

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

**GENERAL BY-LAW NUMBER 1**

**CORPORATE SEAL**

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

**CONDITIONS OF MEMBERSHIP**

2. Membership in the Corporation shall be limited to those persons who are medical directors (including associate directors and co-directors) of hemophilia comprehensive care programs in Canada recognized by the Corporation. All such persons shall remain members of the Corporation so long as they are members of a recognized hemophilia comprehensive program in Canada. The Board of Directors shall approve the application for admission as a member of the Corporation and shall review on an annual basis the membership of the Corporation, on the recommendation of the Governance and Nominating Committee.

The Board of Directors recognizes three classes of membership:

i) Full members are medical directors (including associate directors and co-directors) of hemophilia comprehensive care clinics recognized by the Corporation. All such persons shall remain members as long as they retain their clinic position. These members have the right to hold office, vote at meetings and in elections for office, and to fully participate in the operations of the Corporation.

ii) Associate members are individuals invited to participate in the activities of the Corporation who do not meet the requirements for full membership, but who contribute to the aims and goals of the Corporation. They may not hold office or vote, but may be invited to attend meetings and hold membership on Corporation committees.

iii) Emeritus members are those individuals who have been previous full or associate members, who upon retirement are given honorary recognition for their activities and achievements on behalf of the Corporation. These individuals are appointed for life at the discretion of the Board of Directors.

3. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
4. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
5. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

## BOARD OF DIRECTORS

6. The property and business of the Corporation shall be managed by a Board of ten (10) Directors, at least one (1) of which shall be elected from each of the following five geographic regions:
  - (i) Atlantic (being Newfoundland, Nova Scotia, New Brunswick and Prince Edward Island);
  - (ii) Quebec;
  - (iii) Ontario;
  - (iv) Central West (being Manitoba and Saskatchewan); and
  - (v) West (being Alberta, British Columbia, the Yukon and the Northwest Territories).A majority of the number of Directors elected to the Board of Directors shall constitute a quorum.
  
7. At each annual meeting of members, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three (3) years from the date of their election or until the third annual meeting of members after each election, whichever shall occur first.
  
8. The office of Director shall be automatically vacated:
  - (a) if a Director has resigned his office by delivering a written resignation to the secretary of the Corporation;
  
  - (b) if he is found by a court to be of unsound mind;
  
  - (c) if he becomes bankrupt or suspends payment or compounds with his creditors;
  
  - (d) on death;provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation for the remainder of the term.
  
9. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director by telephone, facsimile, or e-mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least two (2) meetings per year of the Board of Directors and additional meetings as necessary. Meetings shall be called by the chairman of the Board of the Corporation. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a

committee of the Board by means of a conference telephone or other communications facilities as permit an persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

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

10. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.
11. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
12. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
13. A reasonable remuneration for all officers, agents and employees and committee members may be fixed by the Board of Directors by resolution.

#### INDEMNITIES TO DIRECTORS AND OTHERS

14. Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
  - (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## POWERS OF DIRECTORS

15. Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
16. Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## OFFICERS

17. The officers of the Corporation shall be a president (who shall serve as chair of the Board), vice-president, secretary, treasurer, and an executive vice-president.
18. (a) Officers shall be appointed by resolution of the Board of Directors from among the elected Directors of the Corporation, with the exception of the executive vice-president, at the first meeting of the Board following the annual general meeting of members in which the Directors are elected  
(b) The executive vice-president shall be appointed by the Board of Directors every two years. There is no term limit for this position, but this individual can not fill any other executive office during the term and is not entitled to vote at meetings of the Board of Directors.
19. (a) Directors shall hold office for three (3) years and may serve a second-term for a total of six (6) years, unless elected as an officer.  
(b) The officers of the Corporation shall hold an office for two (2) years from the date of election or until successors are elected. They are eligible for re-election to the same or another office on the executive, to serve a maximum of eight (8) years on the executive.  
(c) Directors and officers shall be subject to removal by a special resolution of the Board of Directors.

## DUTIES OF OFFICERS

20. The president shall be the chief executive officer of the Corporation and shall serve as chairman of the Board. He shall preside at all meetings of the Corporation and of the Board of Directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.
21. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties in cooperation with the president as shall from time to time be imposed upon him by the Board of Directors.
22. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the Board of Directors.
23. The secretary shall be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
24. The executive vice-president shall carry out the duties assigned from time to time by the executive, but will be responsible for the day-to-day operation of the Corporation, in collaboration with the executive and will be one of the signing officers in all matters of the Corporation.

## EXECUTION OF DOCUMENTS

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

## MEETINGS

26. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, and the report of the auditors shall be presented and auditors appointed for the ensuing year. The annual financial statements are available at the registered office of the Corporation, and any member may, on request, obtain a copy.
27. The members may consider and transact any business either special or general at any meeting of the members. The president shall have power to call, at any time, a general meeting of the members of the Corporation. Members representing two-thirds (2/3) of the recognized hemophilia care programs in person or represented by proxy at a meeting shall constitute a quorum.
28. Twenty-one (21) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he has the right to vote by proxy.

One (1) vote shall be cast on behalf of each member regardless of the number of members representing that comprehensive care program who are in attendance at the said meetings. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

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

29. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate

such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be his last address recorded on the books of the Corporation.

#### VOTING OF MEMBERS

30. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

#### FINANCIAL YEAR

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

#### COMMITTEES

32. The Board of Directors may, in their discretion, from time to time appoint Special Committees. The Board of Directors shall appoint a Chair of such Special Committee and the Chair's term shall expire when the Committee is no longer required or when the term of office of the Board expires, whichever comes first. Notwithstanding the Board's discretion to form a Special Committee as it sees fit, the following Standing Committees shall be permanent and shall exercise such powers as are authorized by the Board of Directors.

33. Executive Committee

(a) There shall be an executive committee composed of the five (5) officers of the Corporation and the immediate past president of the Corporation, who will not be entitled to vote. The executive committee shall exercise such powers as are authorized by the Board of Directors which powers shall include the appointment of ad hoc scientific subcommittees, as necessary from time to time to carry on the objects of the Corporation. Any executive committee member shall receive no remuneration for serving as such, but are entitled to reasonable expenses in the exercise of their duty. Any executive committee member may be removed by a majority vote of the Board of Directors.

(b) Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

34. Membership and Nominating Committee

This committee shall consist of three members consisting of the immediate past-president, who will act as chair, the previous past-president, and the executive vice-president.

The duties of this committee are two-fold:

- (a) review applications for all classes of membership and make recommendations to the Board of Directors on such applications on an annual basis. Perform annual reviews of membership as per article 2, and make recommendations to the Board of Directors.
- (b) prepare a slate of nominations for the Board of Directors for annual elections to be held at the annual general meeting. This list shall be circulated to members not less than 30 days prior to the annual meeting.

Members of the Membership Committee shall receive no compensation, either directly or indirectly, for acting as such and shall not receive either directly or indirectly any profit from their office

35. The Board may appoint other committees, task forces and / or working groups from time to time. Such committees would have specific terms of reference spelling out membership, terms of office, goals/objects/activities and these would be reviewed and approved annually by the executive committee. The chair(s) will be appointed by the members of the Committee to serve a term of three (3) years, renewable once.
36. Members of any of the Standing Committees, being the Executive Committee, the Membership Committee and the Nominating Committee, may be removed by a majority vote of the Board of Directors.

AMENDMENT OF BY-LAWS

37. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members meeting duly called for the purpose of considering the said by-law.

AUDITORS

38. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.



### BOOKS AND RECORDS

39. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### RULES AND REGULATIONS

40. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from time to time cease to have any force and affect.

### INTERPRETATION

41. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

MADE the 17th day of June, 2013.

WITNESS the corporate seal of the Corporation.

President - Dr. Margaret Warner

Secretary - Dr. Nancy Dower

*Updated Per Report of Membership and Nominating Committee of the AHCDC - Calgary 2011*  
*(CHAIR: Dr. Lawrence F. Jardine)*

*Updated for transition to Not-for-Profit Corporations Act – Winnipeg 2013 (Dr. J. Stoffman, Treasurer)*