



CANADIAN VETERINARY
MEDICAL ASSOCIATION

L'ASSOCIATION CANADIENNE
DES MÉDECINS VÉTÉRINAIRES

GENERAL BY-LAW

A By-law relating generally to the
transaction of the business and affairs of the

Canadian Veterinary Medical Association

(the “Association”)

(Amended - July 2016)

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Association, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

- 1.1.1 “**Accredited College**” means a veterinary college, school or university in Canada that meets the criteria for AVMA/CVMA-CoE (American Veterinary Medical Association/Canadian Veterinary Medical Association - Council on Education) accreditation and includes The Atlantic Veterinary College, The Ontario Veterinary College, The Western College of Veterinary Medicine, the University of Calgary - Faculty of Veterinary Medicine, and la Faculté de médecine vétérinaire;
- 1.1.2 “**By-laws**” means this by-law as amended or restated and all other by-laws of the Association in force and effect from time to time;
- 1.1.3 “**Charter**” means the constitutional charter of the Association enacted by special Act of the Parliament of Canada, being 11-12 GEORGE VI Chapter 87 assented to on June 30, 1948;
- 1.1.4 “**Chief Executive Officer**” means the staff person responsible for the management, all staffing and operation of the Association in accordance with Council policies and serves as Secretary of the Association.
- 1.1.5 “**Colleges Appointees**” means the Directors on the Council elected by the Members of two (2) or three (3) Accredited Colleges;
- 1.1.6 “**Council**” means the council of Directors of the Association;
- 1.1.7 “**Director**” or “**Directors**” means any one or more persons, respectively, who from time to time have been duly appointed or elected to serve on the Council;
- 1.1.8 “**Immediate Past President**” means the person who most recently served as President of the Association whose terms has expired, and who shall be a Director;
- 1.1.9 “**in good standing**” means not in default of payment of any fees prescribed by the By-laws;
- 1.1.10 “**Member**” means a member of the Association;
- 1.1.11 “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as officers of the Association in accordance with the By-laws;
- 1.1.12 “**Public Accountant**” means the public accountant and auditor of the Association.
- 1.1.13 “**President**” means the president of the Association;

- 1.1.14 “**President-Elect**” means the Director who has most recently served as the Vice-President;
- 1.1.15 “**Provincial Association**” means a provincial veterinary association recognized by the Council as representing the veterinarians of an entire province;
- 1.1.16 “**Provincial Appointees**” means the ten (10) Directors elected or appointed by Members of each Province of Canada to the Council, to represent the Members of that Province, with each such Province entitled to one (1) nominee: Nova Scotia, New Brunswick, Newfoundland and Labrador, Prince Edward Island, Quebec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia. In the case of those Provinces where Association dues are not collected by the Provincial Association, the election procedure followed in such Province for that Provincial Appointee shall be approved by the Council.
- 1.1.17 “**Student Member**” means an undergraduate student of an Accredited College who is a Member of the Association;
- 1.1.18 “**Student Appointee**” means the Director on the Council appointed or elected by the Student Members;
- 1.1.19 “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 1.1.20 “**Treasurer**” means the treasurer of the Association; and
- 1.1.21 “**Vice-President**” means the vice-president of the Association.

1.2 Interpretation

- 1.2.1 In the By-laws, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.
- 1.2.2 The words “includes” or “including” as used in the By-laws mean includes or including without limitation.
- 1.2.3 The word “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.2.4 The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

**ARTICLE 2
BUSINESS OF THE ASSOCIATION**

2.1 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the Council. If a corporate seal is approved by the Council, the Chief Executive Officer of the Association shall be the custodian of the corporate seal.

2.2 Registered Office

The registered office of the Association shall be in the City of Ottawa, in the Province of Ontario.

2.3 Banking

The Bankers of the Association shall be a chartered bank or trust company that is a member of the Canadian Deposit Insurance Corporation as designated by the Executive Committee.

2.4 Financial Year

Unless otherwise ordered by the Council, the financial year-end of the Association shall be December 31st.

2.5 Execution of Documents

Contracts, documents or other instruments in writing requiring the signature of the Association, shall be signed by any two of the President, the President-Elect, the Treasurer and the CEO, unless otherwise designated by the Executive Committee, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Council shall have power from time to time by resolution to appoint any individual(s) who shall be empowered on behalf of the Association to sign specific contracts, documents and instruments in writing. The Council of Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any securities owned by the Association.

**ARTICLE 3
COUNCIL OF DIRECTORS**

3.1 Powers of the Council

3.1.1 The affairs of the Association shall be governed by Council, which shall supervise, control and direct all its activities. Council may delegate to the Executive Committee, the Chief Executive Officer, any Board or Committee any or all powers, duties and authority of Council, which may lawfully be delegated. Council may, from time to time, set policies as it sees fit.

3.1.2 Without limiting the generality of the foregoing, the Council may, without the authorization of the Members:

- 3.1.2.1 borrow money on the credit of the Association;
- 3.1.2.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- 3.1.2.3 give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- 3.1.2.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

The Council may, by resolution, delegate the powers referred to in this Section 3.1.2 to a Director, a committee of Directors or an Officer.

3.2 Council of Directors

3.2.1 The Council will consist of fifteen (15) voting Directors, plus ex-officio non-voting Directors as follows:

- 3.2.1.1 the President, who shall act as the Chair of the Council;
- 3.2.1.2 the Immediate Past-President;
- 3.2.1.3 the two (2) Colleges Appointee;
- 3.2.1.4 the Student Appointee;
- 3.2.1.5 the ten (10) Provincial Appointees;
- 3.2.1.6 the Treasurer (as ex-officio Director, non-voting);
- 3.2.1.7 the Chief Executive Officer (as ex-officio Director, non-voting); and
- 3.2.1.8 Other ex-officio, non-voting Directors as from time to time appointed by Council.

3.3 Term of Directors

Each Director appointed or elected hereunder will serve commencing on the 1st day of the following January and ceasing three (3) years from that date, or until their successor is appointed or elected, whichever is later, provided that in the case of a Director who is elected to the Executive Committee, such Director may serve for a term of eight (8) years, and further provided that the Student Appointee and all ex-officio, non-voting Directors, except for the CEO who serves subject to terms and conditions of employment, shall serve for a term of one (1) year. Following their initial term, each Director will be eligible for re-election as a Director.

3.4 Removal of Directors

- 3.4.1 The office of Director shall be automatically vacated:
- 3.4.1.1 if the Director is less than 18 years of age;
 - 3.4.1.2 if the Director is declared incapable by a court in Canada or in another country;
 - 3.4.1.3 if the Director has the status of a bankrupt;
 - 3.4.1.4 if the Director resigns his or her office by delivering a written resignation to the Secretary of the Association; or
 - 3.4.1.5 on the Director's death.
- 3.4.2 The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

3.5 Vacancies

- 3.5.1 If the vacancy has arisen in the circumstances referred to in Section 3.4.1, the Students, Members in the appropriate Province, or Members of the Accredited College, as applicable, may appoint or elect a Member to complete that Director's term of office.
- 3.5.2 A Director appointed under Section 3.5.1 will only hold office for the unexpired term of their predecessor.

ARTICLE 4 MEETINGS OF COUNCIL

4.1 Meetings of the Council

Subject to the By-laws and any resolution of the Council, notice of the time and place of each meeting of the Council will be given in the manner provided in Section 13.1 to each Director not less than 48 hours before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Council be convened, he or she may give notice of a meeting by telephone or electronic means no less than four (4) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director 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. A notice of a meeting of the Council need not specify the purpose of or the business to be transacted at the meeting. Except where there may be a conflict of interest, any other person or persons designated by the Council will be entitled to receive notice of every meeting of the Council, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

4.2 Place of Meetings

Unless the Charter otherwise provides, meetings of the Council may be held at any place within Canada, as determined by the President or Directors calling the meeting.

4.3 Meeting by Electronic Means, etc.

If all the Directors of the Association consent, a meeting of Council or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other adequately, as defined by Council, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

4.4 Calling of Meetings

Subject to any resolution of the Council, in addition to any regular meetings of the Council scheduled under Section 4.9, the President or any three (3) voting Directors may, at any time, call a meeting of the Council for the transaction of any business.

4.5 Adjourned Meeting

Notice of an adjourned meeting of the Council is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

4.6 Quorum

A simple majority of the number of voting Directors of the Association in office at the time the meeting is held constitutes a quorum at any meeting of Directors. However, not less than five (5) voting Directors shall constitute a quorum at any meeting of Directors.

4.7 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Council of Directors. Except as otherwise provided in the Charter or the By-laws, at all meetings of the Council, every question will be decided by a simple majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will be entitled to a second or casting vote.

4.8 Remuneration and Expenses

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Council or any committee of the Council, in accordance with travel guidelines as set by Council.

4.9 Regular Meetings

The Council may fix a day or days in any month or months for regular meetings of the Council at a place and hour to be named, and without limiting the generality of the foregoing, the Council shall meet at least one (1) time per year. A copy of any resolution of the Council fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Charter or By-laws requires the purpose of, or the business to be transacted at, that meeting to be specified.

4.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

4.11 Minutes

The Chief Executive Officer shall see that all minutes of the Council required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 5 COMMITTEES

5.1 Executive Committee

5.1.1 The Council of Directors shall elect an Executive Committee, which shall be comprised of the President (who shall be the chairman of the Executive Committee), the President-Elect, the Immediate Past-President, the Vice-President, and one (1) additional Director who is elected by the Council in conjunction with the Association's annual meeting, each of whom shall be entitled to one (1) vote at any meeting of the Executive Committee. Provided that such member is not removed from the Executive Committee or the Council, each Director elected to the Executive Committee shall serve for a term of five (5) years as a member of the Executive Committee to allow each such Director to move through the offices of Vice-President (2nd year in office), President-Elect (3rd year in office), President (4th year in office), and Immediate Past-President (5th year in office).

5.1.2 The Treasurer and Chief Executive Officer shall serve as ex-officio members of the Executive Committee, and shall not be entitled to vote at any meetings of Directors.

5.1.3 If a vacancy arises in the Executive Committee for any of the reasons set forth in Section 3.4, the President shall appoint a successor from among the Directors to serve on the Executive Committee until the next meeting of the Council.

- 5.1.4 The President may call meetings of the Executive Committee , to be held at any time and place to be determined by the President in such notice, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member thereof. Provided further that, if notice of any such meeting is given by mail, such notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of voting members of the Executive 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 shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Article 12 and Article 4 of this By-law applies, *mutatis mutandis*, to meetings of the Executive Committee.
- 5.1.5 Subject to the power of the Council of Directors to restrict the powers of the Executive Committee from time to time as the Council of Directors may determine, the Executive Committee shall possess and may exercise, during intervals between meetings of the Council of Directors, all of the powers of the Council of Directors in the administration of the affairs of the Association other than the power to repeal, vary, add to or amend the by-laws of the Association. The Executive Committee members shall receive no remuneration for serving as such, but shall be entitled to reasonable expenses incurred in the exercise of their duties, as per Council policy. The members of the Executive Committee shall be subject to removal by resolution of the Council of Directors at any time.

5.2 National Examining Board

- 5.2.1 The Council of Directors shall establish the National Examining Board (“**NEB**”).
- 5.2.2 The NEB shall exist under the budgetary and administrative control of the Association and shall operate at arm’s length from the Association in all matters pertaining to the administration of the National Examining Board Examination. The NEB will make recommendations to Council on all other matters involving the assessment and enhancement of veterinarians in Canada and will undertake any other duties assigned by Council from time to time.
- 5.2.3 The NEB shall be composed of eight (8) persons appointed by Council, of whom seven (7) will be Members and one (1) will be a person who is not a Member nor a veterinarian and is to act as a public interest representative on the NEB on the recommendation of the Consumers Association of Canada or other representative groups selected by the Council. In addition, Council may appoint one of its members ‘Council Representative’ to act as a full member of the NEB. Of the seven (7) NEB members, one shall be designated as the chairman of the NEB by the President; and the remaining members will each be recommended by a provincial licensing body to represent one (1) of each of the following territorial representations: the Atlantic provinces (being Nova Scotia, New Brunswick, Newfoundland and Labrador, and Prince Edward Island); the Province of Quebec; the Province of Ontario; the Provinces of Manitoba and Saskatchewan; the Province of Alberta; and the Province of British Columbia.

- 5.2.4 The term of office of each NEB member shall be three (3) years to commence on his/her appointment on the 1st of January and shall conclude on the 1st day of January three (3) years thereafter.
- 5.2.5 Where an appointed member of the NEB other than the public interest representative resigns or does not complete his term of appointment, the Council may appoint a Member from the appropriate constituency to a term of appointment that will be deemed to expire upon the expiry of such removed NEB member's term.
- 5.2.6 Where the public interest representative mentioned in Section 5.2.3 resigns or does not complete his term of appointment, the Consumers Association of Canada or other representative group selected by Council will be asked to recommend a person to replace him/her. The term of appointment of the new appointee shall be deemed to expire upon the expiry of such removed NEB member's term.
- 5.2.7 All members of the NEB shall continue to hold their appointment until their successors take office.
- 5.2.8 Members of the NEB whose term of appointment has expired are eligible to be re-appointed.
- 5.2.9 The Council will be responsible for providing the terms of reference for the NEB.
- 5.2.10 If not otherwise determined by the Executive Committee, the CEO will serve as the registrar of the NEB ("**Registrar**") as the Association staff officer charged with the responsibility of co-ordinating and facilitating the duties and functions of the NEB.
- 5.2.11 The Registrar shall receive and be responsible for recording, preparing, circulating and filing as is appropriate all documents, files, certificates, correspondence, minutes of meetings, and results of examinations; attend all meetings of the NEB; and be responsible for the day to day management of the NEB.
- 5.2.12 The term of office of the Registrar is subject to the employment agreement with him/her.

5.3 Other Committees of Council of Directors

The Council of Directors may establish, by resolution, other committees of the Council of Directors not described in this Article 5 on such terms and conditions as the Council of Directors deems appropriate, whose members will hold their offices at the discretion of the Council of Directors or as otherwise determined by the Council of Directors. The President shall be an ex-officio member of any such committee, and shall designate the chairman of any such committee who will be responsible for reporting to Council at the call of the President.

5.4 Procedure

- 5.4.1 Except as otherwise provided herein or determined by the Council, each committee and advisory body will have the power to fix its quorum at not less than a majority of its

members, and to regulate its procedure. Should a vacancy arise on any such committee or advisory body, the remaining members of such committee or advisory body shall be entitled to continue the mandate of such committee or advisory body, provided that the remaining number of members is not fewer than its quorum fixed in accordance with this Section.

- 5.4.2 Any appointments to other committees or advisory bodies which are permanent bodies shall be effective on January 1 of each year and shall automatically expire on January 1 of the following year. Any appointments to an ad hoc committee shall automatically expire when the committee or advisory body renders its report to Council.

ARTICLE 6 OFFICERS

6.1 Appointment and Duties

The Officers shall be elected if and as required by any Section of this Article 6. The power of the Council to determine the powers and duties of the Association's Officers is subject to the Charter and the By-laws. Other than as provided in these By-laws, the duties of the Officers shall be those specified by the Council and amended by Council as required.

6.2 Executive Committee member, Vice-President, President-Elect, President, Immediate Past-President

Each of the Vice-President, President-elect, President, Immediate Past-President and fifth Executive Committee member shall serve a one (1) year term in his/her given position. Council elects every year an Executive Committee member who serves in the second year as Vice-President, third year as President-Elect, fourth year as President and fifth year as Immediate Past-President. Should any of these officers become unable, for any reason, to complete his/her term of office, preside at any meeting, or be removed by a Special Resolution of Council for cause, such officer's duties will be performed by the succeeding officer, if available.

6.3 President

The President will call and Chair the meetings of the Members, the Council and the Executive Committee.

6.4 Immediate Past-President

Following expiry of the Immediate Past-President's term of one (1) year, he/she shall be eligible for re-election or re-appointment to Council but shall not be eligible for re-election to the Executive Committee.

6.5 Treasurer

The Council shall appoint from among the Association's Members a Treasurer who will hold office from the date of appointment and for one (1) year or until his/her successor is appointed. The Treasurer shall be eligible for re-appointment and will serve without remuneration. Unless otherwise determined by the Council, the Treasurer will, in concert with the CEO, oversee the financial affairs of the Association.

6.6 Chief Executive Officer

The Chief Executive Officer shall be responsible for the management, all staffing and operation of the Association in accordance with Council policy. The Chief Executive Officer shall see that all necessary books and records of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept and shall, in concert with the Treasurer, administer the financial affairs of the Association. The Chief Executive Officer may in his/her discretion delegate to other employees of the Association to assist the Chief Executive Officer in the discharge of his/her duties, subject to his/her supervision and instruction. The Chief Executive Officer may be remunerated for his/her services at the discretion of the Executive Committee. His/her term is subject to his/her employment agreement.

6.7 Agents and Attorneys

The Council will have power to appoint agents or attorneys for the Association in or out of Canada with any powers of management (including the power to sub-delegate) that the Council deems appropriate.

6.8 Term of Office

6.8.1 Each Officer shall continue in office until:

6.8.1.1 their term of appointment expires;

6.8.1.2 the election or appointment of a successor;

6.8.1.3 the Officer's resignation by delivery of a written resignation to the Secretary of the Association;

6.8.1.4 the Officer ceases to be a Member;

6.8.1.5 the Officer's removal by resolution of the Council; or

6.8.1.6 the Officer's death.

6.8.2 If the office of any Officer of the Association shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

6.9 Remuneration

The Council may determine a reasonable remuneration for all agents, attorneys, and employees of the Association. Unless otherwise provided herein, the Officers will be entitled to be reimbursed for reasonable expenses substantiated by submitted receipts which are properly incurred by them in performing their duties, including travel, but shall not be entitled to receive any remuneration for their services. The Council may, by resolution, fix any expense allowance for any Officer.

ARTICLE 7 PUBLIC ACCOUNTANT

7.1 Public Accountant

At each annual meeting, the Members shall appoint a Public Accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Council.

ARTICLE 8 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability

No person referred to in Section 8.2.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Association unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Association, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Indemnity

8.2.1 The Association will indemnify a Director, Officer, or other individual appointed by Council or hired by the Association, or formerly acting in any such capacity at the request of the Association, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Association if:

8.2.1.1 he or she acted honestly and in good faith with a view to the best interests of the Association; and

8.2.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

8.2.2 The right to indemnity provided in this Section 8.2 will include the right to the advance of moneys from the Association for the costs, charges and expenses of a proceeding referred to in Section 8.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 8.2.1.

8.3 Insurance

The Association may purchase and maintain insurance for the benefit of any person referred to in Section 8.2.1 against any liabilities and in any amounts as the Council may determine.

ARTICLE 9 MEMBERSHIP

9.1 Membership

9.1.1 The following shall be the classes of membership in the Association, all of whom shall be referred to as “**Members**” in these By-laws:

9.1.1.1 Regular Members;

9.1.1.2 Student Members;

9.1.1.3 Associate Members;

9.1.1.4 Life Members;

9.1.1.5 Honorary Members.

9.1.2 Eligibility for Regular membership in the Association shall be limited to veterinarians who (i) are registered with a Canadian provincial veterinary regulatory body, (ii) hold a Canadian active license and, (iii) are not the subject of a finding from a Canadian provincial veterinary regulatory body resulting in the loss or suspension of licensure. Veterinarians who (iv) do not hold an active license, but not as a result of a finding from a Canadian provincial veterinary regulatory body, and (v) are a graduate of an Accredited College or a holder of a Certificate of Qualification of the NEB, are eligible for Regular membership.”

9.1.3 Eligibility for Student Membership in the Association shall be limited to undergraduate students of an accredited Canadian veterinary college. A Student Member may attend any Members’ meeting conducted by the Association. No Student Member may vote at any Members’ meeting of the Association, except a meeting called for the purpose of approving a special resolution respecting the liquidation and dissolution of the Association, at which meeting the Student Members shall have right to vote as a class

- 9.1.4 Any veterinarian who is not eligible for Regular Membership in the Association and (i) is a graduate of an AVMA-CoE Accredited College or a graduate of a college listed by the CVMA and, (ii) is not the subject of a finding from a veterinary regulatory body in any jurisdiction resulting in the loss or suspension of licensure. Every Associate Member shall be sent notice of every general meeting and may speak at the discretion of the Chair at any such meeting, but no Associate Member may vote at any meeting or hold any elected office in the Association, except a meeting called for the purpose of approving a special resolution respecting the liquidation and dissolution of the Association, at which meeting the Associate Members shall have right to vote as a class.
- 9.1.5 Eligibility for Life Membership in the Association shall be limited to those Members as designated by the Council to be a Life Member. A Life Member shall be sent notice of every annual meeting of the Association, and shall enjoy all the rights and privileges of membership, including the right to vote. The Council may not grant life membership to more than three (3) Members in any one year.
- 9.1.6 Eligibility for Honorary Membership in the Association shall be limited to any person who has rendered distinguished service to the profession, whether he resides in Canada or elsewhere, as may be designated by the Council. Every Honorary Member shall be sent notice of every annual meeting of the Association and may speak at any such meeting at the discretion of the Chair, but no Honorary Member may hold any elected office in the Association or vote at any meeting of the Members, except a meeting called for the purpose of approving a special resolution respecting the liquidation and dissolution of the Association, at which meeting the Honorary Members shall have right to vote as a class. The Council may not grant honorary membership to more than two (2) people in any one year and there shall not be more than ten (10) Honorary Members at any one time.

9.2 Removal of Members

- 9.2.1 Membership in the Association is terminated when:
- 9.2.1.1 the Member dies;
 - 9.2.1.2 a Member fails to maintain any qualifications for membership for any class of Membership described in 9.1 of these By-laws;
 - 9.2.1.3 the Member resigns by delivering a written resignation to the Chief Executive Officer of the Association in which case such resignation shall be effective on the date specified in the resignation;
 - 9.2.1.4 the Member is removed by a vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members at a meeting of the Members, provided that such member shall be granted an opportunity to be heard at such meeting; or
 - 9.2.1.5 the Association is liquidated or dissolved.

9.2.2 Any Member removed for any of the reasons set out in paragraphs 9.2.1.2, or 9.2.1.3 may be eligible for reinstatement upon application to the Chief Executive Officer.

9.3 Membership Dues

9.3.1 The membership dues payable in advance by Members shall be those fixed from time to time by resolution of the Council.

9.3.2 All membership dues or other fees collectible by the Association shall be payable to the Association.

9.3.3 Dues may be paid by or on behalf of a Member by his/her Provincial Association. If a Provincial Association does not act on his/her behalf, a Member shall remit his dues directly to the Association.

9.3.4 No rebate or refund will be made of any current dues already remitted either directly by such Member or on his/her behalf by a Provincial Association for any reason.

ARTICLE 10 MEETINGS OF MEMBERS

10.1 Annual Meetings

The annual meeting of Members will be held in Canada on the date and at the time and location determined by the Council, but in any case, not later than seven (7) months after the end of the Association's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

10.1.1 receive the financial statements, the report of the public accountant and the report of Council delivered by the President or his/her appointee for that purpose;

10.1.2 review and accept minutes of the last annual meeting;

10.1.3 appoint the Public Accountant;

10.1.4 consider any questions of the Members posed to Council for a period of not more than thirty (30) minutes; and

10.1.5 transact any other business that may be required by law or that may be properly brought before the Members.

10.2 Special Meetings and Requisition Meetings

A special meeting of the members shall be convened on written requisition of members carrying not less than 4% of the voting rights, or by the President, or the Executive Committee or the Council, at a time and place fixed by the President. The request will state the business to be transacted at the meeting.

10.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at any place in Canada as the Council or group calling the meeting may determine and on such day as that person or group shall appoint.

10.4 Meeting by Electronic Means, etc.

Any person entitled to attend a meeting of Members may participate in the meeting by means of a telephonic, electronic or other communication facility (including without limitation, e-mail) that the Association may make available, within the discretion of Council. A person participating in a meeting by such means is deemed to be present at the meeting.

10.5 Notice of Meetings

10.5.1 Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

10.5.1.1 by mail, courier or personal delivery to each such Member, at least twenty-one (21) days before the day on which the meeting is to be held;

10.5.1.2 by publishing the notice in The Canadian Veterinary Journal available to each voting Member of the Association at least twenty-one (21) days before the day on which the meeting is to be held; or

10.5.1.3 by telephonic, electronic or other communication facility to each such Member, at least twenty-one (21) days before the day on which the meeting is to be held.

10.5.2 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except receipt of the financial statements, Public Accountant's report, and re-appointment of the incumbent Public Accountant, is "special business". The President, the Treasurer and the Public Accountant and any other person or persons designated by the Council, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, and for certainty will be entitled to vote at such meeting in his/her capacity as a Member but not in his/her capacity as an Officer.

10.6 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the voting Members waive notice or otherwise consent to such meeting being held. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member 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.

10.7 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements to the Members, publish such documents on its website or in The Canadian Veterinary Journal or make them accessible during an annual meeting or publish a notice to its Members stating that the annual financial statements are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

10.8 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting (being Members entitled to vote and in good standing with the Association), the Directors, the President, the Treasurer and the public accountant of the Association and others who, although not entitled to vote, are entitled or required under the Charter or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the President or with the consent of the Members.

10.9 Quorum

At least thirty-five (35) Members in good standing, present in person or participating electronically, will constitute a quorum at that meeting and can transact any business which comes before any annual meeting.

10.10 Manner of Voting

10.10.1 Each Member is entitled to one (1) vote at a meeting of Members, provided that any Member who specifically does not have the right to vote in these By-laws shall not be permitted to cast a vote.

10.10.2 At all meetings of Members, every question will be determined by a simple majority vote, unless otherwise specifically provided by the By-laws. If there is an equality of votes on a question, the chairman of the meeting shall be entitled to a second or casting vote.

10.10.3 If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, by means of the telephonic or electronic communication facility that the Association has made available for the purpose. Any vote at a meeting of Members may be held entirely by means of a telephonic, electronic or other communication facility, if the Association makes available such a communication facility.

10.10.4 Any two (2) Members in good standing may present a matter, other than a By-law, to any general meeting after the matters presented by the Council have been considered

and decided, if the Members at the meeting at which the matter is proposed to be presented agree to such presentation.

10.11 Adjournments

10.11.1 Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned:

10.11.1.1 for less than 31 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or

10.11.1.2 by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

10.12 Resolution in lieu of Meeting

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. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Member may submit his or her written signature by facsimile, email or other functionally equivalent electronic means of transmission.

ARTICLE 11 AMENDMENT OF BY-LAW

11.1 Amendments

The Council may, of its own accord, by resolution, 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 annual meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary 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 from the date of the resolution of the Directors if it is not submitted to the Members at the next annual meeting of Members or if it is rejected by the Members at the meeting.

ARTICLE 12 AFFILIATED ORGANIZATIONS

12.1 Eligibility for Affiliation

12.1.1 The Council may by resolution grant chapter affiliation with the Association to an organization of veterinarians (an “**Affiliated Chapter**”) which meets the criteria as defined by Council.

12.1.2 Once accepted, all members of the Affiliated Chapter will become Members and will be required to pay membership dues designated by the Council in order to remain Members of the Association and the Affiliated Chapter.

12.2 Termination of Affiliation

Termination of chapter affiliation with the Association will take place in accordance with the signed affiliation agreement.

12.3 Provincial Sub-Groups

Council may also establish a sub-group of its Members from within a particular Province or Provinces where there is no Provincial Association (a “**Sub-Group**”). The Sub-Group shall be established by an agreement between the Council and the Members of that Province or Provinces, and shall be subject to the rights and obligations of that agreement.

ARTICLE 13 MISCELLANEOUS

13.1 Method of Giving Notice

13.1.1 A notice or document discussed in the Charter or the By-laws, to be sent to a Member or Director of the Association may be sent by the Chief Executive Officer by ordinary prepaid mail addressed to, or may be personally delivered to, the individual’s last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with this By-law. A notice or document mailed in accordance with this Section 13.1 to a Member or Director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with this By-law.

13.1.2 The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Council or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will

not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

13.2 Repeal of Existing By-laws

All previous by-laws of the Association are hereby repealed. The repeal of such by-laws shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder or the validity of any contract or agreement made pursuant thereto.