

Canadian Society for Circumpolar Health
By-Laws

ARTICLE I

Section 1

Name 1. The name of the Association shall be “Canadian Society for Circumpolar Health”

2. “Circumpolar” is defined as including all Arctic and sub-Arctic areas within the Arctic states and Antarctica.

ARTICLE II

Section 1

Goals 1. To improve and maintain the health of circumpolar peoples.

Section 2

Objectives

1. To provide a forum for networking and sharing of information on circumpolar health.

2. To foster the dissemination of information of a scientific or otherwise educational nature relevant to circumpolar health

3. To serve as coordinating agent for international contacts relevant to circumpolar health.

4. To increase the awareness in Canada and the global community of the health conditions and perspectives of circumpolar people.

5. Where appropriate, to serve in a consultative fashion with responsible agencies to satisfy these goals and objectives.

6. To encourage the conduct of scientifically based research in areas pertaining to circumpolar health;

7. To develop contacts in the international health arena to allow for the sharing application of knowledge relevant to both third world and circumpolar health.

8. To develop liaisons with other agencies which have health related involvement in circumpolar areas.

9. To serve as a medium for the publication of materials relevant to circumpolar health.

ARTICLE III

Section 1

Membership

Terms of Admission: All individuals are eligible to admission to membership in the Society on payment of the membership fee.

Full

Membership shall be open to any person in agreement with the purposes of the

Society as stated in Article II. Application for membership shall be in writing and acted upon by the executive of the Society. Full members are eligible for the privileges described in Article IV, Section I.

Organization

Membership will be open to organizations. The institutional members are not eligible to vote or hold office with Canadian Society for Circumpolar Health.

Student

Any member who is enrolled as a full time student during the Society's fiscal year. Student members are eligible for all privileges described in Article IV.

Honourary

Any person, whose personal contribution to the purpose of the Society merits special recognition, may be selected by the Executive Committee as an Honourary Member of the Society. Recommendations for Honourary Membership may be made by any full member of the Society (see Article VI, Section 1 for a description of the Advisory Council). Honourary Members shall be eligible for all privileges described in Article IV, Section I.

ARTICLE IV

Section I

Rights of Members: All members of the Society will have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objects, subject to such regulations and the payment of such additional fees as the directors may from time to time prescribe for specific activities.

Privileges of Membership:

- To receive material pertinent to the Society.
- To attend all business and scientific meetings.
- To cast a single vote.
- To be eligible to hold office or serve on the Advisory Council.
- To serve on the Executive.

Obligations of Members: Each member must pay an annual membership fee at such time and in such amount as is determined by the members at each annual general meeting.

Withdrawal and Expulsion of Members:

- a)Any member may withdraw from membership in the Society by notice in writing to the Secretary.
- b)Any member whose conduct is considered detrimental to the may be expelled by a resolution passed by a majority of the directors of the Society
- c)Any member not paying annual fee will be withdrawn from the membership list

Directors:

- a)Until the first annual general meeting, the subscribers to the Application and Bylaws are the directors of the Society;
- b)There must be 6 directors elected from among the members of the Society and appointed at an annual general meeting;
- c)The directors may appoint chairpersons to head necessary committees, who are responsible to the directors and who will hold the designated offices until the next annual general meeting;
- d)A majority of directors may appoint any member of the Society to fill a vacancy in their numbers and any director so appointed holds office for the unexpired portion of the term of the director he or she replaces;

- e)The directors are responsible for conducting the affairs of the Society in accordance with its objects, bylaws and *Societies Act*;
- f)A majority of directors will constitute a quorum at any director's meeting;
- g)Any director may be expelled by 2/3 majority vote of directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his or her duties as a director as provided in these Bylaws;
- h)Directors or other officers will be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members at the annual general meeting.

Duties of Officers:

- a)The President presides at all meetings of the members and of the directors. The President is responsible for the general management and supervision of the affairs and operations of the Society;
- b)The Secretary is responsible for providing notices of all meetings of members and all meetings of directors, and is responsible for keeping minutes of all such meetings;
- c)The Treasurer is responsible for keeping full and accurate accounts of all receipts and disbursement of the Society and filings as required by revenue agency, charitable agency and Northwest Territories societies act;
- d)The Vice-President is responsible for exercising the duties and powers of the President, Secretary and Treasurer in their respective absences;
- e)Member at large will attend and participate in all executive meetings

Duties of officers may be delegated to hired or in kind staff as required.

Borrowing Powers: The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.

Disposal of Funds:

- a)All monies received by or on behalf of the Society must be deposited in to the Society's bank account in trust for the Society, which account must be with one of the chartered banks of Canada;
- b)All disbursements from the trust bank account must be made by cheques co-signed by the President or Vice-President, and the Treasurer, or in any of their absences, by some other director appointed by resolution of the directors. Signing authority may be delegated to administrative staff at the executive's discretion.

Meetings:

- a)An annual general meeting of the Society must be held between 31 and 180 days after the date of the fiscal year end;
- b)General meetings of the Society are held at the call of the President;
- c)Any ten members may call a special meeting by presenting a signed request to the President, who must call a meeting within fifteen days after receipt of such request;

- d) Notice of any general or special meeting must be given at least seven days period to the date set for the meeting by the posting of notices of such meetings at conspicuous points throughout the area of operations and/or by publication in a newspaper of general circulation, such notice to set forth the time, place and business to be transacted at such meeting;
- e) 10 paid up members constitutes a quorum at all meetings;
- f) If the president or Vice-President is not present at a meeting, the meeting will elect a Chairman for the purposes of that meeting only;
- g) Each member is entitled to one vote on any motion or resolution at all meetings.

ARTICLE V

Section 1

Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, and shall be nominated and elected by the procedure in Article V, Section 4. The outgoing President shall be a member of the Executive Committee for a period of three years.

Section 2

Meetings

The Directors shall meet at least once per year at a meeting to be called by the President.

Section 3

Election

A slate of nominees for the Directors will be prepared by the President . At the discretion of the President, the slate may consist of one or more candidates for each position on the Executive Committee. In addition, the slate so prepared will allow each voting member the option to write in candidates. The election shall take place on line up to a month prior to the annual meeting. Elected members will be appointed at the annual meeting.

Section 4

Term of Office

The term of office of the Directors shall be three (3) years. The term shall begin the first day following the general meeting.

Section 5

Representation

The elected executive shall aim to consist of representation from each of the following sectors: Health Care Delivery, Academic/ Research, Indigenous circumpolar groups and students. Where equally qualified members are available, the executive will strive to attain geographic balance and ensure western, central, eastern and northern Canada are represented. When required the executive may create a non-voting advisory committee

ARTICLE VII

Committees

The President or Executive Committee shall have the power to appoint committees as are deemed necessary to fulfill the purpose of the Society and such committees shall report to the President or executive committee delegate..

ARTICLE VIII

Section 1

Dues

Annual Dues for full, organizational and student membership shall be determined by the Executive Committee. The annual dues shall be communicated at the general meeting and will be effective from that date. Annual fees shall be due on May 1 of each year.

ARTICLE IX

Section 1

Meetings and Conferences

The Executive Committee shall meet as described in Article V, Section 2. The Executive Committee shall call a general meeting which shall be held every three (3) years in conjunction with the meeting of the International Union for Circumpolar Health.

At the general meeting officers and executive committee members will make reports, the Treasurer shall report on the financial status of the Society and old and new business shall be conducted.

Other Executive Committee meetings shall be held at the request of the President.

At the general meeting of the Society, 10 paid up members of the current full members of the Society shall constitute a quorum.

ARTICLE X

Section 1

Amendments

Amendments may be presented to the Executive Committee and voted on by the membership at the general meeting of the Society, or the Executive Committee shall provide written notice of a proposed amendment to all members by e-mail.

In order to be adopted, a proposed amendment must receive a two-thirds majority favourable vote.

ARTICLE XI

Section 1

Fiscal Year

The fiscal year for the Society shall begin on July 1 and end on June 30.

ARTICLE XII

Section 1

The Executive Committee is authorized to hire staff including a legal counsel, bookkeeper, auditor, translator, and an Executive Secretary as is deemed necessary.

ARTICLE XIII

Section 1

The organization shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its objectives.

Auditor:

- a) At the annual general meeting an auditor may be elected appointed for the ensuing year;
- b) At each annual general meeting, an annual financial statement containing:
- c) -The assets and liabilities of the Society in the form of a balance sheet, and
- d) -Receipts and disbursement of the Society since the date of incorporation or the date of the previous financial statement

And signed by the auditor, or by two directors if there is no auditor, must be presented for the inspection of the members.

Seal and Signing Authority:

- a) If using a seal, the seal of the Society must include the name of the society in a circle around the work "SEAL".
- b) The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director.
- c) The Secretary and at least one other director have the authority to sign instruments or documents on behalf of the Society.

Minutes of Meetings, Books and Records: All books and records of the Society must be open to the inspection of the members at each annual general meeting.

Distribution of Assets: The Society may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding-up of the Society, all remaining assets must be distributed among Canadian charities registered pursuant to the *Income Tax Act*.

Arbitration: Any dispute arising in the circumstances set out in section 7 of the Societies Act must be decided by arbitration under the *Arbitration Act*.