

**THE CANADIAN ADDISON SOCIETY  
LA SOCIETE CANADIENNE D'ADDISON**

**BY-LAW No. 1**

**BE IT ENACTED** as a by-law of **THE CANADIAN ADDISON SOCIETY/LA SOCIETE CANADIENNE D'ADDISON** (hereinafter referred to as the "Association") as follows:

**1. HEAD OFFICE**

The Head Office of the Association shall be in Etobicoke, in the City of Toronto, in the Province of Ontario, and at such place as the Directors may from time to time determine.

**2. PURPOSE**

The purposes for which this Association was organized are as follows:

- to undertake public education, family support services, dissemination and publication of information about Addison's Disease, and to co-ordinate medical care and social services for persons with Addison's Disease
- to promote the establishment of local branches of The Canadian Addison Society/La Societe Canadienne d'Addison throughout Canada
- to provide funds for research into the cause, control and cure of Addison's Disease
- the furtherance of the clinical study, laboratory research, publication and teaching and the knowledge of Addison's Disease and their application of such knowledge to the prevention, treatment and cure of the disease
- to perform any acts, including the raising of funds, necessary or incidental to the carrying out of any of the purposes hereinabove set forth
- to do and participate in all and everything necessary, suitable or proper for the accomplishment of the Association's purposes and the attainment of its objects, subject to the restrictions of all applicable laws.

**3. BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than seven (7) and not greater than fifteen (15) Directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office shall be a Director of the Association.

Each Director normally shall be elected hold office for a three (3) year term. Directors shall be over the age of eighteen (18) years and a member in good standing.

The Board of Directors shall appoint such Committees as it shall see fit and it will designate the powers of any such committees.

**Revised October 13, 2018**

#### **4. VACANCIES, BOARD OF DIRECTORS**

The Directors from among the membership shall fill vacancies on the Board of Directors, however caused, for the remainder of its term. Any Director appointed between terms will hold office until the next Annual Meeting of the Association.

#### **5. QUORUM AND MEETINGS, BOARD OF DIRECTORS**

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent, in writing, to the meeting being held in their absence.

Directors meetings may be formally called by the President or the Vice President, or by the Secretary on direction in writing of three Directors. Notice of such meeting shall be delivered, telephoned or e-mailed to each Director not less than fifteen (15) days before the meeting is to take place or, shall be mailed to each Director not less than seven (7) days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. The Directors may consider or transact any business either special or general, at any meeting of the Board.

A meeting of Directors or of a committee of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed to be present at that meeting. If a majority of the Directors participating at a meeting held as herein provided are then in Canada, the meeting shall be deemed to have been held in Canada.

#### **6. ERRORS IN NOTICE, BOARD OF DIRECTORS**

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceeding taken or had thereat.

#### **7. VOTING, BOARD OF DIRECTORS**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair **shall not have a second or casting vote**. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour or against such resolution. In the absence of the President, his or her duties may be performed by a Vice-President or such other Director as the Board may from time to time appoint for the purpose.

With the unanimous consent of all the Directors of the Association present at or participating in a meeting, a meeting of Directors or of a committee of Directors may be held by means of such telephone, electronic or other communication facilities to communicate with each other and a Director participating in such a meeting by such means, is deemed to be present at that meeting. If a majority of the Directors participating at a meeting held as herein provided are then in Canada, the meeting shall be deemed to have been held in Canada.

## **8. POWERS**

The Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

## **9. REMUNERATION OF DIRECTORS**

The Directors shall receive no remuneration for acting as such.

## **10. MEMBERSHIP**

The membership shall consist of those individuals as are admitted as members by the Board of Directors, and who have submitted a Membership Form and Dues payment to the Society.

Members may resign at any time in writing or by telephone, or by electronic means, effective upon notification.

## **11. ANNUAL AND OTHER MEETINGS OF MEMBERS**

The annual or any other general meeting of the members shall be held at the head office of the Society, or elsewhere in Canada, as the Board of Directors may determine and on such day as the said Directors shall appoint, ***but in no event later than 12 months*** after the end of the latest fiscal year of the Society.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement shall be presented, and members of the Board of Directors elected for the ensuing three (3) years (if applicable).

In the event of an emergency; or if there is no quorum of the Board; or should the Board of Directors be unable to reach consensus on an issue(s), then the President or the Vice-President shall have the power to call a Special General Meeting of the members of the Society, at any time. When a Special General Meeting is called, the time, place and purpose of the meeting must be communicated to the members of the Society by mail, telephone or electronic means, at least fifteen (15) days prior to the meeting date.

## 12. ERRORS OR OMISSIONS IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his or her last address recorded on the books of the Association.

## 13. ADJOURNMENTS

Any meetings of the Association or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is NOT present.

## 14. QUORUM OF MEMBERS

Each membership of the Association shall at all meetings of members be entitled to one vote. ***Voting by proxy shall not be permitted.*** Corporations, firms, businesses, partnerships or organizations shall be deemed to vote through the person representing them as a member.

At all meetings of the members, every question shall be decided by a majority of the votes of the members present, unless otherwise required by the by-laws of the Association, or by law of general application. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution the demand for a poll may be withdraw, but if a poll be demanded and not withdrawn, the questions shall be decided by a majority of votes given by the members present, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson **shall not be entitled to a second or casting vote.**

## 16. OFFICERS OF THE ASSOCIATION

The officers of the Association shall be as follows: a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members, and such other officers as the Board of Directors may determine by by-law from time to time. The same person may combine the office of Secretary and Treasurer and in this case may be designated under the name of Secretary-Treasurer. Terms of office shall not exceed three (3) years.

The Board of Directors shall at its first meeting following the annual general meeting of Directors and subsequently, when circumstances so require, elect the officers of the Association.

Should any officer of the Association be absent or unable to perform his/her duties or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the authority of such officer to any other officer or to any Director of the Board of Directors.

#### **17. DUTIES OF PRESIDENT AND VICE-PRESIDENT**

The President shall, when present, preside at all meetings of the Directors of the Association and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws.

During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### **18. DUTIES OF THE SECRETARY**

The Secretary shall attend all meetings of the Board of Directors and be responsible for recording all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to Directors and to the membership. He/she shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

#### **19. DUTIES OF TREASURER**

The Treasurer, or person performing the usual duties of a Treasurer, shall be responsible for full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall cause to be deposited, all monies or other valuable effects, in the name and to the credit of the Association in such chartered bank, trust company or credit union authorized to do business in the Dominion of Canada as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Association. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### **20. DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### **21. EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or the Vice-President and by the Secretary.

## **BOOKS AND RECORDS**

The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

### **22. FINANCIAL YEAR**

The fiscal year of the Association shall terminate on the 31<sup>st</sup> day of December each year.

### **23. DUES**

There shall be no dues or fees payable by the members except such, if any, as shall from time to time be fixed by the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

Members may re-join the Society at a future date at no penalty to them.

### **24. CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association.

### **25. NOTICE**

Whenever under the provisions of the by-laws of the Association, notice is required to be given, such notice may be given either personally, or by telephone, or by courier, or by regular mail.

### **26. AMENDMENTS**

These by-laws may be amended or repealed by a two-thirds vote of members in good standing entitled to vote in attendance at any special general meeting or annual meeting, provided that notice in writing of the proposed amendment be given at least fifteen (15) days in advance of the meeting at which such amendment is to be considered.

### **27. DISSOLUTION CLAUSE**

Upon dissolution of the Association, and after payment of all debts and liabilities, the remaining assets of the Association shall be transferred to any charitable organization in Canada carrying on activities similar to those of the Society.

**CONFIRMED** by the members of the Association at the Annual General Meeting assembled in part for the purpose of amending the above noted by-law this 13th day of October, 2018, and evidenced by members present this day. (Duly Signed Document on file). Amendments made to sections 1, 10, 24 and 28.