

# **BY-LAWS relating to the conduct of the affairs of**

## **VASCULAR ANOMALIES CANADA ANOMALIES VASCULAIRES CANADA**

A Canadian Federally Regulated Not-for-Profit Corporation

### **Table of contents**

- Section 1 - General
- Section 2 - Membership
- Section 3 - Membership Dues, Termination and Discipline
- Section 4 - Meetings of Members
- Section 5 - Directors
- Section 6 - Meetings of Directors
- Section 7 - Officers
- Section 8 - Notices
- Section 9 - Dispute Resolution
- Section 10 - By-laws and Effective Date

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

### **Section 1 - General**

#### **1.01 Definitions**

In this by-law and all other by-laws of Vascular Anomalies Canada-Anomalies Vasculaires Canada, unless the context otherwise requires:

1. "Vascular Anomalies Canada - Anomalies Vasculaires Canada" shall hereinafter be abbreviated to "VAC-AVC";
2. "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;

3. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of VAC-AVC;
4. "Board" means the Board of Directors of VAC-AVC and "director" means a member of the Board;
5. "by-law" means this by-law and any other by-laws of VAC-AVC as amended and which are, from time to time, in force and effect;
6. "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;
7. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
8. "proposal" means a proposal submitted by a member of VAC-AVC that meets the requirements of section 163 (Shareholder Proposals) of the Act;
9. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
10. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Principle / Registered Office**

The principal/ registered office of VAC/ AVC shall be in a location in Canada determined by the Board and confirmed by special resolution of the members.

## **1.04 Purposes**

The purposes for which VAC-AVC is formed are as set forth in the Articles of Incorporation.

The purposes of VAC-AVC shall be:

1. Fostering professional relationships between physicians and allied healthcare professionals in Canada with an interest in vascular anomalies.
2. Promoting the highest standard of care for patients in Canada with vascular anomalies.
3. Providing information, education and support for patients with vascular anomalies, their families and the community in Canada.
4. Delivering education, disseminating scientific information and encouraging collaborative research across Canada for physicians and allied healthcare professionals in the field of vascular anomalies.

### **1.05 Corporate Seal**

VAC-AVC may have a Corporate Seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of VAC-AVC shall be the custodian of the corporate seal.

### **1.06 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by VAC-AVC shall be signed by two (2) directors with signing authority. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of VAC-AVC to be a true copy thereof.

### **1.07 Financial Year End**

The financial year end of VAC-AVC shall be as determined by the Board.

### **1.08 Banking Arrangements**

The banking business of VAC-AVC shall be in such location in Canada as determined by the Board and confirmed by ordinary resolution of the members.

All banking business or any part of it shall be transacted by two (2) directors who shall be designated by resolution of the Board.

### **1.09 Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time borrow money on the credit of the corporation for the sole purpose to benefit VAC-AVC and its members.

### **1.10 Annual Financial Statement**

The Treasurer of VAC-AVC shall present an annual financial statement to all voting members at the annual meeting of members.

## **Section 2 – Membership**

### **2.01 Membership Conditions**

In accordance with the Articles of Incorporation, there shall be two (2) classes of members in VAC-AVC; Professional Members and Student Members. The following conditions of membership shall apply:

#### **Class A: Professional Members**

There shall be two subclasses of Professional Membership:

##### **I. Physician Members:**

Membership in this subclass shall be available to all physicians in Canada, retired or practising, including physicians in training (residents and fellows), who practice or have an interest in vascular anomalies.

##### **II. All Other Health-Care Members:**

Membership under this subclass is available to healthcare professionals working or retired from work in Canada, who have some involvement or have an interest in vascular anomalies, including: nurses, scientists, rehabilitation therapists and imaging technologists.

Membership in this Class A shall be available only to those who have paid their annual membership fee. Professional Members are entitled to receive notice of, attend and vote at all meetings of members.

## **Class B: Student Members**

Membership in this class is limited to all students in Canada with an interest in a health-related field, including but not limited to: nursing, science, imaging technology, rehabilitation therapy and medicine.

Student members should be currently attending a Canadian educational institution or awaiting job opportunities post-graduation.

Membership in this class shall be available only to those who have paid their annual membership fee.

Student Members are entitled to receive notice of and attend all meetings of members. Student Members have no voting rights.

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).

### **2.02 Becoming a member of VAC-AVC**

Each applicant is required to submit a completed online Membership Application form using the VAC website. The Board shall review all applications and by resolution, approve the admission to membership. A Certificate of Membership shall be issued by electronic mail to each member following payment of the required annual membership dues.

### **2.03 Transferring Membership**

Memberships from other Corporations may not be transferred to VAC-AVC.

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.

## **Section 3 - Membership dues, termination and discipline 3.01**

### **Membership Year**

The Membership year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### **3.02 Membership Dues**

The Board shall determine the annual membership dues of each class and subclass of member. Membership dues are payable within 30 days after notification by the Treasurer and prorated during the first year of membership. Membership may be terminated if the member fails to pay annual membership dues during 2 consecutive dues cycles. Failure to pay results in automatic termination, assuming dues notification has been sent to the most recent contact address by electronic mail. Reinstatement may be considered by the Board if a member is terminated for non-payment of dues and if the member makes restitution by repayment of past dues.

### **3.03 Termination of Membership**

Membership of VAC-AVC is terminated when:

1. the member dies;
2. the member resigns by delivering a written resignation to the Chair of the Board of VAC-AVC in which case such resignation shall be effective on the date specified in the resignation;
3. the member fails to pay dues in accordance with Section 3.02 above;
4. the member is expelled in accordance with Section 3.04 below or is otherwise terminated in accordance with the articles or by-laws;
5. VAC-AVC is liquidated or dissolved under the Act.

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

### **3.04 Discipline of Members**

The Board shall have the authority to suspend or expel any member from VAC-AVC for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of VAC-AVC;

2. carrying out any conduct which may be detrimental to VAC-AVC as determined by the Board in its sole discretion;
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of VAC-AVC.

Suspension or expulsion requires an affirmative vote by at least 2/3 of the members of the Board, excluding any members against whom such action is being considered. The Chair of the Board, or such other officer as may be designated by the Board, shall give notice of suspension within 8 days to the member and shall provide reasons for the proposed expulsion. Reinstatement is possible at the next succeeding meeting of members by affirmative vote of 2/3 of eligible voting members present in person, by virtual attendance, telephone, or by absentee voting pursuant to Section 4.03. The decision shall be final and binding upon members without any further right of appeal.

## **Section 4 – Meetings of members**

### **4.01 Types of Meetings**

There shall be two (2) types of meetings of members in VAC /AVC, (1) the annual meeting of members and (2) special meeting of members.

Meetings of members may be held entirely in person within Canada, by electronic means in addition to in-person attendance or entirely by electronic means. At such meetings, members are required to vote to approve any action.

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or by means of electronic communications as determined by the Board.

### **4.02 Notice of Meeting of Members**

Members will be given notice of meetings from the Secretary by electronic mail by sending it in an email addressed to each member to their email address on record. It shall be the responsibility of each member to keep their contact information up-to-date, either by providing it via electronic mail to the Secretary, or by using VAC-AVC's website when available. Any notice shall be deemed to have been given at the time the email containing the same would have been sent and in proving such service it shall be sufficient to prove that the email containing the notice was

properly addressed and sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

#### 1. The annual meeting of members

The annual meeting of members shall occur at such date, time and place as the Board shall determine. The Board may, at its discretion, choose to seek input from the membership regarding the location of any meeting.

Notice of the date, time and place of the annual meeting of members shall be sent to each member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held. The agenda, with supporting information if required, for the annual meeting of members shall be included in the notice of the meeting. Matters not listed on the agenda may not be voted on.

#### 2. A special meeting of members

Special meetings of the members may be called by the Chair of the Board, a majority of directors or upon request of 25% of the voting members.

A special meeting shall be called by the Board within 21 days of being duly requested. Notice of a special meeting shall be sent to each member entitled to vote at the meeting, at least 30 days before the day on which the meeting is to be held. Special meetings shall occur at such date, time and place as the Board shall determine. The Board may, at its discretion, choose to seek input from the membership regarding the location of any meeting. The notice of a special meeting shall state the purpose of the special meeting. No other business shall be conducted at such meeting except business related to the stated purpose of the meeting. 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 VAC-AVC to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.03 Absentee Voting by electronic mail**

Members not present in person at a meeting of members and / or a special meeting can vote by permitting the Secretary to record their vote for both open-ballot and closed-ballot voting. There shall be no proxy voting.

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



VAC-AVC to change this method of voting by members not in attendance at a meeting of member

#### **4.04 Persons entitled to be present at meetings of members**

The only persons entitled to be present at a meeting of members shall be current Class A and Class B members, the directors and the appointed public accountant of VAC-AVC and such other persons who are entitled or required under any provision of the Act, articles or by-laws of VAC-AVC to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by ordinary resolution of the members.

#### **4.05 Persons required to be present at meetings of members**

At a special meeting of members, in addition to those entitled to be present at all meetings of members, at least three (3) members of the Board shall be present.

#### **4.06 Cost of publishing proposals for the annual meeting of members**

Any member entitled to vote may submit a proposal to be considered at the annual meeting of members. A member who submits a proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

#### **4.07 Chair of the meeting of members**

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to Chair the meeting.

#### **4.08 Quorum**

A quorum at any meeting of members shall be 20% of the members entitled to vote at such meeting. Quorum shall be present throughout the entire meeting.

#### **4.09 Votes to Govern**

At the annual 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 question.

For the annual meeting of members, in case of an equality of votes either on a show of hands or on a ballot or by electronic means, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

At a special meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by two-thirds of the votes cast on the question.

For special meeting of members, in case of an equality of votes either on a show of hands or on a ballot or by electronic means, a designated Board member in addition to an original vote shall have a second or casting vote.

## **Section 5 – Directors / members of the Board**

### **5.01 Numbers of Directors**

The Board shall consist of not less than 4 and not more than 7 directors, which include; 4 officers, the Chair, the Vice-Chair, Treasurer and Secretary and up to three (3) Directors-at-large.

### **5.02 Election and Term**

The existing Board shall recommend a slate of candidate members for the officer and Director-at-large positions for election by the membership. Subject to the Regulations under the Act, any proposal for such positions may include nominations by members signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

The Secretary shall notify the voting membership of these recommendations at least 30 days prior to the annual meeting of members at which elections will be held.

Subject to the articles, VAC-AVC members shall elect Board members at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required.

All Directors shall be elected for a fixed-term as follows:

1. Chair - three (3) years with re-election as Chair not permitted
2. Vice-Chair - three (3) years with re-election as Vice-Chair not permitted

3. Secretary - two (2) years, re-election as Secretary permitted, with a two (2) term limit
4. Treasurer - two (2) years, re-election as Treasurer permitted, with a two (2) term limit
5. Director-at-large – three (3) years with re-election as Director-at-large not permitted
6. Director-at-large – two (2) years, re-election permitted with a two (2) term limit
7. Director-at-large – two (2) years, re-election permitted with a two (2) term limit

Elections for members of the Board shall always be by closed ballot and participants at such elections not present in person must vote online using the VAC website and permit the Secretary to receive and record their vote.

## **Section 6 - Meetings of Directors**

### **6.01 Calling of Meetings**

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; provided that, for the first VAC-AVC meeting following incorporation, such meeting may be called by any director or incorporator.

### **6.02 Notice of Meeting**

Notice of the date, time and place for the holding of a meeting of the Board shall be given to every director by electronic mail or telephone, not less than 7 days before the time when the meeting is to be held.

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.

### **6.03 Regular Meetings**

At least two (2) regular meetings of the Board of VAC-AVC shall be held each year, at such date, time and place as shall be designated by the Board. Any additional meetings shall be at the Board's discretion.

A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.04 Special Meetings**

Special meetings of the Board may be called at the direction of the Chair or by a majority of the voting directors, to be held at such day, time and place as shall be designated in the notice of the meeting.

### **6.05 Votes to Govern**

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.

### **6.06 Committees**

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

## **Section 7 - Officers**

### **7.01 Description of Offices**

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

1. **Chair of the Board** - The Chair shall be a director and 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. Following the Chair's term of office, participation in advisory groups and committees shall be encouraged.
2. **Vice-Chair of the Board** - If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify. Following the Vice-Chair's term of office, participation in advisory groups and committees shall be encouraged.
3. **Secretary** - shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in VAC-AVC's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to VAC-AVC.
4. **Treasurer** - is responsible for financial records and collection and maintenance of the funds of the VAC-AVC under supervision of the Board. The Treasurer shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of VAC-AVC shall be such as the terms of their engagement call for or the Board requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## 7.02 Vacancy in Office

In the absence of a written agreement to the contrary, any director/officer may be removed from such office, with or without cause, by a majority vote of the general membership at any regular or special meeting called expressly for that purpose. Any person removed from membership pursuant to Section 3.04 shall also automatically lose their position as a director/officer.

Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed,
2. the officer's resignation,

3. such officer ceasing to be a director (if a necessary qualification of appointment) or
4. such officer's death.

## **Section 8 - Notices**

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of VAC-AVC or in the case of notice to a director to the latest address as shown in the last notice that was sent by VAC-AVC in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors); or
2. if sent to such person by electronic means at such person's recorded address for that purpose; or
3. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of VAC-AVC to any notice or other document to be given by VAC-AVC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.02 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

## **8.03 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 VAC-AVC 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.

## **Section 9 - Dispute resolution**

### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of VAC-AVC are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

### **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of VAC-AVC arising out of or related to the articles or by-laws, or out of any aspect of the operations of VAC-AVC 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 VAC-AVC 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:

- 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 VAC-AVC) 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.

- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 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 VAC-AVC 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.

## **Section 10 – By-laws and Effective date**

### **10.01 By-laws**

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

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.

### **10.01 Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.



CERTIFIED to be By-Law No. 1 of VAC-AVC, as enacted by the directors of VAC-AVC by resolution on the 15<sup>th</sup> day of November 2021 and confirmed by the members of VAC-AVC by special resolution at the first Annual Members Meeting on 26<sup>th</sup> February 2022.

Dated as of the 16th day of November 2021

*Signed P R John*

Philip John

Chair on behalf of the Board of Directors