

CANADIAN SOCIETY OF ADDICTION MEDICINE

By-Law No. 1

CORPORATE SEAL

1. The seal of the Corporation shall be in such form as shall be prescribed by the provisional directors of the Corporation and shall bear the words “**CANADIAN SOCIETY OF ADDICTION MEDICINE LA SOCIÉTÉ MÉDICALE CANADIENNE SUR L’ADDICTION**”.

CONDITIONS OF MEMBERSHIP

2. There shall be six categories of members:
 - (a) Honourary membership may be conferred by the board on individuals who have made distinguished contributions to the drug and alcohol field and demonstrated commitment to the objectives of the Corporation.
 - (b) Full membership shall be open to physicians with demonstrable commitment to the objectives of the Corporation, whose applications for admission as full members have received the approval of the board of directors. Only full members shall be eligible to vote at meetings of the membership.
 - (c) PhD Scientists whose applications for admission as full members have received the approval of the board of directors, and with demonstrated commitment to the objectives of the Corporation shall be accepted as full members (with the rights and privileges of full membership), their number not to exceed 20% of the total membership.
 - (d) Student membership shall be limited to medical students and Residents in training.
 - (e) Retired membership shall be limited to physicians who have retired from active, clinical practice.
 - (f) Associate membership shall be open to those persons with a demonstrable commitment to the objectives of the Corporation and the goals of the Society. Those applicants for admission as Associate members will have received the sponsorship of an active full member of CSAM. Associate members will have all the rights and privileges of membership except the rights to elect and/or become a Board member and to vote at meetings of members.
3. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
4. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

HEAD OFFICE

5. The head office of the Corporation shall be at 797 Princess Street, Suite 206, Kingston, Ontario.
6. The Corporation may establish such other offices and agencies within Canada and elsewhere as the board of directors may deem expedient by resolution.

BOARD OF DIRECTORS

7. The property and business of the Corporation shall be managed by a board of sixteen (16) directors of whom ten (10) shall constitute a quorum.
8.
 - (a) The board members will be elected biannually for a period of four (4) years.
 - (b) The founding board of directors shall be divided into two (2) equal groups, one (1) group to hold office for two (2) years and the other for four (4) years. The make-up of such groups shall be determined by resolution at the first meeting of the board of directors.
 - (c) Each director of the board of directors shall represent and be elected by one (1) of the following constituencies:

Alberta	(one member)
British Columbia	(one member)
Manitoba	(one member)
New Brunswick	(one member)
Newfoundland	(one member)
Northwest Territories	(one member)
Nova Scotia	(one member)
Ontario	(two members)
Prince Edward Island	(one member)
Quebec	(two members)
Saskatchewan	(one member)
Yukon	(one member)
Member at Large	(two members)

- (d) Directors shall be eligible for re-election by their constituency by postal ballot.
 - (e) Each director shall serve for no more than eight (8) consecutive years on the board.
9. The office of director shall be automatically vacated:
 - (a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - (b) if he/she is unable to carry out his/her duties as a board member because of illness;
 - (c) if he/she becomes bankrupt or suspends payment or compounds with his creditors, is convicted of a criminal offence or is found liable for medical malpractice;

- (d) if at a special general meeting of members of his/her constituency a resolution is passed to remove him/her from office by two-thirds (2/3) of the members of his/her constituency present or represented at the meeting by proxy that he/she be removed from office;
- (e) on death;

provided that, if any vacancy shall occur for any reason in this paragraph contained, the directors may, by resolution, fill the vacancy with a member in good standing of the Corporation.

- 10. Meetings (participation in meetings of the board of directors shall be either by physical presence or electronic communication) of the board of directors may be held at any time and place to be determined by the directors provided that, ten (10) clear days' notice of such meeting shall be sent in writing to each director, and provided there shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. No written notice of a meeting shall be necessary if all directors are present at such meeting.

If meetings are by other electronic means, they must permit all directors participating in the meetings to communicate adequately with each other. Each director must consent, in advance, to the method of communication and have equal access. The percentage of members for approval for holding such a meeting will be sixty percent (60%). The procedure for establishing quorum and recording votes will be handled by verbal affirmation by the Chair of the meeting. Security issues will be handled by password and/or access code.

- 11. The directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that, a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.
- 12. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. A director, unless filling a vacancy, which may result in his term of office being less, shall hold office until the second annual meeting of members following his election or appointment. A retiring director is eligible for re-election.
- 13. The directors may exercise all such powers of the Corporation as are not by the Canada Corporations Act or by the by-laws of the Corporation required to be exercised by the members at general meetings. Between meetings of the board of directors the overall provisions of the Corporation and its affairs may be handled by resolution in writing of the directors, and such resolution shall be effective upon its being signed by all the directors. In the event the directors are not able to reach a decision on any matter, the active membership may make such decision by a vote of a majority in interest or by a resolution in writing signed by all members, unless otherwise required by the Canada Corporations Act.

14. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
15. The remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members, when such resolution shall be confirmed by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.
16. Election of directors shall not necessarily be by ballot unless demanded by a member of the Corporation.
17. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation, and the board of directors may delegate any such responsibility to make such expenditures to any officer or employee of the Corporation.
18. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do. The board of directors may delegate to any officer, officers, employee or employees the authority to enter into such contracts, generally or specifically.

OFFICERS

19. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer or Secretary-Treasurer or any of them, and any such other officers as the board of directors may determine. Any two (2) offices may be held by the same person. The officers shall serve at the pleasure of the board of directors. The President and Vice-President shall be members of the board. The Secretary, Treasurer or Secretary-Treasurer need not be board members.
20. The board may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
21. Officers of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors and following each annual meeting of the members.
22.
 - (a) The President of the Corporation shall hold office for two (2) years from the date of appointment or election.
 - (b) The Vice-President of the Corporation will be the President-elect.
 - (c) All other officers shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

DUTIES OF OFFICERS

23. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the board of directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the board of directors are carried into effect, and he or the Vice-President with the Secretary or other officer appointed by the board of directors for the purpose shall sign all the by-laws and other documents requiring the signatures of the officers of the Corporation.
24. The Vice-President 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 as shall from time to time be imposed upon him by the board of directors.
25. The Secretary-Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall tender to the President and directors at the regular meeting of the board if directors or whenever they may require it, an account of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.
26. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires them. By resolution of the board of directors, the Corporation may designate authorizing signing officers for the purpose of maintaining a bank account and other bank dealings and such authorized signing officers need not have any other duties or designations.

MEMBERS' MEETINGS

27. The annual meeting of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in Canada as the board of directors may designate at such time and date as the directors shall appoint. At such meeting the members shall elect a board of directors and shall receive the report of the directors and auditors.
28. Fourteen (14) days' prior written notice shall be given to each member of any annual or special general meeting of members. Twenty-five percent (25%) of the members present in person at the meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one (1) vote.
29. A member may appoint as his proxy any other member to vote at any annual or special general meeting.
30. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act or by these by-laws.

AMENDMENT OF BY-LAWS

31. By-laws of the Corporation may be enacted, and the by-laws repealed or amended by by-law enacted, by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of by-laws shall not be enforced or acted upon until the approval of the Minister has been obtained.
32. The financial year end of the Corporation shall be December 31st. The membership year will be 1 January to 31 December each year.

AUDITORS

33. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

34. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of the President, Vice-President, Secretary-Treasurer or another designated director, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

RULES AND REGULATIONS

35. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation, when they shall be confirmed and in default of confirmation at such annual meeting of members, shall at and from that time cease to have force and effect.

INTERPRETATION

36. In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neuter gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.