



The Canadian Association for Population Therapeutics /

L'Association Canadienne pour la Thérapeutique des  
Populations

BY-LAWS

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## **BYLAWS**

### **1. NAME**

The name of this organization shall be: The Canadian Association for Population Therapeutics (CAPT) in English. In French, the name of the organization shall be: L'Association Canadienne pour la Thérapeutique des Populations (ACTP).

### **2. DEFINITIONS AND INTERPRETATION**

#### **2.1 Definitions**

- (a) "Association" or "CAPT-ACTP" means The Canadian Association for Population Therapeutics / L'Association Canadienne pour la Thérapeutique des Populations;
- (b) "Board" means the Board of Directors, the governing body of the Association;
- (c) "Forum" means the annual conference and business meeting of the Association;
- (d) "General Assembly" means the assembly of the membership;
- (e) "general meeting" means either an annual general meeting or a special general meeting of the members;
- (f) "member" means a person who has become a member of the Association as provided by this bylaw;
- (g) "Regular Member" or "regular member" shall have the meaning ascribed to it in Section 3.3.1 herein and shall include student members;
- (h) "special resolution" means:
  - (i) a resolution passed:
    - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - (B) by a majority of not less than 75% of the votes of those members who, if entitled to do so, vote in person or by proxy;
  - (ii) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree; or
  - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, if proxies are permitted, by proxy;
- (i) "Student Member" or "student member" shall have the meaning ascribed to it in Section 3.3.3 herein; and

- (j) "honoured life member" shall have the meaning ascribed to it in Section 3.3.4 herein.

## **2.2 Interpretation**

In all by-laws, regulations, and resolutions of CAPT-ACTP, wherever the singular is used it shall be construed as meaning the plural or vice versa and wherever the masculine, feminine or body corporate is used it shall be construed as including the others as the context requires.

## **3. MEMBERSHIP**

### **3.1 Application for Membership**

- (a) Application for membership in CAPT-ACTP shall be initiated as part of the registration process for the annual conference.
- (b) Application for membership in CAPT-ACTP may also be provided in writing to the Administrative Officer or Chair of the Membership Committee, in such form as the Board may from time to time prescribe.
- (c) In the event that the Administrative Officer or Membership Committee requests proof of eligibility, it is the responsibility of the applicant to provide such proof.
- (d) Applicants may appeal to the Board the refusal of membership, the decision of which shall be final and binding, and there shall be no further appeal therefrom.

### **3.2 Membership Eligibility**

Any person who is interested in the study of the use and outcomes of drugs and other therapeutic interventions in the population is eligible for membership in the Association.

### **3.3 Membership Categories**

The categories of membership in the CAPT-ACTP shall be as outlined below, and members shall be made aware of their membership designation:

#### **3.3.1 Regular Member**

Anyone, who meets the requirements for membership, who is interested in the study of use and outcomes of drugs and other therapeutic interventions in the population.

#### **3.3.2 Partnership Member**

A corporate member shall be any corporation that provides partnership in the form of a donation in support of the annual conference as follows:

- (a) Diamond: provides 4 complimentary registrations + first position logo placement and elevated recognition throughout conference + option to co-create Pre-conference Workshop or Premier Plenary session + first choice location at Job Fair

- (b) Platinum: provides 4 complimentary registrations + second position logo placement and elevated recognition at Poster Session Reception + the opportunity to co-create a plenary session\*\*\* + second choice location at Job Fair;
- (c) Gold: provides 3 complimentary registrations + third position logo placement and special recognition at Student Oral Presentation;
- (d) Silver: provides 2 complimentary registration + logo placement and special recognition at the CAPT Job Fair;
- (e) Bronze: provides 1 complimentary registration + logo placement and general conference recognition;
- (f) Ruby: provides 2 complimentary registrations + logo placement and general conference recognition for public sector, academic, or non-profit sponsors only.

All sponsorship opportunities include broad sponsor recognition (including level) within the conference program, on the CAPT-ACTP website, and in meeting signage. The fees associated with each partnership level shall be as fixed from time to time by resolution of the Board.

\*\*\* Sponsors have an opportunity to help develop a session (theme and content) and identify potential session speakers in coordination with assigned CAPT-ACTP Scientific Planning Committee members. Or sponsor's may choose to have the CAPT-ACTP Scientific Planning Committee independently plan the session.

All partners will receive recognition in the program. The Board may adjust these amounts from time to time.

### **3.3.3 Student Member**

A student member shall be any person enrolled in a program of undergraduate or graduate studies that addresses population therapeutics and is interested in Canadian research. Postdoctoral fellows are eligible for student membership. Student members shall be considered as Regular Members but shall have different membership fees from Regular Members.

### **3.3.4 Honoured Life Member**

An honoured life member shall be any person whom the Association wishes to honour by election as an honoured life member, in accordance with established criteria.

## **3.4 Rights, Privileges, and Obligations**

All categories of members shall have equal rights, privileges and obligations, subject to the following exceptions:

- (a) Regular (including student members) and honoured life members shall have the right to be Board members, to hold elected office, to nominate candidates for elected office, to call a special general meeting, to have access to the books of the

organization, to attend any meeting of the Board (as observers) and to participate in debate on all issues, and to exercise one vote on motions relating to the issues in Section 12.6, put forth at annual or special general meetings;

- (b) All other categories of membership shall be non-voting;
- (c) A regular member holds regular membership to the end of the membership year for which dues have been paid;
- (d) Honoured life members shall pay no membership dues;
- (e) Through By-laws, certain rights may be assigned or limited to certain classifications of members;
- (f) In the event a member ceases to be a member of the Association, all rights, title and interests of such members in and to the property and assets of the Association shall revert to the Association.

### **3.5 Resignation or Expulsion**

Any member may at any time resign from membership in the Association by serving written notice to that effect upon the Administrative Officer and upon discharging any lawful liability, which is standing upon the books of the Association at the time of such notice. Any member may at any time be expelled from the Association Board of Directors by a vote of  $\frac{3}{4}$  majority of the Directors.

## **4. DUES AND ASSESSMENTS**

### **4.1 Amount of Dues**

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

### **4.2 When Due**

The first dues of a member shall be payable at the time of application for membership. Dues are thereafter paid annually and must be paid prior to conference attendance.

### **4.3 Delinquency and Cancellation**

A member who fails to pay annual dues within a period to be established by the Board shall cease to hold membership.

## **5. CERTIFICATION OF DOCUMENTS**

The President, or another officer whom the Board may designate, shall have the authority to certify specific documents.

## **6. ORGANIZATION**

### **6.1 Administrative Structure**

The Association shall consist of a General Assembly, a Board of Directors, and an Executive Committee consisting of five (5) officers: the President (ex officio), the President-Elect, the Treasurer, the Secretary, and the Immediate Past President.

### **6.2 Professional Staff**

#### **6.2.1 Establishment of Positions**

The establishment of professional staff positions, such as an Executive Director and an Administrative Officer, shall be approved by member majority vote at the annual general meeting.

#### **6.2.2 Appointment to Positions**

The Board is authorized to appoint qualified individuals to fill established professional staff positions, and the remuneration and terms of service shall be stated in contracts between the Association and those appointed.

#### **6.2.3 Job Descriptions**

The duties of all professional staff employees shall be stated in specific job descriptions for each position. These job descriptions shall be approved by the Board and may be varied from time to time by mutual agreement between the Board and the staff concerned. These job descriptions may include some of the duties assigned elsewhere in these By-laws to one or more of the officers of the Association.

## **7. BOARD OF DIRECTORS**

### **7.1 Duties and Responsibilities**

The affairs of CAPT-ACTP shall be governed by the Board which shall supervise, control, and direct all activities of the Association, its committees and publications, the disbursement of its funds and the determination of its policies.

The Board shall actively pursue the mission and goals of CAPT-ACTP and may adopt such rules and regulations for the conduct of its business as may be deemed advisable. The Board may delegate to any committee or officer any or all powers, duties, and authority of the Board, which may be lawfully granted. Board members shall serve in a representative capacity and, as such, are expected to express the general policies and positions of their electoral group, but shall act in accordance with personal best judgment and initiative, after hearing and participating in debate on issues within the lawful authority of the Board.

### **7.2 Composition**

The Board shall be comprised of a minimum of ten (10) and a maximum of fifteen (15) eligible members of the Association, duly elected by the membership. The total

composition will include the five (5) officers of the Board (i.e., the Executive Committee). The President, as a member of the Executive Committee, serves as an ex-officio member of the Board without vote. Where there is a tie vote of the Board, the President may cast a deciding vote.

The Board must have diverse representation. This includes Academia (minimum 1 position), Industry (minimum 1 position), Consulting (minimum 1 position), and a Patient representative (minimum 1 position). The Executive Committee must also have diverse representation with at least two of the previously described groups represented.

### **7.3 Term of Office**

- (a) Members of the Board elected by CAPT-ACTP membership as Members-At-Large shall hold office for a term of two (2) years and may serve only two (2) consecutive terms. A member must step down after two consecutive terms for one year before again becoming eligible for election, unless by unanimous Board consent they transition to the Executive Committee. The President, President-Elect, Immediate Past President, Treasurer, and Secretary shall serve, without interruption, subject to the limitation on terms of office stated in Section 9.3 herein.

The Past President must step down from the Board for at least one year after functioning as Past President, unless by unanimous Board consent they transition to Treasurer or continue as a board member-at-large.

- (b) The term of office of Board members shall commence immediately following the CAPT-ACTP annual general meeting and shall conclude upon the induction of their successors. Board members must maintain their membership in good standing throughout their term on the Board.
- (c) Elections for Board positions (i.e., Members-At-Large, President-Elect, Treasurer and/or Secretary) will be held annually at the annual general meeting. Each year, a President-Elect will be elected, as well as a sufficient number of Members-at-Large to fill the positions that would otherwise be vacant at the close of the annual general meeting.

### **7.4 Board Vacancies**

Should a vacancy occur on the Board by virtue of the death, resignation, removal, or ineligibility of a Board Member-At-Large elected by the general membership, the Board may appoint another member to serve the balance of the term. (See Section 9.4 for vacancies of Executive positions.) The Board will establish a transparent process for such an appointment in its policies, and the appointee must be confirmed by a majority vote of the Directors. A Board member so appointed shall be eligible for election to the Board in accordance with Section 7.3(a) herein.

### **7.5 Standard of Care**

All members and officers of the Board shall exercise the powers and discharge the duties of their office honestly, in good faith and in the best interests of the Association, and in

connection therewith shall exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **7.6 Meetings**

The Board shall meet at least once annually at such time and place as the President may designate. The President may invite the chair of any standing or special committee or a representative of any duly constituted organization to attend a regular or special meeting of the Board as an observer or to report on any matter of interest to the Board.

#### **7.7 Special Meetings**

Special meetings of the Board may be called by the Executive Committee or at the request of at least seven (7) members of the Board in good standing. Notice of any special Board meeting shall be sent to Board members by mail or email at least 30 days prior to the meeting and contain sufficient information to permit the Board members to form reasoned judgments on the decision to be made. No other business shall be considered at such meetings.

#### **7.8 Notice of Meeting**

A written notice of any meeting of the Board shall be sent to each Board member at least 21 days (exclusive of the day on which notice is sent, but inclusive of the day for which notice is given) before the meeting is to take place. Notice of such Board meeting or any irregularity in the calling or conduct thereof, can only be waived by the unanimous consent of all members of the Board.

#### **7.9 Quorum**

At any meeting of the Board, unless otherwise specifically provided, a quorum shall consist of a majority of those Board members entitled to be present and vote. Such quorum of Board members present shall be competent to do and perform all acts, which are or shall be directed to be done at any such meeting. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though members leaving reduce the number to less than a quorum, however, in such circumstances no voting shall take place. The President, as well as members who have declared a conflict of interest, shall be counted in determining a quorum.

#### **7.10 Order of Business**

The current edition of Robert's Rules of Order shall govern the Association in all procedural matters not contained in these By-laws.

#### **7.11 Voting Rights and Procedures**

Only Board members in attendance at any meeting of the Board may vote, except for the President who may not vote. In the case of an equality of votes, the President may cast the deciding vote. Proxies are not accepted at meetings of the Board.

#### **7.12 Teleconferencing**

If all the members of the Board consent, any one or more members of the Board may participate in the meeting by means of such telephone, audio-video conferencing, or other communication facilities as permit all persons participating to hear each other, and a member participating in such a meeting by such means shall be deemed to be present at that meeting.

#### **7.13 Remuneration**

No Board member, including any officer or Executive Committee member, shall receive any remuneration for duties performed on behalf of the Association. Board members may be reimbursed for reasonable expenses, as approved by the Board, incurred while performing such duties.

At the discretion of the governing CAPT-ACTP Board, members of the Board shall receive a discount on their CAPT-ACTP Annual Conference registration fee and/or annual membership fee. The amount shall be fixed from time to time by the governing CAPT-ACTP Board.

#### **7.14 Indemnification**

All Board members, officers, and members of standing or special committees of the Association and their heirs, executors and administrators shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (a) All costs, charges and expenses whatsoever which Board members, officers or committee members sustain or incur in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices;
- (b) All other costs, charges, and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

#### **7.15 Removal**

Members of the Board may be removed before the expiration of their term for reasonable cause or if they have been absent from two (2) consecutive meetings of the Board without reason deemed by the Board to be adequate. A resolution passed at a general meeting of the members of which not less than 21 days' notice specifying the intention to propose the resolution has been given and by a majority of not less than 2/3 of the votes of those members who, if entitled to do so, vote in person in favour of such removal at the general meeting.

## **8. NOMINATIONS AND ELECTIONS**

### **8.1 Appointment and Composition of Nominating Committee**

The Nominating Committee will be comprised of the President-elect, President, Past President and two to five board members selected or appointed to the Nominating Committee at the time standing and special committees are assigned to the board.

### **8.2 Duties of Nominating Committee**

The duties of the Nominating Committee shall be set forth in terms of reference, which shall be established from time to time by the Board, such duties to include:

- (a) Nomination of a full slate of candidates for election to the Executive Committee and Board, namely
  - (i) President-Elect
  - (ii) Treasurer (as applicable)
  - (iii) Secretary (as applicable)
  - (iv) Members-at-Large
- (b) Recommendation to the President, naming candidates to fill vacancies on the Executive Committee pursuant to Section 9.4 herein.

### **8.3 Call for Nominations**

At least three (3) months before the annual general meeting the Nominating Committee shall:

- (a) Provide written notice to the entire CAPT-ACTP membership of all vacant positions;
- (b) Invite nominations by members of individuals to stand for election to these positions;
- (c) Announce that the closing date for the receipt of such nominations shall be one (1) month before the scheduled date of the annual general meeting.

### **8.4 Nominating Procedures**

The Nominating Committee shall check that those who have been nominated are willing to serve, if elected to office, and shall ensure that at least one name is put forward for each vacant position. If a nominee is not already a CAPT-ACTP member, once elected or acclaimed, they must become a member of CAPT-ACTP and maintain their membership in good standing throughout their term on the Board. Nominations received by the Committee shall not be secret at any time, and any candidate shall be free to withdraw in favor of another.

## **8.5 Ballot Prior to Annual General Meeting**

- (a) At least **four (4)** weeks before the annual general meeting, the Chair of the Nominating Committee shall prepare and circulate to the voting members a ballot containing the names of all persons nominated and willing to serve. The return date of this ballot shall be no less than **one (1) week** prior to the annual general meeting;
- (b) The President shall, no fewer than 30 days prior to the annual general meeting, appoint three (3) scrutineers from among the voting members of the Association who shall be neither members of the Executive Committee nor candidates for election or appointment to the Executive Committee;
- (c) Each voting member of CAPT-ACTP shall have one (1) vote. Officers and Board members will be declared elected on the basis of a majority of votes cast by mail, facsimile, or electronic transmission as verified by the scrutineers;
- (d) At the annual general meeting, the President will announce the results of the election or acclamation of officers and Board members.

## **9. OFFICERS**

### **9.1 Number of Officers**

The officers of the Association shall be the President, President-Elect, Immediate Past President, Treasurer, and the Secretary.

### **9.2 Duties of Officers**

The duties of President, President-Elect, Treasurer, Secretary and Immediate Past President shall be such as their titles by general usage would indicate or as may be required by law, or as specified or assigned to them from time to time by the Board. The officers constitute the Executive Committee.

- (a) The President shall:
  - (i) Be responsible for the management of the Association in accordance with the policies and procedures established by the Board;
  - (ii) Serve as chief operating officer responsible for the Administrative office;
  - (iii) At all times devote full effort to the fulfillment of the goals of the Association;
  - (iv) Chair meetings of the General Assembly, of the Board, and of the Executive Committee;
  - (v) In consultation with the Administrative Officer, prepare agenda for meetings of the General Assembly, and of the Board and Executive Committee;

- (vi) Ensure that all policies and actions approved by the General Assembly and by the Board are properly implemented;
- (vii) The President shall be an ex-officio member of all committees.
- (b) The President-Elect shall:
  - (i) Fulfill the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office;
  - (ii) Perform all specific duties assigned by the President or requested by the Board or the General Assembly;
- (c) The Immediate Past President shall:
  - (i) Chair the Nominating Committee;
  - (ii) Perform all specific duties assigned by the President or requested by the Board or General Assembly;
- (d) The Treasurer shall:
  - (i) Chair the Finance Committee and ensure that books of account are maintained, recording all receipts and disbursements;
  - (ii) Have signing authority over Association accounts with the President;
  - (iii) Cause financial statements to be prepared from time to time;
  - (iv) Present the audited financial statements at the annual general meeting;
  - (v) Report on the Association's financial status at the request of a general meeting or the Board;
- (e) The Secretary shall:
  - (i) Ensure that the minutes of all meetings of the members and the Board are recorded and transcribed;
  - (ii) Have custody of the minutes of all meetings;
  - (iii) Give all notices as required by law or by By-law; and,
  - (iv) Ensure all books, reports, certificates, and other documents and records required by law (e.g., by-laws) are properly kept and filed.

### **9.3 Term of Office**

The President's term is three (3) years; one (1) year each as President-elect, President and Past President. The Treasurer and Secretary terms are each two (2) years. With Board approval, officers can remain in a specific executive role for up to one (1) additional year,

or until their successors shall be elected, to avoid executive vacancies. Other terms of office are described in Section 7.3(b) herein.

A Board Member who runs for one of the Executive positions in mid-term, and is not successful, will continue on the Board to the completion of their term.

#### **9.4 Vacancies**

Should the office of the President become vacant, it shall be filled by the President-Elect. Vacancies in any elected office shall be filled, on the recommendation of the Nominating Committee, by the Board for the balance of the term thereof.

#### **9.5 Removal of Executive Committee Members**

Executive Committee members may, by resolution of the Board, be removed before the expiration of their term for reasonable cause or if they have been absent from two (2) consecutive meetings of the Executive Committee without reason deemed by the Executive Committee to be adequate. A 2/3 majority of the Board must approve the resolution for removal at a meeting at which the Executive Committee member concerned has been invited to make a statement.

### **10. EXECUTIVE COMMITTEE**

#### **10.1 Composition**

The Executive Committee shall be comprised of all duly elected officers. The term of office of the Executive Committee shall commence immediately following the annual general meeting.

#### **10.2 Duties and Responsibilities**

The Executive Committee shall supervise the management of the Association, shall actively pursue its objectives, and shall oversee the financial affairs of the Association, subject to such directions as may, from time to time, be given or imposed by the Board. The Executive Committee shall exercise all the powers and authority of the Board, except those which must be exercised by the Board or when the latter is in session. Decisions of the Executive Committee are subject to ratification by the Board at its next regularly scheduled meeting.

#### **10.3 Meetings**

The Executive Committee shall meet at least once annually at such times and places as the President and Executive Committee may designate.

#### **10.4 Notice**

- (a) A written notice of any meeting of the Executive Committee shall be given to each member of the Executive Committee either by electronic mail or regular mail at least 7 days before the meeting is to take place.

- (b) Notice of such meeting or any irregularity in the calling or conduct thereof, can only be waived by the unanimous consent of the Executive Committee members entitled to attend the meeting.

## **10.5 Quorum**

At any meeting of the Executive Committee, a quorum shall consist of a majority of the members of the Executive Committee being present. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though members leaving reduce the number to less than a quorum. In such a case the Executive Committee shall not vote on issues arising. Executive Committee members who have declared a conflict of interest shall be counted in determining a quorum.

## **10.6 Voting Rights and Procedures**

- (a) Only those Executive Committee members present at an Executive Committee meeting may vote.
- (b) Except as otherwise provided in these By-laws, a motion at any meeting of the Executive Committee shall be decided by a majority of votes. In the case of an equality of votes, the President may cast the deciding vote.

## **10.7 Teleconferencing**

If all the members of the Executive Committee consent, any one or more members of the Executive Committee may participate in the meeting by means of such telephone, audio-video conferencing, or other communication facilities as permit all persons participating to hear each other, and a member participating in such a meeting by such means shall be deemed to be present at that meeting.

# **11. STANDING AND SPECIAL COMMITTEES**

## **11.1 Standing Committees**

- (a) Standing committees of the Association shall be established by the Board to conduct such business and perform such duties as included in their terms of reference and shall report annually to the Board.
- (b) Chairs of standing committees shall be appointed annually by the President from among the voting membership of the Association and shall normally serve a one-year term, subject to ratification by the Board. Such Chairs may, but need not, be members of the Board.
- (c) Other members of standing committees may be appointed by the Chair in consultation with the President, and may, but need not, be members of the Board.
- (d) Standing Committee members shall serve until discharged or until their successors shall be appointed.

- (e) A member of any committee, whether standing or special, may be removed before the expiration of that person's term. A 2/3 majority of the Board must approve the resolution for removal.
- (f) The Standing Committees of the Board shall include but are not limited to:
  - the Executive Committee
  - the Scientific Program Committee
  - the Finance Committee
  - the Partnership Committee
  - the Nominating Committee
  - the Membership, Marketing, and Student (MMAS) Committee

## **11.2 Special Committees**

- (a) The Board may establish special committees and their terms of reference as required from time to time. Any special committee so established shall serve for the duration of its deliberations and until submission of its report.
- (b) Chairs of special committees shall be appointed by the President from among the voting membership of the Association and may, but need not, be members of the Board.
- (c) Other members of special committees may be appointed by the Chair of such special committee, in consultation with the President, and may, but need not, be members of the Board.

## **11.3 Remuneration**

No member of a standing or 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.

## **12. ANNUAL AND SPECIAL GENERAL MEETINGS**

### **12.1 Annual General Meeting**

The annual general meeting of the Association shall be held each year at such time designated by the Board or Executive Committee. The timing of the meeting is in the autumn (October/November) of each year to coincide with the annual conference.

### **12.2 Special General Meetings**

Except where otherwise provided in these By-laws, special meetings of the members shall be called by the Secretary upon resolution of the Board. The President shall also call a special general meeting upon the written request of at least one-third of the voting members of the Association within 60 days after the filing of such request with the President. Notice of such special general meetings shall contain sufficient information to

permit members to form a reasoned judgment on the decision to be taken, and no other business may be considered at those meetings.

### **12.3 Notice**

- (a) The Secretary shall give each member 30 days' written notice of the date, time and place of the meeting. Such notice shall be delivered to the last known address of each member in the mail or by email. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
- (b) A meeting may be held without sufficient notice if:
  - (i) all the members are personally present; or
  - (ii) those members who are not present sign a waiver of notice, such waiver to be valid whether signed before or after the meeting occurs.

### **12.4 Quorum**

A quorum of the members for the purposes of the annual general meeting shall consist of one-fifth of the voting members of the Association. A quorum of the members for the purposes of any special general meeting shall consist of one-twentieth of the voting members of the Association. No business shall be transacted unless a quorum is present. The meeting may continue even though members leaving reduce the number to less than a quorum.

### **12.5 Order of Business**

The usual order of business, determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by By-laws, procedure shall be in accordance with Robert's Rules of Order.

### **12.6 Voting**

Voting at a member meeting shall be conducted according to this section.

- (a) Only those voting members of the Association in attendance at annual or special general meetings may vote.
- (b) Every question shall be decided by a majority of votes cast on the question, unless a greater majority is required by law or by By-law.
- (c) Unless otherwise required by law or in these By-laws, all voting shall be conducted by a show of hands.
- (d) In the event of an equality of votes, the President may cast the deciding vote.
- (e) Proxies are not accepted at annual or special general meetings.

## **12.7 Books and Records**

All members can request to inspect the books and records at any time and copies of any records provided to them on request. Such inspection will occur at the Administrative office established by CAPT-ACTP.

## **13. FINANCES**

### **13.1 Signing Authority**

All cheques, drafts, orders for payment of money, notes, acceptances, and bills of exchange issued or endorsed on behalf of the Association shall be signed by the Treasurer. Amounts greater than \$5,000 require the signatures of the Treasurer and the President.

### **13.2 Banking**

- (a) Any one officer, employee, or agent so appointed in writing by the majority of the Board may endorse cheques for deposit with the Association's bankers for the credit of the Association or the same may be endorsed "for deposit only" with the bankers of the Association.
- (b) Any one officer, employee, or agent so appointed in writing by the majority of the Board may arrange, settle, balance, and certify all books and accounts between the Association's bankers and the Association and may receive all paid cheques and vouchers and sign all the Bank's forms of settlement of balances and releases or verification slips.
- (c) All funds paid to the Association shall be deposited, from time to time, to the credit of the Association in such manner as the Board may approve.

### **13.3 Surplus Funds of the Association**

The Board may set aside a reserve for contingencies from the surplus of the Association or may invest the surplus funds of the Association in a manner as may be determined from time to time by resolution.

### **13.4 Financial Gain & Borrowing**

The business of CAPT-ACTP shall be carried on without the purpose of financial gain for its members and any profits or other accretions to CAPT-ACTP shall be used solely in promotion of the Association's objectives. The Association cannot borrow money to finance its operations.

## **14. AUDITORS**

An auditor shall be appointed each year at the annual general meeting of the members of the Association. The auditor shall have access at all reasonable times to the books and accounts of the Association and all receipts, documents and vouchers relating thereto, and shall conduct an audit thereof. The audit shall be presented to the membership of the organization at the annual general meeting.

**15. FINANCIAL YEAR**

The financial year of the Association shall commence on the first day of January in each year.

**16. AFFILIATIONS**

The Association may affiliate itself with or become a member of any other organization with similar aims and objectives, as may be determined by resolution of the Board.

**17. DISSOLUTION**

In the event that the Association is dissolved, and after payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be distributed to one or more organizations in Canada carrying on similar activities.

**18. AMENDMENTS**

- (a) The By-laws of the Association may only be rescinded, altered or added to by special resolution.
- (b) The rescission or alteration of or addition to a By-law comes into force on registration by the Alberta Corporate Registry.