

Canadian Association of Cardiovascular Prevention and Rehabilitation

CONSTITUTION AND BY-LAWS

Article I – Definitions and Interpretation

Section 1 – Definitions

- (a) “Association” – means “An association continued under the *Canada Not-for-profit Corporations Act*.”
- (b) “Association management” – means the application of management principles and practices consistent with the mission and values of the Association.
- (c) “Executive Director” – means the staff member responsible for the implementation of Board decisions and activities.
- (d) “Members” – shall mean any member of the Association notwithstanding category of membership.
- (e) “Association”, or “CACPR” – means Canadian Association of Cardiovascular Prevention Rehabilitation – Association canadienne de prévention et de réadaptation cardiovasculaires (ACPRC)

Section 2 – Interpretation

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 gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Article II - Corporate Seal

Section 1 – Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

Article IV – Membership

Section 1 – Application for Membership

Membership in the Association shall be limited to persons interested in furthering the objectives of the Association and shall consist of anyone whose application for admission as members has received the approval of the Board of Directors or a representative of the Board of Directors of the Association.

Section 2 – Membership Categories

Regular Members are:

- (a) Professionals regularly involved in the practice of cardiovascular disease prevention and rehabilitation.
- (b) Students are those enrolled full time in undergraduate or post-graduate studies directly related to cardiovascular disease prevention and rehabilitation. Proof of applicability must be provided upon application or renewal.
- (c) All Regular Members have voting privileges and are eligible to hold office.

Associate Members are:

- (a) Active and retired professionals interested in cardiovascular disease prevention and rehabilitation and not currently eligible as a regular member.
- (b) International professionals regularly involved in cardiac rehabilitation and prevention or who are interested in the latter that reside outside Canada and are not currently eligible as a regular member.
- (c) All Associate Members receive the same benefits as regular members; however they do not have voting privileges, nor eligible to hold office.

Section 3 – Professional Conduct

All members of the Association shall comply with the Code of Professional Conduct, which shall set out the conduct expected of members. The Code shall be established and may be amended from time to time by the Board of Directors.

Section 4 – Resignation

Any member may withdraw from the Association by delivering to the Association a written resignation.

Section 5 – Termination

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 Board President, or such other officer as may be designated by the board, shall provide twenty (20) day's 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."

Article V – Dues and Assessments

The annual dues payable by members of the Association shall be those fixed from time to time by resolution of the Board of Directors.

Article VI – Board of Directors

Section 1 – Duties and Responsibilities

- (a) The Directors of the Association may 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 do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- (b) 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 enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the Board of Directors may prescribe.

- (c) The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

Section 2 – Composition

- (a) The property and business of the Association shall be managed by a Board of Directors of not less than five (5) and not greater than fifteen (15) people.
- (b) Directors must be individuals, at least 18 years of age, with power under law to contract.
- (c) Directors must be regular members current at time of nomination.
- (d) Recognizing that a national organization requires adequate representation geographically, the directors may include 3 from Western Canada (British Columbia, Alberta, Saskatchewan, Manitoba), 4 from Central Canada (Ontario, Quebec), 2 from Atlantic Canada (New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland), 3 at large. The board structure should also reflect the multidisciplinary nature of the membership. The foregoing represents non-binding guidelines in respect of such directors.
- (e) Executive Director is the chief of staff who advises and supports the board, carrying out the strategic direction of the organization.
- (f) The Board of Directors may appoint up to three (3) additional Directors who shall hold office for a term not expiring later than the close of the next annual general meeting of Members. The total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous annual general meeting of Members. The board has the authority to appoint from outside the Association for the purposes of acquiring specific professional skills as required.

Section 3 – Terms of Office

- (a) The Board of Directors shall take office immediately upon conclusion of the annual general meeting at which they were elected.
- (b) A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and successor is elected.
- (c) Board of Director members are elected to a three (3) year term on a staggered basis and may serve no more than three (3) consecutive terms.
- (d) Directors having served three consecutive terms are not eligible for re-election for a period of one full term following the end of the third term and then may serve up to three (3) full terms.
- (e) Appointed Board members shall serve a one (1) year term renewable annually to a maximum as determined by the Board.

Section 4 – Board Vacancies

The Board of Directors by majority vote, may, by appointment, fill any vacancy for the remainder of the term with a member of the Association. The office of Director shall be automatically vacated:

- (a) If a Director shall resign by delivering a written resignation to the Secretary of the Association;
- (b) If a Director is found by a court to be of unsound mind;
- (c) If a Director becomes bankrupt or suspends payment or compounds with his creditors;
- (d) If at a special general meeting of members a resolution is passed by a majority of the members present at the meeting that a Director be removed from office;

- (e) On death.

Section 5 – Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 7 days written notice of such meeting shall be given to each Director. 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 or any adjourned meeting of the Board of Directors of the Association 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. Each Director is authorized to exercise one (1) vote.

If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

Section 7 – Quorum

At any meeting of the Board of Directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote, unless otherwise specifically provided.

Section 8 – Remuneration

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 Association as an officer or in any other capacity and receiving compensation therefore.

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.

A reasonable remuneration for all officers, agents, 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 resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Section 9 – Indemnification

Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;

- (a) all costs, charges, and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Article VII – Executive Committee

- (a) There shall be an Executive Committee composed of the five (5) officers of the Association who shall be appointed by the board of directors. The Executive Director shall be a non-voting member of the committee. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- (b) Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that seven (7) days notice of such meeting shall be given to each member of such committee. Three (3) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article VIII – Nominations and Elections

Section 1 – Appointment and Composition of Nominating Committee

The Board of Directors will appoint a Nominating Committee at the Annual Board of Director's meeting. The Nominating Committee will be comprised of the Chairperson, who shall be the Secretary, the Past-President, one Board member and one member-at-large from the general membership.

Section 2 – Duties of Nominating Committee

The Nominating Committee shall direct the annual nominations and voting for the Board of Director's.

Section 3 – Nominating Procedure/Timelines

- (a) The Nominating Committee shall select a slate of candidates in order to ensure proper succession and the long-term viability of the Association.
- (b) Nominations from the general membership for the position of Director shall be made in writing and be placed in the hands of the Secretary not later than 4:00pm on May 15th. The nomination shall include an application process for potential Directors.

Section 4 – Election of Directors

- (a) The Secretary shall circulate ballots by mail or electronic means to those members who are eligible to vote. The ballot shall clearly identify, in alphabetical order, the names of candidates for the available positions, and the number of Directors to be elected for the available positions according to Article VI, Section 2.
- (b) Every ballot, to be valid and counted in the election of Directors must be mailed, delivered or electronically sent to and be received by the Secretary of the Association not later than 4:00pm on June 30th. Any ballots not so received shall be invalid and of no effect. The ballot results shall be announced at the Annual General Meeting of the Association.
- (c) The nominees who receive the largest number of votes shall be elected.
- (d) If the number of nominees equals the number of available positions, those nominated are automatically elected by acclamation.
- (e) Any vacancies from this process will be filled by the Nominating Committee making recommendations to the Board who shall appoint the appropriate person(s).

Article IX – Officers

Section 1 – Numbers of Officers

- (a) The officers of the Association shall be a Past-President, President, Vice-President, Secretary and Treasurer and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. Officers must be members and directors.

Section 2 – Term of Office

- (a) Officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors following the nominating and voting process in which the Directors are elected.
- (b) The officers of the Association shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead.
- (c) Officers shall be subject to removal by resolution of the Board of Directors at any time.
- (d) The Vice-President shall be approved by the Board prior to taking office as the President.
- (e) In the event that the Past-President's term of office exceeds the constitutional 3 terms, then the Past-President's position shall be approved by the Board for a period of one year with voting privileges.

Section 3 – Duties of Officers

- (a) The Past-President shall be responsible for the continuity and succession of the Association. He shall be a member of the Nominating Committee.
- (b) The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors and shall have the general and active management of the affairs of the Association. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
- (c) 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.
- (d) The 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 monies, 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 render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting 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. He shall also be a member of the Finance and Marketing Committee.
- (e) The Secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall be custodian of the seal of the corporation, which he shall deliver 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.
- (f) 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.

Article X – Standing and Special Committees

Section 1 – Standing Committees

- (a) Standing committees of the Association shall be established by the Board of Directors to conduct such business and perform such duties as may from time to time be determined and shall report regularly and at least annually to the Board of Directors.

- (b) Chairs of standing committees shall be appointed annually by the Board of Directors and shall normally serve a two-year term, subject to ratification by the Board of Directors.
- (c) Members of standing committees shall serve until discharged or until their successors shall be appointed.
- (d) No member of a standing committee shall receive remuneration for duties performed on behalf of the Association but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board of Directors.

Section 2 – Special Committees

- (a) The Board of Directors may appoint ad hoc committees or task forces from time to time as required.
- (b) The Board of Directors shall appoint a chair of any special committee to serve for the duration of that committee's deliberations and submission of its report.
- (c) The Board of Directors shall determine the mandate and term of office of any special committee.
- (d) No member of a special committee shall receive remuneration for duties performed on behalf of the Association but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board of Directors.

Article XI – Annual and Special Meetings

Section 1 – Annual Meeting

The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

Section 2 – Special General Meetings

The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the corporation. The Board of Directors shall call a special general meeting of the members on written requisition of members carrying not less than 5% of the voting rights.

Section 3 – Notice

- 1) One or more of the following manners is prescribed for giving notice:
 - (a) by mail, courier or personal delivery 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;
 - (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
 - (c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and
 - (d) in the case of a corporation that has more than 250 members, by publication
 - (i) at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the members of the corporation reside as shown by their addresses in the register of members, or
 - (ii) at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.
 - (iii) If the by-laws provide for an electronic means of giving notice, the by-laws shall also set out one or more of the methods set out in paragraphs 1 (a), (c) or (d) as a non-electronic alternative manner of doing so to be used if a member requests that the notice be given by non-electronic means and if no alternative

manner is set out in the by-laws, the corporation shall only send a copy of the notice to members that request a copy."

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation 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 purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be his last address recorded on the books of the Association.

Section 4 – Quorum

The quorum for the Annual General Meeting and Special General Meetings shall be 35 members present in person, electronically or by proxy.

Section 6 – Order of Business

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

Section 7 – Voting

Each voting member present at a meeting shall have the right to exercise one vote. When a vote is to be taken at a meeting of members, the voting may be by show of hands, by paper ballot or may be carried out by means of a telephonic, electronic or other communication facility, if the facility:

- 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 Association without it being possible for the Association to identify how each member or group of members voted

Section 8 - Absentee Voting

The prescribed methods of voting are:

- a) voting by proxy; subject to the regulations, a voting member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a voting member of the corporation and a proxy form must be consistent with the regulations.
- b) voting by mailed-in ballot if the Association has a system that:
 - i) enable the votes to be gathered in a manner that permits their subsequent verification, and
 - ii) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted;
- c) voting by means of a telephonic, electronic or other communication facility if the Association has a system that:
 - i) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - ii) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Article XII – Finances

Section 1 – Signing Authority

Any one of such officers, employees or agents of the Association shall sign all cheques or other payment items issued or endorsed in the name of the Association. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

Section 2 – Banking

- (a) Any one of such officers, employees or agents so appointed may endorse cheques for deposit or payment with the Association's bankers for the credit of the Association or borrow money on the credit of the Association.
- (b) A bookkeeper, so appointed by the Board of Directors may arrange, settle, balance and certify all books and accounts between the Association's bankers and the Association.
- (c) Any one of such officers, employees or agents so appointed may receive all paid cheques and vouchers, make deposits and sign all the bank's forms of settlement of balances and releases or verification slips.

Article XIII - Auditors

- (a) The members shall at each annual meeting appoint an auditor to audit or review the accounts of the corporation for report to the members at the next annual meeting. The auditor shall 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.
- (b) Subject to compliance under the Act, the members may resolve not to appoint a public accountant and may dispense with an audit or review engagement with the understanding that compiled financial statements for the year will be made available to the membership. Such a resolution is not valid unless all members entitled to vote at annual meetings of members consent to the resolution. Such a resolution is valid until the following annual meeting of members.

Article XIV – Financial Year

Unless otherwise ordered by the Board of Directors the fiscal year- end of the corporation shall be December 31.

Article XV – Rules and Regulations

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 failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

Article XVI – Amendments

The by-laws of the corporation may be 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.