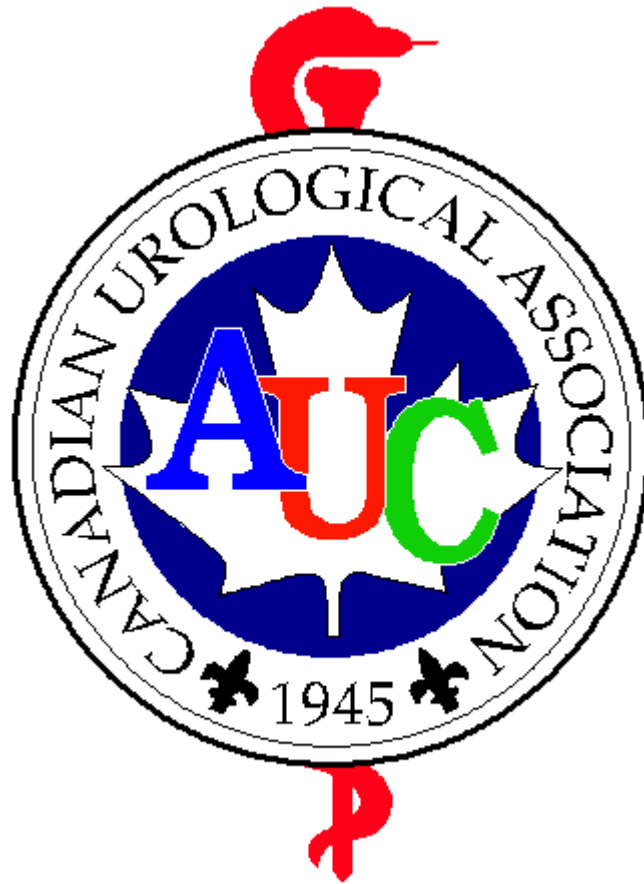


CANADIAN UROLOGICAL ASSOCIATION
BYLAWS



REVISION 2009
Approved at the Annual Meeting
June 30, 2009

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L'ASSOCIATION DES UROLOGUES DU CANADA
BYLAW No. 1 (Revision 2009)**

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**CANADIAN UROLOGICAL ASSOCIATION/
L'ASSOCIATION DES UROLOGUES DU CANADA
(the "Association")
BYLAW No. 1
(Revision 2009)
("this Bylaw")**

Article I : CORPORATE SEAL

(a) Corporate Seal

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

Article II : MEMBERSHIP

(a) Categories of Membership

Membership in the Association shall be limited to persons interested in furthering the objects of the Association and shall consist of honorary members ("Honorary Members"), senior members ("Senior Members"), active members ("Active Members"), associate members ("Associate Members"), candidate members ("Candidate Members") and inactive members ("Inactive Members") (each being referred to herein as a "Member" with all members being referred to as the "Members"). Only Active Members shall be eligible to become Officers or Executives, and only Senior and Active members shall be eligible to become committee members or have any right to vote at the meetings of Members (the "Voting Members").

(i) **Honorary Members**

Honorary Members shall be such persons as may be recommended by resolution of the Executive Committee of the Association (the "Executive") (each member of the Executive being referred to herein as an "Executive" with all members of the Executive being referred to as the "Executive Committee" or the "Executive"). They shall be non-voting Members, shall be exempt from the requirement to pay annual dues and shall not be eligible to become officers of the Association (the president ("President"), immediate past-president ("Immediate Past-President"), president-elect ("President-Elect"), vice-president ("Vice-President"), secretary ("Secretary"), treasurer ("Treasurer") and vice-president education ("Vice-President Education"), each of which is herein referred to as an "Officer" with all officers being referred to as the "Officers"), Executives or Executive Committee members. They shall, subject to the terms of this Bylaw, have such other rights and privileges as the Executive may from time to time by resolution determine;

(ii) **Senior Members**

- A. Active Members in good standing in the Association for a minimum of five (5) years, on reaching the age of sixty-five (65) years or after thirty (30) consecutive years of Active membership or retiring completely from active urological practice with twenty-five (25) consecutive years

of Active membership may become Senior Members. They shall be Voting Members, shall be exempt from the requirement to pay annual dues and shall, subject to the terms of this Bylaw, have such other rights and privileges as the Executive may from time to time by resolution determine. At each annual meeting of the Association ("Annual Meeting"), Senior Members wishing to attend the scientific program only, will be exempt from the scientific program registration fee; and

- B. Past Presidents of the Association may apply for Senior Member status and are automatically eligible for election at the next Annual Meeting.
- C. any Active Member who is eligible for Senior membership, and who desires to be transferred to Senior membership shall apply in writing to the Secretary at least sixty (60) days before the date of an Annual Meeting.

(iii) Active Members

Candidates for Active membership shall:

- A. be graduated from a medical school meeting the standard of accreditation determined by the Royal College of Physicians and Surgeons of Canada;
- B. have received adequate training and experience in urologic surgery in a hospital or hospitals approved by the Association provided that the adequacy of the standards of training and experience shall be in the sole determination of the Executive;
- C. be medical practitioners, duly qualified and registered or licensed in the country, province or state in which they practice their profession;
- D. have passed an examination in urology approved by the Association;
- E. have produced evidence satisfactory to the Executive that they are exclusively in the study and/or practice of urology; and
- F. have agreed to abide by the letters patent and bylaws of the Association in force from time to time.

Active Members shall be Voting Members and shall, subject to the terms of this Bylaw, have such other rights and privileges as the Executive may from time to time by resolution determine.

(iv) Associate Members

Associate Members shall be physicians, surgeons or others who cannot fulfil the requirements for Active membership but are interested in the objects of the Association. They shall be non-voting Members and shall not be eligible to become

Officers, Executives or committee members. They shall, subject to the terms of this Bylaw, have such other rights and privileges as the Executive may, from time to time, by resolution determine.

(v) Candidate Members.

Candidates for Candidate membership shall:

- A. be residents, clinical fellows or research fellows enrolled in an accredited urology training program; and
- B. be required to provide proof of resident or fellowship status from their program director; and
- C. be automatically offered active membership status upon attaining their FRCS (Urology) qualification and completing postgraduate training.

Candidate Members shall be non-voting Members, be exempt from the requirement to pay the annual fee and shall not be eligible to become Officers, Executives or committee members. They shall, subject to the terms of this Bylaw have such other rights and privileges as the Executive may, from time to time, by resolution determine. At the discretion of the Council, a resident representative may be invited to attend the meetings of the Executive.

(vi) Inactive Members

Inactive Members shall be Members who no longer are in practice and who are not eligible for Senior membership. Inactive Members shall be non-voting Members, shall be exempt from the requirement to pay annual dues and shall not be eligible to become Officers, Executives or committee members. They shall, subject to the terms of this Bylaw, have such other rights and privileges as the Executive may from time to time by resolution determine.

(b) Election of Members

- (i) Application for Active, Associate or Candidate membership must be made on the form provided by the Secretary. The application must be endorsed in writing by two (2) Senior or Active Members in good standing. The application must be in the hands of the Secretary sixty (60) days before the date of the relevant Annual Meeting.
- (ii) The application shall be investigated by the Secretary and sent on to the Executive. Applications approved by the Executive, shall be voted on at the Annual Meeting.
- (iii) The Secretary will notify each new Member of his/her election, furnish him/her with a copy of the letters patent and bylaws, and notify the Treasurer of such elections.

(c) Resignations

Any Member in good standing may resign his/her membership by notification in writing to the Secretary.

(d) Discipline

Matters of discipline shall rest in the hands of the Executive. They shall have power to:

- (i) reprimand;
- (ii) suspend until the next Annual Meeting; or
- (iii) recommend expulsion of a Member.

If expulsion is recommended it shall be brought to an Annual Meeting or a special meeting of the Association (“Special Meeting”) and a resolution passed by at least seventy-five (75%) percent of the Voting Members present shall be required to expel the Member. The Member in question shall be informed of the impending action and given an opportunity to appear on his or her own behalf, with legal counsel if desired, before the Executive.

(e) Membership Fees or Dues and Assessments

Membership fees or dues shall be determined annually by resolution of the Executive. Any Member in arrears in respect of payment of annual dues for two (2) years shall be automatically removed from membership.

(f) Membership Not Transferable

The interest of a Member in the Association is not, directly or indirectly, transferable.

Article III : EXECUTIVE COMMITTEE

(a) Number and Qualification

The property and business of the Association shall be managed by a board of directors to be called the Executive or Executive Committee and which shall be composed of twelve (12) directors to be called Executives comprising the seven (7) Officers and five (5) other Executives elected by the Members. Executives shall be individuals, at least eighteen (18) years of age and have power under law to contract. An Executive must be an Active Member in good standing.

(b) Term of Office of Executives

The Executives who are Officers shall be elected as Officers at each Annual Meeting for a term of one (1) year or until their successors are elected by the Voting Members and shall hold office as Executives for the same period. Those five (5) Executives who are elected from among the Active Members and are not also Officers (“Executives-at-Large”) shall hold office for a term of three (3) years provided that no more than two (2) of such five (5) Executives-at-Large shall retire at the conclusion of each Annual Meeting.

The five (5) Executives-at-Large shall be chosen so as to have one (1) representative from each of the five (5) Regions of Canada: Atlantic, Québec, Ontario, Alberta and the Prairies, BC & the Territories.

The transition from the previous six (6) Executives-at-Large to five (5), allocated by region, shall be accomplished at the expiry of the terms of current Executives-at-Large.

(c) Vacation of Office

The office of an Executive shall be automatically vacated:

- (i) if he/she resigns his office by delivering a written resignation to the Secretary of the Association;
- (ii) if he/she is found by a court to be of unsound mind;
- (iii) if he/she becomes bankrupt or is unable to pay his/her debts as they become due;
- (iv) if at a special meeting of the Members, a resolution is passed by at least sixty-six and two-thirds (66 2/3) percent of the Voting Members present at such meeting that he/she be removed from office;
- (v) if an Executive who has assumed such office by virtue of being elected an Officer is removed as an Officer; or
- (vi) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, the Executive Committee by majority vote may fill the vacancy. If a meeting of Members fails to elect the number of Executives required by the letters patent or bylaws of the Association or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Executive Committee, the Executives remaining in office may exercise all the powers of the Executive Committee provided that a quorum of Executives is elected or remains in office as the case may be.

(d) Resignation

A retiring Executive whose resignation stipulates that it is not to be effective until a certain meeting of the Executive Committee or Members shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is to be effective.

(e) Remuneration

The Executives shall serve as such without remuneration and no Executive shall directly or indirectly receive any profit from his/her position as such, provided that an Executive may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing contained herein shall be construed to preclude any Executive from serving the Association as an agent or in any other capacity and receiving compensation therefore.

Article IV : OFFICERS

(a) Officers

The Officers shall be limited to the President, the Immediate Past-President, the President-Elect, the Vice-President, the Secretary, the Treasurer and the Vice-President Education. No Officer may hold more than one (1) office at any given time.

(b) Election

Officers shall be elected by resolution of the Members at each Annual Meeting of the Members.

(c) Term

Officers shall hold office for a term of one (1) year from the date of election or until their successors are appointed. Officers may be removed by resolution of the Executive Committee at any time.

(d) Other

The Voting Members shall be free to elect a secretary-elect and/or a treasurer-elect at an Annual Meeting which is one (1) year in advance of the incumbent Secretary's or Treasurer's completion of the maximum number of terms of office; or if the Voting Members become aware that the incumbent Secretary or Treasurer does not intend to complete the maximum number of terms of office, at an Annual Meeting which is one (1) year in advance of the incumbent Secretary's or Treasurer's completion of terms of office. The secretary-elect and treasurer-elect shall not be Officers or Executives of the Association provided that they shall be entitled to receive notice of and to attend meetings of the Executive in order to perform their duties provided further that they shall not have the right to vote thereat.

Article V : POWERS OF EXECUTIVE COMMITTEE

(a) Management

The Executive Committee of the Association shall 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, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Association is by its letters patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Executive shall (i) have power to authorize expenditures on behalf of the Association from time to time; (ii) report on the previous year's work to each Annual Meeting; (iii) consider applications for membership and make recommendations to the Annual Meeting; and (iv) receive reports from the chairs of the standing committees of the Association (the "Standing Committees") and initiate appropriate studies of action where indicated.

(b) Finances

The Executive shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of

furthering the objects of the Association. The Executive 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 Association in accordance with such terms as the Executive may determine.

(c) Employees

The Executive may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Executive. The Executive may delegate by resolution to an Officer or Officers the right to appoint and pay agents, to hire and pay employees.

(d) Remuneration

The Executive may fix a reasonable remuneration for all agents, Officers and employees, if any.

(e) Borrowing

The Executive may from time to time:

- (i) borrow money upon the credit of the Association;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of the Association;
- (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

The Executive may delegate such powers to such Officers or Executives to such extent and in such manner as the Executive may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Association.

Article VI : DUTIES OF OFFICERS

(a) President

The President shall be the chief executive officer of the Association and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Association. The President shall:

- (i) have the general and active management of the affairs of the Association;
- (ii) see that all orders and resolutions of the Executive are carried into effect;

- (iii) convene and preside at all meetings of the Executive and each Annual Meeting and Special Meeting.
- (iv) call special meetings of the Executive when necessary;
- (v) be the president of the executive council of the Canadian Urological Association Scholarship Foundation (the “Foundation”);
- (vi) be an ex-officio member of all Association committees; and
- (vii) perform such other duties as may be determined by resolution of the Executive from time to time.

The following protocol is to be followed for the installation of each President. The Secretary of the Association is to release the collar badge from the outgoing President, and place it on the incoming President, while the following statement is read by the outgoing President. “It is my pleasant duty, on the authority of the Executive Committee of the Canadian Urological Association, to decorate you with this insignia of the office of President. I command you to wear it on all occasions when you are performing your official duties as President”. The Secretary shall place the Past President’s medal on the outgoing President while the following statement is read by the President: “It is a pleasure as my first official duty to award you with the Past President’s medal, symbolic of the high office you have held in this Association”. The President’s badge of office is to be worn when he/she presides at a meeting of the Association, and at any function where he/she is officially representing the Association.

(b) President-Elect

The President-Elect shall:

- (i) serve for the President when required;
- (ii) serve as chair of the bylaws committee of the Association (the “Bylaws Committee”);
- (iii) attend all meetings of the Executive; and
- (iv) perform any additional duties assigned by the President.

(c) Immediate Past-President

The Immediate Past-President shall:

- (i) attend all meetings of the Executive;
- (ii) conduct meetings in the absence of the President and President-Elect; and
- (iii) be chair of the nominating Committee of the Association (the “Nominating Committee”); and

(iv) be chair of the Association Endorsement Committee.

(d) Vice-President

The Vice-President shall:

- (i) attend all meetings of the Executive;
- (ii) be chairman of the awards committee of the Association (the “Awards Committee”);
- (iii) perform any duties assigned by the President; and
- (iv) perform such other duties as may be determined by resolution by the Executive from time to time.

(e) Treasurer

The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects of the Association in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Executive from time to time. He/she shall disburse the funds of the Association by cheques countersigned in conformity with banking resolutions approved by the Executive as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Executive at regular meetings of the Executive, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. The Treasurer shall:

- (i) be chair of the finance Committee of the Association (the “Finance Committee”);
- (ii) keep a cash book, and bank accounts in the name of the Association;
- (iii) keep a journal, ledger and an alphabetical list of all members showing their financial status with the Association;
- (iv) cause to be prepared an annual audit of the Association’s books and shall present a certificate of such audit at each Annual Meeting;
- (v) send to all Members each year, bills for the succeeding year’s dues and any assessments levied; On these bills shall be printed such portions or sections of Bylaws which refer to payment of dues and arrears; and
- (vi) prepare a list of Members in arrears and present this list to the Executive for their action.

Each Treasurer shall be eligible for re-nomination and re-election annually but not exceeding five (5) terms of office unless such further term or terms of office is approved by a resolution passed by at least sixty-six and two-thirds (66 2/3%) percent of the Voting Members present at an Annual Meeting.

(f) Secretary

The Secretary shall carry on the affairs of the Association generally under the supervision of the Officers and shall attend all meetings of the Executive and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Members and of the Executive, and shall perform such other duties as may be specified by the Executive or President, under whose joint supervision he/she shall be. He/she shall be custodian of the seal of the Association, which he/she shall deliver only when authorized by a resolution of the Executive to do so and to such person or persons as may be named in such resolution. The Secretary shall:

- (i) receive and give prompt attention to correspondence and keep accurate records of the same;
- (ii) obtain records of the proceedings of all Association committees so that he/she may have in his/her possession a record of all the activities of the Association;
- (iii) keep an accurate list of:
 - A. Members;
 - B. applications for membership;
- (iv) receive applications for membership and shall refer them when complete to the attention of the Executive;
- (v) send notices of all meetings of the Association to all Members and notices of committee meetings to the members thereof;
- (vi) be an ex officio member of all Association committees;
- (vii) be a member of the executive council of the Foundation;
- (viii) keep a file of the letters patent and bylaws;
- (ix) keep the minutes and all records of each Annual Meeting, Special Meeting and of the Executive;
- (x) have printed in booklet form, at the expense of the Association, a roster of membership at the direction of the Executive and provide a copy to each Member of the Association;

- (xi) prepare an application form for Active, Associate and Candidate membership for approval by the Executive;
- (xii) notify a Member who is reprimanded, suspended or expelled;
- (xiii) coordinate the activities of the Endorsement, Bylaws, Awards, and Socioeconomic Committees and of the Historian;
- (xiv) be responsible for administrative relations with affiliated and other societies; and
- (xv) perform such other duties as may be determined by the Executive from time to time.

Each Secretary shall be eligible for re-nomination and re-election annually but not exceeding five (5) terms of office unless such further term or terms of office is approved by a resolution passed by at least sixty-six and two-thirds (66 2/3%) percent of the Voting Members present at an Annual Meeting.

(g) Vice-President Education

The Vice-President Education shall be responsible for the strategic development and coordination of all medical and scientific activities of the Association and of event management functions. In particular the Vice-President Education shall:

- (i) coordinate the activities of the Guidelines, Continuing Professional Development, Patient Information and Residency Affairs Committees;
- (ii) coordinate the scientific, educational and organizational aspects of the Annual Meeting including the activities of the Scientific Program, Prize Essay, and Local Organizing Committees;
- (iii) be responsible for scientific and educational relations with affiliated and other societies;
- (iv) have overall responsibility for the communications policy and activities - including publications, the journal, the Association website and the Information Technology Committee;
- (v) attend all meetings of the Executive.

The Vice-President Education shall be eligible for re-nomination and re-election annually but not exceeding four (4) terms of office unless such further term or terms of office is approved by a resolution passed by at least sixty-six and two-thirds (66 2/3%) percent of the Voting Members present at an Annual Meeting.

(h) Secretary-Elect

The secretary-elect shall be elected for a term of one (1) year or until his/her successor is appointed. The secretary-elect shall:

- (i) anticipate the requirement to open a bank account on behalf of the Association to take effect on the day he/she assumes office as Secretary;
- (ii) become familiar with and make arrangements in anticipation of the requirement to take over the secretarial duties including all computerized aspects of the Association which involve the Secretary;
- (iii) become involved and remain current in respect of routine secretarial duties including membership recruitment, database updating, correspondence, and the secretarial role in the functioning of the Association and the Executive; and
- (iv) perform secretarial duties if the Secretary is unavailable, provided that such duties shall not be deemed to include the right to be considered an Officer or Executive or the right to vote at meetings of the Executive.

(i) Treasurer-Elect

The treasurer-elect shall be elected for a term of one (1) year or until his/her successor is appointed. The treasurer-elect shall:

- (i) anticipate the requirement to open a bank account on behalf of the Association to take effect when he/she assumes office as Treasurer;
- (ii) become familiar with and make arrangements in anticipation of the requirement to take over the treasurer duties including all computerized aspects of the Association which involve the Treasurer;
- (iii) become involved and remain current in respect of routine Treasurer duties including membership dues status, corporate sponsors, the Association's financial holdings and the Treasurer's role in the functioning of the Association and the Association's Executive; and
- (iv) perform Treasurer duties if the Treasurer is unavailable, provided that such duties shall not be deemed to include the right to be considered an Officer or Executive or the right to vote at meetings of the Executive.

Article VII : STANDING COMMITTEES

(a) Standing Committees

The Standing Committees shall be:

- (i) the Bylaws Committee;
- (ii) the Nominating Committee;
- (iii) the Finance Committee;
- (iv) the socioeconomics committee (the “Socioeconomics Committee”);
- (v) the committee on residency affairs (the “Committee on Residency Affairs”);
- (vi) the historian (the “Historian”);
- (vii) the awards committee (the “Awards Committee”);
- (viii) the prize essay committee (the “Prize Essay Committee”);
- (ix) the programme committee (the “Programme Committee”);
- (x) the local organizing committees (the “Local Organizing Committees”);
- (xi) the guidelines committee (the “Guidelines Committee”);
- (xii) the Continuing Professional Development committee (the “CPD Committee”);
- (xiii) the Endorsement Committee;
- (xiv) the Patient Information committee (the “PI Committee”);
- (xv) the Information Technology Committee (the “IT” Committee)
- (xvi) the Annual Meeting Planning Committee (the AMP Committee)

Only Senior or Active Members shall be eligible to become members of the Standing Committees.

All members of all Standing Committees shall serve without remuneration but may be reimbursed at the sole discretion of the Executive for any reasonable expense incurred while performing duties directly related to the business of the Association. Subject to the terms of this Bylaw, Members of all Standing Committees shall hold office for a term of one (1) year or until their successors are elected or named.

(b) Bylaws Committee

- (i) The Bylaws Committee shall consist of the President, the Immediate Past-President, the President-Elect and the Secretary.
- (ii) The chair shall be the President-Elect of the Association.
- (iii) The Bylaws Committee shall be responsible for regular review of the bylaws and shall deal with matters referred by the Executive or the Association.
- (iv) The chair shall submit an annual report in writing to the Executive and shall report to the Members annually at the Annual Meeting.

(c) Nominating Committee

- (i) The Nominating Committee shall consist of seven (7) Voting Members comprising the Immediate Past-President, one (1) other past-president, the President-Elect, and four (4) Senior or Active Members.
- (ii) The Nominating Committee will be elected at the Annual Meeting one (1) year prior to the Annual Meeting at which the Nominating Committee must submit its report.
- (iii) The four (4) members-at-large shall be elected for a term of two (2) years, two (2) to be elected annually. Consecutive terms may not be served. Prior officers of the association shall be excluded from holding one (1) of the four (4) members-at-large positions.
- (iv) The Immediate Past-President is to act as the chair of this committee or, in his/her absence, the President-Elect.
- (v) This committee shall nominate the President, President-Elect, Vice-President, Secretary, Treasurer, members-at-large of the Executive, elective members of the Standing Committees and the chairs of the administrative and scientific councils of the Foundation. These names will be submitted to the next Annual Meeting.
- (vi) The Nominating Committee shall display in its deliberations not merely the traditional geographic concerns but also sensitivity to community/university/urological representation.
- (vii) Any Active or Senior member present at the Annual Meeting is entitled to make alternative nominations. In the event that more than one (1) eligible candidate is nominated for a position, the successful candidate will be determined by a ballot vote of the Voting Members present.

(d) Finance Committee

- (i) The Finance Committee shall consist of the President, the President-Elect, the Vice-President Education, the Treasurer, the Secretary, the chairs of the Local Organizing Committees for the two (2) forthcoming Annual Meetings, and the chair of the Administrative Council of the CUA Scholarship Foundation.
- (ii) The chair of the Finance Committee will be the Treasurer of the Association.
- (iii) The purpose of the Finance Committee shall be:
- (iv) to develop short and long term financial plans for the Association for submission to the Executive;
- (v) to develop and maintain a database of companies and other agencies which have provided financial support to the Association, and the contact persons in those companies or agencies;
- (vi) to establish lines of communication between the Association and companies or agencies providing financial support to the Association; and
- (vii) to coordinate fund raising efforts for the Association, the Annual Meeting and for the Foundation.

(e) Socioeconomics Committee

- (i) The Socioeconomics Committee shall consist of a chair to be proposed and elected annually at the Annual Meeting. The chair shall recruit one (1) regional representative, who must be an Association Member, from each of Atlantic Canada, Québec, Ontario, The Prairies and British Columbia who will in turn liaise with the respective Provincial Urology representatives to provide input into issues that are undertaken by the committee (Section (e)(iv)). Committee membership should represent both academic and community urology interests as much as possible.
- (ii) The chair shall be elected annually by the Voting Members of the Association. He/She shall be eligible for re-nomination and re-election annually, not exceeding four (4) terms. Other members of the committee shall serve a term not exceeding five (5) years. The chair shall report to the Executive, submit an annual report in writing to the Executive and shall report to the Members annually at the Annual Meeting.
 - 1. The chair shall act as liaison with the Canadian Medical Association and represent the Association at the Federation of National Specialist Societies of Canada.
- (iii) The Socioeconomics Committee shall concern itself with all practical aspects of the economics of urological practice in Canada. This may include:

- A. information relating to average incomes and fee schedules;
 - B. manpower data including the number of urologists in practice, the number of residents in training and the number who leave or enter the country;
 - C. the exchange of information on financial matters such as fee negotiations, alternate methods of remuneration, income caps, relative value fee guides and other similar topics of interest to the Members;
 - D. the review of utilization issues such as hospital and bed closures and other similar topics of interest to the Members; and
 - E. standards of access to resources necessary for urological practice, including new technologies, operating time, call schedule demands.
- (iv) The Socioeconomics Committee shall meet annually prior to the Annual Meeting. Additional meetings may be held at the expense of the Association with permission of the Executive.
 - (v) The chair shall submit an annual report in writing to the Executive and shall report to the Members annually at the Annual Meeting.
- (f) Committee on Residency Affairs
- (i) The Committee on Residency Affairs shall have identical membership to the Royal College of Physicians and Surgeons of Canada Specialty Committee for Urology. It shall consist of the Program Directors of all residency education programs in Urology in Canada, representatives of the five (5) Regional Advisory Committees of the Royal College of Physicians and Surgeons of Canada, the chair of the Examination Board in Urology of the Royal College of Physicians and Surgeons of Canada and a representative community based practicing urologist. The chair will be selected according to the process for selection of Specialty Committee chairs of the Royal College of Physicians and Surgeons of Canada.
 - (ii) The Committee on Residency Affairs will have a nucleus group of representatives of the five (5) Regional Advisory Committees of the Royal College of Physicians and Surgeons of Canada and the community based member, to be chaired by the chair of the Committee on Residency Affairs
 - (iii) The Committee on Residency Affairs shall study the standards of education and training most suitable for the development of urologists and shall act for the Association in collaboration with the Royal College of Physicians and Surgeons of Canada for the establishment of objectives of training, specialty training requirements, standards of accreditation, and examination requirements and other educational issues related to residency education in Urology in Canada.

- (iv) The chair shall submit a report in writing to the Vice-President Education as requested, at least semi-annually for presentation at each meeting of the Executive, and the Annual Meeting.

(g) Historian

- (i) The Historian shall be elected annually by the Voting Members; and shall be eligible for re-nomination and re-election annually, not exceeding five (5) terms unless such further term or terms of office is approved by a resolution passed by at least sixty-six and two-thirds (66 2/3%) percent of the Voting Members present at an Annual Meeting.
- (ii) He/she may appoint other Voting Members to assist him with his/her duties.
- (iii) The Historian, in consultation with the Executive; shall:
 - A. maintain in good order and safe keeping the past records of the Association;
 - B. retain and periodically exhibit such memorabilia as are the property of the Association; and
 - C. deliver or arrange presentations of an historical nature as may be of interest to the Association.

(h) Awards Committee

- (i) The Awards Committee shall consist of the Vice-President, Secretary, President, and two (2) Voting Members who will be elected at the Annual Meeting. The Vice-President is to be chair of this committee. This committee shall determine the recipient of any award as may be authorized by the Executive
- (ii) The Canadian Urological Association Award is a life-achievement award that honours outstanding contributions made to Canadian urology. The award is not necessarily presented annually. The Awards Committee makes the final decision.
- (iii) Honorary membership is not necessarily presented annually. The Awards Committee shall recommend candidates for Honorary membership to the Executive at the time of an Executive meeting for presentation, if approved, during the Scientific Programme of the Annual Meeting, usually at the time of the Honorary Member's presentation.

(i) Programme Committee

The Programme Committee shall be appointed by the President and shall arrange the programme for the Annual Meeting. The term of office of this committee shall be one (1) year.

(j) Local Organizing Committees

Each Local Organizing Committee shall be appointed by each incoming President-Elect and shall make the necessary arrangements regarding the Annual Meeting to be held in the year during which such President-Elect is President. The term of office of members of this committee shall be from the date of appointment until completion of all activities related to the relevant Annual Meeting or until their successors are appointed.

(k) Prize Essay Committee

(i) The Prize Essay Committee shall consist of the chair of the Scientific Program Committee who will act as chair, and two other members of the Scientific Programme Committee, selected by the chair, normally from different centres.

(ii) There will be two (2) prize essay presentations at each scientific meeting; one (1) on a basic science subject and one (1) on a clinical subject related to urology.

(iii) The prize essays will be selected from the submissions for each annual scientific program. The prize is open to any Active, Associate or candidate Member of the Association who has completed residency or fellowship not more than three years previously.

(iv) The essay shall not have been previously published or awarded a prize, nor shall it have been presented to any meeting other than to the essayist's hospital staff. Essayists will be required to submit a letter stating that they have not published the paper nor received a prize for it if they wish to be considered for this prize.

(v) Each prize-winning submission will be presented during the scientific program.

(l) Guidelines Committee

(i) The Guidelines Committee shall consist of a chair and five (5) Voting Members.

(ii) The chair shall be elected annually by the Voting Members. He/She shall be eligible for re-nomination and re-election annually not exceeding four (4) terms.

(iii) The five (5) Voting Members shall be the Executives-at-Large.

- (iv) The Guidelines Committee shall:
 - A. produce guidelines on current urological practice;
 - B. review and update previously issued guidelines within five (5) years;
 - C. evaluate new technologies;
 - D. make recommendations on standards for office procedures, free standing clinics and any other out-of-hospital urological activity or facility as deemed appropriate by the Association; and
 - E. Adhere to a process of guideline creation and revision to include:
 - Evidence based medicine
 - Declaration of authorship and conflict of interest
 - Expert and regional review of proposed guidelines
 - Circulation of proposed guidelines prior to Annual Meeting
 - Voting on the guidelines at the Annual Meeting
 - Publication and Promulgation of the guidelines
- (v) The Guidelines Committee shall meet at the time of the Annual Meeting. Additional meetings may be held at the expense of the Association if mandated by the Executive.
- (vi) The chair shall submit an annual report in writing to the Vice-President Education for presentation to the Executive and to the Annual Meeting.
- (m) Continuing Professional Development (CPD) Committee
 - (i) The CPD Committee shall consist of a chair and Active Members in good standing.
 - (ii) The chair shall be elected annually by the Voting Members of the Association. He/She shall be eligible for re-nomination and re-election annually not exceeding five (5) terms.
 - (iii) CPD Committee members shall be elected by the chair in consultation with the Executive and shall serve for terms of one (1) year or until their successors are nominated and/or elected. They shall be eligible for re-nomination/or re-election annually not exceeding four (4) terms provided that the Executive shall be free to determine that certain CPD Committee members may serve for terms of greater than one (1) year or greater than four

(4) years in the aggregate, from time to time, to promote continuity on the CPD Committee.

- (iv) The CPD committee shall:
 - A. Provide accreditation with the Royal College of Physicians and Surgeons of Canada MoCert Program for group learning activities that are held in Canada;
 - B. Provide liaison with the Office of Professional Development at the Royal College of Physicians and Surgeons of Canada;
 - C. Develop/Evaluate/Implement new educational programs on behalf of the members of the Association;
 - D. Undertake and coordinate timely Needs Assessments on behalf of the members of the Association;
 - E. The chair, or designate, shall sit on the Program Committee of the Annual Scientific Meeting to advise on the requirements for CPD accreditation.
- (v) The CPD Committee shall meet at the time of the Annual Meeting. Additional meetings may be held at the expense of the Association if mandated by the Executive.
- (vi) The chair shall submit an annual report in writing to the Vice-President Education for presentation to the Executive and to the Annual Meeting.
- (n) Endorsement Committee
 - (i) The Endorsement Committee shall consist of the President, the Immediate Past-President, the President-Elect, the Vice-President, the Treasurer, the Secretary and the Vice-President Education.
 - (ii) The chair shall be the Immediate Past- President of the Association.
 - (iii) The Endorsement Committee shall meet annually at the time of the Association Annual Meeting.
 - (iv) The Endorsement Committee shall be responsible for use of the Association logo, review new applications from third parties seeking endorsement of educational, research or marketing activities, and provide guidance to the Executive and the Association.
 - (v) The Secretary will keep a log of all Association Endorsements and the coordinates of contact persons for each, and shall make this available to the chair for annual review, or at any other time. Educational activities specifically

accredited by the Association through the CPD committee using the Association logo must be included in this log, being provided to the central office by the chair of the CPD Committee.

- (vi) Endorsement may start at any time during the year with full approval of the endorsement committee by electronic vote. All endorsements will be reviewed annually by the endorsement committee at its annual meeting, and if approved will be renewed for a period of one (1) year starting July 1.
 - (vii) The chair will notify the party requesting endorsement, in writing, whether endorsement is granted or denied, and clearly indicate the term of endorsement.
 - (viii) The Secretary will contact the contact persons annually, one (1) month in advance of the Endorsement committee meeting, to determine whether endorsement renewal is requested.
 - (ix) Endorsement renewal shall be at the sole discretion of the Endorsement committee.
 - (x) The chair shall submit an annual report in writing to the Secretary for presentation to the Executive and to the Members annually at the Annual Meeting.
- (o) Patient Information (PI) Committee
- (i) The PI Committee shall consist of a chair and six (6) members;
 - (ii) The chair shall be elected annually by the Voting Members. He/She shall be eligible for re-nomination and re-election annually not exceeding four (4) terms;
 - (iii) The balance of the PI Committee shall, to the extent practicable, be representative of the Association membership in terms of geography, academic interests, community interests, specific urologic or research expertise and interest in patient education materials. The PI Committee shall consist of six (6) individuals (excluding the chair) who are Voting Members in good standing;
 - (iv) The PI committee shall produce educational material on all aspects of urologic practice aimed at the general public and at patients and their families;
 - (v) The PI Committee shall meet at the time of the Annual Meeting. Additional meetings may be held at the expense of the Association if mandated by the Executive;
 - (vi) The chair shall submit an annual report in writing to the Vice-President Education for presentation to the Executive and to the Annual Meeting.

(p) Information Technology (IT) Committee

- (i) The Information Technology Committee shall consist of a chair and members recruited to provide necessary expertise and input;
- (ii) The chair shall be elected annually by the Voting Members. He/She shall be eligible for re-nomination and re-election annually not exceeding four (4) terms;
- (iii) The membership of the IT Committee shall, to the extent practicable, provide representation of both Academic and Community based urologists. Notwithstanding the restrictions in paragraph a) of ARTICLE II and paragraph a) of this Article, the IT committee should have representation of the staff of the Association directly involved in the planning and/or operations of information technology. This might also include, from time to time, candidate members or non-urologists whose skills are important to the mandate of the committee;
- (iv) The IT Committee shall provide input to the Association on the Internet services provided to members by other medical associations and societies and on the Information Technology tools for providing those services;
- (v) The IT Committee shall have overall responsibility for the structure and content of the Association Website;
- (vi) The IT Committee shall have oversight on matters pertaining to the use of Information Technology in the operations of the Association;
- (vii) The chair shall submit an annual report in writing to the Vice-President Education for presentation to the Executive and to the Annual Meeting.

(q) Annual Meeting Planning Committee

- (i) The Annual Meeting Planning Committee shall consist of the VP Education, the President-Elect, the Secretary, the past LOC Chair, the past Scientific Committee Chair, the present LOC Chair, the present Scientific Committee Chair, the next year's LOC Chair, and the next year's Scientific Committee Chair;
- (ii) The Chair shall be the Vice-President Education;
- (iii) The AMP Committee shall be responsible for the long term planning of the Annual Meeting, including:
 - A. Recommending future meeting venues to the Executive;
 - B. Recommending to the Executive the benefits to be received by members contributing to the meeting;

- C. Recomening to the Executive the honoraria and benefits to be received by invited speakers at the meeting;
- D. Determining the Annual Meeting format (length, dates and general outline).

Article VIII : COMMITTEES

(a) Committees

The Executive may establish, by resolution, other committees on such terms and conditions as the Executive deems appropriate, whose members will have such powers, hold such offices and receive such remuneration, if any, at the discretion of the Executive or as otherwise determined by the Executive.

Article IX : MEETINGS OF THE EXECUTIVE COMMITTEE

(a) Meetings: Number and Notice

Meetings of the Executive may be held at any time and place to be determined by the Executive, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Executive. Provided further that, if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. No notice of a meeting of the Executive shall be required if all Executives are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Executive or any adjourned meeting of the Executive shall invalidate such meeting or make void any proceedings taken thereat and any Executive may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The President may, and the Secretary shall upon written requisition of not less than a majority of the Executives, call a meeting of the Executive. There shall be at least two (2) meetings per year of the Executive.

(b) Quorum

A majority of the number of Executives shall constitute a quorum at any meeting of the Executive provided that such assembly includes at least three (3) Officers.

(c) Voting.

Each Executive shall be entitled to exercise one (1) vote at each meeting of the Executive. Except as expressly provided herein and unless otherwise expressly provided by the Canada Corporations Act, at all meetings of the Executive, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(d) Teleconference Calls

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

(e) Resolution in Writing

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

Article X : MEETINGS OF THE MEMBERS

(a) Meetings

Meetings of Members shall be either an Annual Meeting or a Special Meeting. The Annual or any Special Meeting of Members shall be held at the head office of the Association or at any place in Canada and on such date as the Executive may determine. The Members may resolve that a particular meeting of Members be held outside Canada.

(b) Quorum

Ten percent (10%) of the Active Members present in person at any meeting of the Members shall constitute a quorum at any such meeting.

(c) Business at Annual Meeting

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Executive, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business which the Members under the letters patent, bylaws, including this Bylaw and applicable law are so authorized to transact, at any Annual Meeting.

(d) Special Meeting

The Executive or the President shall have power to call, at any time, a Special Meeting. The Executive shall call a Special Meeting on written requisition of ten (10) percent of the Voting Members.

(e) Notice

Fourteen (14) days written notice by mail shall be given to the Members of any Annual or Special Meeting. Notice of any meeting shall contain sufficient information to permit the Members to form a reasoned judgment on any matter to be considered at such meeting. No error or omission in giving notice of any Annual or Special Meeting or any adjourned meeting, whether Annual or Special, shall invalidate such meeting or make void any proceedings taken thereat and the Voting Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

(f) Voting: Proxies

Each Voting Member shall have the right to exercise one (1) vote at each meeting of the Members on each matter which properly comes before each such meeting. Members shall not be entitled to appoint a proxy holder.

(g) Resolution in Writing

A resolution in writing, signed by all of the Voting 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 the Members.

(h) Majority of Votes

Except as expressly provided herein and unless otherwise expressly provided by the Canada Corporations Act, at all meetings of the Members, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Article XI : AFFILIATES

(a) Affiliates

- (i) An organization or society may apply for affiliate status. The application shall be made in writing to the Secretary of the Executive and shall include a copy of the constitutional documents of such organization or society. The Executive shall consider the application at its next regular meeting and shall submit it to the membership at the next Annual Meeting. An organization or society will become an affiliated society (“Affiliated Society”) only by majority vote of each of the Executive and the Voting Members.
- (ii) An organization which is granted Affiliate status may designate itself as follows: “Affiliate Society of the Canadian Urological Association”.
- (iii) An Affiliated Society may or may not hold its annual meeting in conjunction with the Association.
- (iv) An Affiliated Society may report to the Association membership at the Annual Meeting. Such a report may be requested by the Executive from time to time, or alternatively may be requested by the Affiliated Society. In the latter case the request shall be made in writing to the Secretary and shall be considered by the Executive.
- (v) An Affiliated Society may lose its status by majority vote of the Executive and of the Voting Members at an Annual or Special Meeting.

Article XII : NOTICE

(a) Address for Notice

For the purpose of sending notice to the Members, an Executive or an Officer for any meeting or otherwise, the address of the Member, Executive or Officer shall be his/her last address recorded on the books of the Association.

Article XIII : INDEMNITY AND INSURANCE

(a) Indemnity

The Association shall indemnify and save harmless the Executives and Officers of the Association and their heirs, executors and administrators from and against all costs, charges and expenses including any amount paid to settle an action to satisfy a judgment, reasonably incurred by Executives or Officers in respect of:

- (i) any civil, criminal or administrative action or proceeding to which the Executive or Officer is made a party by reason of being or having been an Executive or Officer of the Association;
- (ii) any action by or on behalf of the Association to procure a judgment in its favour to which the Executive or Officer is made a party by reason of being or having been an Executive or Officer of the Association, if the Association obtains any approval required under the Canada Corporations Act in respect of such indemnification; and
- (iii) the defence of any civil, criminal or administrative action or proceeding to which the Executive or Officer is made a party by reason of being or having been an Executive or Officer of the Association if the Councillor or Officer was substantially successful on the merits in his defence of the action or proceeding,

if the Executive or Officer has acted honestly and in good faith with a view to the best interests of the Association and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Executive or Officer had reasonable grounds for believing that his conduct was lawful.

(b) Executives and Officers Liability Insurance

The Association shall, at all times, maintain in force such Executives and Officers liability insurance as may be approved by the Executive Committee.

Article XIV : EXECUTION OF DOCUMENTS

(a) Execution of Contracts

Contracts, documents or any other instrument in writing requiring the signature of the Association, shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Executive shall have power from time to time by resolution to

appoint one (1) or more individuals who shall be empowered on behalf of the Association to sign specific contracts, documents and instruments in writing. The Council may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officers or individuals appointed by resolution of the Executive.

Article XV : HEAD OFFICE

(a) Head Office

The head office of the Association shall be at 1155 University Street in Montreal, Quebec or at any other address in Canada that the Executive shall determine.

Article XVI : FINANCIAL YEAR

(a) Financial Year

Unless otherwise determined by resolution of the Executive, the fiscal year-end of the Association shall be April 30.

Article XVII : AMENDMENT OF BYLAWS

(a) Amendment of Bylaws

The bylaws of the Association not embodied in the letters patent of the Association may be repealed or amended by bylaw enacted by the Executive and sanctioned by an affirmative vote of the Voting Members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the appropriate Minister of the Industry has been obtained.

Article XVIII : AUDITORS

(a) Auditors

The Voting Members shall at each Annual Meeting appoint an auditor to audit the accounts of the Association for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Executive may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Executive.

Article XIX : BOOKS AND RECORDS

(a) Books and Records

The Executive shall ensure that all necessary books and records of the Association required by the letters patent or bylaws of the Association, including this Bylaw or by applicable law, are regularly and properly kept.

Article XX : RULES AND REGULATIONS

(a) Rules and Regulations

The Executive may prescribe such rules and regulations not inconsistent with this Bylaw relating to the management and operation of the Association as they deem appropriate, 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 at such Annual Meeting, shall cease to have any force and effect.

Article XXI : PROCEDURES

(a) Procedures

Unless otherwise provided in the Canada Corporations Act, the letters patent, this Bylaw or pursuant to applicable law, all matters of procedure at meetings of the Executive and the Members shall be determined by reference to the then most recent edition of Wainberg's Society Meetings.

Article XXII : INTERPRETATION

(a) Interpretation

In this Bylaw and in all other bylaws of the Association 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 associations.

Article XXIII : POLICY ENVIRONMENT

(a) Policy Environment

In its dealings with industry and in the planning and organization of Continuing Medical Education Events, the Association is committed to comply with the pertinent policy of the Canadian Medical Association and the process and guidelines of the Royal College of Physicians and Surgeons of Canada.