

**THE ASSOCIATION OF HEMOPHILIA CLINIC DIRECTORS OF CANADA  
ASSOCIATION CANADIENNE DES  
DIRECTEURS DES CLINIQUES D'HEMOPHILIE**

**BY-LAW NUMBER 1**

**DEFINITIONS AND INTERPRETATION**

1. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:
  - (a) "**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;
  - (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - (c) "**Board**" means the board of directors of the Corporation;
  - (d) "**By-Laws**" means this By-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
  - (e) "**Director**" means a member of the Board;
  - (f) "**Meeting of Members**" includes an annual meeting of members (an "**Annual Meeting**") or a Special Meeting; "**Special Meeting**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting;
  - (g) "**Member**" means an individual that meets the requirements for membership set out in Sections 4 and 5 of this By-Law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
  - (h) "**Officer**" or "**Officers**" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-Laws;
  - (i) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast on that resolution; and
  - (j) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time.
2. In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

**CORPORATE SEAL**

3. The Corporation 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 the Corporation shall be the custodian of the corporate seal.

## CONDITIONS OF MEMBERSHIP

4. Membership in the Corporation shall be limited to those persons who are medical directors (including associate directors and co-directors) of hemophilia comprehensive care programs in Canada recognized by the Corporation. All such persons shall remain Members of the Corporation so long as they are members of a recognized hemophilia comprehensive program in Canada. The Board shall approve the application for admission as a Member of the Corporation and shall review on an annual basis the membership of the Corporation, on the recommendation of the Governance and Nominating Committee.
5. The Corporation shall have three classes of membership:
  - (a) Full Members are medical directors (including associate directors and co-directors) of hemophilia comprehensive care clinics recognized by the Corporation. All such persons shall remain Members as long as they retain their clinic position. These Members have the right to hold office, vote at meetings and in elections for office, and to fully participate in the operations of the Corporation.
  - (b) Associate Members are individuals invited to participate in the activities of the Corporation who do not meet the requirements for full membership, but who contribute to the aims and goals of the Corporation. They may not hold office or vote, but may attend meetings and hold membership on Corporation committees.
  - (c) Emeritus Members are those individuals who have been previous Full or Associate Members, who upon retirement are given honorary recognition for their activities and achievements on behalf of the Corporation. These individuals are appointed for life at the discretion of the Board.
6. There shall be no membership fees or dues unless otherwise directed by the Board.
7. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

## DISCIPLINE OF MEMBERS

8. **Discipline of Members.** The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:
  - (a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
  - (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the president, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written

submissions to the president, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

### BOARD OF DIRECTORS

9. The property and business of the Corporation shall be managed by a Board of ten (10) Directors, at least one (1) of which shall be elected from each of the following five geographic regions:
- (a) Atlantic (being Newfoundland, Nova Scotia, New Brunswick and Prince Edward Island);
  - (b) Quebec;
  - (c) Ontario;
  - (d) Central West (being Manitoba and Saskatchewan); and
  - (e) West (being Alberta, British Columbia, the Yukon and the Northwest Territories).

A majority of the number of Directors elected to the Board shall constitute a quorum.

10. At each Annual Meeting, the Members shall elect Directors to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three (3) years from the date of their election or until the third Annual Meeting after each election, whichever shall occur first. No Director may serve more than two (2) consecutive three (3) year terms as a Director without a minimum of one (1) three (3) year term absent from the Board, unless elected as an Officer. Where a Director is elected as an Officer, they may serve an additional term or terms on the Board while they are in office as an Officer and the provisions of this Section 10 shall only apply once the Director is no longer an Officer, in which case the term of such Director shall end at the Annual Meeting following the expiration of such Officer term. For further certainty, where a Director's term of office as an Officer expires at the Board meeting immediately following the Annual Meeting and the Director will not be reappointed as an Officer, the Director shall not be eligible to seek office as a Director at such Annual Meeting.
11. The office of Director shall be automatically vacated:
- (a) if a Director has resigned their office by delivering a written resignation to the secretary of the Corporation;
  - (b) if the Director is found by a court to be of unsound mind;
  - (c) if the Director becomes bankrupt or suspends payment or compounds with the

Director's creditors;

(d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by Ordinary Resolution, may, by appointment, fill the vacancy with a Member of the Corporation for the remainder of the term.

12. A Director may be removed from office at any time by Ordinary Resolution of the Members.
13. Meetings of the Board may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meeting shall be given to each Director by telephone, facsimile, or e-mail. There shall be at least two (2) meetings per year of the Board and additional meetings as necessary. Meetings shall be called by the president of the Corporation. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board 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 at all meetings of the Board.
14. If all the Directors 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 a conference telephone or other communications facilities as permit an 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.
15. If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
16. A resolution in writing, signed by 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.
17. 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, provided such expenses are approved by the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore, subject to the fact that no remuneration shall be paid to any Officer, whether or not such Officer is also a Director.
18. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

#### INDEMNITIES TO DIRECTORS AND OTHERS

19. Every Director or Officer of the Corporation or other person who has undertaken or is

about to undertake any liability on behalf of the Corporation 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 Corporation, 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 them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

(b) all other costs, charges and expenses which such Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director's own willful neglect or default.

### POWERS OF DIRECTORS

20. 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 may prescribe.
21. 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.

### OFFICERS

22. The Officers of the Corporation shall be a president (who shall serve as chair of the Board), vice-president, secretary and a treasurer. In addition, the Board may appoint the most recent former president of the Corporation to the Office of past-president.
23. Other than the past-president, who need not be a Director, Officers shall be appointed by Ordinary Resolution of the Board from among the elected Directors of the Corporation at the first meeting of the Board following the Annual Meeting at which the Directors are elected.
24.
  - (a) The Officers of the Corporation shall hold an office for two (2) years from the date of election or until successors are elected. Other than the past-president, no Officer may serve more than four (4) consecutive two (2) year terms as an Officer without a minimum of one (1) term absent from the Board. Where the Officer is the past-president, they may serve in such role even if they have exceeded the maximum term of Office set-out in this Section 24(a), following which they must be absent from the Board for a minimum of one (1) term prior to being elected as an Officer again.

(b) Officers shall be subject to removal by Ordinary Resolution of the Board of Directors.

#### DUTIES OF OFFICERS

25. The president shall be the chief executive officer of the Corporation. The president shall preside and act as Chair at all Meetings of the Members and of the Board. The president shall have the general and active management of the affairs of the Corporation. The president shall see that all orders and resolutions of the Board are carried into effect.
26. 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 in cooperation with the president as shall from time to time be imposed upon the vice-president by the Board.
27. 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 from time to time. The treasurer 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, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.
28. The secretary shall be empowered by the Board, upon resolution of the Board, 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. The secretary shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or president, under whose supervision the secretary shall be. The secretary shall be custodian of the seal of the Corporation, which they shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.
29. The Board may appoint one Director to the roles of secretary and treasurer, in which case such Director shall fulfill both roles and be known as the "Secretary-Treasurer". For further certainty, in the event a Director is serving as Secretary-Treasurer, they shall still only be entitled to exercise one (1) vote at all meetings of the Board.

## EXECUTION OF DOCUMENTS

30. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) Officers or Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

## MEETINGS

31. 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 annual financial statements are available at the registered office of the Corporation, and any member may, on request, obtain a copy.
32. The Members may consider and transact any business, either special or general at any Meeting of the Members. The president shall have power to call, at any time, a Meeting of the Members. A quorum at any meeting of the Members shall be a majority of the Members entitled to vote at the meeting. Each Full Member shall be entitled to cast one (1) vote at all Meetings of the Members.
33. Between twenty-one (21) and sixty (60) days' written notice shall be given to each Member of any Meeting of Members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each Meeting of Members must remind the Members that they have the right to vote by proxy.
34. No error or omission in giving notice of any Meeting of Members 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 their last address recorded on the books of the Corporation.

35. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
36. If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### VOTING OF MEMBERS

37. At all Meetings of Members of the Corporation every question shall be determined by Ordinary Resolution unless otherwise specifically provided by the Act or by these By-Laws.
38. Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
  - (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
  - (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
39. Pursuant to Section 171(1) of the Act, a member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
  - (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - (b) a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary

- i. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
- ii. with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

(c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

(d) if a form of proxy is created by a person other than the Member, the form of proxy shall

- i. indicate, in bold-face type,
  - A. the meeting at which it is to be used,
  - B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
  - C. instructions on the manner in which the Member may appoint the proxyholder,
- ii. contain a designated blank space for the date of the signature,
- iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
- iv. provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- v. provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
- vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

(e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

(f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

(g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

40. A resolution in writing, signed by all the Members entitled to vote on that resolution at a Meeting of Members, is as valid as if it had been passed at a Meeting of Members.

#### FINANCIAL YEAR

41. Unless otherwise ordered by the Board the fiscal year end of the Corporation shall be March 31.

#### COMMITTEES

42. The Board may, in their discretion, from time to time appoint Special Committees. Such committees shall have terms of reference spelling out membership, terms of office, goals/objects/activities, all of which shall be subject to approval by the Board. The Board shall appoint a Chair of each Special Committee and the Chair's term shall expire when the Committee is no longer required or when the term of office of the Board expires, whichever comes first. The Board may appoint and remove a member of any committee by Ordinary Resolution, including without limitation members of the Executive Committee or the Membership and Nominating Committee. Committee members shall receive no remuneration for serving as such, but are entitled to receive reimbursement for reasonable expenses incurred in the exercise of their duty, provided such expenses are approved by the Board.
43. Notwithstanding the Board's discretion to form a Special Committee as it sees fit, the following Standing Committees shall be permanent and shall exercise such powers as are authorized by the Board of Directors.
44. Executive Committee
- (a) There shall be an executive committee composed of the Officers the Corporation. The executive committee shall exercise such powers as are authorized by the Board which powers shall include the appointment of ad hoc scientific subcommittees, as necessary from time to time to carry on the objects of the Corporation.
- (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 forty-eight (48) hours written notice of such meeting shall be given to each member of the committee. A majority of the 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.

45. Membership and Nominating Committee  
This committee shall consist of three members consisting of the past- president, who will act as chair, the previous past-president, and an individual who has recently completed their term as a Director of the Corporation and is no longer serving on the Board. The committee have such responsibilities as are determined by the Board or set out in committee terms of reference, if any.

#### AMENDMENT OF BY-LAWS

46. The By-Laws of the Corporation not embodied in the Articles of Continuance may be repealed or amended by Ordinary Resolution of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a Meeting of the Members. By-Law.

#### AUDITORS

47. The Members shall at each Annual Meeting appoint an auditor to audit 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.

#### BOOKS AND RECORDS

48. The Directors shall see that all necessary books and records of the Corporation required by the Act, the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### RULES AND REGULATIONS

49. The Board 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 when they shall be confirmed, and failing such confirmation, shall at and from time to time cease to have any force and effect.