



Canadian Nutrition Society
Société canadienne de nutrition

**CANADIAN NUTRITION SOCIETY
SOCIÉTÉ CANADIENNE DE NUTRITION
BY-LAWS**

1. GENERAL

- 1.1 These Bylaws relate to the general conduct of the affairs of the Canadian Nutrition Society, a registered Canadian charitable corporation.
- 1.2 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Society as set out in the Articles.
- 1.3 The Society is a bilingual organization offering programs and services to Members and participants in Canada's two official languages. These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

2. DEFINITIONS

- 2.1 Some of the words in the bylaws have special meanings. In order that they will be easily able to identify, these words are capitalized in situations where capitals are not usually needed. Their special meanings are either indicated in the context of the bylaws or in a specific section of this Article.

Act means the Canada Not-for-Profit Corporations Act, S.C. 2009, C. 23 as amended or any Act that substituted for it;

Articles means the Articles of Continuance which bring the Society under the Act and any Articles of Amendment which change or add to the Articles of Continuance;

Board means the Board of Directors of the Society;

Copyright means all registered and unregistered materials prepared or produced by the Society;

Days means total days irrespective of weekends and holidays;

Director means an individual elected to serve on the Board pursuant to these Bylaws;

Dues are those fees and dues both annual and special approved by the Members;

Majority Vote means 50% plus 1 vote on a question;

Members means Members in all Membership classes;

Membership means the Members as a whole;

Membership Class means the classes of Membership of the Society;

Officer means an Officer of the Society as defined by Section 10 of these Bylaws;

Ordinary Resolution means a resolution passed by the majority of votes cast on that resolution;

Society means the *Canadian Nutrition Society/Société canadienne de nutrition*;

Special Resolution means a resolution passed by a majority of not less than 66% of the Members eligible to vote on a resolution;

Person means an individual, firm or corporation; and

Trademark includes any trademark, word mark, logo and distinctive design that relates to the Society; and

Voting Member means Member who is in a class of Member that is entitled to vote.

- 2.2 Words importing the singular include the plural and vice versa, and words importing the masculine include the feminine, and vice versa, and references to persons include corporations.

3. MEMBERSHIP

3.1 Membership Class

There shall be six classes of Membership in the Society:

- I. Active;
- II. Emeritus (retired);
- III. Student;
- IV. Young Professional;
- V. Associate;
- VI. Joint;
- VII. Fellow

3.2 Eligibility for Membership

- 3.2.1 Active: an individual shall be eligible to be an Active Member of the Society if s/he:
- (i) is a graduate of a post secondary institution with a degree or diploma in such disciplines as shall be designated by the Society from time to time;
 - (ii) is employed in nutrition or a related field; and
 - (iii) is not in a position that would put him or her in an ongoing conflict of interest with the Society, as defined by policy.
- 3.2.2 Emeritus (retired): an individual shall be eligible to be an Emeritus (retired) Member of the Society if s/he:
- (i) is retired or semi-retired after a distinguished career in nutrition or a related field and is over the age of 65. Individuals who retire before the age of 65 may be considered in special cases; and
 - (ii) has, up until the time of his/her application for Emeritus (retired) Membership, been a Member in good standing of the Society for at least 5 years.* The CNS Board of Directors has the authority to bestow, on a case by case basis, an Emeritus membership to an individual who has less than 5 years of CNS membership when deemed appropriate.
- 3.2.3 Student: an individual shall be eligible to be a Student Member of the Society if s/he:
- (i) is enrolled in, and carrying at least a fifty percent (50%) course load, in a graduate or post-graduate program of nutritionally-oriented study.
- 3.2.4 Young Professional: an individual shall be eligible to be a Young Professional Member of the Society if s/he:
- (i) has graduated within the last five years from a post-secondary institution with a degree in

- a nutrition-related discipline; and
- (ii) is employed in nutrition or a related field in government, health care, research or education, or a medical resident in a related field; and
- (iii) is not in a position that would put him or her in an ongoing conflict of interest with the Society, as defined by policy.

3.2.5 Associate: an individual shall be eligible to be an Associate Member of the Society if s/he:
(i) works in industry, government, not-for-profit or other areas;
(ii) does not otherwise qualify as an Active Member;
(iii) is not in a position that would put him or her in an ongoing conflict of interest with the Society, as defined by policy; and
(iv) supports the aims and objectives of the Society.

3.2.6 Joint: an individual shall be eligible to be a Joint Member of the Society and its partner organization if s/he:
(i) meets all the requirements of the relevant Membership Class within each organization.

3.3 Application for Membership

An individual applies to be a Member of the Society by completing the designated application form, paying any fee that may be required, and satisfying such requirements as may be established by the Board of Directors from time to time.

3.4 Rights and Duties of Members

3.4.1 Active: Active Members shall be full Members of the Society, may vote at the Society's meetings, become Board members, Officers or Council/Committee members, and may nominate Directors. Active Members shall comport themselves in such a way as to reflect well on the field of nutrition, their professions and the Society.

3.4.2 Emeritus (retired): Emeritus (retired) Members shall have the same rights as Active Members. Emeritus (retired) shall comport themselves in such a way as to reflect well on the field of nutrition, their former professions, and the Society.

3.4.3 Student: Student Members have the right to sit as non-voting members of the Advisory Council and/or a committee; and to be heard, but may not vote, at meetings of the Society unless permitted to do so by the Act. Student Members may not become Board members, or Officers, and may not nominate Directors. Student Members shall maintain their standings as students with their educational institutions and shall comport themselves in such a way as to reflect well on the field of nutrition, their desired profession, their educational institution and the Society.

3.4.4 Young Professional: Young Professional Members shall be full Members of the Society, may vote at the Society's meetings, become Board members, Officers or Committee members, and may nominate Directors. Young Professional Members shall comport themselves in such a way as to reflect well on the field of nutrition, their professions and the Society.

3.4.5 Associate: Associate Members may not vote at any meeting of the Society unless permitted to do so by the Act, and may neither become nor nominate any individual to become Board members, Officers or Committee members.

3.4.6 Joint: Joint Members shall have such rights and duties as are attributed to the relevant Membership Class.

3.5 Dues

3.5.1 The Board of the Society may from time to time determine any regular Dues or special assessments that shall be levied on the Members. The Board may establish classes of Membership and Membership Dues and assessments may differ by class. The Executive

- Director acting as the Secretary will notify the Members about any such Dues or assessments.
- 3.5.2 Members must pay their regular Dues and assessments, if any, no later than sixty (60) Days after the Executive Director acting as the Secretary has sent the notification of such Dues or assessments.
 - 3.5.3 Any Member of any class who has not paid his/her Dues and/or assessments within one year from when the Executive Director acting as the Secretary sent notification may have his/her membership suspended or revoked at the discretion of the Board.
 - 3.5.4 The Board can readmit a Member so suspended or removed once the Member's financial obligations, including all Dues and assessments levied since the date of his/her suspension, have been paid.

3.6 Resignation, Termination, Discipline and Reinstatement

- 3.6.1 Resignation: Any Member wishing to resign from membership in the Society must give notice in writing to the Society and pay any Dues, assessments or other amounts due the Society until the date of resignation. The resignation will be effective on the later of the date of the Member's letter of resignation or the date of settlement of the Member's financial liability to the Society.
- 3.6.2 Termination: a Member's membership in the Society shall be terminated if the Member:
 - (i) resigns;
 - (ii) is suspended;
 - (iii) is dismissed; or
 - (iv) dies.

Upon any of the foregoing actions, the Member immediately forfeits any privileges of membership provided in these by-laws and associated with the Member's Membership Class, including any rights s/he may have or may have had in the property and assets of the Society, and must immediately cease from holding him/herself forth as a Member of the Society.

- 3.6.3 Discipline: the Members may, upon resolution passed by two-thirds of the voting Members present in person or by absentee voting at the Annual Meeting or at a General Meeting called for that purpose, suspend, censure, or dismiss any Member whose conduct is, or has been, in the opinion of the Members, improper or likely to endanger the interest or reputation of the Society, or who commits a breach of the By-Laws, constitution, or Rules and Regulations at the Society. No Member shall be so suspended, censured, or dismissed unless s/he has been given twenty-one (21) Days notice, from the deemed date of mailing of such notice, in writing, of the nature of the complaint against him/her. The said notice shall specify the time and place of the meeting at which the complaint against the said Member is to be disposed of, at which time the said Member shall be given an opportunity to be heard by the Members.
- 3.6.4 Reinstatement: the Members may reinstate any Member suspended, censured, or dismissed as aforesaid, upon such terms and conditions as they may determine, upon resolution passed by two-thirds of the Voting Members present in person or by absentee voting at the meeting at which the resolution for reinstatement is proposed.

4. MEMBERS' MEETINGS

4.1 Annual General Meeting:

- 4.1.1 An Annual General Meeting shall be held on such date and at such place within Canada each year as the Board, by Majority Vote, may determine.
- 4.1.2 An Annual General Meeting must be held within six (6) months of the end of the Society's fiscal year.

4.1.3 Participation at meetings of Members may not be by telephonic, electronic or other communication facility unless the Society chooses to make available telephonic, electronic or other communication facility that permits all participants to communicate adequately with each

other during a meeting of Members, and any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of telephonic, electronic or other communication facility that the Society has made available for that purpose.

4.2 *Special General Meetings:*

A Special General Meeting of the Society may be called at any time upon order of the President or a Vice-President, or by resolution of the Board or upon petition in writing to the President signed by five percent (5%) of Voting Members in good standing.

4.3 *Scientific Meetings:*

Scientific Meetings of the Society may be convened at any time by resolution of the Board.

4.4 *Procedure at Meetings:*

The individual or group responsible for calling the meeting shall determine the procedure at such meeting. The meeting shall be chaired by the President or a Vice-President. In the inability or unwillingness of either the President or a Vice-President to act, the Members at the meeting will choose a chair from among their number.

4.4.1 Annual General Meeting:

At the annual general meeting, the Members must:

- (i) consider the financial statements of the Society;
- (ii) consider the Public Accountant's report;
- (iii) consider the reports of the President and Treasurer;
- (iv) conduct the election of Directors and Officers;
- (v) appoint the Public Accountant; and
- (vi) consider such other items of business as the President may determine.

4.4.2 Question of Procedure

The President shall rule on all disputed questions of procedure at any General Meeting, provided that any ruling may be appealed. In the event of such an appeal, the questions shall be decided by Majority Vote upon a show of hands.

4.5 *Notice*

Notice shall be given to each Member entitled to vote at any Annual or Special General Meeting of Members of such Meeting, and shall include the date, time and place of the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member he has the right to vote by absentee voting. Notice given by postal mail, courier or personal delivery shall be given not less than twenty-one (21) and not more than sixty (60) days prior to the date of the meeting. Notice given by electronic means shall be given not less than twenty-one (21) and not more than thirty-five (35) Days prior to the date of the Meeting.

4.6 *Voting*

Each Voting Member present at a meeting shall have the right to exercise one (1) vote unless they also hold a proxy.

4.6.1 Voting Process

Unless a higher proportion of approval is needed by the By-laws or the Act, the decisions made shall be made by a Majority Vote of the Voting Members attending the meeting and electronic vote, if applicable. Unless a vote by secret ballot is requested by at least one of the Voting Members, Members will vote by a show of hands, or in a manner that clearly demonstrates their position on the question. After voting on the question is completed, the President will determine and declare to the Membership the outcome of the vote without providing the numerical results.

4.6.2 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a Voting Member may vote by proxy or electronic ballot if the Society has a system that:

- (i) Enables the votes to be gathered in a manner that permits their subsequent verification;
- (ii) Permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each Member voted;
- (iii) Ensures the proxy holder is a Member of the Society; and
- (iv) Ensures that no individual holds more than one proxy.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Society to change this method of voting by Members not in attendance at a meeting of Members.

4.6.3 Quorum

To hold a valid annual general or special general meeting, fifteen (15) Voting Members must be present in person or by proxy. If this condition is achieved at the beginning of the meeting, business may be conducted during the rest of the meeting even though quorum is not maintained throughout the meeting.

4.6.4 Adjournment

A general meeting of the Society may be adjourned by a Majority Vote of those present in person or by proxy provided that the time, date and place of the continuation of the adjourned meeting shall be determined prior to adjournment. No business may be transacted at any continued meeting other than the business left unfinished at the time of adjournment of the adjourned meeting.

4.6.5 Notice

No accident or error or defect in giving notice of any annual or general meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the postal or electronic address of the Member, Director or Officer shall be his last address recorded on the books of the Society.

4.6.6 Waiver of Notice

Members can agree to the holding of a meeting without notice either by their presence at the meeting or in any way that clearly shows their agreement. This does not apply to a Member who is at the meeting to dispute the validity of the meeting.

5. GOVERNANCE

5.1 *Management of the Society:*

5.1.1 The Society shall be governed by a Board of Directors of at least six (6) and not more than seven (7) Members. The Board will be responsible for setting strategic direction, providing guidance to the Executive Director, and maintaining and furthering important external relationships for the Society.

5.1.2 The Board of Directors shall be comprised of a President, Vice President - Research, Vice President - Health Professionals, Treasurer, and two (2) or three (3) Directors at Large. The Past-President is a non-voting advisor to the Board and is an Officer of the Society as per 10.1.1

5.2 *Qualifications of Directors:*

To become and remain a Director, an individual must meet all of the following requirements:

- (i) be a Voting Member in good standing of the Society;

- (ii) be at least eighteen (18) years of age;
- (iii) have not been declared incapable by a court in Canada or in another country;
- (iv) not have the status of bankrupt;
- (v) satisfy the requirements of the *Income Tax Act* in relation to being eligible to serve as a director of a registered charity;
- (vi) be willing to participate regularly in meetings of the Board; and
- (vii) be living in Canada.

5.2.1 The President:

- (i) must be a Voting Member;
- (ii) must meet all the requirements to be a Director pursuant to 5.2; and
- (iii) would normally have been the President-Elect immediately prior to being nominated as President.

5.2.2 The President-Elect:

- (i) must be a Voting Member;
- (ii) must meet all the requirements to be a Director pursuant to 5.2; and
- (iii) must be either the Vice President – Research or Vice President – Health Professionals.

5.2.3 The Vice-Presidents:

- (i) must be Voting Members;
- (ii) must meet all the requirements to be a Director pursuant to 5.2;
- (iii) be capable of representing the Research or Health Professional community as the case may be;
- (iv) would normally have been a Director or member of a Council or Committee within two (2) years of nomination as Vice-President; and
- (v) not be the President.

5.2.4 The Treasurer:

- (i) must be a Voting Member;
- (ii) must meet all the requirements to be a Director pursuant to 5.2;
- (iii) would normally have been a Director within two (2) years of nomination as Treasurer.

5.3 *Nomination of Directors:*

5.3.1 Sixty-five (65) Days before each Annual General Meeting, the Board must appoint a Nominations Committee.

5.3.2 The Nominations Committee will prepare a slate of candidates, who meet the requirements of article 5.2, for the positions on the Board that are or will become vacant at the Annual General Meeting. The slate so prepared will reflect the geographic, occupational and professional diversity of the Society.

- a) To provide geographic balance, the Nominations Committee will endeavour to select at least one candidate from each of the following regions of the country: Region 1 (Newfoundland and Labrador, Prince Edward Island, Nova Scotia, New Brunswick, Quebec), Region 2 (Ontario, Manitoba), and Region 3 (Saskatchewan, Alberta, British Columbia), with such identification being subject to the availability of qualified candidates from those regions.
- b) To provide occupational and professional balance, the Nominations Committee will endeavour to select at least one candidate who will be a member of each of the following occupational/professional groups: health professionals on the one hand, and academics, scientists and researchers on the other, with such selection being subject to the availability of suitable candidates from those professions/occupations.

5.3.3 In addition, the Nominations Committee will receive and review for eligibility nominations from the Voting Members. Such nominations must be submitted to the Committee no later than fifty (50) Days prior to the Annual General Meeting and must:

- (i) bear the name of the candidate;
- (ii) indicate the position for which the candidate is being nominated;

- (iii) contain the names and signatures of two (2) Voting Members as nominators;
- (iv) contain a signed statement by the candidate that s/he is eligible to stand as a candidate, accepts nomination and, if elected, will serve.

5.3.4 The Nominations Committee will submit its slate of candidates plus the names of the qualified Voting Member nominators to the Board and the Voting Members at least fifteen (15) Days before the Annual General Meeting.

5.4 Election of Directors:

- 5.4.1 The Directors shall be elected by the Voting Members of the Society present in person, electronically or by proxy at the Annual General Meeting. Elections shall be conducted by secret ballot, online ballot or by show of hands, as determined by the Nominating Committee. Nominations will not be accepted from the floor.
- 5.4.2 Where there is only one candidate for any of the Board positions up for election, that candidate shall be elected for that position by acclamation. Where there is more than one candidate for any such position, an election shall be held for that position and the candidate receiving the largest plurality shall be elected.
- 5.4.3 To be eligible for election as President-Elect, a Director must first be elected as either the Vice-President – Research or the Vice-President – Health Professionals. The President-Elect shall subsequently become President of the Society. The President-Elect position normally rotates annually between the two Vice President positions.
- 5.4.4 The Members will first elect the two Vice-Presidents as aforesaid and will then elect one of them to become President-Elect. The individual so chosen will succeed to the Presidency at the end of his or her term as Vice-President/President-Elect.

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5.5 Term of Office:

5.5.1 Directors shall be elected for a maximum of six consecutive years and may be eligible for re-election provided they continue to meet the requirements of article 5.2. Directors who have fulfilled their maximum number of years are eligible to run for re-election after a one-year absence. Terms lengths vary depending on the position on the Board and are as follows:

i.	President	1-year term
ii.	Vice- Presidents/President-Elect	1-year term
iii.	Treasurer	2-year term
iv.	Director at Large	2-year term

The position of Past-President is a non-voting position and carries a 1-year term.

5.5.2 A Director's term shall expire upon the adjournment of the second Annual General Meeting following his/her election

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5.5.3 In the event of emergency or other extraordinary circumstance, the membership can vote to extend the terms of existing Directors for up to one year.

5.6 The office of any Director shall be automatically vacated:

- a) if at a special general meeting of Members, a resolution is passed by a two-thirds majority of the Members present at the meeting that he be removed from office;
- b) if a Director has resigned his office by delivering a written resignation to the secretary of the Society;
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors; or
- e) on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board, by Majority Vote, may, by appointment, fill the vacancy with a Member of the Society for the remainder of

the vacant position's term.

In the case of vacancy by the President, the President-Elect shall automatically become President. A Special Meeting of Members shall be called within three (3) months of the President's vacancy. At this meeting, the Voting Members shall elect a new Vice President from the community represented by the new President and shall then elect one of the two Vice Presidents as President-Elect. If there is not quorum at the meeting, the vote will be conducted by electronic and mail ballot.

5.7 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Society as an Officer or in any other capacity and receiving compensation therefor.

5.8 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his/her successor is elected.

6. POWERS OF DIRECTORS

6.1 Powers of Directors

The Board must:

- 6.1.1 ensure that the Society's business conforms to all regulatory and legislative authorities (including the Act, the Articles, the Bylaws, the policies and regulations);
- 6.1.2 set shorter-term purposes, called goals and objectives;
- 6.1.3 appoint Directors to act as chairs of each of the committees; and
- 6.1.4 pass policies including rules and regulations about the business of the Society that could include but not be limited to:
 - (a) financial transactions, budget administration accounting procedures, fund raising, grants, borrowing and investments;
 - (b) recommendations about Membership Classes and associated Dues and privileges;
 - (c) ~~Executive Director~~ employment and termination of employment, ~~procedures and employee programs and benefits~~;
 - (d) acquisition, sale, lease and maintenance of the Society's assets;
 - (e) program development and implementation;
 - (f) administration of both public and private business relationships;
 - (g) transactions that are in the ordinary course of business of the Society;
 - (h) advertising and promotion of the Society and its programs; and
 - (i) licensing and protection of the Society's Trademarks, Copyrights and other intellectual property.
- 6.1.5 consult with the Advisory Council on any matter where a minimum of three (3) Directors request such consultation

6.2 Borrowing and Investing:

- 6.2.1 The Society can borrow money with the approval of the Board. The Board can:
 - (a) issue, sell or pledge securities of the Society; and
 - (b) mortgage or pledge all or any of the real or Personal property of the Society.
- 6.2.2 The Board can also borrow money on the credit of the Society provided that the issuance of debentures has been approved by special resolution of the Membership.
- 6.2.3 The Board can authorize any Person to manage the borrowing and investment of money by the Society.
- 6.2.4 The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institution to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such Officer or Officers, agent or agents of the Society, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances

6.3 Conduct of Directors:

Directors will carry out their duties honestly, fairly and to the best of their abilities in a manner that lawfully advances and protects the Society. An individual Director does not have the power to bind the Society or the Board.

7. BOARD MEETINGS

7.1.1 The Board must meet at least once every three (3) months. It can decide to meet more frequently or at scheduled intervals.

7.1.2 Meeting Places

The Board can decide to meet at any place in Canada or by telephonic, electronic or other communication facility.

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7.1.3 Notice of Meetings

The President or the Executive Director at the request of the President or three (3) Directors must send written notice of the date, time, place and the business to be conducted at the meeting at least fourteen (14) Days before the meeting by postal mail or electronic transmission. In the event of an emergency, meetings can be called on three (3) Days notice.

Notice of Board meetings is not required if:

- (i) the Board has decided on a regular schedule of meetings;
- (ii) the meeting takes place right after the Annual Meeting;
- (iii) all the Directors are present at the meeting; or
- (iv) all of the Directors have consented to the calling of meetings without notice.

7.2 Quorum:

A meeting of the Board is valid if a minimum of four (4) Directors are in attendance. A Director who is unable to be physically present may participate by communication facility if it allows the absent Director to fully participate in the meeting and all of the Directors have consented to the use of the communication facility.

7.3 Decisions

7.3.1 Resolutions

The majority of the Board will make decisions in the form of statements that are called resolutions.

7.3.2 Voting

- (i) Each Director has one (1) vote;
- (ii) In the event of a tie vote, the resolution is defeated;
- (iii) Directors will usually vote by show of hands or voice or in a manner that clearly demonstrates their position on a resolution;
- (iv) If a Director asks for a ballot vote, the voting on the resolution will take place by secret ballot;
- (v) After voting is completed:
 - a. the President will count the votes;
 - b. a Director appointed by the Board will confirm the count; and
 - c. the President will announce to the meeting the passage or failure of the resolution without providing the numerical results that ends the process.

A Director who is present at the meeting and who dissents in regard to a particular resolution shall be deemed to have consented thereto unless s/he causes his/her dissent to be noted in the minutes of the meeting at the time of the vote on the resolution. A Director who is absent from a meeting and who dissents in regard to a particular resolution shall be deemed to have consented thereto unless, within seven (7) Days of becoming aware of the resolution, the Director causes a dissent to be placed with the minutes of the meeting, or sends a dissent by registered mail or delivers it to the registered office of the Society.

8. CONFLICT OF INTEREST

8.1 In accordance with the Act, a Director, Officer, member of a council/committee or Member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will comply with the Act and the Society's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

9. INDEMNITIES TO DIRECTORS AND OTHERS

9.1 Indemnification to Directors:

9.1.1 The Society may indemnify a present or former Director or Officer of the Society, or another individual who acts or acted at the Society's request as a director or an 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 the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity.

Advance of costs

9.1.2 The Society may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection 9.1.1. The individual shall repay the money if the individual does not fulfill the conditions of subsection 9.1.3.

Limitation

9.1.3 The Society shall not indemnify an individual under subsection 9.1.1 unless the individual

- (a) acted honestly and in good faith with a view to the best interests of the Society 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 Society's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

Indemnification

9.1.4 The Society may, with the approval of a court, indemnify an individual referred to in subsection 9.1.1, or advance money under subsection 9.1.2, in respect of an action by or on behalf of the Society or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Society or other entity as described in subsection 9.1.1, against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfills the conditions set out in subsection 9.1.3.

Right to indemnity

9.1.5 Despite subsection 9.1.1, an individual referred to in that subsection is entitled to indemnity from the Society in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Society or other entity as described in that subsection, if the individual seeking indemnity:

- (a) was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
- (b) fulfills the conditions set out in subsection 9.1.3.

10.OFFICERS

10.1 Officers:

Officers of the Society are tasked with ensuring that the regular operations of the Society are managed in a timely manner. As defined by 10.1.1, Officers may be elected Directors or other individuals appointed by the Board.

- 10.1.1 The Officers of the Society are the President, Vice-President - Research, Vice-President - Health Professionals, Treasurer, Directors at Large, Past President and Executive Director. The Past President and Executive Director shall be advisors to the Board. The Board may establish other Officer positions, and the individuals holding such positions may, but need not, be Directors. The term of office of the elected Officers is two (2) years.

11.DUTIES OF OFFICERS

11.1 The President:

- (i) performs the other duties established by the Board;
- (ii) presides at all meetings of the Members and of the Board;
- (iii) presides at all Special and Annual General Meetings of the Members; and
- (iv) is Chair of the Advisory Council and a member ex-officio of all other Society councils and committees

11.2 The Vice-President - Research:

- (i) performs the duties established by the Board;
- (ii) performs the duties of the President when necessary and in rotation with the Vice-President - Health Professionals; and
- (iii) provides leadership for the research activity within the Society.

11.3 The Vice-President - Health Professionals:

- (i) performs the duties established by the Board;
- (ii) performs the duties of the President when necessary and in rotation with the Vice-President - Research; and
- (iii) provides leadership for the health professional activity within the Society.

11.4 The Treasurer:

- (i) has the custody of the Society's funds and securities;
- (ii) is responsible for the keeping of the Society's accounting records and the preparation and delivery of financial statements to the Board and the Members; and
- (iii) performs the other duties established by the Board.

11.5 The Past President:

- (i) is an advisor to the Board and has no vote thereon unless s/he has been separately elected a Director for the two (2) year term of office; and
- (ii) performs the other duties established by the Board.

11.6 The Executive Director:

- (i) is an advisor to the Board and has no vote thereon;
- (ii) serves as Secretary for the Society; and
- (iii) performs the other duties established by the Board.

12. COUNCILS AND COMMITTEES

12.1 Councils and Committees:

The Board may from time to time appoint such councils and committees as they consider necessary or convenient for managing the affairs of the Society, may prescribe the duties of councils and committees, and may delegate to any council or committee any of its powers, duties, functions and term except where prohibited by the Act or these Bylaws. The Board will establish and approve

written terms of reference for all councils and committees.

12.2 Standing Councils and Committees

The Society will establish the following standing council and committees, which will operate according to written terms of reference established by the Board:

- a) Advisory Council
- b) Nominating Committee

12.3 A quorum for any council or committee will be the majority of its members.

12.4 When a vacancy occurs on any council or committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term. The Board may remove any member of any council or committee.

12.5 The President will be the Chair of the Advisory Council and an ex-officio member of all other councils and committees of the Society.

13. EXECUTION OF DOCUMENTS

13.1 *Execution and Signing Authority:*

All contracts entered into by the Society, or documents and instruments in writing requiring the signature of the Society shall be signed by any one of the President or Vice-Presidents and the Treasurer or Executive Director. All cheques, drafts, orders for the payment of money, and all notes and acceptances shall be signed by such Officer or Officers and in such manner as the Board may from time to time direct and as may be required by the Society's bankers.

14. MINUTES OF BOARD OF DIRECTORS

14.1 The minutes of the Board of Directors shall not be available to the general Membership of the Society but shall be available to the Board of Directors or any one of them, and to the public accountant, each of whom shall receive a copy of such minutes.

15. FINANCE

15.1 The financial year of the Society ends on December 31 in each year unless it is changed to another date by the Membership.

15.2 The Society will send to the Members a copy of the annual financial statement at least twenty one (21) Days before the annual meeting.

16. AMENDMENT OF BY-LAWS

16.1 *Amendment of By-laws:*

By-laws of the Society may be enacted and the By-laws amended or repealed by a Majority Vote of the Board present in person or electronically at a duly called meeting of the Board and will become effective immediately until they may be voted upon by an annual or special general meeting of the Members called for the purpose of considering such By-law. Proposed By-laws, or amendments or repeals of the By-laws, shall be submitted in writing to all Voting Members with the notice of the General Meeting at which a final decision is to be taken. At such meeting, a vote of the requisite majority as defined in the Act or the Regulations of the Members present in individual or by absentee voting shall be required to approve the By-law, or amendment or repeal of any of the By-laws.

16.2 *Interpretation:*

All questions affecting the interpretation of the provisions of the Articles and By-Laws shall be decided by the Board and such decisions shall be final and binding.

17. PUBLIC ACCOUNTANTS

17.1 *Public Accountant:*

At each Annual General Meeting the Voting Members must appoint a Public Accountant of the Society. The Voting Members can dismiss the public accountant at a special meeting called for that purpose. If the auditor is not appointed, resigns or is dismissed, the Board can appoint the Public Accountant.

17.2 *Payment of the Public Accountant:*

The Public Accountant's fee is set by the Board in conjunction with the appointment at the Annual General Meeting.

17.3 *Term:*

The Public Accountant's term will start at the time of its appointment and will continue for a one (1) year term or until a replacement is appointed by the Membership or the Board.

17.4 *Qualifications*

The Public Accountant must be a qualified accountant. The Public Accountant cannot be selected from among:

- (i) the Directors;
- (ii) the Officers;
- (iii) spouses or partners of Directors or Officers;
- (iv) business partners of Directors or Officers; or
- (v) employees of the Society.

17.5 *Responsibilities of the Public Accountant:*

17.5.1 *Audit Report*

Before the Annual General Meeting, the Public Accountant will prepare and deliver to the Members a report of the results of its audit of the Society's financial records and financial statements prepared by it during the Public Accountant's term. The report must indicate whether:

- I. the Public Accountant was able to conduct the audit in accordance with generally accepted auditing standards; and
- II. in its opinion, the financial statements of the Society present fairly, in all material respects the financial position of the Society as at the date of the financial statements and the results of its operations and changes in its financial position for the year then ended in accordance with generally accepted accounting principles.

17.6 *Rights of the Public Accountant:*

17.6.1 *Access to Records:*

In the course of the performance of its responsibilities, the Public Accountant can obtain complete access to all financial records and documents of the Society and can require explanation and information from the Officers and Directors as is necessary for the performance of its duties.

17.6.2 *Attendance at Meetings*

The Public Accountant is entitled to attend each meeting of the Audit Committee and/or make an independent presentation at any meeting where its audit and report are presented to the Membership.

17.7 *Scope of the Public Accountant's Authority:*

The Public Accountant has a right of access to and responsibility for reviewing all financial transactions of the Society that occur after the completion of the previous audit.

18. BOOKS AND RECORDS

18.1 The Board shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable status or law are regularly and properly kept.

18.2 Inspection of Account Books:

The Board will establish where books of account will be kept in Canada. These books are always open to inspection by the Board. The Board can establish by policy the place, time and manner in which books may be available for inspection by Members. A Member who is not a Director will not be able to inspect any books or records without the express approval by law or by resolution of the Membership or the Board.

19. POLICIES AND REGULATIONS

19.1 Policies:

The Board must create, implement and maintain a framework of governance of the Society through policies.

Policies are the guiding principles for the Society's governance.

The policies relate to the establishment and achievement of the Society's goals and objectives, the processes of governance and these bylaws.

The policies of the Society are made by Board resolution and must be written, clear, current and readily available for the reference and guidance of all those affected by them.

19.2 Regulations:

The policies of the Society are put into effect by regulations that are prepared by the Board of Directors.

20. FUNDAMENTAL CHANGES

20.1 In accordance with Section 197 of the Act, and subject to Article 20.2, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Society:

- a) Change the Society's name;
- b) Change the province in which the Society's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Society may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide 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) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of Directors;
- j) Change the statement of the purpose of the Society;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Society;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

20.2 In accordance with Section 199 of the Act, each class of Voting Member will be entitled to vote separately as a class on a proposal to make an amendment referred to in Article 20.1 to:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group;

- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

23. DISSOLUTION

23.1 Dissolution:

The Society can be dissolved by a Special Resolution of the Membership at a special meeting called for that purpose.

25. ADOPTION OF THESE BYLAWS

These Bylaws, upon adoption by the Members, replace all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

These Bylaws were approved by the Membership at the Annual Meeting held on May ~~26, 2020~~.

Witness by:

Deleted: 7
Deleted: 2016

Signature:
CNS President

Signature
CNS Executive Director