
BY-LAW NO. 3

Relating generally to the conduct of the activities and affairs of

CANADIAN UROLOGICAL ASSOCIATION /
L'ASSOCIATION CANADIENNE D'UROLOGIE

Effective: July 1st, 2019



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BY-LAW NO. 3

Relating generally to the conduct
of the affairs of

Canadian Urological Association / L'Association canadienne d'urologie
(the "**Association**")

BE IT ENACTED as a By-law of the Association as follows:

SECTION 1 INTERPRETATION

1.1 Definitions

In these By-laws and all other By-laws of the Association, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* (S.C. 2009, c.23), including any regulations made under such act, the whole as amended or substituted from time to time;

"Active Member" means any individual satisfying the requirements for the class of Active Members in accordance with Section 7;

"Annual Meeting of Members" means a meeting of Members held in accordance with Section 8.1;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"Associate Member" means any individual satisfying the requirements for the class of Associate Members in accordance with Section 7;

"Board" means the board of Directors of the Association, comprising all of the Directors of the Association;

"By-laws" means these by-laws and all other by-laws of the Association adopted in accordance with the Act and which are, from time to time, in force and effect;

“Candidate Member” means any individual satisfying the requirements for the class of Candidate Members in accordance with Section 7;

“Director” means a member of the Board, sometimes referred to within the Association as either an *Executive*, where such a Director is also an Officer, or as a *Member at large* where such a Director is not an Officer;

“Executive Committee” means the committee of the Board composed of the eight (8) Directors contemplated in Section 3.3(1), the whole as set forth in, and in accordance with, Section 3.11;

“Honorary Member” means any individual satisfying the requirements for the class of Honorary Members in accordance with Section 7;

“Inactive Member” means any individual satisfying the requirements for the class of Inactive Members in accordance with Section 7;

“International Member” means any individual satisfying the requirements for the class of International Members in accordance with Section 7;

“Member” means any individual satisfying the requirements for membership in accordance with Section 7;

“Officer” means any Director elected by the Members to an office of the Association in accordance with Section 5, and sometimes referred to within the Association as an *Executive*;

“Person” includes an individual, body corporate, partnership, trust, and unincorporated organization;

“Proposal” means a proposal submitted by a Member that meets the requirements of Section 163 of the Act;

“Resolution” means an ordinary resolution passed by a majority of not less than 50% plus one (1) of the votes cast on such resolution;

“Senior Member” means any individual satisfying the requirements for the class of Senior Members in accordance with Section 7;

“Special Meeting of Members” means any meeting of Members other than an Annual Meeting of Members; and

“Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on such resolution.

1.2 Interpretation

In the interpretation of these By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in these By-laws, words and expressions defined in the Act have the same meanings when used in these By-laws;
- (b) words in the singular include the plural and vice versa;
- (c) words in one gender include all genders;
- (d) unless otherwise indicated, each reference herein to a Section is a reference to a Section of these By-laws;
- (e) the headings used in these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of these By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (f) except as otherwise required by the Act or the By-laws, any decision of the Board, the Directors or the Members shall be made by way of Resolution.

1.3 Precedence

In the event of a contradiction between the Act, the Articles or the By-laws, the Act shall prevail over the Articles and over the By-laws, and the Articles shall prevail over the By-laws.

1.4 Invalidity of any Provisions of These By-laws

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

SECTION 2 GENERAL

2.1 Registered Office

The registered office of the Association is situated in the province specified in the Articles, at such address as the Board may, by Resolution, determine. Subject to the Act, the Members may, by Special Resolution, change the province in which the registered office of the Association is situated.

2.2 Corporate Seal

The Association 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 Association shall be the custodian of the corporate seal.

2.3 Financial Year End

The financial year end of the Association shall be on the date determined by the Board.

2.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers, except as otherwise may be determined by Resolution of the Board. In addition, the Board may from time to time direct the manner in which and the Person by whom a particular document or type of document shall be executed. Any Person authorized to sign any document may affix the corporate seal (if any) to the document. Any Person authorized to sign in accordance with this Section 2.4 may certify a copy of any instrument, Resolution, By-law or other document of the Association to be a true copy thereof.

2.5 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Resolution. The banking business or any part of it shall be transacted by an Officer of the Association and/or other Persons as the Board may by Resolution from time to time designate, direct or authorize.

2.6 Appointment of Public Accountant

- (1) The Members shall, by Resolution at each Annual Meeting of Members, appoint a public accountant to hold office until the next Annual Meeting of Members. The Board may appoint a public accountant at the first organizational meeting following incorporation to hold office until the first Annual Meeting of Members and may also, subject to the Articles, fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by Resolution of the Members, or if not so fixed, shall be fixed by the Board.
- (2) Notwithstanding the foregoing, Members may resolve not to appoint a public accountant by way of resolution, but the resolution is not valid unless consented to by all Members entitled to vote at an Annual Meeting of Members.

2.7 Amendment and Fundamental Changes

- (1) Subject to the Articles, the Board may make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the Resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at such meeting.
- (2) Notwithstanding the foregoing, a Special Resolution of the Members — or, if Section 199 of the Act applies, of each applicable class or group of Members — is required to make any amendment to the Articles or the By-laws set out in Section 197(1) of the Act. Any such amendment shall be effective from the date of its adoption by the Members in accordance with the preceding sentence.

2.8 Borrowing Powers

The Directors of the Association may, without authorization of the Members:

- (a) borrow money on the credit of the Association;

- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation to any Person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

2.9 Annual Financial Statements

- (1) The Association shall publish a notice to its Members stating that a copy of the Association's annual financial statements prepared in accordance with the Act, together with such other documents required by the Act, are available at the registered office of the Association and that any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 3 DIRECTORS

3.1 Powers

- (1) Subject to the Act and the Articles, the Directors shall manage or supervise the management of the activities and affairs of the Association. Without limiting the generality of the foregoing, the Board shall: (i) have the power to authorize expenditures on behalf of the Association from time to time; (ii) report to the Annual Meeting of Members on the Association's work; (iii) consider applications for membership and make recommendations to that effect to the Annual Meeting of Members; and (iv) receive reports from the Association's committees and, when appropriate, initiate the studies contemplated therein.
- (2) Furthermore, the Board 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 Board 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 interests of the Association in accordance with such terms as the Board may determine.

3.2 Number

- (1) Until changed in accordance with the Act, the Board shall consist of fourteen (14) Directors. If a minimum and maximum number of Directors is provided for in the Articles, the Members may, from time to time, fix the number of Directors of the Association and the number of Directors to be elected at Annual Meetings of Members or delegate such power to fix the number of Directors to the Board.
- (2) The minimum number of Directors may not be fewer than three (3), at least two of whom are not Officers or employees of the Association or its affiliates.

3.3 Composition

The composition of the Board shall be as follows:

- (1) nine (9) Directors who contemporaneously serve as Officers, the whole in accordance with these By-laws; and
- (2) five (5) Directors who do not serve as Officers and who shall be elected from among the Active Members to represent one of the following regions of Canada: (i) the Atlantic Provinces (Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland & Labrador), (ii) Québec, (iii) Ontario, (iv) the Prairies (Manitoba, Saskatchewan and Alberta), and (v) British Columbia & the Territories, and will be known as members-at-large (MALS).

3.4 Qualifications

Each Director must: (a) be an Active Member; (b) be an individual of not less than 18 years of age; (c) not have been declared incapable by a court in Canada or in another country; and (d) not have the status of a bankrupt. If a Director acquires the status of a bankrupt or is declared by a court or decision making body as incapable with applicable laws, such individual shall immediately cease to be a Director.

3.5 Election and Term

- (1) The Directors contemplated in Section 3.3(1) shall be elected by the Members at a meeting of Members for a term of four (4) years calculated from the date of the meeting at which they are elected. At the expiration of such term, Directors continue in office until their successors are elected.
- (2) The Directors contemplated in Section 3.3(2) shall be elected by the Members at a meeting of Members for a term of three (3) years calculated from the date of the meeting at which they are elected. At the expiration of such term, Directors continue in office until their successors are elected.
- (3) A Director not elected for an expressly stated term ceases to hold office at the close of the first Annual Meeting of Members following his election, but, if qualified, is eligible for re-election. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected.

3.6 Consent

A Director who is elected must consent to hold office as a Director by:

- (a) not refusing to hold office if such individual is present at the meeting when the election takes place,
- (b) consenting to hold office in writing before the election takes place or within ten (10) days after it if such individual is not present at the meeting, or
- (c) by acting as a Director pursuant to such individual's election.

3.7 Vacancy

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

3.8 Resignation

A Director may resign from office by giving a written resignation to the Association and such resignation becomes effective when received by the Association or at the time specified in the resignation, whichever is later.

3.9 Removal

Subject to the requirements of the Act governing the removal of Directors, the Members may, at a Special Meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

3.10 Vacancies

Subject to Section 3.9 and the Act, a vacancy on the Board may be filled for the remainder of the applicable term by Resolution of the Board. If, pursuant to such vacancy, there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall without delay call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

3.11 Executive Committee

There shall be a committee, known as the Executive Committee, composed of the eight (8) Directors contemplated in Section 3.3(1). The Board may delegate to the Executive Committee any of the powers of the Board except for such powers which the Act specifies may not be delegated. Unless otherwise determined by the Board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

3.12 Other Committees

(1) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit:

(a) the By-laws Committee;

a. In addition to that which is described in these By-laws, the By-laws Committee will be responsible for the regular review of the "CUA Policy Book" and will deal with matters referred to it by the Board or the Association. The CUA Policy Book contains the policies and procedures that are to be adhered to by the Association, though not required to be included in the By-laws. The Board may make,

amend or repeal any such procedures that regulate the activities or affairs of the Association. Any such Policy Book amendment or repeal shall be effective from the date of the Resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Resolution. If the Policy Book amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The Policy Book amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at such meeting. In the event that there is a discrepancy between that which is contained in the By-laws and that which is contained in the Policy Book, that which is contained in the By-laws will be adhered to.

- (2) Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by Resolution of the Board. The Board may fix any remuneration or provide for the reimbursement of expenses for committee members who are not also Directors of the Association.
- (3) Only Active Members and Senior Members may serve as voting members of a committee. International Members, Associate Members, Inactive Members, Candidate Members and any other Person may, at the discretion of the Board or of the relevant committee, be invited to participate in committee meetings, but shall not have the right to vote thereat.

3.13 Remuneration and Expenses

Directors shall serve as such without remuneration or profit, provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

SECTION 4 MEETINGS OF DIRECTORS

4.1 Place of Meetings

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada, as the Board may determine.

4.2 Calling of Meetings

There shall be at least two (2) meetings of the Board per year. Meetings of the Board may be called by the President, or by the Secretary upon written petition of no less than a majority of the Directors.

4.3 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9 to every Director of the Association not less than forty-eight (48) hours before the time when the meeting is to be held, unless said notice is given by regular mail, in which case it shall be mailed no less than fourteen (14) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of any meeting of the Board need specify the purpose or the business to be transacted at the meeting, except if Section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.4 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following any meeting of Members at which such Board is elected.

4.5 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.6 Quorum

A majority of the Directors then in office constitutes a quorum at any meeting of the Board, provided that said quorum includes at least three (3) Officers.

4.7 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the meetings of Directors or committee of Directors.

4.8 Participation at Meeting by Means of a Telephonic, an Electronic or Other Communication Facility

Subject to the Act, a Director may, if all the Directors consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may relate to the current or any and/or all future meetings of the Directors and/or committees of the Directors.

4.9 Chairperson of the Meeting

In the event that the President, the President-Elect and the Immediate Past-President are absent, the Directors who are present shall choose one of their number to chair the meeting.

4.10 Votes to Govern

Unless otherwise provided for in the Act, the Articles or the By-laws, at all meetings of the Board, every question shall be decided by Resolution of the Directors. Each Director, other than the chairperson of the meeting, shall have the right one (1) vote. The chairperson of the meeting shall not have a right to vote, except in the case of an equality of votes, where the chairperson of the meeting shall have a casting vote. A declaration by the chairperson of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.11 Disclosure of Interest

- (1) A Director or an Officer of the Association shall disclose in writing to the Association or request to have entered in the minutes of meetings of Directors or committees of Directors, the nature and extent of any interest that the Director or Officer has in any material contract or material transaction whether made or proposed, with the Association if the Director or Officer:
 - (a) is a party to the contract or transaction;
 - (b) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (c) has a material interest in a party to the contract or transaction.
- (2) Disclosure shall be made at the time and in the manner required by the Act, and a Director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

SECTION 5 OFFICERS

5.1 Powers; Qualifications; Appointment; Removal

- (1) The Board shall designate the offices of the Association, specify their duties and, subject to the Act, delegate to such Officers the power to manage the activities and the affairs of the Association. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.
- (2) Officers shall be elected by the Members at a meeting of Members to hold office for a term of one (1) year calculated from the date of the meeting at which they are elected, and are eligible for re-election three (3) times, for a maximum of four (4) terms.
- (3) Each Officer must be a Director contemplated in Section 3.3(1) and an Active Member. A Director may be appointed to any office of the Association. Two (2) or more offices may not be held by the same Director, except in accordance with Sections 5.2(1 g, h) and 5.3(2).

5.2 Description of Offices

- (1) Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
 - (a) **President** – The President shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Association and shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
 - (b) **President-Elect** – If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside at all meetings of the Board and of the Members. The President-Elect shall have such other duties and powers as the Board may specify.
 - (c) **Immediate Past-President** – If both the President and the President-Elect are absent or are unable or refuse to act, the Immediate Past-President shall, when present, preside at all meetings of the Board and of the Members. The Immediate Past-President shall have such other duties and powers as the Board may specify.
 - (d) **Vice-President** – The Vice-President shall have such duties and powers as the Board or the President may specify.
 - (e) **Vice-President Education** – The Vice-President Education shall be responsible for the strategic development and coordination of the Association’s medical and scientific activities, as well as the planning and management of its educational events and functions. The Vice- President Education shall have such other duties and powers as the Board may specify.
 - (f) **Vice-President Communications** – The Vice- President Communications shall be responsible for the strategic development and coordination of all communication and publication activities of the Association. The Vice-President Communications shall have such other duties and powers as the Board may specify.

- (g) **Secretary** – The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The Secretary shall have such other duties and powers as the Board may specify. This might include in the final year of his/her term in office, holding the concurrent position of vice-president in order maintain board knowledge and corporate continuity. In this circumstance, despite holding 2 officer positions only one (1) vote would be permitted.
- (h) **Treasurer** – The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Board an account of all such individual's transactions as Treasurer and of the financial position of the Association. The Treasurer shall have such other duties and powers as the Board may specify. This might include in the final year of his/her term in office, holding the concurrent position of vice-president in order maintain board knowledge and corporate continuity. In this circumstance, despite holding 2 officer positions only one (1) vote would be permitted.
- (i) **Community Urology Committee Chair-** shall have such duties and powers as the Board or the President may specify, including voting privileges.
- (2) The duties and powers of all other Officers shall be such as the terms of their engagement call for or the Board requires of them.

5.3 Vacancy in Office

- (1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:
- (a) the Officer's successor being elected;

- (b) the Officer's resignation;
 - (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
 - (d) such Officer's death.
- (2) If the office of any Officer becomes vacant, the Board may appoint an individual to fill such vacancy until the next meeting of Members. In extenuating circumstances, upon Resolution of the Board, the filling of a vacancy contemplated in this Section may result in two (2) or more offices being held by the same individual.

5.4 Remuneration of Officers

Officers shall serve as such without remuneration, provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties.

5.5 Agents and Attorneys

The Board may authorize any Officer from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

5.6 Disclosure (Conflict of Interest)

An Officer shall have the same duty to disclose such Officer's interest in a material contract or transaction whether made or proposed with the Association, as is imposed upon Directors pursuant to the provisions of the Act and Section 4.11.

SECTION 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Standard of Care

Every Director and Officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, Articles, and By-laws.

6.2 Indemnity of Directors and Officers

- (1) Subject to the Act, the Association shall indemnify a present or former Director or Officer of the Association, or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity if,
 - (a) the individual acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Association's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.
- (2) The Association may indemnify such individual in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

6.3 Insurance

Subject to the Act, the Association shall purchase and maintain insurance for the benefit of any individual entitled to be indemnified by the Association pursuant to Section 6.2 against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Association;
or
- (b) in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

6.4 Advances

With respect to the defense by a Director, an Officer or other individual of any claims, actions, suits or proceedings, whether civil, criminal, administrative,

investigative or other proceeding for which the Association is liable to indemnify a Director, an Officer or other individual pursuant to the terms of the Act, the Board may authorize the Association to advance to the Director, Officer or other individual such funds as may be reasonably necessary for the defense of such claims, actions, suits or proceedings upon written notice by the Director, Officer or other individual to the Association disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director, Officer or other individual shall repay the money advanced if the Director or Officer does not fulfill the conditions of Sections 6.2(1)(a) and 6.2(1)(b).

SECTION 7 MEMBERS

7.1 Conditions of Membership

Membership in the Association shall be available only to individuals interested in furthering the Association's purpose and who have applied for and been accepted into membership in the Association by Resolution of the Board or in such other manner as may be determined by the Board.

7.2 Classes of Membership

There shall be seven (7) classes of Members, namely, Active Members, Senior Members, International Members, Associate Members, Inactive Members, Candidate Members and Honorary Members. Subject to these By-laws, the Members shall have such other rights and privileges as the Board may from time to time, by Resolution, determine. The following conditions of membership shall apply:

- (1) Active Members: Each Active Member is entitled to receive notice of, attend and vote at all meetings of Members and each Active Member shall be entitled to one (1) vote at such meetings of Members. Active Members shall be required to pay membership dues.

Active membership shall be available to those individuals that:

- (a) have completed general medical training and are certified as qualified medical practitioners in their location of practice, which must be in Canada or in the United States of America;

- (b) have completed specialty training in the field of urology (the adequacy of the standards of such training and related experience shall be determined by the Board);
 - (c) are medical practitioners, duly qualified and registered or licensed in the province or state in which they practice;
 - (d) have produced evidence satisfactory to the Board that they study or practice in the field of urology; and
 - (e) have agreed to abide by the Articles and the By-laws.
- (2) Senior Members: Each Senior Member is entitled to receive notice of, attend and vote at all meetings of Members and each Senior Member shall be entitled to one (1) vote at such meetings of Members. Senior Members shall be exempt from the requirement to pay membership dues.

Members who satisfy the criteria set forth below may apply in writing to the Secretary to transfer their status to that of Senior Member, subject to the approval of the Board:

- (a) have been Active Members in good standing for a minimum of five (5) years, upon reaching the age of sixty-five (65) years;
 - (b) have been Active Members in good standing for thirty (30) years;
 - (c) have been Active Members in good standing for twenty-five (25) years and have completely retired from the active practice of urology; or
 - (d) have served as Immediate Past-President and have completed their term on the Board.
- (3) International Members: Subject to the Act and the Articles, an International Member is not entitled to receive notice of, attend or vote at any meeting of Members; however the Board may extend an invitation to International Members to attend a meeting of Members. International Members are eligible for reduced membership dues.

International membership shall be available to those individuals that fulfill all of the same requirements as Active Members, with the exception that their location of practice is outside of Canada.

- (4) Associate Members: Subject to the Act and the Articles, an Associate Member is not entitled to receive notice of, attend or vote at any meeting of Members; however the Board may extend an invitation to Associate Members to attend a meeting of Members.

Associate Members are eligible for reduced membership dues. Associate membership shall be available to those individuals that:

- a) are physicians, surgeons, researchers or other health care professionals who do not fulfill the requirements to be Active Members, but are nonetheless interested in the objects of the Association;
- b) are Active or International Members who no longer fulfill all the requirements of either of these memberships, but do not qualify for Senior or Inactive membership; and
- c) are not urologists in active practice.

Inactive Members: Subject to the Act and the Articles, an Inactive Member is not entitled to receive notice of, attend or vote at any meeting of Members; however the Board may extend an invitation to Inactive Members to attend a meeting of Members. Inactive Members shall be exempt from the requirement to pay membership dues. Members who meet the criteria for Inactive Membership may remain in the Inactive category for a maximum of two (2) annual invoice periods, upon annual review, following which, at the discretion of the Board, they will be automatically made an Associate Member.

Inactive membership shall, subject to the discretion and the documentary requirements of the Board, be available to those individuals that:

- a) are Active or International Members who currently do not fulfill the requirements for either of these memberships but plan to resume fulfillment of the requirements within the next twenty-four (24) months; and
 - b) are not eligible as Senior Members.
- (5) Candidate Members: Subject to the Act and the Articles, a Candidate Member is not entitled to receive notice of, attend or vote at any meeting of Members; however the Board may extend an invitation to Candidate

Members to attend a meeting of Members. Candidate Members shall be exempt from the requirement to pay membership dues.

Candidate membership shall be available to those individuals that:

- a) are residents enrolled in an ACGME or RCPSC accredited urology training program, or are clinical fellows or research fellows enrolled in a urology training program; and
 - b) have provided, upon request of the Secretary, proof of residency or fellowship status (from their program director).
- (6) Honorary Members: Subject to the Act and the Articles, an Honorary Member is not entitled to receive notice of, attend or vote at any meeting of Members; however the Board may extend an invitation to Honorary Members to attend a meeting of Members. Honorary Members shall be exempt from the requirement to pay membership dues.

Honorary membership shall be available to those individuals that are recommended for such membership by resolution of the Board.

7.3 Transfer of Membership

A membership may only be transferred to the Association.

7.4 Termination of Membership

- (1) A membership in the Association is terminated when:
 - (a) the Member dies, resigns or, in the case of a Member that is a corporation, the corporation is dissolved;
 - (b) a Member fails to maintain any one of the qualifications for membership described in the Section on membership conditions of these By-laws;
 - (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
 - (d) the Member is expelled in accordance with any discipline of Members Section or is otherwise terminated in accordance with the Articles or Section 7.5 or 7.6;

- (e) the Member's term of membership expires, where applicable; or
 - (f) the Association is liquidated or dissolved under the Act.
- (2) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

7.5 Discipline

- (1) The Board shall have authority to reprimand, suspend, expel or recommend the expulsion, as the case may be, of any Member for any one or more of the following grounds:
- (a) violating any provision of the Articles, By-laws, or written policies of the Association;
 - (b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; or
 - (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 Association.
- (2) In the event that the Board recommends the expulsion of any Member required to pay membership dues, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) day 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, and shall be given the opportunity to appear before the Board at the next following meeting of the Board, with or without legal counsel. 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 expelled from membership in the Association. If written submissions are received in accordance with this Section, such submissions shall be considered at the next following meeting of the Members. In such a case, any final decision to expel a Member shall be made by resolution of the Members present carrying at least seventy-five percent (75%) of the right to vote. The Board

shall be bound by said resolution of the Members, and it shall notify the expelled Member with respect to such final decision within a further twenty (20) days from the date of said resolution of the Members. The decision shall be final and binding on the expelled Member, without any further right of appeal.

- (3) Notwithstanding Section 7.5(2), the Board shall, subject to the approval of the Members, have authority to expel any Member other than a Member contemplated in Section 7.5(2). Grounds for expulsion pursuant to this Section 7.5(3) may include, *inter alia*, the failure of a Member to provide the Association with his or her accurate contact information for a period equal to or exceeding two (2) years.

7.6 Membership Dues

Membership dues shall be determined, on an annual basis, by Resolution of the Board. Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within two (2) years of said notice, the Members in default shall automatically cease to be Members notwithstanding the requirements of Section 7.5.

SECTION 8 MEETINGS OF MEMBERS

8.1 Annual Meeting of Members

The Board shall call, at such date and time as it determines, an Annual Meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Association required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) appointing the public accountant; and
- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

8.2 Proposals at Annual Meeting

Subject to the Act, a Member entitled to vote at an Annual Meeting of Members may submit to the Association notice of any matter that the Member proposes to

raise at the Annual Meeting of Members. Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of the Members of a class or group of Members of the Association entitled to vote at the meeting at which the Proposal is to be presented. The Association shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless it is otherwise provided by Resolution of the Members present at the meeting.

8.3 Special Meeting of Members

The Board or the President may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. In addition, the Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

8.4 Place of Meetings

Subject to compliance with Section 159 of the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

8.5 Special Business

All business transacted at a Special Meeting or an Annual Meeting of Members constitutes special business, except:

- (a) consideration of the minutes of an earlier meeting;
- (b) consideration of the financial statements and the public accountant's report;
- (c) election of Directors; and
- (d) reappointment of the incumbent public accountant.

8.6 Notice of Meetings

- (1) Notice of the time and place of a meeting of Members shall be sent to the following:
 - (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
 - (b) to each Director; and
 - (c) to the public accountant of the Association.
- (2) Notice shall be sent (i) not less than 21 days and not more than 60 days prior to the meeting of Members for notice sent by mail, courier or personal delivery; or (ii) not less than 21 days and not more than 35 days prior to the meeting of Members for notice sent for telephonic, electronic or other communication facility notice.
- (3) Such notice shall be provided in accordance with the requirements of Section 9 and shall, subject to the Act, include any Proposal submitted to the Association under Section 8.2. Notice of a meeting of Members shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Resolution or By-law to be submitted to the meeting.

8.7 Waiving Notice

A Member and any other Person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such Person at a meeting of Members is a waiver of notice of the meeting, except where such Person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.8 Persons Entitled to be Present

The only Persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Association and such other Persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association to be present at the

meeting. Any other Person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

8.9 Chairperson of the Meeting

In the event that the President, the President-Elect and the Immediate Past-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

8.10 Quorum

A quorum at any meeting of Members (unless a greater number of Members are required to be present by the Act) shall be 5% of the membership who are eligible to vote at the meeting (active and senior members). If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or, if authorized under Section 8.11, by telephonic, electronic or other communication facility.

8.11 Meeting Held by Telephonic, Electronic or Other Communication Facility

If the Directors or Members call a meeting of Members under the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.12 Participation at Meetings by Telephonic, Electronic or Other Communication Facility

If the Association makes available a telephonic, electronic or other communication facility permitting all participants to communicate adequately with each other during the meeting in accordance with Section 8.11, any Person entitled to attend a meeting of Members may participate in the meeting using such a communication facility. A Person participating in the meeting by any such communication facility is deemed to be present at the meeting. A Person participating by such a communication facility may vote by any such means if the facility enables the votes to be gathered in a manner that permits its subsequent verification and permits the tallied votes to be presented to the

Association without it being possible for the Association to identify how the Person voted.

8.13 Adjournment

The chairperson of any meeting of Members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within 30 days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.14 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by using a mailed-in ballot in the form provided by the Association provided that the Association has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted; or
- (b) by means of a telephonic, electronic or other communication facility, provided that the Association has decided to provide such a facility and provided further that the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

Votes by proxyholders of a voting Member are not permitted.

8.15 Votes to Govern

Unless otherwise provided for in the Act, the Articles or the By-laws, all questions proposed for consideration of the Members shall be determined by Resolution of the Members. Each Member entitled to vote at a meeting of Members shall have the right one (1) vote. The chairperson of the meeting shall not have a right to vote, except that in the case of an equality of votes either on a

show of hands or on a ballot or on the results of electronic voting, the chairperson of the meeting shall have a casting vote.

8.16 Show of Hands

Subject to the Act and Section 8.14, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chairperson of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

8.17 Ballots

For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chairperson of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chairperson directs and the decision of the Members on the question shall be determined by the result of such ballot.

8.18 Resolution in Lieu of Meeting

- (1) Except where, pursuant to Section 166 of the Act, a written statement is submitted to the Association by a Director or a public accountant:
 - (a) 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 the Members; and
 - (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of Members.
- (2) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

SECTION 9 NOTICES

9.1 Method of Giving Any Notice

- (1) Except as otherwise provided in the By-laws, any notice given, sent, delivered or served pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board or to the public accountant shall be sufficiently given:
 - (a) if delivered personally to the recorded address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance with Section 128 or Section 134 of the Act and received by the Director, and such notice shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;
 - (b) if mailed to the recorded address by prepaid ordinary or air mail, and such notice shall be deemed to have been given when deposited in a post office or public letter box;
 - (c) if sent by telephonic, electronic or other communication facility at the recorded address for that purpose, and such notice shall be deemed to have been given when dispatched to the recipient thereof; or
 - (d) if provided in the form of an electronic document in accordance with Part 17 of the Act, and such notice shall be deemed to have been given when delivered to the recipient thereof.
- (2) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to these By-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such individual or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.4 Electronic Documents

Subject to the Act, any requirement in the By-laws to provide a Person with information in a notice or other document is not satisfied by the provision of an electronic document unless the addressee has consented by designating an information system for receipt of the electronic document and such information is provided as follows:

- (a) the electronic document is provided to the designated information system;
or
- (b) the document is posted on or made available through a generally accessible electronic source, such as a website and the addressee is provided with notice in writing of the availability and location of that electronic document.

9.5 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such Person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION 10
EFFECTIVE DATE

10.1 Effective Date

CONFIRMED by the Members on this 1st day of July , 2019.

Dr. Hassan Razvi
Secretary