successor organization of either of the aforesaid or a Physician recognized in a jurisdiction outside of Canada as a specialist in anesthesia;
- 1.1.5 **“Articles”** and **“Articles of the Society”** means the articles of continuance of the Society continuing the Society under the Act, as the same are amended from time to time;
- 1.1.6 **“Board”** means the board of directors of the Society;
- 1.1.7 **“Board member”**, **“member of the Board”** and **“director”** means a member of the board of directors of the Society;
- 1.1.8 **“By-law”** means this by-law and all other by-laws of the Society from time to time in force and effect;
- 1.1.9 **“Division”** means an unincorporated division of the Society as set out in section 11 of this by-law;
- 1.1.10 **“Executive Committee”** means the committee established by the Board of Directors pursuant to section 13 of this by-law;
- 1.1.11 **“Physician”** means a person licensed to practice medicine;
- 1.1.12 **“Resident Member”** means a member as described in subsection 6.2 of this by-law;
- 1.1.13 **“Society”** means the Canadian Anesthesiologists’ Society – Société canadienne des anesthésiologistes, a corporation without share capital incorporated under Part II of the *Canada Corporation Act*, pursuant to letters patent dated June 21, 1943 as amended by supplementary letters patent dated October 12, 1971, supplementary letters patent dated September 14, 1998 and supplementary letters patent dated September 19, 2006, and continued under the Act by Certificate and Articles of Continuance dated **September 11, 2014**, as amended from time to time;
- 1.1.14 **“Special Category Member”** means a member as described in subsection 6.3 of this by-law;

- 1.1.15 “**year**”, when referring to the term of office of a director or an officer of the Society, is a twelve (12) month period commencing September 1 and ending on August 31 of the following year.
- 1.2 If any provision of this by-law (or any other By-law) contravenes any provision of the Act, the provision of the Act will govern.

## **2. PURPOSES**

- 2.1 The purposes of the Society are set out in the Articles of Continuance dated **September 11, 2014**, namely:
- 2.1.1 to promote the medical and related arts and sciences of anesthesia.
  - 2.1.2 to aid the furtherance of measures designed to improve the delivery of health care to the people of Canada through promotion of research, education and practice of anesthesia and medical services in general however rendered;
  - 2.1.3 to publish periodic journals or publications as may be authorized from time to time and that promote the objects of the Society;
  - 2.1.4 to assist in the promotion of measures designed to promote the status of hospital and related anesthetic services;
  - 2.1.5 to promote the interests of the members of the Society and act on their behalf where appropriate in the promotion thereof;
  - 2.1.6 to form liaisons and affiliations with other appropriate organizations;
  - 2.1.7 to grant sums of money out of the funds of the Society for the furtherance of these objects;
  - 2.1.8 to do other lawful things as are incidental or conducive to the attainment of the above objects.
- 2.2 The purposes of the Society may be changed from time to time by articles of amendment in accordance with the Act.

## **3. CORPORATE SEAL**

The corporate seal of the Society shall be in the form impressed hereon until changed by the Board and shall be kept at the registered office of the Society under the custody of the Secretary.

## **4. REGISTERED OFFICE**

The registered office of the Society shall be in the province in Canada specified in the Articles and at the place within such province specified in the Articles or such other place therein as the Board may determine from time to time.

## **5. LANGUAGE FOR THE CONDUCT OF BUSINESS**

French and English may be used in the conduct of the business of the Society.

## 6. MEMBERS

The classes or groups of members of the Society shall be as set out in the Articles of the Society and, until changed in accordance with the Act, shall be classified, and the conditions to membership shall be, as follows:

### 6.1 ACTIVE MEMBERS:

6.1.1 **Active Members** shall consist of specialist Anesthesiologists residing in Canada.

6.1.2 Active Members are entitled to notice of meetings of members. Only Active Members shall be entitled to vote whether at meetings of the members of the Society or any Division thereof. Each Active Member shall be entitled to one (1) vote.

### 6.2 RESIDENT MEMBERS:

6.2.1 **Resident Members** shall consist of:

6.2.1.1 Physicians registered in a post-graduate medical education course or residency training program (i) leading to certification as a specialist Anesthesiologist in Canada or (ii) that is accredited by the College of Family Physicians of Canada as a program in Family Practice Anesthesia; and

6.2.1.2 Post-graduate medical trainees registered in an education program related to anesthesia at a Canadian University Faculty of Medicine.

6.2.2 Resident Members are entitled to notice of meetings of members but, except as specifically provided for in the Act, are not entitled to vote at any meeting of the members.

### 6.3 SPECIAL CATEGORY MEMBERS:

6.3.1 **Special Category Members** shall consist of:

6.3.1.1 Physicians, other than those described in subsection 6.2, residing in Canada who are not specialist Anesthesiologists but are engaged in the practice of anesthesia.

6.3.1.2 Physicians and scientists residing in Canada not engaged in the practice of but interested in anesthesia;

6.3.1.3 Physicians not residing in Canada who are engaged in the practice of anesthesia;

6.3.1.4 Physicians registered in a post-graduate medical education course leading to certification as a specialist Anesthesiologist outside Canada;

6.3.1.5 Scientists not residing in Canada who are interested in anesthesia;

6.3.1.6 Former Active Members who have retired from the active practice of anesthesia;

6.3.1.7 Former Active Members who have retired from the active practice of anesthesia and who are so identified as emeritus and honored as such by the Society;

6.3.1.8 distinguished Physicians or scientists who have rendered conspicuous service to the medical profession and who are so identified and honored by the Society;

6.3.1.9 health professionals who participate in the delivery of anesthesia services and care; and

6.3.1.10 individuals registered in a course leading to a university degree in medicine.

6.3.2 Special Category Members are entitled to notice of meetings of members but, except as specifically provided for in the Act, are not entitled to vote at any meeting of members.

## **7. ADMISSION OF MEMBERS**

The Board shall adopt, from time to time, procedures for admission as a member of the Society and may, in respect of a particular eligibility criterion, approve the admission of Resident Members by virtue of the course or program in which they are registered. The board may approve a form or forms of application for membership from time to time.

## **8. MEMBER FEES**

The annual fee for each class of membership shall be determined by the Board from time to time, and the Board may determine that some of the members within a class may receive complimentary membership, or pay a different fee, based on a particular membership criterion for that class. There shall be no fee payable by those Special Category Members referred to in subsections 6.3.1.7 and 6.3.1.8, and those Special Category Members referred to in subsection 6.3.1.6 shall pay a reduced fee as determined by the Board from time to time.

## **9. CESSATION AND CHANGE OF MEMBERSHIP**

9.1 Membership shall cease and terminate in the following circumstances:

- 9.1.1 If the member has not paid all fees due and owing within three (3) months of the end of the prior membership year;
- 9.1.2 If the member dies or has resigned from the Society pursuant to written notice of resignation to the attention of the Secretary and lodged with the registered office of the Society;
- 9.1.3 When a Physician member has ceased to be a Physician when such designation is required as a condition of his or her membership or otherwise no longer meets any of the criteria for membership described in Section 6; or
- 9.1.4 The Society is liquidated and dissolved under the Act.

9.2 The membership of a member may be terminated by a motion passed by two-thirds of the Active Members present at a special or annual meeting of members of the Society for any of the following reasons:

- 9.2.1 if the member violates any provision of the Articles or By-laws;
- 9.2.2 if the member violates any written policies of the Society;
- 9.2.3 if the member engages in conduct that the Board considers may be detrimental to the Society; or
- 9.2.4 for any other reason that the Board in its reasonable discretion considers to be reasonable, having regard to the purposes of the Corporation.

9.3 If the question of termination of membership of a member under Section 9.2 is to be put before a meeting of members, the President or such other officer as may be designated by the Board shall notify the member of the proposed termination and provide reasons for the proposed termination. During the period of 20 days after such notification the member may submit to the President or other designated officer a written statement giving reasons for opposing the proposed termination. If the member does not submit a written statement during this 20-day period, the Board may then put the termination to the members for their consideration and notify the member accordingly. If the member submits a written statement during this 20-day period, the

Board shall consider the member's submissions in arriving at a final decision as to whether or not put the matter to the members and notify the member of its decision within 20 days of receiving the member's submissions.

- 9.4 Notice of any proposed termination under Section 9.2 must be given with the notice of the meeting of members at which it is to be considered together with a summary of the reasons for such termination and the Board's decision to refer the matter to the members. The member whose membership is being considered for termination shall have the right to be heard at such meeting of members and such member proposed to be terminated must be advised of the right to be heard at such meeting.
- 9.5 When a member no longer meets the applicable criterion for membership as described in Section 6, but such member is then eligible to be a member under another criterion (including any of the criteria for another class of membership), such member shall, upon meeting the requirements for such membership, have his or her membership class automatically changed.

## **10. MEETINGS OF MEMBERS**

- 10.1 There shall be an annual meeting of members as may be required from time to time in accordance with the Act and such special meetings as may be called by the Board. The place and time of the meeting of members, and the method of holding and the manner in which members may participate in such meeting, shall be determined by the Board.
- 10.2 Subject to the requirements of the Act, a meeting of members shall be called on the written request, which shall include the reason for such request, of (a) at least twenty (20) Active Members representing at least three (3) Divisions or (b), if from less than three (3) Divisions, five percent (5%) of the then Active Members. The notice of any such meeting shall set forth the agenda and items to be addressed at such meeting and shall otherwise comply with the Act.
- 10.3 If the Board or members of the Corporation call a meeting of members under the Act, those directors or members, as the case may be, may determine that the meeting will be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 10.4 Meetings of members of the Society shall be held within Canada at the place determined by the Board and may also be held at the place (if any) specified for meetings of members in the Articles.

### QUORUM OF MEMBERS MEETING

- 10.5 A quorum at all meetings of members shall consist of ten (10) Active Members representing at least three (3) Divisions.

### NON-ACTIVE MEMBERS ATTENDING MEETINGS

- 10.6 All members of the Society may attend any meeting of members, provided that members other than Active Members may not address the meeting without the prior approval of the chair of the meeting.

NOTICE OF MEMBERS MEETINGS

- 10.7.1 Subject to subsection 10.8 of this by-law, the Society shall give members entitled to vote at a meeting of members notice of the time and place of (and, as applicable, the manner of holding and participating in) the meeting in one or more of the following manners:
- 10.7.1.1 by mail, courier or personal delivery to each member entitled to vote at the meeting at the member's latest address as shown in the records of the Corporation, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- 10.7.1.2 subject to subsection 10.7.2, 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.
- 10.7.2 If a member requests that notice of a meeting of members be given by non-electronic means, the Society shall send the notice to that member in the manner described in subsection 10.7.1.1.
- 10.7.3 The Society shall send the public accountant and the directors notice of the time and place of any meeting of members during a period of 21 to 60 days before the day on which the meeting is to be held.
- 10.7.4 Notice of a meeting of members at which special business (as defined in the Act) is to be transacted must state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.
- 10.7.5 A notice sent by prepaid mail to a member in accordance with subsection 10.7.1.1 is deemed to be received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the member did not receive the notice at that time or at all.

WAIVER OF NOTICE

- 10.8 Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

BUSINESS AT ANNUAL MEETINGS

- 10.9 The following items of business shall be included in the annual meeting:
- 10.9.1 The approval of the minutes of the last annual meeting and any special meetings held subsequent to the last annual meeting;
- 10.9.2 The report of the President on the activities of the Society since the last annual meeting and the report of such other officers as may be appropriate;
- 10.9.3 The appointment of a public accountant of the Society to hold office until the next annual meeting and the fixing of the remuneration of the public accountant unless the members authorize the Board to do so;

- 10.9.4 The election of directors as provided for in subsection 12.1.1 and for directors nominated by the Divisions, the Resident Members and ACUDA, as applicable;
- 10.9.5 The election of officers; and
- 10.9.6 Such other business as may properly be brought before the meeting.

#### VOTING

- 10.10 Subject to the Act, every question submitted to any meeting of members shall be decided by a majority of votes cast by Active Members (or, if specifically entitled to vote on a particular matter under the Act, other members). Members shall be entitled to cast a vote in one (1) of the following manners:
  - 10.10.1 In person, except on questions included in a mail ballot (as set out in subsection 10.11.2) or pursuant to subsection 10.10.3;
  - 10.10.2 Subject to subsections 10.11.1 and 10.11.2 of this by-law, voting at a meeting of members will be by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting. Such a member may demand a ballot either before or after any vote by show of hands. A demand for a ballot may be withdrawn.
  - 10.10.3 Despite subsection 10.10.2, any vote may be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility, if the Society makes available such a communication facility.

#### ABSENTEE VOTING

- 10.11.1 Members of the Society not in attendance at a meeting of members and who are entitled to vote at that meeting may vote by means of a telephonic, an electronic or other communication facility that (i) enables the votes to be gathered in a manner that permits their subsequent verification, and (ii) permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted. If the Society makes available such a communication facility to its members, the Board shall determine procedures for collecting, counting and reporting the results of votes by that facility.
- 10.11.2 Members of the Society not in attendance at a meeting of members and who are entitled to vote at that meeting may vote by mailed-in ballot if the Society has a system that (i) enables the votes to be gathered in a manner that permits their subsequent verification, and (ii) permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted. If the Society makes available such a system to its members, the Board shall determine procedures for collecting, counting and reporting the results of votes by that system.

## **11. DIVISIONS**

- 11.1 Subject to subsection 11.2, the members resident in each province shall comprise a Division of the Society known as the Canadian Anesthesiologists' Society (name of province) Division. A member resident in Canada but not residing in a province may choose any provincial Division for membership.
- 11.2 Two (2) or more Divisions may amalgamate with the approval of not less than two-thirds of the Active Members in each Division that is proposing to amalgamate. Upon such amalgamation, the amalgamated division shall be known as the Canadian Anesthesiologists' Society (name of amalgamated provinces) Division.

- 11.3 Subject to the approval of the Board and not less than two-thirds of the Active Members of the Division, a Division may affiliate with the provincial division of the Canadian Medical Association.
- 11.4 Each Division, including any amalgamated Division, shall be entitled to nominate one (1) Active Member for election to the Board for a two (2) year term and shall give notice of such nomination to the Board on or before February 1st of the year in which such election is held at the annual meeting of members. The name of the Active Member who has been so nominated shall be circulated to the Active Members of the Society either with, or prior to the sending of, the notice of the applicable annual meeting. A Board member shall be eligible for re-election for no more than three (3) consecutive terms.
- 11.5 In the event that a Board member nominated by a Division and elected at the annual meeting is unable to complete his or her term as a Board member, the Board shall be entitled to appoint an Active Member from such Division for the balance of the term of the Board member being replaced.

## 12. BOARD OF DIRECTORS

The Board shall manage or supervise the management of the activities and affairs of the Society.

### MEMBERSHIP OF THE BOARD OF DIRECTORS

- 12.1 The members of the Board shall consist of:
- 12.1.1 Up to four directors to be elected by the Active Members who shall hold office for the respective term that is the same as the term of office of the officer of the Society to which such director is elected under subsection 14.1 and, in the case of the President, an additional 2 years; provided that the maximum term shall be 4 years and the term of office of a director elected under this subsection shall terminate at the time such director ceases to be an officer of the Society. If applicable, the Board shall include the director elected pursuant to Section 27.
  - 12.1.2 Active Members from the Divisions elected at the annual meeting or appointed pursuant to subsection 11.5
  - 12.1.3 One (1) Resident Member of the Society nominated annually by the Resident Members in a manner determined from time to time by the Board for a one (1) year term. In the event that a Resident Member representative is unable to complete his or her term, the Board shall appoint a Resident Member to complete the balance of the term of the director being replaced.
  - 12.1.4 One (1) nominee of ACUDA in a manner to be determined from time to time by the Board for a one (1) year term. In the event that an ACUDA representative is unable to complete his or her term, the Board may appoint a replacement for such director in consultation with ACUDA to complete the balance of the term of the director being replaced.
- 12.2 The election by members at the annual meeting of the directors referred to in subsections 12.1.2, 12.1.3 and 12.1.4 shall be only on the basis of "for" or "against" the respective nominee. Unless the Board specifically determines a procedure to enable other nominations to be made, a vote against a nominee to be considered for election under subsections 12.1.2, 12.1.3 or 12.1.4 will result in a vacancy on the Board which cannot be filled by the Board under subsection 11.5, subsection 12.1.3 or subsection 12.1.4, as the case may be. Such vacancy shall remain until the next annual meeting unless previously filled by the members.

12.3 Every director shall be eighteen (18) or more years of age and, with the exception of the a director nominated by Resident Members, shall be an Active Member or shall become an Active Member of the Society within ten (10) days after election or appointment as a director. No person who has been declared incapable by a court in Canada or in another country, is not an individual, or who has the status of a bankrupt shall serve as a director of the Society.

INVITEES TO THE BOARD

12.4 Invitees to the Board shall consist of the editor of the *Canadian Journal of Anesthesia* and such other representatives of other organizations and such other persons as approved by the Board. Invitees shall not be entitled to vote.

BOARD OF DIRECTORS QUORUM

12.5 A quorum of the Board shall consist of the lesser of (i) nine (9) directors and (ii) a majority of the directors then in office. Notwithstanding a vacancy on the Board, the remaining directors may exercise all the powers thereof so long as a quorum exists.

NUMBER OF DIRECTORS

12.6 The number of directors of the Corporation and the number of directors to be elected at an annual meeting of members within the minimum and maximum number of directors provided for in the articles shall be the aggregate of the number of directors to be elected at the annual meetings set out in subsection 12.1.

CHAIR OF MEETINGS OF DIRECTORS

12.7 The President shall act as the chair of all meetings of the Board, and in the absence of the President at a particular meeting, the Vice-President shall be the chair of such meeting.

MEETINGS OF THE BOARD OF DIRECTORS

12.8 The Board shall meet at least two (2) times annually and at such other times as may be necessary or desirable as approved by the Board. Meetings shall be called by the President or on the written request, which shall include the reasons for such request, of at least four (4) members of the Board. Not less than seven (7) days' notice shall be given. The notice of the meeting shall set out the business of the meeting provided that, unless the Act requires that the notice of the meeting specify the particular business to be dealt with, on motion at the meeting other business can come before the meeting.

BOARD OF DIRECTORS MEETINGS BY TELEPHONE

12.9 A director may, in accordance with the Act, and if all the directors of the Society consent, participate in a meeting of the Board or the Executive Committee by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

REMOVAL OF DIRECTORS

12.10 Any Board member may be removed by a majority vote at any meeting of the members of the Society provided notice of the proposed removal has been given with the notice of such meeting and provided such Board member has been advised of the right of such member to be heard at such meeting and to provide a statement to the Society in accordance with the Act.

VACATION OF OFFICE

12.11 The office of a Board member shall ipso facto be vacated: a) if he/she ceases to be a member of the Society where membership is a requirement of being a director; b) if he/she becomes bankrupt; or c) if he/she is found to be of unsound mind by a court in Canada or elsewhere; or d) if by notice in writing to the Society he/she resigns his/her office, which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later; or e) if he/she dies; or f) if he/she is removed from office in accordance with paragraph 12.10.

COMMITTEES

12.12 In addition to the Executive Committee, the Board shall appoint such standing committees and other committees as are deemed necessary and desirable from time to time. Each such committee may form several action-oriented working groups. Such committees shall have such terms of reference, programs and budgets as the Board may determine. All standing committees shall report to the Board or, as deemed desirable by the Board, to the members, at least once annually. The membership of such committees and the chair of each shall be as determined by the Board. The chair of each committee shall be an Active Member. Other members shall usually be Active Members of the Society, but where circumstances dictate, need not be members of the Society. Each committee shall include a member of the Board. The Board may remove, replace and expand the number of members of such committees from time to time.

WAIVER OF NOTICE

12.13 A director may waive notice of a meeting of the Board, and attendance of a director at a meeting of the Board is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. The foregoing shall also apply to meetings of the Executive Committee.

RESOLUTIONS IN WRITING

12.14 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board or the Executive Committee, is as valid as if it had been passed at a meeting of the Board or the Executive Committee.

**13. EXECUTIVE COMMITTEE**

The Board may, at its first meeting after the annual meeting of members or at any other meeting of directors, appoint a committee of the directors to be known as the Executive Committee to take office on September 1 of that year consisting of the officers of the Society and the immediate Past President (provided they are directors) as of that date. The President of the Society shall be the chair of the Executive Committee and all members of the Executive Committee shall be members of the Board and shall cease to be a member of the Executive Committee upon ceasing to be a member of the Board.

13.1 Subject as hereinafter provided, the Executive Committee shall possess and may exercise all of the powers of the Board as may be legally delegated except as follows:

- 13.1.1 The Executive Committee shall not have authority to;
- 13.1.1.1 submit to the members any questions or matter requiring the approval of members;
  - 13.1.1.2 fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
  - 13.1.1.3 issue debt obligations except as authorized by the Board;
  - 13.1.1.4 approve any financial statements referred to in section 172 of the Act;
  - 13.1.1.5 adopt, amend or repeal By-laws; or
  - 13.1.1.6 establish contributions to be made, or dues to be paid, by members under section 30 of the Act.
- 13.1.2 In addition, unless the Board by resolution otherwise determines, the Executive Committee shall not have the power to:
- 13.1.2.1 change the place of the registered office of the Society within the province specified in the articles;
  - 13.1.2.2 remove any officer of the Society;
  - 13.1.2.3 exercise the Board powers under Section 6 in regard to members;
  - 13.1.2.4 change the membership fees;
  - 13.1.2.5 make an expenditure not authorized by the budget set by the Board;
  - 13.1.2.6 change the fiscal year end of the Society; or
  - 13.1.2.7 fill any elected member vacancy in the Executive Committee.

#### EXECUTIVE COMMITTEE QUORUM

- 13.2 The quorum for Executive Committee meetings shall be three (3) members. Notwithstanding a vacancy in the Executive Committee the remaining members may exercise all the powers thereof so long as a quorum exists.

#### EXECUTIVE COMMITTEE MEETINGS AND NOTICE THEREOF

- 13.3 The Executive Committee shall during each calendar year hold a minimum of two (2) teleconference meetings in addition to face-to-face meetings held at the time of Board meetings in order to carry out the business of the Society in an efficient manner. Meetings shall be called by the President, or in his/her absence, the Vice-President who (in the absence of the President) shall chair the meeting. Meetings shall require not less than five (5) days faxed or emailed notice, provided that a member of the Executive Committee may waive such notice as set out in subsection 12.11.

## 14. OFFICERS

### NOMINATIONS

- 14.1 Election of officers (consisting of the President, the Vice-President, the Secretary and the Treasurer) of the Society shall take place at the annual meeting of members in the following manner:
- 14.1.1 The President shall appoint a nominations committee consisting of the immediate Past President who shall be chair of the nominations committee, one (1) member of the Board not running for office, one (1) Active Member, and the Executive Director, who shall serve as an ex-officio member of the committee. The nominations committee shall nominate a person for consideration by the Board for each office that is being vacated or in respect of which the term is to expire on August 31 of the then current year. A member nominated for President or Vice-President shall have been within the last three (3) years a member of the Board or a committee chair. The nominees as approved by the Board shall be circulated to the Active Members of the Society at least sixty (60) days prior to the annual meeting.
  - 14.1.2 The Active Members shall have twenty-one (21) days from the circulation of such notice to make such further nominations and forward the same to Society's registered office. Each further nomination must be signed by the nominee and five (5) Active Members.
  - 14.1.3 For any office for which there is only one (1) nominee, such nominee shall, subject to being qualified for office as set out in Section 14.2, be acclaimed at the annual meeting of members to have been elected as an officer of the Society for such office.
  - 14.1.4 For any office for which there is more than one (1) nominee, notice stating the name of each nominee and the office for which such person has been nominated shall be sent to the members and such officer shall be elected in the manner specified in Section 10.9 and Section 10.10 hereof.

### TERM OF OFFICERS

- 14.2 The term for the President and Vice-President shall be two (2) years. The President and Vice-President may not be re-elected for the same office for a further consecutive term. The Secretary and Treasurer shall each be elected for a three (3) year term and may be re-elected for the same office for one (1) further consecutive term. In the event that an officer is unable to complete his or her term, the Board shall be entitled to fill the vacancy in such office for the balance of the term of the officer being replaced and may also fill any vacancy in the Board that is as a result of an officer no longer being an officer of the Society. All officers shall be Active Members and members of the Board at the time of taking office and, unless the Board determines otherwise, shall cease to hold office upon ceasing to be a member of the Board or an Active Member.

### REMOVAL OF AN OFFICER

- 14.3 Any officer may be removed during his/her term of office by a two-thirds vote at a meeting of the Board, provided notice of the proposed removal has been given with the notice of such meeting, and provided the officer has the right to be heard at such meeting and has been so advised. The Board may fill any vacancy in any office for the balance of the term of the officer being replaced.

PRESIDENT

14.4 The President shall be the chief executive officer of the Society and, subject to the duties of the directors to supervise the management of the Society, shall have general supervision of the activities and affairs of the Society. The President shall, when present, preside at the annual meeting and other meetings of members, at meetings of the Board and of the Executive Committee, and shall be an ex-officio member of all other committees of the Society. The President shall, when present, also preside at all official functions of the Society. The President or his/her delegate shall be responsible for the liaison between the Society and the Divisions and other national and international organizations or governments, if appropriate, on matters pertaining to the purposes of the Society.

VICE-PRESIDENT

14.5 The Vice-President shall assist the President in the performance of his or her duties and shall perform all the duties of the President when the President is unable to do so.

SECRETARY

14.6 The Secretary shall be responsible for all communications, minutes of meetings of the Society, of the Board and of the Executive Committee. He or she shall also receive applications for membership.

TREASURER

14.7 The Treasurer shall be responsible for the custody of monies, securities and deeds that are the property of the Society and the payment of accounts subject to any banking resolution of the Board pursuant to Section 22 of this by-law. He or she shall also be responsible for the preparation of the financial statements in cooperation with the auditors.

**15. EXECUTIVE DIRECTOR**

The chief administrative employee of the Society, who shall be appointed by the Board, shall be the Executive Director who shall have such title or such other title as the Board may determine from time to time. The Executive Director shall not be a member of the Board or an Active Member but shall, unless directed otherwise by the Board, attend all meetings of members, the Board and the Executive Committees and shall attend other committee meetings if requested by the chair thereof.

**16. JOURNAL OF THE SOCIETY**

The Society shall publish the Canadian Journal of Anesthesia (CJA). The Board shall appoint an editor of the CJA and one (1) or more associate editors as may be required for a five (5) year term or for such other term or terms as may be desirable. An editorial board for the CJA may be appointed by the Board to assist the editor and the Board shall consider the recommendations of the editor in making such appointments. The editor, associate editors and the editorial board shall receive such remuneration as the Board may determine from time to time. The editor shall be invited, as appropriate, to meetings of the Executive Committee.

**17. FIDELITY BONDS**

The Board may require such officers, employees and agents of the Society as the Board deems advisable to furnish bonds for the faithful discharge of their duties in such form and with such surety as the Board may from time to time determine.

**18. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS**DUTY TO ACT HONESTLY AND IN GOOD FAITH

18.1 Every Board member and officer in exercising their powers and discharging their duties to the Society, shall act honestly and in good faith, with a view to the best interests of the Society and shall exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and shall act in accordance with the Act.

PROTECTION

18.2 Subject to Section 18.1, no director or officer shall be liable for the acts, receipts, neglect or defaults of any other director or officer or employee or for joining in any receipt of other act for conformity, or for any loss, damage or expense to the Society through the defect of title to any property acquired by or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any monies of the Society shall be invested or for any loss or damage from bankruptcy, insolvency or tortious acts of any person with whom any of the monies or property of the Society are deposited or occasioned by any error of judgement or oversight of the Member or any loss or damage suffered by the Member in the execution of the duties of the Member to the Society.

INDEMNITY

18.3 Subject to section 18.1, the Society shall indemnify and save harmless all directors and officers, former directors and officers and the estate, heirs and legal representatives thereof against all costs, charges and expenses including amounts paid to settle an action or satisfy a judgment reasonably incurred in any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director or officer. The Society shall also indemnify director or officer in such other circumstances as the Act or law permits or requires. Nothing in the by-laws shall limit the right of director or officer to claim indemnity apart from the above provisions.

**19. REMUNERATION OF DIRECTORS**

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. Nothing herein contained shall be construed as precluding any director from serving the Society as an officer or in any other capacity and receiving remuneration therefor, consistent with policy as set from time to time by the Board.

## 20. EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Society may be signed in the name of and on behalf of the Society by any two (2) of the President, the Vice-President, the Secretary, the Treasurer and the Executive Director, and the corporate seal shall be affixed to such writing as required. In addition, the Board may from time to time authorize any officer or officers of the Society, any employee or employees of the Society, or any other person or persons, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing, and direct the manner in which those contracts, documents or instruments in writing may or will be signed.

## 21. BANKING AND FINANCIAL ARRANGEMENTS

The banking business of the Society shall be transacted with such chartered bank or trust company as the Board may authorize from time to time and by such officers, employees or other persons as the Board shall, by resolution, determine from time to time. Such banking business and financial arrangements shall include the making, signing, drawing, accepting, endorsing, negotiating and depositing of cheques, promissory notes, drafts, acceptances, the giving of receipts and the borrowing of money and giving of security thereof and the investment from time to time of the monies of the Society.

## 22. BORROWING OF MONEY

### BORROWING

22.1 Without limiting the powers of the Board as provided in the Act, unless the Articles or By-laws otherwise provide, the Board may from time to time on behalf of the Society, without authorization of the members:

- (a) borrow money on the credit of the Society;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
- (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society.

### DELEGATION OF BORROWING POWERS

22.2 Unless the Articles or By-laws otherwise provide, the Board may, by resolution, delegate any or all of the powers referred to in Section 22.1 to a director, the Executive Committee or an officer of the Society.

## 23. RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with the by-laws, relating to the management and operation of the Society as the Board may deem expedient.

## **24. NOTICES**

### METHOD OF GIVING NOTICES

- 24.1 Notices of meetings of Members shall be given in accordance with Section 8.2. All other notices or other documents to be sent to members or directors may be sent in any manner that is not prohibited under the Act.
- 24.2 The accidental omission to give a notice to any person or the non-receipt of notice by such person within the time required or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## **25. FISCAL YEAR**

Until otherwise determined by the Board, the fiscal year of the Society shall end on the 31st day of December in each year.

## **26. ENACTMENT AND CONFIRMATION OF BY-LAWS**

The Board may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society, except in respect of amendments to the by-laws that under the Act require a special resolution of the members of the Society. If the Board makes, amends or repeals a by-law, the Board shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend that by-law, amendment or repeal. Except in respect of matters that require a special resolution of members under the Act, a by-law or an amendment or repeal of the by-law is effective from the date of the resolution of the Board referred to above and, if it is confirmed, or confirmed as amended, by ordinary resolution of the members of the Society, it remains effective in the form in which it was confirmed. Such a by-law or an amendment or repeal of a by-law ceases to have effect if it is not submitted by the Board to the members of the Society as required under the Act or if it is rejected by the members. If such a by-law or an amendment or repeal of a by-law ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by ordinary resolution of the members of the Society.

## **27. EFFECTIVE DATE OF THIS BY-LAW AND REPEAL OF EXISTING BY-LAWS**

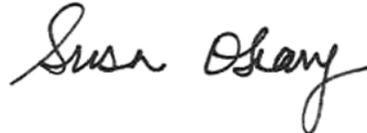
This by-law shall be effective as of the date of the continuance of the Society under the Act and thereupon all previous by-laws of the Society are hereby repealed. Such repeal shall not affect the previous operation of any by-law so repealed or the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent or supplementary letters patent, obtained pursuant to any such by-law prior to its repeal. All directors, officers and other persons acting under any by-law so repealed shall continue to act in accordance with their mandate under such repealed by-law as if appointed under the provisions of this by-law. At the annual meeting to be held in 2016 but at no other annual meeting, and if not otherwise elected as a director at such meeting, the then President of the Society will be nominated for election as a director for a two (2) year term. A vote against the President nominated at the 2016 annual meeting will not result in a vacancy. All resolutions of the members of the Board or a committee thereof with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law or until amended or repealed.

**28. FRENCH LANGUAGE VERSION**

A French-language version of this by-law and any amendments thereto shall be prepared for the members, but the official and legal by-law and any amendments thereto shall be in the English language.

Passed by the Board of Directors on the **12<sup>th</sup>** day of **February, 2014** and confirmed by the members at the annual general meeting the **15<sup>th</sup>** day of **June, 2014**.

Effective Date: **September 11, 2014** . (Date of Continuance under the Act)



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**Dr Susan O'Leary, President**



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**Dr Salvatore Spadafora, Secretary**