BOARD OF DIRECTORS

Executive Committee

Dr. Richard Langley          President (2013-2014)
Dr. David Zloty              President-elect (2013-2014)
Dr. Gordon Searles           Past-President (2013-2014)
Dr. Mariusz Sapijaszko       Secretary (2012-2014)
Dr. Victoria Taraska         Treasurer (2013-2014)

Regional directors

Dr. Joseph Coffey            Atlantic Provinces (2011-2014)
Dr. Simon Nigen              Québec (2012-2015)
Dr. Robert Bissonnette       Québec (2013-2016)
Dr. Robert Richards          Ontario (2012-2015)
Dr. Sameh Hanna              Ontario (2013-2016)
Dr. Andrei Metelitsa         Prairie Provinces (2013-2016)
Dr. Brian Kunimoto          British Columbia (2011-2014)

Observers and non-voting

Dr. Kirk Barber              Director, Industry Relations (non-voting)
Dr. Jason Rivers             Editor in Chief, Journal of Cutaneous (non-voting)
Ms. Chantal Courchesne      Executive Officer (non-voting)
Dr. Paul Kuzel               CDA-RFS Representative (observer)
Dr. Ilya Shoimer             CDA-RFS Representative (observer)
# Table of contents

## A. The Board and governance

1. Board accountability statement ................................................................. 5
2. Board structure ......................................................................................... 5
   a. Board roles and responsibilities ........................................................... 5
      i. Individual directors
      ii. President
      iii. President-elect
      iv. Vice-president
   b. Duties, obligations and expectations ..................................................... 8
3. Board policies (Administrative regulations) ............................................... 14
   a. Board Code of Conduct ....................................................................... 14
   b. Conflict of interest ............................................................................. 16
   c. Spokesperson policy .......................................................................... 20
   d. Board attendance policy .................................................................... 20
4. Committee Structure .............................................................................. 21
   a. Committee list .................................................................................. 21
   b. Committee chair ............................................................................... 29
   c. Standing committees – Terms of reference ........................................... 30
4. Board Education and Evaluation ............................................................... 36
   a. Board meeting evaluation .................................................................. 36
   b. Annual Board evaluation ................................................................... 37
6. Board Resources .................................................................................... 1
   a. By-laws .............................................................................................. 1
   b. Delegation of financial and signing authority ....................................... 45

## B. The Association

1. Vision, mission and values ........................................................................ 46
2. Strategic Plan 2012-2015 ....................................................................... 47
3. Annual Report ........................................................................................ 49
4. Organizational chart ............................................................................... 50
C. Partnerships

1. Canadian Dermatology Foundation ................................................................. 51
2. Camp Liberté ........................................................................................................ 51
3. Canadian Professors of Dermatology ................................................................. 51
4. Canadian Skin Patient Alliance ........................................................................... 51

D. Other resources

1. Introduction to not-for-profit financial statements .............................................. 52
2. Chairing a meeting ............................................................................................. 53
   a. Parliamentary order summary ......................................................................... 58
   b. Flow chart ....................................................................................................... 65
A. The Board and Governance

1. Board accountability statement

The CDA Board of Directors governs the Canadian Dermatology Association in accordance with the Association’s mission, vision and values

- Letters patent
- By-laws
- Governance policies, and
- All relevant laws

1. The CDA Board acts at all times in the best interests of the Association in good faith and honesty, having regard to the people and organizations it serves.

2. The CDA Board of Directors maintains a culture of open debate, forthright examination of all relevant issues and strives for a consensual approach to decision-making.

2. Board structure

a. Board roles and responsibilities

Purpose

1. To ensure that the CDA Board has a shared understanding of its governance role, the Board has adopted this statement of the roles and responsibilities of the Board.

Responsibility of the Board

2. The CDA Board is responsible for the overall governance of the affairs of the Association.
3. It adheres to a model of governance through which it provides strategic leadership and direction to the Association, while always maintaining a clear distinction between CDA Board and management roles and recognizing the interdependencies between them.

Strategic planning and mission, vision and values

4. The CDA Board participates in the formulation and adoption of the Association’s mission, vision and values.
5. The CDA Board ensures that the Association develops and adopts a strategic plan that is consistent with the Association’s mission and values, which will enable the Association to realize its vision. The CDA Board participates in the development of and ultimately approves the strategic plan.
6. The CDA Board oversees Association operations for consistency with the strategic plan and strategic directions.
7. The CDA Board receives regular briefings or progress reports on implementation of strategic directions and initiatives.
8. The CDA Board ensures that its decisions are consistent with the strategic plan and the Association’s mission, vision and values.
9. The CDA Board annually conducts a review of the strategic plan as part of a regular annual planning cycle.

Financial Oversight

10. The CDA Board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources.
11. The CDA Board approves policies for financial planning and approves the annual operating and capital budget.
12. The CDA Board monitors financial performance against budget.
13. The CDA Board approves investment policies and monitors compliance.
14. The CDA Board ensures the accuracy of financial information through oversight of management and approval of annual audited financial statements.
15. The CDA Board ensures management has put measures in place to ensure the integrity of internal controls.

Oversight of management including selection, supervision and succession planning for the CEO

16. The CDA Board’s Executive Committee recruits and supervises the chief executive officer (CEO) by
   • Developing and approving the CEO job description
   • Undertaking a recruitment process and selecting the CEO
   • Reviewing and approving the CEO’s annual performance goals
   • Reviewing CEO performance and determining CEO compensation

Risk Identification and Oversight

17. The CDA Board is must knowledgeable about risks inherent in Association management and ensures that appropriate risk analysis is performed as part of Board decision-making.
18. The CDA Board oversees management’s risk management program.
19. The CDA Board ensures that appropriate programs or processes are in place to protect against risk.
20. The CDA Board is responsible to the organization for identifying unusual risks and ensuring that there are plans in place to prevent as well as manage such risks.

Member Communication and Accountability

21. The CDA Board understands the membership and membership accountability.
22. The CDA Board ensures the organization appropriately communicates with members in a manner consistent with accountability to the membership.
23. The CDA Board contributes to the maintenance of strong member relationships.
24. The CDA Board performs advocacy on behalf of the Association with members and stakeholders. Where required, this is done in support of the mission, vision, values and strategic directions Association.

**Governance**

25. The CDA Board is responsible for the quality of its own governance.
26. The CDA Board establishes governance structures to facilitate the performance of the Board’s role and enhance individual director performance.
27. The CDA Board is responsible for the recruitment of a skilled, experienced and qualified Board.
28. The CDA Board ensures ongoing Board training and education.
29. The CDA Board periodically assesses and reviews its governance by periodically evaluating its governance policies and Board structures. These include Board recruitment processes, composition and size; number of committees and their terms of reference; processes for appointment of committee chairs; processes for appointment of Board officers, and; other governance processes and structures.

**Legal Compliance**

30. The CDA Board ensures that appropriate processes are in place to ensure compliance with legal requirements.
b. Duties, obligations and expectations

i. Individual directors

The CDA Board of Directors is committed to ensuring that it achieves standards of excellence in the quality of its governance and the position of director is integral to the achievement of this goal.

As a member of the CDA Board, and in contributing to the collective achievement of the role of the CDA Board, the individual director is required to meet the following responsibilities.

Fiduciary duties

Each director is responsible to act honestly, in good faith and in the best interests of the Association and in so doing, to support the Association in fulfilling its mission and discharging its accountabilities.

A director shall apply the level of skill and judgment that may be expected reasonably of a person with his or her knowledge and experience.

Accountability

A director’s fiduciary duties are owed to the Corporation. The director is not solely accountable to any special group or interest and shall act and make decisions that are in the best interest of the Association, as a whole. A director shall be knowledgeable of the stakeholders to whom the Association is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a director, but shall not prefer the interests of any one group if to do so would not be in the best interests of the Association.

Education

A director shall be knowledgeable about

- The mission, vision and values of the Association
- The operations of the Association
- The health-care needs of the community serviced
- The health-care environment generally
- The duties and expectations of a director
- The Board’s governance role
- The Board’s governance structure and processes
- Board-adopted governance policies
- Association policies applicable to Board members

A director will participate in a Board orientation session, Association tour, orientation to committees, Board retreats and Board education sessions. A director should attend additional appropriate educational conferences in accordance with CDA Board approved policies.
A director shall be knowledgeable of and comply with the CDA Board and Association policies that are applicable to the Board including

- The CDA Board’s Attendance policy
- The CDA Board's Code of Conduct
- The CDA Board’s Conflict of Interest policy
- The CDA Board’s Confidentiality policy

**Teamwork**

A director shall develop and maintain sound relations and work co-operatively and respectfully with fellow directors, the CDA Board President and Chair, members of the Board and senior management.

**Community representation and support**

A director shall represent the CDA Board and the Association in the medical community and publicly support Board decisions when asked to do so by the CDA Board President and Chair.

A director shall link with external networks and a broad range of contacts to promote the Association and to serve as an ambassador.

CDA Board members shall support the Association through attendance at Association sponsored events.

**Time and commitment**

A director is expected to commit the time required to perform CDA Board and committee duties. A CDA Board member who misses three (3) consecutive meetings without consulting the CDA Board President and Chair shall be deemed to have resigned from the Board.

A director is required to serve on at least one standing committee.

**Contribution to governance**

Directors are expected to make a contribution to the governance role of the CDA Board by

- Reading materials in advance of meetings and coming prepared to contribute to discussions
- Offering constructive contributions to CDA Board and committee discussions
- Contributing his or her special expertise and skill
- Respecting the role of governance versus management
- Respecting the views of other members of the CDA Board
- Voicing conflicting opinions during CDA Board and committee meetings but respecting the decision of the majority even when the director does not agree
- Respecting the role of the CDA Board President and Chair
• Respecting the role and terms of reference of CDA Board committees

ii. **President (CDA Board Chair)**

In accordance with the by-laws, the President is the leader of the CDA Board. The President is responsible for

- Ensuring the integrity and effectiveness of the CDA Board’s governance role and processes;
- Presiding at meetings of the CDA Board and members;
- Representing the CDA Board within the Association and the Association in the community.

**Responsibilities**

*Canadian Dermatology Association governance*

The President ensures the CDA Board meets its obligations and fulfills its governance responsibilities. The President oversees the quality of the CDA Board’s governance processes by

- Ensuring that the CDA Board performs a governance role that respects and understands the role of management
- Ensuring that the CDA Board adopts an annual work plan that is consistent with the Association’s strategic directions, mission and vision
- Ensuring that the work of the CDA Board committees is aligned with the Board’s role and annual work plan and that the Board respects and understands the role of Board committees and does not redo committee work at the Board level. The President of the CDA Board will be an ex-officio member of all Board committees
- Ensuring there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective Board governance and succession.
- Ensuring that the CDA Board and individual directors have access to appropriate education.
- Overseeing the CDA Board’s evaluation processes and providing constructive feedback to individual committee presidents and Board members as required.
- Ensuring that the CDA Board’s governance structures and processes are reviewed, evaluated and revised from time to time.
Presiding officer

The President is the presiding officer at CDA Board and members’ meetings. As the presiding officer at Board and member meetings, the President is responsible for

- Setting agendas for CDA Board meetings and ensuring matters dealt with at Board meetings appropriately reflect the Board’s role and annual work plan
- Ensuring that meetings are conducted according to applicable legislation, Association by-laws, and the Association’s governance policies
- Facilitating and forwarding the business of the CDA Board, including preserving order at Board meetings
- Encouraging input and ensuring that the CDA Board hears both sides of a debate or discussion
- Encouraging all directors participate and controlling dominant members
- Facilitating the Board in reaching consensus
- Ensuring relevant information is made available to the CDA Board in a timely manner and that external advisors are available to assist the Board as required
- Ruling on procedural matters during meetings

Representation

The President is the official spokesperson for the CDA Board.

The President represents the Association in the community and to its various stakeholders.

The President reports on behalf of the CDA Board to members at each annual general meeting.

The President represents the CDA Board within the Association attending and participating in events as required.

The President represents the CDA Board in dealings with government and regulatory authorities.

Relationships

The President facilitates relationships with, and communication among, CDA Board members and between Board members and senior management.

The President establishes a relationship with individual directors, meeting with each director as needed to ensure that each director contributes effectively.

The President provides assistance and advice to committee presidents to ensure committee presidents understand CDA Board expectations and have the resources that are required for performance of their terms of reference.

The President maintains a constructive working relationship with the CEO, providing advice and counsel as required and ensuring he or she understands Board expectations. The President also leads the CEO performance evaluation and succession planning processes.
Other duties

The President performs such other duties as the CDA Board determines from time to time.

Skills and qualifications

The President will possess the following personal qualities, skills and experience

- All of the personal qualifications required of a Board member
- Proven leadership skills
- Good strategic and facilitation skills, ability to influence and achieve consensus
- Act impartially and without bias
- Tact and diplomacy
- Powerful communicator
- Political acuity
- Must have the time to continue the legacy of building strong relationships between the Association and stakeholders
- Ability to establish trusted advisor relationship with the CEO and other CDA Board members
- Governance and Board level experience in the health-care sector
- Outstanding record of achievement in one or several areas of skills and experience normally associated with members of boards.

Term

For a term of approximately one year commencing at the close of the annual general meeting at which the President became the President and terminating at the close of the next annual general meeting, at which time the President shall automatically become the immediate past-president.

iii. President-elect

Role of the president-elect

The president-elect works collaboratively with the CDA Board President. He or she supports the CDA Board President in fulfilling his/her responsibilities.

Responsibilities

A president-elect, designated by the CDA Board of Directors, has the powers and is expected to perform all the duties of the President, during the absence or disability of the President. He or she will perform such other duties, if any, as may be from time to time assigned to them by the CDA Board.

The president-elect may be called upon by the President to deal with urgent matters of the CDA Board.
Skills and qualifications

The president-elect will possess similar personal qualities and skills as the President but may have less experience than the President.

Term

The president-elect will serve a term of one year, and then become President.

iv. Vice-president

Role of the vice-president

The vice-president works collaboratively with the President. He or she supports the President in fulfilling his/her responsibilities.

Responsibilities

A vice-president, elected by the membership, has the powers and is expected to perform all the duties of the President during the absence or disability of the President and president-elect. He or she will perform such other duties, if any, as may be from time to time assigned to them by the CDA Board of Directors.

The vice-president may be called upon by the President to deal with urgent matters of the CDA Board.

Skills and Qualifications

The vice-president will possess similar personal qualities and skills as the President but may have less experience than the President.

Term

The vice-president will serve an initial term of one year, and then become president-elect.
3. Board policies - administrative regulations

a. Board code of conduct

**Purpose**

The Association is committed to ensuring that in all aspects of its affairs it maintains the highest standards of trust and integrity.

**Application**

The Code of Conduct applies to all CDA Board directors, including ex-officio directors and non-Board members of Board committees, task forces, working groups and advisory boards.

**Policy**

The independence, ethical conduct and unity of the CDA Board are essential to its effectiveness and respect in the dermatology community.

The CDA Board commits itself and its members to ethical, business like and lawful conduct, including proper use of authority and appropriate decorum when acting as members.

CDA Board members’ interaction with the CEO or with staff must respect a clear distinction between Board and management roles while recognizing the interdependencies between them.

CDA Board members’ interaction with the public, press or other entities must recognize the same limitation and inability of any member to speak for the Board other than as provided for in the by-laws or any policy.

CDA Board members will not express individual judgments of the CEO’s or staff’s performance, except as required to provide input into the evaluation process.

It is recognized that directors bring to the CDA Board diverse background, skills and experience. Directors will not always agree with one another on all issues. All debates shall take place in an atmosphere of mutual respect and courtesy.
Oath of Office and Confidentiality Agreement

I, ________________________, a director of the Canadian Dermatology Association (the Corporation), declare that I have read, understood and agree to comply with the Corporation’s Code of Conduct and, that in carrying out my duties as a director, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interests of the Corporation.
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support the Corporation’s by-laws, policies, Code of Conduct and decisions of the CDA Board of Directors and membership.
4. Keep confidential all information about personnel and any other matters specifically determined by CDA Board motion to be matters of confidence including matters dealt with during in-camera meetings of the CDA Board of Directors.
5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the CDA Board of Directors and subordinate my personal interest to the best interest of the Corporation.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Respect meeting schedules and not be absent from more than two consecutive meetings or more than three meetings per year of the CDA Board without the approval of the chair. _______ (initials)
8. Immediately resign my position as a director of the Corporation in the event that I, or my colleagues on the CDA Board of Directors, conclude that I have breached this Oath of Office.

Signature: ________________________________

Date: ________________________________
b. Conflict of interest

**Purpose and intent**

The mission of the Canadian Dermatology Association is to ensure the Canadian public has equal access to timely and exemplary dermatologic care by

- advocating on dermatologic issues
- providing leadership in continuing medical and public education
- promoting and disseminating dermatologic knowledge and research

As such, CDA is committed to the disclosure and management of real and potential conflicts of interest to ensure that all of its activities are carried out in an ethical manner and are free of bias or the appearance of bias.

This policy also supports the principles outlined in CMA’s Guidelines for Physicians in Interactions with Industry (2007) and CMA’s Code of Ethics (2004).

**Definition and scope**

For definition purposes,

An actual or potential conflict of interest arises when a person is in a situation whereby his or her personal, financial or professional interest, or that of an immediate family member or collaborator, conflicts or appears to conflict with his or her responsibility to the CDA or participation in any recommendation or decision within the CDA or the process leading to such a recommendation or decision.

This policy is applicable to all CDA members and employees, any person acting in an official capacity for CDA, and any person seeking to make presentations at a CDA meeting or to submit materials to a CDA-sponsored publication. This policy is also applicable to any persons having a relationship involving the sharing of income or assets with any of the aforementioned persons when a situation warrants its use.

**Recognizing a conflict of interest**

While conflicts of interest apply to a wide range of behaviours and circumstances, they are often defined for professional associations as the situation where a personal or financial interest conflicts with the objectives and purposes of the Association.

The following examples adapted from the American Academy of Dermatology Conflict of Interest policy are provided to help identify some situations that may give rise to, or the appearance of, a direct or indirect conflict of interest

- Introducing or advocating for an activity for discussion and action that would benefit an individual’s own company or another organization in which the individual has a personal or financial interest
- Unfairly taking advantage of an authoritative position to affect the commercial or professional standing of a company or organization in which an individual has a personal financial interest or that of a competitor
Using information made available because of an individual’s engagement with CDA that is proprietary or confidential or otherwise not generally known to the public for personal advantage

Accepting a service, discount, concession, fee for advice or other thing of value from a person or organization with an interest in an issue or transaction under discussion by CDA

Withholding disclosure of relationships with industry, institutions and other organizations

Presenting unsupported information or data that have been biased or unduly influenced by a personal or financial relationship, or

Participating in discussions on policy issues relating to other professional organizations in which the individual has a fiduciary position

For further definition, types of financial relationship include, but are not limited to:

<table>
<thead>
<tr>
<th>Advisory board</th>
<th>Grants</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board of directors</td>
<td>Honoraria</td>
</tr>
<tr>
<td>Clinical trials investigator</td>
<td>Review panels</td>
</tr>
<tr>
<td>Consultant</td>
<td>Speaker bureau</td>
</tr>
<tr>
<td>Employee</td>
<td>Stock holder</td>
</tr>
<tr>
<td>Founder</td>
<td>Patent inventor/holder</td>
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<tr>
<td>Gifts or in-kind compensation</td>
<td>Website/publications</td>
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</table>

**Disclosing conflicts of interest**

Full and complete disclosure of conflicts of interest is key to protecting the professional integrity of the individual(s) involved and the CDA. Therefore, any *appearance of a conflict of interest* can be just as serious and potentially damaging as an *actual lack of objectivity*. These should be evaluated and managed with the same degree of consideration as known conflicts of interest.

The following chart outlines who and when disclosures should be made. Any questions about whether a disclosure is required or necessary should be presented to the CEO, President and/or Ethics Committee for a response/ruling.

A conflict will be allowed only when it can be managed in a way that protects and serves the interests, integrity and reputation of the CDA as well as its legal and contractual obligations. It will be put to reasonable and independent scrutiny.

Except as required by judicial process or law, any information disclosed to CDA pursuant to this policy will be held in confidence.

**Failure to disclose**

CDA reserves the right to recover any profit or financial benefit as a result of non-compliance with this policy.
<table>
<thead>
<tr>
<th>Position</th>
<th>When to disclose</th>
<th>Additional requirements</th>
<th>COI form</th>
<th>Assessor</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board of Directors</td>
<td>1. Upon election or acclamation, and 2. Annually thereafter, prior to the September Board meeting</td>
<td>Any changes in status causing a real or potential conflict of interest (pertaining in particular to the current affairs of the Board) must be made known to the sitting President</td>
<td>Required</td>
<td>1. Sitting President 2. Incoming president</td>
</tr>
<tr>
<td>Committee chairs</td>
<td>Upon appointment</td>
<td>Any changes in status causing a real or potential conflict of interest (pertaining in particular to the current affairs of the committee or a responsible program) must be made known to the sitting President</td>
<td>Required</td>
<td>Sitting President</td>
</tr>
<tr>
<td>Committee members</td>
<td>Upon appointment</td>
<td>Any changes in status causing a real or potential conflict of interest (pertaining in particular to the current affairs of the committee) must be made known to the committee chair</td>
<td>Required</td>
<td>Committee chair</td>
</tr>
<tr>
<td>CDA members</td>
<td>Before engaging in any presentation or discussion on a matter in which the member has a real or potential conflict of interest</td>
<td>CDA members who are in a position of conflict must refrain from voting</td>
<td>Not Required</td>
<td>CEO, President, and/or Ethics Committee</td>
</tr>
<tr>
<td>CDA Staff</td>
<td>1. Upon employment, and 2. Annually thereafter prior to the September Board meeting</td>
<td>Any changes in status causing a real or potential conflict of interest (pertaining in particular to the current affairs of the CDA) must be made known to the CEO</td>
<td>Required</td>
<td>CEO</td>
</tr>
<tr>
<td>Individuals representing CDA in an official capacity</td>
<td>1. Upon start of contract or appointment, and 2. Annually thereafter prior to the September Board meeting</td>
<td>Any changes in status causing a real or potential conflict of interest (pertaining in particular to the current affairs of the CDA) must be made known to the CEO</td>
<td>Required</td>
<td>CEO</td>
</tr>
<tr>
<td>Individuals presenting to CDA boards* and committees *including editorial boards</td>
<td>At the time of request or invitation to present at a Board or committee meeting</td>
<td></td>
<td>Not Required</td>
<td>CEO and/or President, or responsible editor-in-chief or committee chair</td>
</tr>
</tbody>
</table>

*including editorial boards
Conflict of interest disclosure form

I, _____________________________________________________________ (print full name)
understand that real or potential conflict(s) of interest may arise in my capacity as

(print position title and board/committee/contract activity name(s))

and hereby declare that in the past two years, I have

☐ not held a personal, financial and/or professional interest that should be noted at this
time.

☐ held a personal, financial and/or professional interest that should be noted and
assessed, the details for which I have provided below:

<table>
<thead>
<tr>
<th>Company or organization</th>
<th>Description of relationship</th>
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</tbody>
</table>

(Add a page, if necessary)

Signature: _____________________________________________________________

Date: ________________________________________________________________
c. Spokesperson policy
As laid out in the by-laws, the President is the official spokesperson of the Corporation.

**Media training for CDA Board members**
The CDA Board has agreed that media training would be of benefit to the President, president-elect and vice-president. The training would be required every two to three years.

*CDA Board of Directors*
*December 13, 2004*

d. Board attendance policy
From the CDA By-laws:

39. **Termination of Office.** The office of a director shall automatically be terminated if (any of the following events occurs):

(f) The director is absent from more than two consecutive meetings or more than three meetings per year of the Board without the approval of the Chair; or

*Approved at the 2012 AGM*

**Attendance at Board and committee meetings**
CDA committees are an integral part of the Association’s governance structure. Committee deliberations and recommendation to the Board are an essential component of the growth of the Association and it is therefore important that committee meetings be well-attended.

If a member of a committee or the Board misses three consecutive meetings, unless a good reason is provided, the member may be asked to resign from the committee or Board. The decision will be at the discretion of the President.

*CDA Board of Directors*
*September 8, 2008*
4. Committee structure

a. Committee list

Committees, task forces, programs and editorial Boards

CDA Board of Directors

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Region</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gordon Searles (2012-2013)</td>
<td>President</td>
<td></td>
</tr>
<tr>
<td>Denise Wexler (2012-2013)</td>
<td>Immediate Past president</td>
<td></td>
</tr>
<tr>
<td>Richard Langley (2012-2013)</td>
<td>President-elect</td>
<td></td>
</tr>
<tr>
<td>David Zloty (2012-2013)</td>
<td>Vice-President</td>
<td></td>
</tr>
<tr>
<td>Mariusz Sapijaszko (2012-2014)</td>
<td>Secretary</td>
<td></td>
</tr>
<tr>
<td>Victoria Taraska (2012-2013)</td>
<td>Treasurer</td>
<td></td>
</tr>
<tr>
<td>Joseph Coffey (2011-2014)</td>
<td>Regional Director - Atlantic Provinces</td>
<td></td>
</tr>
<tr>
<td>Simon Nigen (2012-2015)</td>
<td>Regional Director - Quebec</td>
<td></td>
</tr>
<tr>
<td>Catherine McCuaig (2010-2013)</td>
<td>Regional Director - Quebec</td>
<td></td>
</tr>
<tr>
<td>Robert Richards (2012 - 2015)</td>
<td>Regional Director - Ontario</td>
<td></td>
</tr>
<tr>
<td>Vince Bertucci (2010-2013)</td>
<td>Regional Director - Ontario</td>
<td></td>
</tr>
<tr>
<td>Richard Haber (2010-2013)</td>
<td>Regional Director - British Columbia</td>
<td></td>
</tr>
<tr>
<td>Brian Kunimoto (2011-2014)</td>
<td>Regional Director - British Columbia</td>
<td></td>
</tr>
<tr>
<td>Kirk Barber</td>
<td>Director of Industry Relations (ex-officio)</td>
<td></td>
</tr>
<tr>
<td>Jason Rivers</td>
<td>Editor in Chief, JCMS (ex-officio)</td>
<td></td>
</tr>
<tr>
<td>Chantal Courchesne</td>
<td>CEO (ex-officio)</td>
<td></td>
</tr>
<tr>
<td>Anna Chaplin</td>
<td>CDA-RFS Representative (observer)</td>
<td></td>
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<tr>
<td>Anil Kurian</td>
<td>CDA-RFS Representative (observer)</td>
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</tbody>
</table>

Executive Committee

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gordon Searles</td>
<td>President</td>
</tr>
<tr>
<td>Denise Wexler</td>
<td>Immediate Past-President</td>
</tr>
<tr>
<td>Richard Langley</td>
<td>President-elect</td>
</tr>
<tr>
<td>David Zloty</td>
<td>Vice-President</td>
</tr>
<tr>
<td>Mariusz Sapijaszko</td>
<td>Secretary</td>
</tr>
<tr>
<td>Victoria Taraska</td>
<td>Treasurer</td>
</tr>
<tr>
<td>Chantal Courchesne</td>
<td>CEO (ex-officio)</td>
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</table>

Annual Conference Committee

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
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</thead>
<tbody>
<tr>
<td>Denise Wexler (Immediate Past-President)</td>
<td>Chair</td>
</tr>
<tr>
<td>Kirk Barber (Director of Industry Relations)</td>
<td>Member</td>
</tr>
<tr>
<td>Yves Poulin (Québec 2013 Organizing Committee)</td>
<td>Present</td>
</tr>
<tr>
<td>Geneviève Thérien (Quebec 2013 local committee Chair)</td>
<td>Present</td>
</tr>
<tr>
<td>Representative (Toronto 2014)</td>
<td>Member</td>
</tr>
<tr>
<td>Representative (Toronto 2014)</td>
<td>Member</td>
</tr>
<tr>
<td>Representative (Vancouver 2015)</td>
<td>Member</td>
</tr>
<tr>
<td>Representative (Vancouver 2015)</td>
<td>Member</td>
</tr>
<tr>
<td>Danielle Marcoux (Education Committee Chair)</td>
<td>Member</td>
</tr>
<tr>
<td>Tracey Brown-Maher (Education Committee Chair)</td>
<td>Member</td>
</tr>
<tr>
<td>Michele Ramien (Resident)</td>
<td>Member</td>
</tr>
<tr>
<td>Chantal Courchesne (CEO)</td>
<td>Member</td>
</tr>
</tbody>
</table>
Archives Committee (not-active)

TBD ................................................................................................. Chair
Christian-Allen Drouin ........................................................................ Member
Roy Forsey .......................................................................................... Member
Harvey Lui .......................................................................................... Member
William MacEachern .......................................................................... Member
Catherine McCuaig ............................................................................ Member
Kathleen Moses .................................................................................. Member
Neil Shear ............................................................................................ Member
Vacant .................................................................................................... Member

By-laws Review Taskforce

Alastair Carruthers ............................................................................... Chair
Gordon Searles ...................................................................................... Member
Brian Kunimoto ...................................................................................... Member
Denise Wexler ......................................................................................... Member
Chantal Courchesne ............................................................................ Member

CDA-CDIA Executive Committee

Gordon Searles (President) ................................................................. Chair
Denise Wexler (Immediate Past-President) ........................................ Member
Richard Langley (President-elect) ...................................................... Member
David Zloty (Vice-President) ............................................................... Member
Mariusz Sapijaszko (Secretary) .......................................................... Member
Victoria Taraska (Treasurer) ............................................................... Member
Wendy Adams (President, Canadian Dermatology Industry Association) .................. Member
Paul Kidson (Canadian Dermatology Industry Association) .................. Member
Vacant (Vice-President, Canadian Dermatology Industry Association) ................ Member
Kirk Barber (Director of Industry Relations) ........................................ Member (ex-officio)
Chantal Courchesne (CEO) ................................................................. Member (ex-officio)

CDA-AAD Executive Leadership

CDA Executive Committee Members
AAD Executive Committee Members

CDA Dermatologic Resources Committee

Gordon Searles ...................................................................................... Chair
Gilles Lauzon ......................................................................................... Member
Chris Tsoulis ......................................................................................... Member
Evert Tuyp ............................................................................................... Member

CDA Dermatology Surgery Committee

Vince Bertucci ......................................................................................... Chair
Christian Murray .................................................................................... Member
David Zloty ............................................................................................. Member
Vacant ....................................................................................................... Member


**Education Committee**

Danielle Marcoux (2007-2008) .............................................................. Chair
Tracey Brown-Maher (2011-2013) .......................................................... Member
Gillian de Gannes (2011-2013) ................................................................. Member
Martie Gidon ......................................................................................... Member
Joel DeKoven (2011-2013) ................................................................. Member
Chih-ho Hong ....................................................................................... Member
Shannon Humphrey (2011-2013) ......................................................... Member
Elizabeth O'Brien (2011-2013) ............................................................... Member
Sue Swiggum (2010-2012) ................................................................. Member
Sonya Abdullah .................................................................................. Resident Member
Carly Kirshen ....................................................................................... Resident Member
Michele Ramien .................................................................................. Resident Member
Siobhan Ryan (CAPD Representative) (not active at moment) ........ Member
Louis Weatherhead (Ottawa 2012 Organizing Committee) ................ Member
Yves Poulin (Québec 2013 Organizing Committee) ................................ Member

**Ethics Committee (chair to be appointed)**

Esiahas Amdemichael (2011 -2014) ....................................................... Member
Robert Richards (2011 -2014) ............................................................. Member
Karen Scully (2010-2013) ................................................................. Member
Richard Thomas (2010-2013) ........................................................... Member
Miriam Weinstein (2012 -2015) ............................................................ Member
Michelle Withers (2012 -2015) ............................................................ Member
Ethicist (to be named) ................................................................. Consultant

**Finance Committee**

Victoria Taraska (Treasurer) (2012-2013) ............................................ Chair
David Zloty (British Columbia) .......................................................... Member
Victoria Taraska (Prairie Provinces) ...................................................... Member
Vacant (Québec) ................................................................................ Member
Vacant (Ontario) ................................................................................ Member
Robert Tremaine (Atlantic Provinces) ................................................ Member
Kirk Barber (Director of Industry Relations) ....................................... Member
Anatoli Freiman (Sun Protection Program) ........................................ Member
Cheryl Rosen (Sun Awareness Program) ............................................. Member

**Humanitarian Committee**

Lorne Albrecht .................................................................................. Chair
Danielle Marcoux ............................................................................. Member
Sandra Skotnicki ................................................................................ Member
Laura Finlayson ................................................................................ Member
Nheim Nguyen .................................................................................. Member
Bertrand Veilleux .............................................................................. Member
David McLean ............................................................................... Member

**Membership and Awards Committee**

Mariusz Sapijaszko (Secretary) (2012 -2014) ...................................... Chair
Lorne Albrecht (2012 -2014) ............................................................... Member
Benjamin Barankin (2012-2013) ......................................................... Member
Barbara Kellner (2011-2013) ............................................................... Member
Irina Turchin (2011-2013) ............................................................... Member
Marni Wiseman (2012-2014) ............................................................ Member
### Nominating Committee

- **Linda Moreau (2007-2012)** ......................................................... Chair & Quebec Representative
- **Robert Tremaine (2011-2016)** .............................................. Atlantic Provinces Representative
- **Robert Prokpetz (2009-2014)** ................................................. Ontario Representative
- **Duane Lichtenwald (2008-2013)** ............................................ Prairie Provinces Representative
- **Anne Davis (2010-2015)** ...................................................... British Columbia Representative

### Pharmacy and Therapeutics Committee

- **Sameh Hanna** .................................................................................... Chair
- **Anatoli Freiman** ............................................................................... Member
- **Aamir Haider** .................................................................................... Member
- **Shannon Humphrey** ......................................................................... Member
- **Adam Natshah** .................................................................................. Member
- **Gordon Searles** ................................................................................ Member
- **Scott Walsh** ..................................................................................... Member

### Planning Committee (not active)

- **Gordon Searles (President-elect)** .................................................. Chair
- **Richard Langley (Vice-President)** .................................................. Member
- **Ian Landells (Immediate Past President)** ........................................ Member
- **Elgin Duke (Treasurer)** ..................................................................... Member
- **Kirk Barber** .................................................................................... Member
- **Brian Kunimoto** ............................................................................... Member
- **Victoria Taraska** ............................................................................ Member
- **Jack Toole** ..................................................................................... Member
- **Chantal Courchesne** ......................................................................... Member

### Publications Committee

- **Richard Langley (2012 - 2013)** ..................................................... Member
- **Joseph Coffey (2012-2014)** ........................................................... Member
- **Charles Lynde** ................................................................................ Member
- **Jason Rivers** ................................................................................... Member
- **Chantal Courchesne** ......................................................................... Member

### Public Education Committee (not active)

- **TBA** .................................................................................................... Chair
- **Gordon Searles** ................................................................................ Member
- **Jean-François Tremblay** .................................................................... Member
- **Gabrielle Weichert** ........................................................................... Member
- **Vacant** ............................................................................................ Member
### Resident Fellows Society Executive Committee
*(Each member represents a university resident program)*

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anna Chaplin</td>
<td>Co-Chair Representative</td>
</tr>
<tr>
<td>Anil Kurian</td>
<td>Co-Chair Representative</td>
</tr>
<tr>
<td>Fara Redlick</td>
<td>Toronto Representative</td>
</tr>
<tr>
<td>Marcia Hogeling</td>
<td>Ottawa Representative</td>
</tr>
<tr>
<td>Genevieve Therien</td>
<td>Laval Representative</td>
</tr>
<tr>
<td>DSyed Pirzada</td>
<td>Dalhousie Representative</td>
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</tbody>
</table>

### Skin Health Expert Advisory Board (formerly PRP)

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jan Landells</td>
<td>Chair</td>
</tr>
<tr>
<td>Alfred Balbul</td>
<td>Member</td>
</tr>
<tr>
<td>Joel DeKoven</td>
<td>Member</td>
</tr>
<tr>
<td>Denis Dudley</td>
<td>Member</td>
</tr>
<tr>
<td>Anna Jean Lloyd</td>
<td>Member</td>
</tr>
<tr>
<td>Linda Moreau</td>
<td>Member</td>
</tr>
<tr>
<td>Melanie Pratt</td>
<td>Member</td>
</tr>
<tr>
<td>Stuart Reynolds</td>
<td>Member</td>
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</tbody>
</table>

### Sun Awareness Program Committee

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheryl Rosen</td>
<td>Chair</td>
</tr>
<tr>
<td>Joël Claveau</td>
<td>Member</td>
</tr>
<tr>
<td>Lynn From</td>
<td>Member</td>
</tr>
<tr>
<td>Lyn Guenther</td>
<td>Member</td>
</tr>
<tr>
<td>Jadranka Jambrosec</td>
<td>Member</td>
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<tr>
<td>Ian Landells</td>
<td>Member</td>
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<tr>
<td>Richard Langley</td>
<td>Member</td>
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<tr>
<td>Eileen Murray</td>
<td>Member</td>
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<tr>
<td>Jason Rivers</td>
<td>Member</td>
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<tr>
<td>Mariusz Sapijaszko</td>
<td>Member</td>
</tr>
<tr>
<td>Rochelle Van de Velde</td>
<td>Member</td>
</tr>
<tr>
<td>Marni Wiseman</td>
<td>Member</td>
</tr>
</tbody>
</table>

### Sun Awareness Program – Regional Directors / Spokespeople

<table>
<thead>
<tr>
<th>Name</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cheryl Rosen</td>
<td>National Director</td>
</tr>
<tr>
<td>Joël Claveau</td>
<td>QC</td>
</tr>
<tr>
<td>Ian Landells</td>
<td>NL</td>
</tr>
<tr>
<td>Joe Coffey</td>
<td>Corner Brook, NL</td>
</tr>
<tr>
<td>Rob Hayes</td>
<td>NB</td>
</tr>
<tr>
<td>Richard Langley</td>
<td>NS and PE</td>
</tr>
<tr>
<td>Ari Demirjian</td>
<td>Montreal, QC</td>
</tr>
<tr>
<td>Channy Muhn (TBC)</td>
<td>Burlington, ON</td>
</tr>
<tr>
<td>Peter Vignjevic</td>
<td>Hamilton, ON</td>
</tr>
<tr>
<td>Ronald Vender</td>
<td>Hamilton, ON</td>
</tr>
<tr>
<td>Lyn Guenther</td>
<td>London, ON</td>
</tr>
<tr>
<td>Ron Mahler (TBC)</td>
<td>Thunder Bay, ON</td>
</tr>
<tr>
<td>Lisa Kellett</td>
<td>Toronto, ON</td>
</tr>
<tr>
<td>Ken Kobayashi</td>
<td>Waterloo, ON</td>
</tr>
<tr>
<td>Darryl Toth</td>
<td>Windsor, ON</td>
</tr>
<tr>
<td>Marni Wiseman</td>
<td>MB</td>
</tr>
<tr>
<td>Duane Lichtenwald</td>
<td>SK</td>
</tr>
<tr>
<td>Rick Haber</td>
<td>Calgary, AB</td>
</tr>
<tr>
<td>Laurie Parsons</td>
<td>Calgary, AB</td>
</tr>
</tbody>
</table>
Mariusz Sapijaszko ................................................................. Edmonton, AB
Jason Rivers ........................................................................... Vancouver, BC
Eileen Murray ......................................................................... Vancouver, BC
Gabrielle Weichert .................................................................. Nanaimo, BC
Mark Lupin ................................................................................ Vancouver Island, BC

**Sun Protection Program Committee**

Anatoli Freiman .................................................................................. National Director and Chair
Vacant ................................................................................................. Member
Andrei Metelitsa ................................................................................ Member
Jason Rivers ....................................................................................... Member
Cheryl Rosen ..................................................................................... Member
William Taylor ................................................................................. Member
Chantal Courchesne ......................................................................... Member

**Teledermatology Committee**

Lorne Hurst ........................................................................................ Chair
Joël Claveau ......................................................................................... Member
JP DesGroseilliers ............................................................................ Member
Peter Hull ................................................................................................ Member
Robert Jackson .................................................................................. Member
Ian Landells ....................................................................................... Member
Bob Lester ............................................................................................ Member
Jason Rivers ....................................................................................... Member

**World Congress of Dermatology Vancouver 2015 Committee**

Jerry Shapiro ..................................................................................... President
Harvey Lui .......................................................................................... Secretary General
Kirk Barber .......................................................................................... CDA Board Liaison
Robert Bissonnette ............................................................................. Member
Marc Bourcier .................................................................................... Member
Alastair Carruthers ............................................................................. Member
Jean Carruthers ................................................................................ Member
Lyn Guenther ...................................................................................... Member
Bernice Krafchik ................................................................................ Member
Jan Landells ........................................................................................ Member
Richard Langley ................................................................................ Member
Charles Lynde .................................................................................... Member
David McLean ..................................................................................... Member
Stuart Maddin ..................................................................................... Member
Danielle Marcoux .............................................................................. Member
Yves Poulin ........................................................................................ Member
Cheryl Rosen ..................................................................................... Member
Neil Shear ............................................................................................ Member
Jerry Tan ............................................................................................... Member
Jack Toole ........................................................................................... Member
Larry Warshawski ................................................................................ Member
Denise Wexler ..................................................................................... CDA Board Liaison
David Zloty ........................................................................................ Member
Chantal Courchesne ........................................................................... Member

**CDA-WCD Ad Hoc Working Group**

Jerry Shapiro ........................................................................................ President
Harvey Lui .......................................................................................... Secretary General
Kirk Barber .......................................................................................... Director of Industry Relations
Richard Langley ................................................................. Member
Denise Wexler ................................................................. Member
Bernice Chu ....................................................................... Member
Chantal Courchesne ........................................................ Member

Canadian Dermatology Association eBulletin

Charles Lynde .................................................................. National Editor
Louis Vogel ......................................................................... Publisher
C. Gattuso ................................................................. Publication Coordinator
Ben Barankin ..................................................................... Resident Editor
Marc Bourcier ...................................................................... Regional Editor
Peter Hull ............................................................................. Regional Editor
Robert Jackson ................................................................... Regional Editor
Ian Landells .......................................................................... Regional Editor
Catherine McCuaig .......................................................... Regional Editor
Kathleen Moses .................................................................... Regional Editor
Yves Poulin ........................................................................... Regional Editor
Daniel Schachter ............................................................. Regional Editor
Victoria Taraska ............................................................... Regional Editor
Catherine Zip ....................................................................... Regional Editor

Journal of Cutaneous Medicine and Surgery

Jason Rivers ................................................................. Editor in Chief
Aditya Gupta ................................................................. Supplements Editor & Associate Editor
Yves Poulin ........................................................................ Associate Editor
Melanie Pratt ....................................................................... Associate Editor
Cheryl Rosen ..................................................................... Associate Editor

Under review by new Editor

Ross Barnetson .................................................................. Editorial Board Member
Andreas Blum ...................................................................... Editorial Board Member
Alastair Carruthers ........................................................ Editorial Board Member
Joel Claveau ......................................................................... Editorial Board Member
Clay Cockerell .................................................................... Editorial Board Member
Jeffrey Dover ....................................................................... Editorial Board Member
Steven Feldman .................................................................. Editorial Board Member
James Ferguson .................................................................... Editorial Board Member
Richard D. Granstein ........................................................ Editorial Board Member
Christopher EM Griffiths .................................................. Editorial Board Member
Lyn Guenther ....................................................................... Editorial Board Member
Wayne Gulliver ..................................................................... Editorial Board Member
Richard Haber ..................................................................... Editorial Board Member
Gary Halliday ....................................................................... Editorial Board Member
John Hawk ............................................................................ Editorial Board Member
Vincent Ho ............................................................................ Editorial Board Member
Peter Hull ............................................................................. Editorial Board Member
Robert Jackson ................................................................... Editorial Board Member
Joseph Jorizzo ...................................................................... Editorial Board Member
Neil Korman ......................................................................... Editorial Board Member
Ian Landells .......................................................................... Editorial Board Member
Richard Langley ............................................................. Editorial Board Member
Mark Lebovith ................................................................. Editorial Board Member
Henry Lim ........................................................................... Editorial Board Member
Andrew Lin ........................................................................... Editorial Board Member
Harvey Lui ........................................................................... Editorial Board Member
b. Committee chair

Role of the chair of a committee

The committee chair, working collaboratively with assigned staff support, provides leadership to the committee.

Responsibilities

The committee chair

- Ensures that the terms of reference of the committee are followed
- Respects that the committee has no direct management role with Association staff
- Establishes agendas aligned with the work plan of the CDA Board in collaboration with staff support
- Develops a work plan for the committee
- Presides over meetings of the committee
- Ensures a fair discussion, especially when differences and conflicting opinions arise
- Enforces good attendance of membership
- After each committee meeting, with the assistance of staff support, prepares a decision-support summary for submission to the CDA Board

Skills and qualifications

The committee chair shall be a director of the CDA Board, or if not, the committee shall have a vice-chair who is a director of the Board.

Term

The committee chair will serve an initial term of X* years, renewable for an additional term at the discretion of the CDA Board.

*Term varies for some of the committees. Please see the relevant committee’s terms of reference.
c. Standing committees – Terms of reference

Terms of Reference
Executive Committee

Composition

The committee is comprised of six members, including the President, the president-elect, the vice-president, the past-president, the secretary and the treasurer.

Chair

The committee shall be chaired by the President or by his delegate in his absence.

Quorum

A quorum of four (4) members is required to hold an executive committee meeting. A meeting shall consist of the President, the president-elect, the treasurer and one other member of the executive committee.

Reporting

The executive committee shall report to the President. It will present a report to the Annual General Meeting.

Mandate

The role of the executive committee shall be to execute the decisions of the CDA Board, specifically to arrange for the carrying out of the Board decisions. This can include

- researching required information
- negotiating contracts,
- investigating possibilities
- arranging for quotes.

This will be done with the help of the CEO as well as all the resources available to the Association. The executive committee will also participate in the evaluation of the CEO.

Meetings

The executive committee shall meet between CDA Board meetings, in person or by conference call, as often as is required, at the request of the President. Written notice of a meeting will not be required, but a 72-hour verbal notice will be the usual norm.

Term of office

The terms of office will be the terms of the specific officers that make up the committee.
Terms of Reference
Finance Committee

Composition

The Finance Committee is comprised of nine members, the treasurer and one member from each of the five regions of Canada as set out in by-law 33, appointed by the CDA Board of directors, the national director for the Sun Protection Evaluation Program, or his/her representative, the national director for the Sun Awareness Program, or his/her representative, and an individual responsible for corporate fundraising for the Corporation. The committee can, at its discretion, appoint a certified accountant to serve in an advisory capacity on the committee. This is a renewable one-year appointment. Members must be composed of nominees recommended by regional associates.

Chair
Treasurer

Rotation

The term of office for the treasurer as chair shall be two years. In order to ease the transition between treasurers there shall be an apprenticeship period for the incoming treasurer, which will take place following the announcement of the election results. The immediate past treasurer will be asked to make himself/herself available as a consultant after leaving the position. The incoming treasurer is to be provided with financial statements and shall participate as an observer in Finance Committee meetings and related activities until the start of their term. The incoming treasurer is not required to attend any Board of Directors or Executive Committee meetings until the start of their term.

Responsibilities

As per by-law 69.3, the committee shall request budget submissions in September of each year from all committees and the CDA Board of Directors. Head office will subsequently prepare a draft budget for Finance Committee review and recommendation. The committee will submit a budget to the Board at its last meeting of the year, for review and eventual approval. Additions to or deletions from the approved budget will be circulated to the committees for their recommendation regardless of the origin.

Meetings

Meetings will take place when deemed necessary by the treasurer but at least two per year as warranted. Quorum is comprised of the treasurer and three other members.

Reporting

The Finance Committee reports to the Board on a regular basis and to the Annual General Meeting via the treasurer

Approved June 25, 2011
Reviewed August 28, 2012
Terms of Reference
Education Committee

Composition

The committee shall comprise at least five members, including the chair. There will be a representative from the Canadian Professors of Dermatology, the Scientific Program chair of the current year’s, following year’s and previous year’s Annual Conference Committee, the latter of whom may serve as a consultant. Additional members may be appointed by the CDA Board. A quorum of three members, comprising the chair and two members is required to hold an Education Committee meeting.

Chair

The chair of the Education Committee will be a member of the Education Committee and appointed by the CDA Board of Directors. The chair will rotate yearly. A member may be re-appointed as chair after at least one year as non-chair of the committee.

Responsibilities

The Education Committee will address the continuing medical education needs of the members of the Corporation. This will include overseeing the educational process and content of the annual meeting. The committee will be responsible for designing the format and timing of each year’s scientific program. Such a design might include lectures, presentations, hands-on learning, small group interactive sessions and breakfast and luncheon meetings. The committee will undertake surveys as often as it deems appropriate to determine the needs of the members and desired content and format of future scientific programs.

The local committee for the scientific program of the Annual Conference will have the responsibility to determine speakers, national and from abroad, and the specific topics, taking into account the needs of the country and the needs of the region hosting the conference.

With the wording of accreditation provider status to the Education Committee in July 2001, the Education Committee, together with the Annual Conference Planning Committee, undertake, as requested by the CDA Board, the process of accrediting both CDA and non-CDA members. (Record of Decisions, CDA Board, October 31, 1999)

The Education Committee will also provide a link between the Corporation and the Professors of Dermatology in connection with undergraduate and postgraduate teaching. The committee will encourage public education about dermatologic disease, including sun awareness. The committee will act in an advisory role to the Sun Awareness Committee.

Meetings

The Education Committee shall have as many meetings either in person or by conference call as the chair and members decide. There will, however, be at least one meeting each year.
Reports

The chair of the committee or designate will present a report at each Annual Conference.

Original presented by
Restructuring Committee, 1998
Update following CDA Board meeting,
October 31, 1999
Awarding of Accredited Provider Status
July 2001
Updated September 2005
Updated following CDA Board meeting,
April 13, 2008
Terms of Reference

Annual Conference Committee

Composition

Voting members

- Past-president, chairs the meetings and has one-year term
- Two representatives from each of the three upcoming annual conference cities. The city representatives are the science lead and the chair of the local sub-committee. They each serve a three-year term
- Education Committee chair
- Education Committee member, designated by Education Committee
- Director of Industry Relations
- Resident representative
- CEO and/or designate
- Meeting planner

The Annual Conference Committee shall not exceed 15 members. All members of the committee must be involved with the CDA in some capacity.

This is a permanent committee of the CDA’s Board of Directors

Mandate

To create an ongoing strategic approach to the Annual Conference planning

Taking into account the wishes of the CDA membership and other relevant sources, the Annual Conference Committee recommends to the CDA Board appropriate venues with their respective dates, in which to hold future CDA annual conferences.

1. Conference policy

The Annual Conference Committee prepares for approval by the CDA Board timely recommendations regarding Annual Conference policy, the following list to include, but not be limited to

- Admission to the conference, i.e. who is permitted to register and attend
- Policy regarding admission of special cases
- Registration policy for each category, e.g. CDA members (including associate corresponding, honorary, life, residents and fellows, and international members), and non-member dermatologists, and
- other policy issues as they occur

2. Annual conference planning manual

The Annual Conference Committee is responsible for recommending planning manual updates to the CDA Board for its approval. The national office is responsible for revising the manual and circulating electronic copies of the manual to all members of the Annual Conference Committee by November 25 of each year.
3. **CDA sponsorship guidelines, exhibitor guidelines and symposia rules**

The Annual Conference Committee will review the guidelines and rules after each conference in light of the experience and feedback, refining them if necessary.

It is essential that the final documents be available by **October 15** of each year so that industry may receive them in order to have adequate planning and budgeting time. The conference planners (with data from CDA office, where necessary) are responsible for updating and maintaining these documents, and the CDA Board of Directors shall be responsible for approving the final texts and ensuring they comply with CMA, Rx&D and CDA guidelines.

**Governance procedures**

The Annual Conference Committee discusses issues related to the annual conference and makes recommendations to the CDA Board of Directors for approval. The chair is responsible for reporting to the CDA Board of Directors at each CDA Board meeting.

Quorum is 50% plus one of appointed members.

Voting - All those noted in the committee composition are voting members.

The meeting agenda is set in collaboration with the chair. Notice of meetings and minutes are organized and distributed by the CDA.

**Resources and budget**

The Annual Conference Committee meets regularly and as needed by teleconference or in person during the Annual Conference and the Annual Meeting of the American Academy of Dermatology. Expenses for the teleconference, meeting room and refreshments are covered by the CDA. Travel expenses for members are not included.
4. Board Education and Evaluation

a. Board meeting evaluation

**BOARD MEETING ASSESSMENT FORM**

Please rate the Board's meeting performance as one of the following:

S - Satisfactory    NI - Needs Improvement    UNS - Unsatisfactory

*If you select NI or UNS, please indicate how/what needed improvement and any recommendation(s)*

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<th>S</th>
<th>NI</th>
<th>UNS</th>
<th>Comments</th>
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<tr>
<td>The Board was prepared for the meeting.</td>
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<td>The Board's time was appropriately spent on Ends (strategic leadership) as opposed to Means (overseeing administrative detail).</td>
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<td>The Board maintained a clear distinction between Board and staff roles.</td>
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<td>The Board encouraged diversity in viewpoints.</td>
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<td>Each Board member was given an adequate opportunity to participate in discussion and decision making.</td>
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<td>The Board's treatment of all persons was courteous, dignified and fair.</td>
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<td>The Board emphasized outward vision.</td>
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<td>The Board used collective decision making.</td>
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<td>The Board effectively used Robert's Rules of Order.</td>
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<td>What we did right today...</td>
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<td>I wanted to say but didn't...</td>
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<td>Comments on work today:</td>
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<td>Outstanding issues for future work:</td>
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Name: ___________________________  Signature: ___________________________
b. Annual Board evaluation

(To be finalized)
6. Board Resources

a. By-laws

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
CANADIAN DERMATOLOGY ASSOCIATION
ASSOCIATION CANADIENNE DE DERMATOLOGIE
# TABLE OF CONTENTS

### ARTICLE 1  INTERPRETATION  1

1.01 Definitions  ........................................... 1
1.02 Interpretation  ...................................... 2

### ARTICLE 2  GENERAL  2

2.01 Registered Office  ............................... 2
2.02 Auditor and Fiscal Year  ......................... 2
2.03 Corporate Seal  .................................. 3
2.04 Execution of Documents  ....................... 3
2.05 Banking  ....................................... 3
2.06 Annual Financial Statements  ................. 3
2.07 Invalidity of any Provisions of this By-Law  3
2.08 Language  ..................................... 3
2.09 Administrative Regulations  .................... 3

### ARTICLE 3  MEMBERS  4

3.01 Membership Conditions  ......................... 4
3.02 Membership Dues  ................................ 4
3.03 Special Assessments  ............................ 5
3.04 Transferability of Membership  ............... 5
3.05 Code of Ethics  .................................. 5
3.06 Termination of Membership  ...................... 5
3.07 Withdrawal  ....................................... 5
3.08 Discipline of Members  ............................ 5
3.09 Effect of Termination and Suspension  ........ 6

### ARTICLE 4  HONORARY ASSOCIATES  7

4.01 Entitlement  ....................................... 7
4.02 Eligibility  ........................................ 7
4.03 Rights and Services  ............................ 7
4.04 Termination of Status  ............................ 7
4.05 Dues  ........................................... 7

### ARTICLE 5  ASSOCIATES  8

5.01 Entitlement  ....................................... 7
5.02 Eligibility  ........................................ 8
5.03 Term  ........................................... 8
5.04 Rights and Services  ............................. 8
ARTICLE 6  CORRESPONDING ASSOCIATES  8
6.01  Entitlement  8
6.02  Eligibility  8
6.03  Rights and Services  8
6.04  Termination of Status  8
6.05  Dues  8

ARTICLE 7  RESIDENT OR FELLOW ASSOCIATES  9
7.01  Entitlement  9
7.02  Eligibility  9
7.03  Rights and Services  9
7.04  Termination of Status  9
7.05  Dues  9

ARTICLE 8  INTERNATIONAL ASSOCIATES  10
8.01  Entitlement  9
8.02  Eligibility  9
8.03  Rights and Services  10
8.04  Termination of Status  10
8.05  Dues  10

ARTICLE 9  MEETINGS OF MEMBERS  10
9.01  Place of Meetings  10
9.02  Annual Meetings  10
9.03  Special Meetings of Members  10
9.04  Notice of Meetings  11
9.05  Waiving Notice  11
9.06  Persons Entitled to be Present  12
9.07  Chair of the Meeting  12
9.08  Quorum  12
9.09  Participation at Meetings by Telephone or Electronic Means  12
9.10  Meeting Held Entirely by Electronic Means  12
9.11  Adjournment  12
9.12  Votes to Govern  12
9.13  Show of Hands  13
9.14  Ballots  13
9.15  Resolution in Lieu of Meeting  13
<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.16 Absentee Voting</td>
<td>13</td>
</tr>
<tr>
<td><strong>ARTICLE 10 DIRECTORS</strong></td>
<td>14</td>
</tr>
<tr>
<td>10.01 Duty to Supervise Management</td>
<td>13</td>
</tr>
<tr>
<td>10.02 Board Composition</td>
<td>13</td>
</tr>
<tr>
<td>10.03 Election of Directors</td>
<td>14</td>
</tr>
<tr>
<td>10.04 Observers to the Board</td>
<td>15</td>
</tr>
<tr>
<td>10.05 Qualifications</td>
<td>15</td>
</tr>
<tr>
<td>10.06 Term</td>
<td>16</td>
</tr>
<tr>
<td>10.07 Maximum Terms</td>
<td>16</td>
</tr>
<tr>
<td>10.08 Consent</td>
<td>17</td>
</tr>
<tr>
<td>10.09 Vacation of Office</td>
<td>17</td>
</tr>
<tr>
<td>10.10 Resignation</td>
<td>17</td>
</tr>
<tr>
<td>10.11 Removal</td>
<td>17</td>
</tr>
<tr>
<td>10.12 Director’s Statement</td>
<td>17</td>
</tr>
<tr>
<td>10.13 Filling Vacancies</td>
<td>17</td>
</tr>
<tr>
<td>10.14 Remuneration and Expenses</td>
<td>18</td>
</tr>
<tr>
<td>10.15 Borrowing Powers</td>
<td>18</td>
</tr>
<tr>
<td>10.16 Validity of Acts of Directors and Officers</td>
<td>19</td>
</tr>
<tr>
<td><strong>ARTICLE 11 STANDING COMMITTEES OF THE BOARD</strong></td>
<td>19</td>
</tr>
<tr>
<td>11.01 Executive Committee</td>
<td>19</td>
</tr>
<tr>
<td>11.02 Finance and Audit Committee</td>
<td>19</td>
</tr>
<tr>
<td>11.03 Nominating Committee</td>
<td>19</td>
</tr>
<tr>
<td>11.04 Membership and Awards Committee</td>
<td>20</td>
</tr>
<tr>
<td>11.05 Education Committee</td>
<td>20</td>
</tr>
<tr>
<td>11.06 Publications Committee</td>
<td>20</td>
</tr>
<tr>
<td>11.07 Annual Conference Committee</td>
<td>21</td>
</tr>
<tr>
<td>11.08 Other Committees</td>
<td>21</td>
</tr>
<tr>
<td><strong>ARTICLE 12 MEETINGS OF THE DIRECTORS</strong></td>
<td>21</td>
</tr>
<tr>
<td>12.01 Place of Meetings</td>
<td>21</td>
</tr>
<tr>
<td>12.02 Calling of Meetings</td>
<td>21</td>
</tr>
<tr>
<td>12.03 Notice of Meeting</td>
<td>21</td>
</tr>
<tr>
<td>12.04 First Meeting of New Board</td>
<td>22</td>
</tr>
<tr>
<td>12.05 Regular Meetings</td>
<td>22</td>
</tr>
<tr>
<td>12.06 Quorum</td>
<td>22</td>
</tr>
<tr>
<td>12.07 No Alternate Directors</td>
<td>22</td>
</tr>
<tr>
<td>12.08 Resolutions in Writing</td>
<td>22</td>
</tr>
</tbody>
</table>
12.09 Participation at Meeting by Telephone or Electronic Means 22
12.10 Chair of the Meeting 22
12.11 Votes to Govern 22
12.12 Detailed Voting Ballot 22
ARTICLE 13 OFFICERS 23
13.01 Officers 23
13.02 Election or Appointment 24
13.03 Term 24
13.04 Vacancies 24
13.05 Removal of Officers 25
13.06 Powers and Duties 25
13.07 Remuneration of Officers 27
13.08 Delegation of Duties of Officers 27
ARTICLE 14 CONFLICT OF INTEREST 27
14.01 Disclosure of Interest 27
14.02 Time of Disclosure for Director 27
14.03 Time of Disclosure for Officer 27
14.04 Time of Disclosure for Director or Officer 28
14.05 Voting 28
14.06 Continuing Disclosure Section 28
14.07 Access to Disclosures 28
14.08 Avoidance Standards 28
14.09 Confirmation by Members 29
14.10 Application to Court 29
ARTICLE 15 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS 30
15.01 Indemnification of Directors and Officers 29
15.02 Insurance 30
ARTICLE 16 NOTICES 30
16.01 Method of Giving Notices 30
16.02 Omissions and Errors 31
16.03 Waiver of Notice 31
ARTICLE 17 SPECIAL RESOLUTIONS 31
17.01 Special Resolutions 31
ARTICLE 18 BY-LAWS AND RULES 32
18.01 By-laws and Effective Date 32
BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of CANADIAN DERMATOLOGY ASSOCIATION ASSOCIATION CANADIENNE DE DERMATOLOGIE (the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1
INTERPRETATION

1.01 Definitions: In this By-law and all other By-laws and resolutions 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) “Administrative Regulations” means the administrative regulations of the Corporation established by the Board as described in Section 2.09;

(c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(d) “Atlantic Provinces” means Prince Edward Island, New Brunswick, Nova Scotia and Newfoundland;

(e) “Board” means the Board of directors of the Corporation;

(f) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

(g) “College” means the licensing body in each of the provinces and territories of Canada and states in the United States in which a Member practices;

(h) “Director” means a member of the Board;

(i) “Meeting of Members” includes an annual meeting of Members and a Special Meeting of Members;

(j) “Members” means the members of the Corporation as described in Subsection 3.01(b);

(k) “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

(l) “Prairie Provinces” means Alberta, Saskatchewan, Manitoba, Yukon and the Northwest Territories;

(m) “Regional Director” has the meaning set out in Subsection 10.03(a);
“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and

“Resident or Fellow” has the meaning set out in Section 7.01;

“Special Meeting of Members” means a special meeting of all Members entitled to vote at an annual meeting of Members;

“Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 **Interpretation:** In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

(a) except where specifically defined in the By-law, words, terms and expressions appearing in this By-law shall have the meaning ascribed to them under the Act;

(b) words importing the singular number only shall include the plural and vice versa;

(c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization; and

(d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

(e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

**ARTICLE 2**

**GENERAL**

2.01 **Registered Office:** The registered office of the Corporation shall be situated in the City of Ottawa, in the province of Ontario, or, subject to the Act, such other place as the Board may determine by resolution from time to time.

2.02 **Auditor and Fiscal Year:**

(a) The Members shall appoint the auditor yearly in accordance with Subparagraph 9.02(b)(iii) of this By-law.

(b) The Board shall fix the remuneration of the auditor.

(c) The fiscal year of the Corporation shall end on December 31st of each year or on such other day in each year as the Board shall from time to time determine by Ordinary Resolution.
2.03 **Corporate Seal:** The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the secretary of the Corporation shall be the custodian of the seal.

2.04 **Execution of Documents:**

(a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) officers or Directors of the Corporation.

(b) The Board may also from time to time direct the manner in which and the person or persons by whom any other form of document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

(c) 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.

2.05 **Banking:** 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 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 may from time to time designate, direct or authorize.

2.06 **Annual Financial Statements:** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.07 **Invalidity of any Provisions of this By-Law:** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

2.08 **Language:** This By-law shall be available in both English and French.

2.09 **Administrative Regulations:** The Board shall, by Ordinary Resolution, establish administrative regulations not inconsistent with the Act or this By-law to govern administrative matters of the Corporation, including such matters as are specifically required by this By-law, and such other administrative matters as the Board shall deem appropriate (“**Administrative Regulations**”). The Administrative Regulations shall be made available to the Members on the Corporation’s website. In the case of a conflict between the Administrative Regulations and a provision in this By-law, the provision in this By-law shall prevail.
ARTICLE 3
MEMBERS

3.01 Membership Conditions:

(a) Subject to the Articles, there shall be one (1) class of Members in the Corporation.

(b) Membership in the Corporation shall be available only to those individuals:

(i) **who are interested in furthering the purposes of the Corporation;**

(ii) **who are physicians or scientists who either have practiced or are practicing medicine as specialists;**

(iii) **who have received:**

(A) certification in dermatology by the Royal College of Physicians and Surgeons of Canada;

(B) a diploma in dermatology from the American Board of Dermatology, Inc.; or

(C) certification in dermatology accepted by the College of the province, territory or state in which the Member practices, together with the approval of the Board;

(iv) **who agree to accept, uphold and be governed by the By-laws and any amendments to the By-laws, and to abide by and accept the rulings and decisions of the Board; and**

(v) **who have applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.**

(c) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members.

(d) Each Member shall be entitled to one (1) vote at a meeting of Members.

3.02 Membership Dues:

(a) The annual dues payable to the Corporation by Members shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

(b) In the event that membership dues are levied, Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.
3.03 **Special Assessments**: The Board may from time to time impose a special assessment on Members, in addition to the dues described in Section 3.02, for any extraordinary expenditures which the Board considers appropriate. In order to take effect, any special assessment must be approved by an Ordinary Resolution of Members.

3.04 **Transferability of Membership**: The interest of a Member in the Corporation is not transferable.

3.05 **Code of Ethics**: The Corporation shall adopt as its code of ethics the Code of Ethics of the Canadian Medical Association, as the Corporation may amend from time to time. Membership in the Corporation shall imply the acceptance of the code of ethics as a guide to professional conduct.

3.06 **Termination of Membership**: Subject to the Articles and Section 3.08 of this By-law, the rights of a Member lapse and cease to exist when the Member’s membership terminates for any of the following reasons:

   (a) the Member dies;
   
   (b) the Member ceases to satisfy the membership conditions set out in Section 3.01;
   
   (c) the Member fails to pay any membership dues within six (6) calendar months of the membership renewal date;
   
   (d) the Member withdraws or resigns from the Corporation in accordance with Section 3.07;
   
   (e) the Member is removed in accordance with Section 3.08 below or the Member’s membership is otherwise terminated in accordance with the By-laws;
   
   (f) the Member’s term of membership, if any, expires; or
   
   (g) the Corporation is liquidated or dissolved pursuant to the Act.

3.07 **Withdrawal**:

   (a) Any Member may withdraw from the Corporation by delivering a written resignation to the Secretary.
   
   (b) A withdrawal shall be effective at the time specified in the resignation, or, if no time is specified, at the time it is accepted by the Board, provided that the withdrawing Member shall remain liable for the obligations set out in Section 3.09 below.

3.08 **Discipline of Members**:

   (a) The Board may by special resolution suspend or remove any Member for any one or more of the following grounds:
(i) violating any provision of the Articles, By-laws, or written policies of the Corporation;

(ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion;

(iii) failing to pay annual dues on or before June 30th of the year to which such dues relate;

(iv) for any other reason that the Board in its sole and absolute discretion consider to be reasonable, having regard to the purpose of the Corporation.

(b) In the event that the Board determines that a Member should be suspended or removed from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days’ notice of suspension or removal to the Member and shall provide reasons for the proposed action.

(c) The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

(d) In the event that no written submissions are received by the President, or such other officer as may be designated by the Board, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

(e) The Board’s notification to the Member of its final decision shall inform the Member that he or she is entitled to an appeal and be heard before the Board if a written request is received by the Board within thirty (30) days of the receipt by the Member of the notification referred to in subsection 3.08(d) above. Any such appeal shall be conducted in accordance with the rules and procedures set out in the Administrative Regulations.

3.09 Effect of Termination and Suspension:

(a) A Member whose membership has been or will be terminated for any reason set out in Section 3.02 above or, suspended or removed in accordance with Section 3.08 of this By-law shall pay to the Corporation, on or before the date on which the termination or suspension, as the case may be takes effect, all dues and assessments payable to the Corporation levied up to the effective date of the termination or suspension, as the case may be. Such Member shall not be entitled to the return of any dues or assessments paid by the Member to the Corporation.

(b) A Member whose membership has been or will be terminated for any reason set out in Section 3.02 above of this By-law shall not be entitled to vote at
any meeting of the Members that takes place on or after the date on which the termination takes effect.

(c) A Member whose membership has been or will be suspended in accordance with Section 3.08 of this By-law shall not be entitled to vote at any meeting of the Members that takes place during the period throughout which such suspension is effective.

(d) A Member whose membership has been or will be terminated for any reason set out in Section 3.02 above or, suspended or removed in accordance with Section 3.08 of this By-law shall not be entitled to restoration of membership privileges until all arrears of dues or assessments, as the case may be, have been paid and any requirements for the restoration of membership privileges, as may be established by the Board in its discretion, have been met.

ARTICLE 4
HONORARY ASSOCIATES

4.01 **Entitlement:** The Corporation may accept as Honorary Associates physicians or scientists of pre-eminence who have contributed directly to the Corporation and whose mandate or actions are consistent with those of the Corporation.

4.02 **Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become an Honorary Associate.

4.03 **Rights and Services:** Honorary Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Honorary Associates shall not have the right to receive notice of or attend any Meetings of Members. Honorary Associates shall have such other rights as set out in the Administrative Regulations.

4.04 **Termination of Status:** Any individual intending to terminate its Honorary Associate status with the Corporation shall notify the Corporation in writing. Honorary Associate status may be withdrawn at the discretion of the Board.

4.05 **Dues:** The annual dues payable to the Corporation by Honorary Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 5
ASSOCIATES

5.01 **Entitlement:** The Corporation may, upon application, accept as Associates individuals who can, as determined by the Board, contribute helpful knowledge to the Corporation, and whose mandate or actions are consistent with those of the Corporation. Without limiting the generality of the foregoing, Associates will have either full training in dermatology, dermatopathology or pathology with extra training in dermatology from any country, and be affiliated with an academic or medical program in Canada. Academic researchers with involvement or vested interest in a division or department will also be considered at the prerogative of the Board.
5.02 **Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become an Associate.

5.03 **Term:** An individual may be an Associate for a term of three (3) years, and is eligible to re-apply upon termination of such period.

5.04 **Rights and Services:** Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Associates shall not have the right to receive notice of or attend any Meetings of Members. Associates may attend the Corporation’s Annual Conference. Associates shall have such other rights as set out in the Administrative Regulations.

5.05 **Termination of Status:** Any individual intending to terminate its Associate status with the Corporation shall notify the Corporation in writing. Associate status may be withdrawn at the discretion of the Board.

5.06 **Dues:** The annual dues payable to the Corporation by Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

**ARTICLE 6**

**CORRESPONDING ASSOCIATES**

6.01 **Entitlement:** The Corporation may accept as Corresponding Associates dermatologists of distinction whose mandate or actions are consistent with those of the Corporation.

6.02 **Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become a Corresponding Associate.

6.03 **Rights and Services:** Corresponding Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Corresponding Associates shall not have the right to receive notice of or attend any Meetings of Members. Corresponding Associates shall have such other rights as set out in the Administrative Regulations.

6.04 **Termination of Status:** Any individual intending to terminate its Corresponding Associate status with the Corporation shall notify the Corporation in writing. Corresponding Associate status may be withdrawn at the discretion of the Board.

6.05 **Dues:** The annual dues payable to the Corporation by Corresponding Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.
ARTICLE 7
RESIDENT OR FELLOW ASSOCIATES

7.01 Entitlement:

(a) The Corporation may accept as Resident Associates residents in a dermatology training program in Canada or a Canadian resident in a recognized dermatology training program in another country, whose mandate or actions are consistent with those of the Corporation.

(b) The Corporation may accept as Fellow Associates individuals certified in dermatology by the Royal College of Physicians and Surgeons of Canada or the Collège des médecins du Québec and who are enrolled in a Fellowship program in Canada or the United States, lasting at least one year which involves intensive work in the field of dermatology. This category includes International Fellows doing at least a one year academic dermatology fellowship program in Canada who are certified dermatologists in their home country. Fellow Associate status will be granted to those with written verification of current fellowship status, whose mandate or actions are consistent with those of the Corporation, and must be renewed on an annual basis.

7.02 Eligibility: The Board shall have the right to determine such other conditions required for an individual to be eligible to become a Resident or Fellow Associate.

7.03 Rights and Services: Resident or Fellow Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Resident or Fellow Associates shall have the right to receive notice of and attend annual meetings of Members, but shall not have the right to vote thereat. Resident or Fellow Associates shall have such other rights as set out in the Administrative Regulations.

7.04 Termination of Status: Any individual intending to terminate its Resident or Fellow Associate status with the Corporation shall notify the Corporation in writing. Resident or Fellow Associate status may be withdrawn at the discretion of the Board.

7.05 Dues: The annual dues payable to the Corporation by Resident or Fellow Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 8
INTERNATIONAL ASSOCIATES

8.01 Entitlement: The Corporation may accept as International Associates qualified and practicing dermatologists in any country other than Canada and the United States, whose mandate or actions are consistent with those of the Corporation.

8.02 Eligibility: The Board shall have the right to determine such other conditions required for an individual to be eligible to become an International Associate.
8.03 **Rights and Services**: International Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. International Associates shall not have the right to receive notice of or attend any Meetings of Members. International Associates may attend the Corporation’s Annual Conference, but shall pay the same fees as Members to do so. International Associates shall have such other rights as set out in the Administrative Regulations.

8.04 **Termination of Status**: Any individual intending to terminate its International Associate status with the Corporation shall notify the Corporation in writing. International Associate status may be withdrawn at the discretion of the Board, including in the event that an International Associate moves to Canada or the United States.

8.05 **Dues**: The annual dues payable to the Corporation by International Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

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**ARTICLE 9**

**MEETINGS OF MEMBERS**

9.01 **Place of Meetings**: Meetings of Members may be held at any place within Canada determined by the Board or, by an Ordinary Resolution of Members, outside Canada.

9.02 **Annual Meetings**:

(a) The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.

(b) The Board shall call an annual meeting of Members for the purpose of:

\( (i) \) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;

\( (ii) \) electing Directors; and

\( (iii) \) appointing an auditor; and

\( (iv) \) conducting other business (“Special Business”), if any, provided that the requirements of subsection 9.04(c) have been complied with.

9.03 **Special Meetings of Members**: The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.
9.04 Notice of Meetings:

(a) Notice of the time and place of a Meeting of Members shall be sent to the following:

(i) to each Member entitled to vote at the meeting;

(ii) to each Director;

(iii) to the auditor of the Corporation; and

(iv) to such other person who is entitled to attend a Meeting of Members in accordance with this By-Law.

(b) Notice of the time and place of a Meeting of Members shall be given to each of the persons set out in subsection 9.04(a) by the following means:

(i) 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

(ii) 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.

(c) Notice of a Meeting of Members at which special business is to be transacted shall:

(i) state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business to be transacted; and

(ii) provide the text of any Special Resolution or By-law to be submitted to the meeting.

(d) Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

9.05 Waiving Notice: A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person 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.
9.06 **Persons Entitled to be Present:** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the officers and the auditor 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 President or with the consent of the meeting.

9.07 **Chair of the Meeting:** In the event of the President’s absence or inability to chair a meeting of the Board, the President-Elect, the Immediate Past-President or the Vice-President, in that order, shall chair the meeting.

9.08 **Quorum:** A quorum at any meeting of the Members shall be ten percent (10%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

9.09 **Participation at Meetings by Telephone or Electronic Means:**

(a) Any person entitled to attend a Meeting of Members may attend and participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Board determines to make available such a communication facility to the Members.

(b) A person attending and participating in a Meeting of Members by any such means shall be deemed to have been present at that meeting.

(c) A person attending and participating in a Meeting of Members by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.

9.10 **Meeting Held Entirely by Electronic Means:** If the Directors call a Meeting of Members, the Board may determine that the meeting shall be held 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.

9.11 **Adjournment:** The chair of the meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.12 **Votes to Govern:** Unless the Act or the By-laws provide otherwise, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to the vote to which the chair may be otherwise entitled.
9.13 **Show of Hands**: Subject to the Act and the By-laws and, except where a ballot is demanded in accordance with Subsection 9.14, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.14 **Ballots**: For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

9.15 **Resolution in Lieu of Meeting**:

(a) Subject to Section 166 of the Act:

(i) *a resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of the Members; and*

(ii) *a resolution in writing dealing with all matters required by the Act to be dealt with at a Meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that Meeting of Members.*

(b) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

9.16 **Absentee Voting**: The Board may determine that Members not in attendance at a Meeting of Members may vote:

(a) by mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted;

(b) by means of a telephonic, electronic or other communication facility that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

**ARTICLE 10 DIRECTORS**

10.01 **Duty to Supervise Management**: Subject to the Act and the Articles, the Board shall supervise the management of the activities and affairs of the Corporation.

10.02 **Board Composition**: The Board shall be comprised of thirteen (13) Directors as follows:
(a) seven (7) Regional Directors;
(b) the Vice-President;
(c) the President-Elect;
(d) the President;
(e) the Immediate Past-President;
(f) the Secretary; and
(g) the Treasurer.

10.03 **Election of Directors**:

(a) **Regional Directors**. Seven (7) Directors, who may be known as “Regional Directors”, shall be elected by the Members at the annual meeting of Members, in accordance with the Corporation’s nominations policy, on the basis of nominations from the Members as follows:

(i) **One (1) Director shall be elected from the list of nominees put forward by Members whose primary practice is located in the Prairie Provinces**;

(ii) **One (1) Director shall be elected from the list of nominees put forward by Members whose primary practice is located in the Atlantic Provinces**;

(iii) **One (1) Director shall be elected from the list of nominees put forward by Members whose primary practice is located in British Columbia**;

(iv) **Two (2) Directors shall be elected from the list of nominees put forward by Members whose primary practice is located in Ontario**;

(v) **Two (2) Directors shall be elected from the list of nominees put forward by Members whose primary practice is located in Québec or Nunavut**.

(b) **Vice-President, President-Elect, President, Immediate Past-President**.

(i) **One (1) Director shall be elected by the Members at the annual meeting of Members to serve as Vice-President. Such Director shall be elected from a list of nominees put forward by the Members in accordance with the Corporation’s nomination policy**.

(ii) **Such Director shall be elected for a term of four (4) years, provided that for the first year of such term he/she shall hold the office of “Vice-President”, for the second year of such term he/she shall hold the office of “President-Elect”, for the third...**
year of such term he/she shall hold the office of “President”,
and for the fourth year of such term he/she shall hold the
office of “Immediate Past President”.

(c) **Secretary.** One (1) Director shall be elected by the Members at the annual
meeting of Members to serve as Secretary. Such Director shall be elected
from a list of nominees put forward by the Members in accordance with the
Corporation’s nominations policy.

(d) **Treasurer.** One (1) Director shall be elected by the Members at the annual
meeting of Members to serve as Treasurer. Such Director shall be elected
from a list of nominees put forward by the Members in accordance with the
Corporation’s nominations policy.

10.04 **Observers to the Board:**

(a) The following individuals shall be known as “Observers to the Board” and shall
be entitled to receive notice of and attend meetings of the Board, but shall
not have the right to vote thereat:

(i) **two (2) Resident Associates, who shall be nominated by the**
    **Resident Associates on an annual basis;**

(ii) **the Editor of the Journal of Cutaneous Medicine and Surgery;**

(iii) **the Corporation’s Industry Relations Liaison.**

(b) The Board shall have the right to exclude any Observer to the Board from any
meeting held in camera, either in whole or in part.

10.05 **Qualifications:**

(a) The following persons are disqualified from being a Director:

(i) **anyone who is less than 18 years of age;**

(ii) **anyone who has been declared incapable by a court in Canada**
    **or in another country;**

(iii) **a person who has been convicted of an indictable offence by a**
    **court in Canada or an equivalent offence in another country;**

(iv) **a person who has the status of bankrupt;**

(v) **a person who is not a Member of the Corporation;**

(vi) **a person who is not a member in good standing of the College**
    **of the Director’s resident province or Board of licensure of the**
    **Director’s resident state;**
(vii) in the case of a Regional Director, a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(a) of this By-law;

(viii) in the case of the Vice-President, (A) a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(b) of this By-law and (B) a person who has his/her principle residence in a region represented by the then-current Vice-President or President-Elect;

(ix) in the case of the Secretary, a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(c) of this By-law;

(x) in the case of the Treasurer, a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(d) of this By-law.

10.06 Term:

(a) A Regional Director’s term of office shall be from the date of the meeting at which the Director is elected until the third annual meeting next following (e.g. 3 years) or until that Director’s successor is elected.

(b) The Secretary’s and the Treasurer’s terms of office shall be from the date of the meeting at which they are elected until the second annual meeting next following (e.g. 2 years) or until their respective successor is elected.

(c) The term of office of the Director elected to serve as Vice-President shall be in accordance with Paragraph 10.03(b)(ii).

10.07 Maximum Terms:

(a) Any Director who has served one term shall not be eligible for re-election to the same position, meaning that no Director shall be eligible to be re-elected:

(i) to the same region in which the Director had his/her principal residence during his/her term; or

(ii) to the same officer position,

(b) until a period of at least two (2) years has elapsed since the end of that Director’s term in office, unless the Director has been elected or appointed to fill a vacancy on the Board.

(c) No Director may serve as a Director for more than eleven (11) consecutive years. An individual who has served as a Director for eleven (11) consecutive years may, if eligible, be re-elected to the Board after a period of at least two (2) years has elapsed since the end of that individual’s last term as a Director.
10.08 **Consent**: A Director who is elected or appointed must consent to hold office as a Director by any of the following means:

(a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,

(b) if not present at the meeting at which the election or appointment takes place, by either:

(i) **consenting to hold office in writing before the election or appointment takes place or within ten (10) days after the day on which the election or appointment took place**; or

(ii) **by acting as a Director after such person’s election or appointment**.

10.09 **Vacation of Office**: A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members or ceases to meet the qualifications set out in Section 10.05 of this By-Law.

10.10 **Resignation**: A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

10.11 **Removal**: The Members may, by Ordinary Resolution passed at a Special Meeting of Members, remove any Director from office before the expiration of the Director’s term and, subject to Subsections 10.13(c) and 10.13(d) of this By-law, may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may, subject to Subsections 10.13(c) and 10.13(d) of this By-law, be filled by the Board.

10.12 **Director’s Statement**: a Director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose. If a Director submits such a statement, the Corporation shall, in accordance with Section 131 of the Act, immediately give notice to the Members of the statement and immediately send a copy of the statement to Corporations Canada.

10.13 **Filling Vacancies**:

(a) Subject to the Act, and to Section 10.11 and to Subsections 10.13(c) and 10.13(d) of this By-law, the Board may, by Ordinary Resolution, appoint a qualified individual to fill a vacancy on the Board and to hold office until the next annual meeting of Members, otherwise such vacancy shall be filled at the next annual meeting of Members.

(b) Notwithstanding Subsection 10.13(a) of this By-law, if there is not a quorum of Directors or if a vacancy results from either (i) a change to the minimum or maximum number of Directors provided in the Articles or (ii) a failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
(c) Any vacancy occurring in a position held by a Regional Director shall be filled as follows:

(i) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(i), only a Member whose primary practice is located in the Prairie Provinces may be selected to fill the vacancy;

(ii) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(ii), only a Member whose primary practice is located in the Atlantic Provinces may be selected to fill the vacancy;

(iii) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(iii), only a Member whose primary practice is located in British Columbia may be selected to fill the vacancy;

(iv) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(iv), only a Member whose primary practice is located in Ontario may be selected to fill the vacancy; and

(v) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(v), only a Member whose primary practice is located in Quebec or Nunavut may be selected to fill the vacancy;

(d) Any vacancies occurring in the positions held by the Immediate Past-President, the President, the President-Elect and the Vice-President shall be filled by the Board in accordance with the procedure set out in the Administrative Regulations, otherwise such vacancy shall be filled at the next annual Meeting of Members.

10.14 Remuneration and Expenses: The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. The Board may, by Ordinary Resolution, fix the reasonable remuneration of the officers of the Corporation, if any, except that no officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Director or officer of the Corporation may receive reimbursement for expenses incurred on behalf of the Corporation in their respective capacities as a Director or officer.

10.15 Borrowing Powers: The Board 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 of the Corporation to secure performance of an obligation of any person; and
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.

10.16 **Validity of Acts of Directors and Officers**: An act of a Director or an officer is valid despite an irregularity in their election or appointment or a defect in their qualification.

**ARTICLE 11**

**STANDING COMMITTEES OF THE BOARD**

11.01 **Executive Committee**: The Board shall appoint from their number an Executive Committee and delegate to such committee any of the powers of the Board except those which may not be delegated by the Board pursuant to Subsection 138(2) of the Act. Unless the Administrative Regulations provide otherwise, such a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

11.02 **Finance and Audit Committee**:

(a) The Board shall establish, in accordance with the Administrative Regulations, a Finance and Audit Committee comprised of not less than three (3) Directors, a majority of whom are not officers or employees of the Corporation.

(b) The Finance and Audit Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

(c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Finance and Audit Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

(d) Members of the Finance and Audit Committee shall be subject to removal by Ordinary Resolution of the Board.

11.03 **Nominating Committee**:

(a) The Board shall establish, in accordance with the Administrative Regulations, a Nominating Committee comprised of such individuals as the Board may from time to time appoint.

(b) The Nominating Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

(c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Nominating Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
(d) Members of the Nominating Committee shall be subject to removal by Ordinary Resolution of the Board.

11.04 Membership and Awards Committee:

(a) The Board shall establish, in accordance with the Administrative Regulations, a Membership and Awards Committee comprised of such individuals as the Board may from time to time appoint.

(b) The Membership and Awards Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

(c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Membership and Awards Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

(d) Members of the Membership and Awards Committee shall be subject to removal by Ordinary Resolution of the Board.

11.05 Education Committee:

(a) The Board shall establish, in accordance with the Administrative Regulations, an Education Committee comprised of such individuals as the Board may from time to time appoint.

(b) The Education Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

(c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Education Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

(d) Members of the Education Committee shall be subject to removal by Ordinary Resolution of the Board.

11.06 Publications Committee:

(a) The Board shall establish, in accordance with the Administrative Regulations, a Publications Committee comprised of such individuals as the Board may from time to time appoint.

(b) The Publications Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

(c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Publications Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
(d) Members of the Publications Committee shall be subject to removal by Ordinary Resolution of the Board.

11.07 **Annual Conference Committee:**

(a) The Board shall establish, in accordance with the Administrative Regulations, an Annual Conference Committee comprised of such individuals as the Board may from time to time appoint.

(b) The Annual Conference Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

(c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Annual Conference Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

(d) Members of the Annual Conference Committee shall be subject to removal by Ordinary Resolution of the Board.

11.08 **Other Committees:** The Board may from time to time appoint any other committee or 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 the Administrative Regulations and such other regulations or directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board.

**ARTICLE 12**

**MEETINGS OF DIRECTORS**

12.01 **Place of Meetings:** Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

12.02 **Calling of Meetings:** Meetings of the Board may be called by the President, the Vice-President of the Board or any two (2) Directors at any time.

12.03 **Notice of Meeting:**

(a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 16.01 to every Director not less than seven (7) days before the time when the meeting is to be held.

(b) Notice of a meeting of the Board 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.
(c) Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Section 138(2) of the Act.

12.04 **First Meeting of New Board**: Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

12.05 **Regular Meetings**: The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

12.06 **Quorum**: A majority of the number of incumbent Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 12.09, by teleconference and/or by other electronic means.

12.07 **No Alternate Directors**: No person shall act for an absent Director at a meeting of the Board.

12.08 **Resolutions in Writing**: A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

12.09 **Participation at Meeting by Telephone or Electronic Means**: A Director may, if all Directors are in agreement and have provided their consent participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

12.10 **Chair of the Meeting**: In the event of the President’s absence or inability to chair a meeting of the Board, the President-Elect, the Immediate Past-President or the Vice-President, in that order, shall chair the meeting.

12.11 **Votes to Govern**: At all meetings of the Board, each Director shall have one (1) vote and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

12.12 **Detailed Voting Ballot**:

(a) Where a Director is unable to participate at a meeting of the Board then, subject to this by-law, the Director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any Director who indicates
his or her inability to attend a meeting of Directors in person or by
teleconference or other electronic means and who expresses the wish to vote
by ballot pursuant to this Subsection 12.12(a).

(b) The completed and signed voting ballot must be returned by the absent
Director to the Secretary or to another Director of the Corporation who will be
attending the meeting of Directors prior to the commencement of the meeting
at which the absent Director’s vote is to be counted.

(c) The voting ballot must contain sufficient detail concerning matters to be
raised at the meeting to allow a Director who is unable to attend the meeting
the opportunity to make a reasoned judgment on the matters contained
therein.

(d) A Director’s vote by ballot will only be counted if the motion on the floor of
the meeting is identical to that contained in the mail ballot.

(e) The deposit of a ballot with the Secretary and a Director will not constitute
that Director present for the purposes of establishing a quorum at any
meeting of Directors.

ARTICLE 13
OFFICERS

13.01 Officers:

(a) The officers of the Corporation shall include:

(i) the President;
(ii) the Immediate Past-President;
(iii) the Vice-President;
(iv) the President-Elect;
(v) the Secretary;
(vi) the Treasurer;
(vii) the Executive Director; and
(viii) such other officers as the Board may appoint in accordance
with Subsection 13.02(e).

(b) The officers listed in Paragraphs 13.01(a)(i) to 13.01(a)(vi) must be
Directors.
13.02 **Election or Appointment:**

(a) The Vice-President shall be elected by the Members in accordance with Subsection 10.03(b) of this By-law. The Vice-President shall, if still a Director, automatically succeed to the office of President-Elect when the President-Elect’s term of office expires. The President-Elect shall, if still a Director, automatically succeed to the office of President when the President’s term of office expires. The President shall, if still a Director, automatically succeed to the office of Immediate Past-President when the Immediate Past-President’s term of office expires.

(b) The Secretary shall be elected by the Members in accordance with Subsection 10.03(c) of this By-law.

(c) The Treasurer shall be elected by the Members in accordance with Subsection 10.03(d) of this By-law.

(d) The Executive Director shall be independently retained by the Corporation as an employee pursuant to Paragraph 13.06(c)(i).

(e) The Board may from time to time by Ordinary Resolution appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

13.03 **Term:**

(a) The Secretary’s and Treasurer’s terms of office shall be in accordance with Subsection 10.06(b).

(b) The term of office of the Director elected to hold office as Vice-President, President-Elect, President and Immediate Past-President shall be in accordance with Paragraph 10.03(b)(ii).

13.04 **Vacancies:**

(a) Notwithstanding Section 13.03 above, each incumbent Officer, other than the Executive Director, shall continue in office until the earlier of:

(i) *the expiration of the Officer’s term;*

(ii) *that Officer’s resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;*

(iii) *such Officer ceasing to be a Director (if a necessary qualification of appointment);*

(iv) *that Officer’s removal;*

(v) *that Officer’s death.*
(b) **Vacancy in office of President, Immediate Past-President, President-Elect or Vice-President.** If the office of any officer listed in Paragraphs 13.01(a)(i) to 13.01(a)(iv) of this By-law becomes vacant, the vacancy shall be filled in the manner set out in Subsection 10.13(d).

(c) **Vacancy in office of Secretary or Treasurer.** If the office of any officer listed in Paragraphs 13.01(a)(v) to 13.01(a)(vi) of this By-law becomes vacant, the vacancy shall be filled in the manner set out in Subsection 10.13(d).

(d) **Other vacancies.** If the office of an officer appointed in accordance with Subsection 13.02(e) becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

### 13.05 Removal of Officers:

(a) Officers appointed by the Board, if any, other than the Executive Director, shall be subject to removal by Ordinary Resolution of the Board at any time, with or without cause.

(b) Officers elected by the Members shall be subject to removal by Special Resolution of the Members at any time, with or without cause.

(c) The Executive Director may be removed by Ordinary Resolution of the Board in accordance with the provisions of the employment agreement between the Executive Director and the Corporation and otherwise in accordance with applicable employment law.

### 13.06 Powers and Duties:

(a) All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

(b) The duties of the officers shall include:

(i) **President.** The President shall be the chair of the Board and shall, when present, preside at all meetings of the Board, meetings of the committees of Directors, and Meetings of Members. The President shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

(ii) **Immediate Past-President.** The Immediate Past-President shall be a member of the Executive Committee and shall perform such duties and exercise such powers as from time to time may be assigned to such office by the Board.

(iii) **Vice-President.** The Vice-President shall, in the absence or disability of the President-Elect, perform the duties and exercise the powers of the President-Elect and shall perform
such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

(iv) **President-Elect.** The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

(v) **Secretary.** The Secretary shall attend all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in the Corporation’s minute book minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, notices to Members, Directors, the auditor and members of committees. The Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall keep or cause to be kept books in which the names of the Members and Directors of the Corporation are registered in accordance with the Administrative Regulations and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

(vi) **Treasurer.** The Treasurer shall keep or cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board, receiving proper vouchers thereof and render to the Board at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

(c) **Executive Director.**

(i) **The Executive Director shall be retained as an employee of the Corporation by the Board on such terms as the Board deems appropriate. Such terms and conditions of employment of the Executive Director shall be set out in a written employment agreement entered into between the Executive Director and the Corporation.**

(ii) **The Executive Director shall be the chief operating official of the Corporation. Subject to the authority of the Board, the Executive Director shall be responsible for the general and active administration, organization and management of the affairs of the Corporation. He or she shall see that all orders**
and resolutions of the Board are carried into effect and shall perform such other duties as may be specified in the Administrative Regulations or otherwise determined by the Board from time to time.

13.07 Remuneration of Officers: The remuneration of any officer appointed by the Board shall be determined in accordance with Section 10.14.

13.08 Delegation of Duties of Officers: In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, and subject to the Act, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being, except any powers to do anything referred to in subsection 138(2) of the Act.

ARTICLE 14
CONFLICT OF INTEREST

14.01 Disclosure of Interest: A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer

(a) is a party to the contract or transaction;

(b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(c) has a material interest in a party to the contract or transaction.

14.02 Time of Disclosure for Director: The disclosure required by Section 14.01 shall be made, in the case of a Director,

(a) at the meeting at which a proposed contract or transaction is first considered;

(b) if the Director was not, at the time of the meeting referred to in Subsection 14.02(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;

(c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or

(d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

14.03 Time of Disclosure for Officer: The disclosure required by Section 14.01 shall be made, in the case of an officer who is not a Director,
(a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;

(b) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or

(c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

14.04 **Time of Disclosure for Director or Officer**: If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation’s activities, would not require approval by the Directors or Members, a Director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

14.05 **Voting**: A Director required to make a disclosure under Section 14.01 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

(a) relates primarily to the Director’s remuneration as a Director, an officer, an employee, an agent or other legal representative of the Corporation or an affiliate;

(b) is for indemnity or insurance under Section 151 of the Act; or

(c) is with an affiliate.

14.06 **Continuing Disclosure Section**: For the purposes of this Article 14, a general notice to the Directors declaring that a Director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

(a) the Director or officer is a Director or an officer, or acting in a similar capacity, of a party referred to in Subsection 14.01(b) or 14.01(c);

(b) the Director or officer has a material interest in the party; or

(c) there has been a material change in the nature of the Director’s or the officer’s interest in the party.

14.07 **Access to Disclosures**: The Members of the Corporation may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this Article 14, and of any other documents that contain those disclosures, during the Corporation’s usual business hours.

14.08 **Avoidance Standards**: A contract or transaction for which disclosure is required under Section 14.01 is not invalid, and the Director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director’s or officer’s interest in the contract or transaction or because the Director was present or was counted to determine
whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if

(a) disclosure of the interest was made in accordance with this Article 14;
(b) the Directors approved the contract or transaction; and
(c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

14.09 Confirmation by Members: Even if the conditions of Section 14.08 are not met, a Director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required under Section 14.01, and the contract or transaction is not invalid by reason only of the interest of the Director or officer in the contract or transaction, if

(a) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
(b) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
(c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

14.10 Application to Court: If a Director or an officer of the Corporation fails to comply with this Article 14, a court may, on the application of the Corporation or any of its Members, set aside or annul the contract or transaction on any terms that it thinks fit, require the Director or officer to account to the Corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

ARTICLE 15
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.01 Indemnification of Directors and Officers:

(a) The Corporation may indemnify a Director, an officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

(i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted
as Director or officer or in a similar capacity at the Corporation’s request; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

(b) The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

15.02 Insurance: Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 15.01 against any liability incurred by the individual in the individual’s capacity as a Director or an officer of the Corporation; or in the individual’s capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation’s request.

ARTICLE 16
NOTICES

16.01 Method of Giving Notices:

(a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than a notice of a Meeting of Members, 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 auditor shall be sufficiently given:

(i) 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 to Industry Canada in accordance with section 128 or 134; or

(ii) if mailed to such person at such person’s recorded address by prepaid ordinary or air mail; or

(iii) if sent to such person by telephonic, electronic or other communication facility at such person’s recorded address for that purpose; or

(iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.

(b) 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.

(c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary 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.

16.02 Omissions and Errors: The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, 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.

16.03 Waiver of Notice: Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE 17
SPECIAL RESOLUTIONS

17.01 Special Resolutions: For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-law or to the Articles for the purpose of:
(a) changing the name of the Corporation;
(b) changing the province in which the Corporation’s registered office is situated;
(c) adding, changing or removing any restriction on the activities that the Corporation may carry on;
(d) creating a new class or group of Members;
(e) changing a condition required for being a Member;
(f) changing the designation of any class or group of Members or adding, changing or removing any rights and conditions of any such class or group;
(g) dividing any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
(h) adding, changing or removing a provision respecting the transfer of a membership;
(i) subject to Section 133 of the Act, increasing or decreasing the minimum and maximum number of Directors fixed by the Articles;
(j) changing the statement of the purpose of the Corporation;
(k) changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
(l) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
(m) changing the method of voting by Members not in attendance at a Meeting of Members; or
(n) adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 18
BY-LAWS AND RULES

18.01 By-laws and Effective Date:

(a) Subject to Section 17.01 of this By-law, 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 the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

(b) If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

ENACTED by the Board on the _________ day of __________, 2013.

President

President-Elect

CONFIRMED by the Members on the ____ day of _______________, 2013 and to be effective on the date that the Corporation continues under the Act.
b. Delegation of financial and signing authority

Cheque signing authority\(^1\)

Responsibilities

The CEO has the authority to sign invoices up to the amount of $10,000. Invoices above this amount are co-signed by the treasurer. The financial officer may be a co-signee on CDA cheques only in cases where the CEO is away and payment needs to be made immediately.

Dr. Dana Hanson  
Secretary-Treasurer  
April 1998

Revised by CDA Board September 8, 2008

From the by-laws:

0.1 **Signing Officer** In particular but without limiting the generality of the foregoing, signing officers appointed by administrative regulation of the Board of Directors shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute under the seal of the Corporation or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

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\(^1\) The signing authority limit of the CEO has never been increased. Three other staff members have signing authority so that all cheques are co-signed. (CC)
B. The Association

1. Vision, mission and values

Positioning statement - Vision
We are Canada’s experts on skin, hair, and nails.

Mission
The mission of the Canadian Dermatology Association is to provide to its members and the public excellence in education, dermatologic knowledge and patient advocacy.

CDA Values

- Scientific expertise and continued professional development of scientific and medical expertise by its members
- Sharing its unbiased expertise with patients and the community at large
- Integrity and ethical behavior among its leaders, members and staff
- Innovation and problem solving on behalf of patients
- A sense of member enjoyment among colleagues and collective pride in their service to patients and the broader Canadian community
- A bilingual approach so that CDA members and the public receive information and services in the official language of their choice

Approved March 18, 2012
2. Strategic Plan 2012-2015

The Canadian Dermatology Association (CDA) aims to provide the best service and results for our medical community, and to elevate the profile and impact of dermatological medicine in Canada and abroad.

Our Strategic Plan lays the groundwork for the CDA to

(i) Provide member education and public awareness
(ii) Champion patient advocacy, and
(iii) Ensure that our community and organization are sustainable, now and for the long term

Over the next three years, these pillars are the strongholds of our Association. They are being championed by both our volunteers and our national office team.

Goals

1. Professional Education
2. Public Education
3. Advocacy
4. Organizational Viability
## Goals + Strategies

<table>
<thead>
<tr>
<th>1. Professional Education</th>
<th>2. Public Education</th>
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<tbody>
<tr>
<td>CDA will be the most valued source of education for all types of dermatologists.</td>
<td>CDA will be the most valued source of unbiased information for the media, public and decision makers on issues affecting skin, hair and nails.</td>
</tr>
<tr>
<td><strong>Strategy 1:</strong> Enhance offerings for those dermatologists interested in surgery and cosmetics</td>
<td><strong>Strategy 1:</strong> Make CDA the primary source for media contacts</td>
</tr>
<tr>
<td><strong>Strategy 2:</strong> Improve <em>JCMS</em> production turnaround times and quality</td>
<td><strong>Strategy 2:</strong> Make CDA the primary source for patients seeking information; expand public education programs</td>
</tr>
<tr>
<td><strong>Strategy 3:</strong> Enhance <em>JCMS</em> publishing by increasing the quality/quantity of articles and supplements</td>
<td><strong>Strategy 3:</strong> Make CDA the primary source for government and other decision makers</td>
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<tr>
<th>3. Advocacy</th>
<th>4. Organizational Viability</th>
</tr>
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<tbody>
<tr>
<td>CDA will be recognized as the champion for patient quality of care and safety regarding dermatologic issues.</td>
<td>CDA will improve its organizational effectiveness so that it is sustainable for the long term.</td>
</tr>
<tr>
<td><strong>Strategy 1:</strong> Differentiate dermatologists from others providing services for skin, hair and nails</td>
<td><strong>Strategy 1:</strong> Diversify revenue sources</td>
</tr>
<tr>
<td><strong>Strategy 2:</strong> Work with patient organizations to advance public education efforts about the importance of dermatologists in providing services</td>
<td><strong>Strategy 2:</strong> Increase membership and member engagement</td>
</tr>
<tr>
<td><strong>Strategy 3:</strong> Enhance CDA involvement in government relations activities</td>
<td><strong>Strategy 3:</strong> Increase the effectiveness of the Board and committees at attracting active Board and committee members, and employing good governance practices</td>
</tr>
<tr>
<td><strong>Strategy 4:</strong> Use best employment practices so that CDA continues to be a viable workplace</td>
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The 2012–15 CDA Strategic Plan was approved May 14, 2012 by the Board of Directors
3. Annual Report

The most recent annual report of the Canadian Dermatology Association is available on the CDA website. You can view the report by following this link:

4. Organizational chart
C. Partnerships

1. Canadian Dermatology Foundation

In December 2012, a service agreement between the CDA and CDF was signed, detailing that the CDA will provide administrative services under the CDF’s leadership. The agreement distinctly maintains separate identities with respect and confidentiality of information between both organizations.

The administrative services are provided by one half-time position and various others (i.e. finance, communications, etc) as needed.

2. Camp Liberté

In January 2013, a service agreement between the CDA and Camp Liberté was signed, detailing that the CDA will provide administrative services for Camp Liberté.

The administrative services are provided by one half-time position and various others, i.e. finance, communications, etc., as needed.

3. Canadian Professors of Dermatology

A contractual relationship is being explored between the CDA and the Canadian Professors of Dermatology, though none currently exists.

4. Canadian Skin Patient Alliance

The CSPA provides education, information, a supportive online community and opportunities to all Canadians living with skin conditions, disorders and traumas. The CSPA also provides physicians and researchers with access to patients and their concerns regarding skin health.

The CDA is founding partner of the CSPA and provides funding to the CSPA annually. In turn, the CSPA reports annually to the CDA Board, providing their financial statements.
D. Other Resources

1. Introduction to not-for-profit financial statements

Please refer to the separate link on CDA Members’ Website for introduction to not-for-profit financial statements.
2. Chairing a meeting

What makes a good chair?

A good chair helps the meeting to run smoothly and efficiently. They will make sure that

- All the business is discussed
- All views are heard
- Clear decisions are reached
- The meeting starts and finishes on time

A good chair will also

- Be thinking about the meeting overall, not just the topic under discussion. This can make it more difficult for him/her to participate in the discussions.
- Aims to draw a balance between hearing everyone’s views and getting through the business
- Knows that the meeting is not an opportunity to put forward their views to the exclusion of others or to dominate the meeting.

The co-operation and agreement of the whole meeting is necessary to achieve these ends. The more confident with experience. Watching how other people chair meetings, and seeing what works and what doesn't can also help.

Do you need a chair?

Some groups don’t have a formal role of chair, or a named chair. However, even very small or informal meetings need some direction and organization.

Sometimes the role is rotated. This has the advantage that it spreads the responsibility and gives everyone a chance to be involved with the running of the group.

A potential disadvantage of rotating the chair is that no one takes responsibility for the role, or that the same person always ends up chairing without a proper agreement about this.

If there is a rotating chair, it is important to work out collectively what is expected and agree from the end of each meeting who will chair the next one.

Before the meeting

To chair a meeting well, the following questions need reflection in advance of the meeting

- Why are you having the meeting?
- What end result do you want from it?
- What will you discuss at it?
- Do you want speakers?
- Do you need to get more information to inform the discussion?
- Do you want to ask someone to prepare an introduction?
- Do you want to distribute any information in advance of the meeting?

The chair works with the staff lead and other committee members to address these questions ahead of time. The chair discerns what others want to discuss, and formulates how to raise the issues in a clear and informed way.
Agenda

A clear agenda, with timings, is a useful tool for the chair. It helps to ensure that everything that needs to be covered at the meeting is anticipated.

Timing is important to the success of the meeting. Disorganized and unexpectedly long meetings can demoralize people. Productive meetings of two hours or less can be an experience which builds morale and strengthens an organization.

At the start of the meeting

For a meeting to work well, everyone needs to feel welcome, included and informed.

Here are a few tips

- Never let a new person sit ignored while everyone else chats
- Make sure everyone has the agenda and any required papers - put them on chairs, or give them to people at the door
- Introduce yourself and other speakers at the start of the meeting
- If it is a small meeting, ask everyone to introduce themselves
- Sometimes it works well to get people to say a bit more about themselves as part of the introductions
- Tell people what the meeting is about. Don’t assume everyone knows as much as you do

How will your meeting be run?

Every chair needs some guidelines about how the group wants their meetings to be run. It helps to set out some simple rules. These must be ones everyone accepts and is prepared to work with. The CDA follows Robert’s Rules of Order.

With rules agreement, it is much easier to chair a meeting. People are less likely to take it personally when you ask them not to interrupt or stop them from wandering off the topic.

A group needs to work out the rules that suit them. For example some typical meeting rules

- Ask people to speak through the chair. This means putting their hand up if they want to speak and waiting for the chair to acknowledge their turn.
- Do not interrupt other people.
- Stick to the item on the agenda.
- Do not talk amongst yourselves.
- Respect other people’s views - Wait until others have finished and then put your point of view calmly and politely.
- Keep contributions short and to the point.
- Start and finish the meeting on time.

Remember:

The chair will need to remind people of the meeting rules at each meeting. There may be new people there, and even regular attendees will forget. A group can take a while to get used to the meeting rules.
Chairing the meeting

The key tasks of the chair during the meeting are:
1. Getting through the business on time
2. Involving everyone
3. Reaching decisions
4. Dealing with difficult people

Here are some tips on each of these areas:

1. Getting through the business

People leave feeling demoralized and irritated if a meeting doesn’t deal with the business it needs to or if it drags on for hours.

Here are a few tips

- Have a clear agenda with rough timings
- Briefly introduce each agenda item (or get someone else to)
- Never assume people know what you’re talking about. Take time to go over the issues and explain why you are discussing them
- Always keep an eye on the time, and move items on if necessary. Make sure you’ve got a watch, or can see a clock
- Stick to the agenda item under discussion. If people try to raise other issues, acknowledge them, but don’t get drawn in, e.g. “That’s an important point which we can come back to later…”
- Stop private conversations and asides as soon as they start
- Tell the meeting what decisions you are making and why - e.g. “I’m going to give this discussion another 5 minutes and then draw it to a close.”

Remember:

- Don’t use your position as an opportunity to impose your views
- You are there to facilitate the meeting, not dominate it
- Keep an overview - remember your role as chair
- Listen to other people
- Make sure all viewpoints get heard - including those you disagree with
- Don’t be under-assertive. You’ve been given a role, and people will be looking to you. Don’t be afraid of speaking out

2. Involving everyone

Have you ever been at a meeting where no one spoke out against a particular proposal, but you discover afterwards that lots of people didn’t agree with it? This happens far too often, and means there will only be half-hearted support for the group’s decisions.

You want to hear everyone’s views, and make sure everyone is included and involved in the meeting. There are two sides to this:

- Restraining those who are over keen on the sound of their own voice.
- Encouraging those who are quiet, nervous, or new to meetings.
Ideally, you want an atmosphere where there can be genuine debate and discussion. People should be able to disagree with each other and listen to different opinions in a way that is constructive and moves everyone on. Here are some tips on involving people:

- If many people want to speak, keep a list of whose turn it is to speak next to remind you. Make sure people know you have noticed that they want to speak.
- Keep people from talking for too long. Be firm and consistent but not aggressive. If someone is going on endlessly, interrupt them and say something like “thank you for your contribution, you’ve raised some interesting points. I’m going to stop you there for the moment so other people can comment on this issue.”
- Give preference to people who haven’t spoken before. Say something like “I know you’ve got your hand up, John, but I’m going to take Mary first as she hasn’t spoken yet.”
- Give opportunities to everyone to put their point of view. Ask questions to draw people out, for instance “Does anyone else have any thoughts on this issue?” or “Is there anyone who hasn’t spoken yet who would like to say something?”
- Try going round everyone in turn to get their views on a topic. This only works in a small meeting.
- Stop people from interrupting. Step in immediately with, “Hold on, let x finish what they have to say”. Make sure you don’t forget to come back to the person who interrupted when it’s their turn.
- Make sure you don’t ignore people who have their hands up in favour of those who are interrupting.
- Listen carefully to what people are saying and make sure their suggestions are considered by the meeting.
- Make sure people expressing unpopular or minority views get heard properly and aren’t intimidated out of saying what they think.

3. Reaching decisions

It’s easy for discussions to wander around and then drift away without any decision or action agreed. Or discussions get bogged down, with no one taking responsibility for finding a way through.

The chair needs to keep an overview, and help the meeting to reach decisions. Don’t worry if you can’t do this straight away - it’s one of the most difficult bits of chairing, and it takes confidence and practice to do well.

A few tips:

- Listen carefully to the discussion and jot down key points.
- At the start of a discussion, remind people what the issue is, and what decisions need to be made.
- See if you can pull together the points people are making and suggest a constructive way forward. For instance, you might begin ‘It seems we agree that..’
- If there are two or three different points of view, try to summarize each one and present them clearly to the meeting.
- Before you move on to the next item, go over what’s been agreed. This is a way of checking you did all agree to the same thing, and helps the minute-taker to get a clear record.
Before you move on, check that you’ve decided who will do whatever it is you’ve agreed on. If you don’t, either nothing will happen or the person who always does everything will end up with yet another task.

Don’t assume silence means agreement. Make sure people have been able to say what they think.

4. Dealing with difficult people

The chair can have to deal with difficult people - the non-stop talker or the know-alls or those with a particular bee in their bonnet. There are no easy answers, but the general way you conduct the meeting will make a difference.

Here are some tips.

- Remind people of the meeting rules and that everyone has agreed to these.
- Be firm and consistent - don’t allow difficult people to get away with things and then come down hard on people you find easier.
- When two people get into a heated discussion, summarize the points made by each, then move the focus away from the individuals by asking what other people think about the issues.
- When someone keeps repeating the same point, assure them that their point has been heard and then turn the discussion back to the group.
- If someone is continually criticizing try to turn the question round to them, for instance “what suggestions do you have for how this could be improved?” or “what would you do in this situation?”
- On rare occasions you may have to deal with someone who is really disruptive in a meeting and won’t listen to any of your helpful suggestions. If this happens, try asking the group for support, e.g. “do people want to spend more time on this discussion or move on to the next topic?” This will make it clear to the person involved that everyone, not just the chair person, wants to move on.

How did the meeting go?

It is always useful to get feedback on how the meeting went.

One way of doing this is to ask people at the meeting what they thought of it. You can do this at the end of the meeting. Just go around to everyone in turn, asking them how they thought it went. You will get some useful feedback and it makes everyone feel involved. This tends to work best with a small group that meets regularly, but it can also be useful in other situations.

If it is a big public meeting, you might want to have comment or suggestion forms for people to fill out at the end of the meeting.

After the meeting

Allow time after the meeting has finished to talk to new people or to follow up on suggestions and contributions people made.

Talk to your committee members about how the meeting went.

Start thinking about the next meeting.
3. Robert’s Rules of Order

a. Parliamentary order summary

Parliamentary procedure for meetings

Robert’s Rules of Order is the standard for facilitating discussions and group decision-making. Copies of the rules are available at most bookstores. Although they may seem long and involved, having an agreed-upon set of rules makes meetings run more easily. Here are the basic elements of Robert’s Rules used by most organizations:

1. Motion

To introduce a new piece of business or propose a decision or action, a motion must be made by a group member ("I move that...") A second motion must then also be made (raise your hand and say, "I second it."). After limited discussion the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your by-laws.)

2. Postpone indefinitely

This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("I move to postpone indefinitely..."). A second is required. A majority vote is required to postpone the motion under consideration.

3. Amend

This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a "friendly amendment" is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.

4. Commit

This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.

5. Question

To end a debate immediately, the question is called (say "I call the question") and needs a second. A vote is held immediately (no further discussion is allowed). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.

6. Table

To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("I make a motion to table this discussion...").
until the next meeting. In the meantime, we will get more information so we can better discuss the issue.") A second is needed and a majority vote is required to table the item being discussed.

7. **Adjourn**

A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

Note: If more than one motion is proposed, the most recent takes precedence over the ones preceding it. For example if #6, a motion to table the discussion, is proposed, it must be voted on before #3, a motion to amend, can be decided.

In a smaller meeting, like a committee or Board meeting, often only four motions are used:

- To introduce (motion.)
- To change a motion (amend.)
- To adopt (accept a report without discussion.)
- To adjourn (end the meeting.)

**Remember** these processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. Parliamentary procedure should not be used to prevent discussion of important issues.

Board and committee chairs and other leaders may want to get some training in meeting facilitation and in using parliamentary procedure. *Parliamentary Procedure at a Glance*, by O. Garfield Jones, is an excellent and useful guide.
Tips in parliamentary procedure

The following summary will help you determine when to use the actions described in Robert’s Rules.

- A main motion must be moved, seconded, and stated by the chair before it can be discussed.
- If you want to move, second, or speak to a motion, stand and address the chair.
- If you approve the motion as is, vote for it.
- If you disapprove the motion, vote against it.
- If you approve the idea of the motion but want to change it, amend it or submit a substitute for it.
- If you want advice or information to help you make your decision, move to refer the motion to an appropriate quorum or committee with instructions to report back.
- If you feel they can handle it better than the assembly, move to refer the motion to a quorum or committee with power to act.
- If you feel that that pending question(s) should be delayed so more urgent business can be considered, move to lay the motion on the table.
- If you want time to think the motion over, move that consideration be deferred to a certain time.
- If you think that further discussion is unnecessary, move the previous question.
- If you think that the assembly should give further consideration to a motion referred to a quorum or committee, move the motion be recalled.
- If you think that the assembly should give further consideration to a matter already voted upon, move that it be reconsidered.
- If you do not agree with a decision rendered by the chair, appeal the decision to the assembly.
- If you think that a matter introduced is not germane to the matter at hand, a point of order may be raised.
- If you think that too much time is being consumed by speakers, you can move a time limit on such speeches.
- If a motion has several parts, and you wish to vote differently on these parts, move to divide the motion.
## Parliamentary procedure at a glance

<table>
<thead>
<tr>
<th>To do this...</th>
<th>You say...</th>
<th>May you interrupt the speaker?</th>
<th>Needs a second?</th>
<th>Is motion debatable?</th>
<th>What vote required?</th>
</tr>
</thead>
<tbody>
<tr>
<td>Adjourn meeting*</td>
<td>I move that we adjourn</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Recess meeting</td>
<td>I move that we recess until...</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Complain about noise, room temperature, etc.*</td>
<td>Point of privilege</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No vote</td>
</tr>
<tr>
<td>Suspend further consideration of something*</td>
<td>I move we table it</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>End debate</td>
<td>I move the previous question</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>2/3 vote</td>
</tr>
<tr>
<td>Postpone consideration of something</td>
<td>I move we postpone this matter until...</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Have something studied further</td>
<td>I move we refer this matter to committee</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Amend a motion</td>
<td>I move this motion be amended by...</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Introduce business (a primary motion)</td>
<td>I move that....</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Object to procedure or personal affront*</td>
<td>Point of order</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No vote, chair decides</td>
</tr>
<tr>
<td>Request information</td>
<td>Point of information</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>No vote</td>
</tr>
<tr>
<td>Divide a motion (if both able to stand on own)</td>
<td>I move to divide the question</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Ask for actual count to verify voice vote</td>
<td>I call for a division of the house</td>
<td>No</td>
<td>No</td>
<td>No</td>
<td>No vote</td>
</tr>
<tr>
<td>Object consideration of undiplomatic vote*</td>
<td>I object to consideration of this question</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>2/3 vote</td>
</tr>
<tr>
<td>Take up a matter previously tabled*</td>
<td>I move to take from the table</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Majority</td>
</tr>
<tr>
<td>Reconsider something already disposed of*</td>
<td>I move we reconsider our action relative to...</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
<tr>
<td>Consider something out of its schedule *</td>
<td>I move to suspend the rules and consider</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>2/3 vote</td>
</tr>
<tr>
<td>Vote on a ruling by the chair</td>
<td>I appeal the chair's decision</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Majority</td>
</tr>
</tbody>
</table>

*Not amendable
This table presents the motions in order of precedence. Each motion takes precedence over, i.e. can be considered ahead of, the motions listed below it. No motion can supersede, i.e. be considered before, any of the motions listed above it.

PLEASE NOTE: Many organizations use only the main motion and subsidiary motions, handling other matters on an informal basis.
In the meeting

Introduce a motion:

Stand when no one else has the floor. Address the chair by the proper title. Wait until the chair recognizes you.

- Now that you have the floor and can proceed with your motion say "I move that...," state your motion clearly and sit down.
- Another member may second your motion. A second merely implies that the seconder agrees that the motion should come before the assembly and not that he or she is in favor of the motion.
- If there is no second, the chair says, "The motion is not before you at this time." The motion is not lost, as there has been no vote taken.
- If there is a second, the chair states the question by saying "It has been moved and seconded that (states the motion). is there any discussion?"

Debate or discuss a motion:

- The member who made the motion is entitled to speak first.
- Every member has the right to speak in debate.
- The chair should alternate between those "for" the motion and those "against" the motion.
- The discussion should be related to the pending motion.
- Avoid using a person's name in debate.
- All questions should be directed to the chair.
- Unless there is a special rule providing otherwise, a member is limited to speak once to a motion.
- Asking a question or a brief suggestion is not counted in debate.
- A person may speak a second time in debate with the assembly's permission.

Vote on a motion:

- Before a vote is taken, the chair puts the question by saying "Those in favor of the motion that (repeats the motion) say "Aye". Those opposed say "No"." Wait, then say "The motion is carried," or "The motion is lost."
- Some motions require a 2/3 vote. A 2/3 vote is obtained by standing.
- If a member is in doubt about the vote, he or she may call out "division". A division is a demand for a standing vote.
- A majority vote is more than half of the votes cast by persons legally entitled to vote.
- A 2/3 vote means at least 2/3 of the votes cast by persons legally entitled to vote.
- A tie vote is a lost vote, since it is not a majority.
Any main motion or resolution may be amended by

1. Adding at the end
2. Striking out a word
3. Inserting a word or words
4. Inserting a word or words
5. Striking out and inserting a word or words
6. Substitution

A member rises, addresses the chair, receives recognition and states the motion:

“I move that…”

Another member seconds that motion.

The chair repeats the motion says, “Is there and discussion?”

To improve the motion, a member rises, receives recognition and says, “I move to amend the motion by…”

Another member seconds the amendment.

The chair repeats the amendment and says, “Is there any discussion on the amendment?”

To improve the amendment, a member rises, receives recognition and says, “I move to amend amendment by…”

Another member seconds the amendment.

The chair repeats the amendment to the amendment and says, “Is the any discussion on the amendment to the amendment?”

- When discussion ceases, the chair says, “Those in favour of the amendment to the amendment say “Aye”. Those opposed, say “No”.
- If the vote was in the affirmative, the amendment is included in the primary amendment. The chair then says, “Is there any discussion in the amended amendment?”
- If there is no discussion, a vote is taken on the amended amendment. If the vote is in the affirmative, the amendment is included in the main motion. The chair then says, “Is there any discussion on the amended motion?”
- At this place, the motion can again be amended.
- If there is no further discussion, a vote is taken on the amended motion.
- Even though the amendments carried in the affirmative, the main motion as amended can be defeated.
b. Flow chart