

## **Bylaws of the Canadian Academy of Veterinary Dermatology (CAVD)**

### **REVISED JUNE 2022 1. Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation (also called the "Executive Committee of the CAVD") and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

### **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and viceversa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **3. Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be approved by any two (2) of the following officers or directors: the President, Immediate Past-President, WAVD Representative, the Grant Chair, or the Treasurer. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular 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.

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.

#### **4. Financial Year End**

The financial year end of the Corporation shall be determined by the Board of Directors from time to time.

#### **5. Public Accountant**

The members shall at each annual meeting appoint a public accountant to audit or review the account of the Corporation. The members may, at each annual meeting choose to waive the appointment of a public accountant in which case compilation level annual financial statements will be prepared.

#### **6. Banking Arrangements**

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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

#### **7. Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) 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, mail, or by email.

#### **8. Membership Conditions**

Subject to the articles, there shall be one class of membership in the Corporation, namely, Class A Members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

The following conditions of membership shall apply:

## **Class A Members**

- a) Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation. Specifically, this class applies to “Regular” and “Honorary” members.
- b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- d) A “Regular” member is defined as a Veterinarian, Veterinary Technician or Technologist, or Industry Representative.
- e) An “Honorary” member is defined as a member who has previously made an outstanding contribution to the Academy.
- f) A group of three (3) Board of Director (Executive Committee) members must nominate the individual for Honorary membership, and the nomination must be supported by a majority vote of the Board of Directors.

## **Affiliates**

The CAVD may approve categories of Affiliates as the Board determines. Affiliates shall not be members of the CAVD, shall meet the requirements of the Board as set out in Operating Policies, and shall have no voting privileges in the CAVD. Affiliates shall not be entitled to receive notice of or attend meetings of the members of the Corporation. The Affiliates for this organization are:

- a) Veterinary Students or Animal Health Technologist/Veterinary Technician Students enrolled in one of the programs in Canada, and
- b) individuals who became Affiliates while a student in one of these programs and whose term as outlined in the Operating Policies has not yet elapsed.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **9. Transferring Membership**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **10. Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility 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. If a member requests that the notice be given by nonelectronic means, the notice will be sent by mail, courier or personal delivery.

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 Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **11. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **12. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (*Absentee Voting*) of the Act, a Member entitled to vote at a meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

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 Corporation to change this method of voting by members not in attendance at a meeting of members.

## **13. Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

## **14. Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies or resigns;

- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Corporation is liquidated and dissolved under the Act.

### **15. Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **16. Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended 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 expulsion to the member and shall provide reasons for the proposed suspension or expulsion. 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. In the event that no written submissions are received by the president, 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 expelled 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. The board's decision shall be final and binding on the member, without any further right of appeal.

### **17. Place of Members' Meeting**

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place outside of Canada if all of the members entitled to vote at such meeting so agree. Meetings may be held entirely by telephonic or electronic means.

## **18. Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant 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 chair of the meeting or by resolution of the members.

## **19. Quorum at Members' Meetings**

A quorum at any meeting of the members shall be ten (10) members entitled to vote at the meeting which includes Board members. 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.

## **20. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **21. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, 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 any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **22. Voting by Proxy**

When a motion has been circulated to the members in advance of a meeting, members not able to be present at the meeting may submit a proxy vote to the Treasurer who may vote on that motion (for that member) but not on any amendments to that motion. Otherwise, voting by proxy is not permitted.

### **23. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **24. Number of Directors**

The board shall consist of the number of directors specified in the articles; not less than 5 and not more than 13. The board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

### **25. Term of Office of Directors**

Except where an election is held to fill the unexpired portion of a term, newly elected directors on the board will be elected for one three (3) year term as Members-at-Large. The directors shall have no limit as to how many terms they can serve in all positions.

### **26. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

### **27. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 14 days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **28. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, 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 in addition to an original vote shall have a second or casting vote. In some cases, voting may also occur separately from the Meetings of the Board of Directors by electronic means.

## **29. Committees of the Board of Directors**

The board may from time to time appoint any subcommittee or other 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 subcommittee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any subcommittee member may be removed by resolution of the board of directors.

## **30. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

## **31. Description of Officers**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) One President – The chair of the board, shall be a director. The chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b) One Immediate Past-President – The Immediate Past-President shall be a director. If the chair of the board is absent or is unable or refuses to act, the Immediate Past-President, shall, when present, preside at all meetings of the board of directors and of the members. The Immediate Past-President shall have such other duties and powers as the board may specify.



- c) One Treasurer – The Treasurer shall be a director and shall have such powers and duties as the board may specify.
- d) One Grant Chair – If appointed, the Grant Chair shall be a director and shall oversee establishing guidelines and review of grant applications including but not limited to the following: Resident, Research, Education Travel and Technician Grants.
- e) One World Association for Veterinary Dermatology (WAVD) Representative – If appointed, the WAVD Representative shall be a director and shall act as the liaison between the CAVD and the WAVD and its constituent organizations.
- f) One Editor-in-chief of The Bulletin, the official publication of the CAVD – If appointed, the Editor-in-chief shall oversee the production of content for The Bulletin (responsible for reviewing content, developing strategies and publishing guidelines).

### **32. Terms of Officers**

The President shall be appointed by the Board for a term of two (2) years. If the President stands for re-appointment, the second term shall not exceed one (1) year. Upon conclusion of the term, they shall serve as the Immediate Past-President for two (2) years.

The Treasurer shall be appointed by the Board for a term of two (2) years and may be re-appointed for an indefinite number of additional two (2) year terms.

The Grant Chair shall be appointed by the Board for a term of two (2) years and may be re-appointed for an indefinite number of additional two (2) year terms.

If a Director is appointed by the Board as a World Association for Veterinary Dermatology (WAVD) Representative, they will serve in this role for four (4) years.

If an Editor-in-chief is appointed by the Board, they will serve in this role for two (2) years and may be re-appointed for an indefinite number of additional two (2) year terms.

At the end of their term of office, notwithstanding these bylaws, officers can be appointed or re-appointed by the Board to any office available without limit.

### **33. Officer Vacancies**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,

- c) such officer ceasing to be a director (if a necessary qualification of appointment) or d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

#### **34. 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.

#### **35. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, 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.

#### **36. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### **37. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

### **38. By-laws and Effective Date**

Subject to the articles, the board of directors 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 directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.