

**Bylaws of the
Canadian Blood and Marrow Transplant Group
Société canadienne de greffe de cellules souches hématopoïétiques**

**ARTICLE I
Name and Purpose**

- 1.1 **Name.** The name of this non-profit Society shall be the Canadian Blood and Marrow Transplant Group - Société canadienne de greffe de cellules souches hématopoïétiques (hereinafter the "Society").
- 1.2 **Incorporation.** The Society is incorporated as a non-profit organization for educational, scientific and philanthropic purposes under the laws of Canada.
- 1.3 **Purposes.** The general purposes for which the Society is organized are:
- (a) To provide leadership in the field of blood and marrow transplantation;
 - (b) To recognize and promote advances and excellence in clinical care;
 - (c) To promote basic, translational and clinical research and education;
 - (d) To represent blood and marrow transplantation issues to the public and government;
 - (e) To establish a national transplant registry and productive clinical research program; and
 - (f) To maintain clear and effective relationships with external agencies.
- 1.4 **Limitations.** Notwithstanding Section 1.3 above or any other provision of these Bylaws:
- (a) No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) No substantial part of the activities of the Society shall be the carrying on or propaganda or otherwise attempting to intervene or influence any political campaign on behalf of any candidate for public office.

(c) In the event of liquidation or dissolution of the Society, no liquidating dividends or dividends in distribution of the property owned by the Society shall be declared or paid to members or officers of the Society or any private individual, but rather, such property shall be transferred to such charitable scientific or educational organizations, as the members of the Society shall determine or its legal administrators, after its dissolution, shall direct.

1.5 **Head Office.** Until changed in accordance with the *Canada Corporations Act*, R.S.C. 1970, c. C-32 (the "Act"), the Head Office of the Society shall be in the City of Vancouver in the province of British Columbia.

1.6 **Society Seal.** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Society.

**ARTICLE II
Members**

2.1 **Membership Categories.** The members of the Society are (a) Active Members; (b) Members in Training; (c) Emeritus Members, (d) Honorary Members and (e) Corporate Members. The Society does not discriminate in membership on the basis of race, religion, national origin, sex or handicap.

2.2 **Application.** The procedure for applying for membership shall be:

(a) Persons seeking initial membership in the Society or seeking to move from one membership category to another shall apply in writing on the form authorized by the Society and signed by the applicant. It should include a list of qualifications, professional positions, and scientific

contributions of the candidate or be accompanied by the applicant's curriculum vitae or resume.

- (b) Upon receipt by the Society of a membership application (whether for initial membership or transfer to a different category), the Executive Committee, with the assistance of the Executive Director, shall evaluate the applicant's qualifications and report its findings and recommendations to the Board of Directors.
- (c) An applicant meeting the qualifications of a membership category shall be elected to such category upon the affirmative vote of the members of the Board of Directors present at a duly called and convened meeting of the Board.

2.3 Selection. The Board of Directors shall base its selections on long-range objectives that appear best to serve the field of blood and marrow transplantation in the broadest concepts. Among the guidelines which it uses are:

- (a) That the Society is an inclusive rather than an exclusive organization;
- (b) That members are sought in multiple clinical and scientific disciplines;
- (c) That there are no numerical limitations on memberships;
- (d) That a candidate should have published an original contribution related to blood and marrow transplantation that is more than an abstract or routine case report, although it is not necessary that the author be the first author on the contribution. In lieu of this requirement, the candidate should show evidence of a dedication to clinical or laboratory activities related to the field of blood and marrow transplantation.

2.4 Active Members. Active membership in the Society is open to applicants with major and sustained interest in blood and marrow transplantation who hold an MD, PhD or internationally equivalent degree or are members of an allied profession (e.g. nursing, pharmacy, laboratory technology), and who hold a leadership position in a hospital-based blood and marrow transplantation program, affiliated university-based laboratory program or non-profit allied health care provider. Applicants who file an official application form

will become members by a majority vote of the Board of Directors. Active members pay dues and have all privileges of the Society including, but not limited to, the right to vote, hold office, serve on committees, and have reduced registration fees at meetings and conferences of the Society.

2.5 In-Training Members. Individuals registered in a relevant Baccalaureate, MSc, PhD, MD or internationally equivalent post graduate training program may apply to be Members in Training upon receipt by the Society of a letter from their supervisor verifying their status and briefly describing their program of study. Members in Training pay reduced dues as determined by the Board of Directors. They have all the privileges of membership including receiving the Society newsletter and having reduced registration fees at meetings and conferences of the Society; however, they do not have the right to vote or hold office.

2.6 Emeritus Members. Any member of the Society at age sixty-five, or any member who by reason of permanent disability or undue hardship has been rendered unable to continue active membership, may request transfer to the status of Emeritus membership by written application to the Secretary of the Society. The Emeritus classification will be awarded by a majority vote of the Board of Directors. Emeritus members will have all privileges of active members except the right to vote and to hold elective office. They do not pay dues, assessments, meeting or conference registration fees. Emeritus members will have the option of receiving the Society newsletter at no charge.

2.7 Honorary Members. Non-members of the Society may be proposed for this distinction by the Advisory Committee in recognition of outstanding contributions to any discipline of importance to the field of blood and marrow transplantation and are elected by a majority vote of the Board of Directors. Honorary members have the option of receiving the Society newsletter at no extra charge and the privilege of attending meetings and conferences of the Society without payment of registration fees, but do not have the right to vote or hold office. They do not pay membership dues. This status is reviewed every five years by the Board of Directors.

2.8 Corporate Members. Corporate membership in the Society is open to corporations and for-profit organizations with interest in blood and marrow transplantation issues. Corporate

membership fees and benefits will be determined by the Board of Directors. Corporate members do not have the right to vote, attend meetings, hold office, serve on committees, or have reduced registration fees at meetings or conferences of the Society.

- 2.9 **Transferability of Membership.** Membership in the Society is non-transferable.
- 2.10 **Resignation of Membership.** Resignation from the Society will be submitted in writing to the Secretary who will present the resignation to the Board of Directors at the next meeting of the Board of Directors, and the resignation will become effective at the time it is reported to the Board of Directors.
- 2.11 **Suspension of Members.** Members may be removed from the Society for actions deleterious to the purposes of the Society. Reasons for removal must be presented in writing to the Secretary by at least two members. The Board of Directors, or a designated sub-committee of the Board or Directors, will investigate the nature of the complaint and report its findings. The member must be given an opportunity for self-defense in person or in writing before the Board of Directors, and the removal from the Society must be approved by at least three-fourths (3/4) of the Board of Directors at a duly called and convened meeting of the Board of Directors.

ARTICLE III Dues and Fees

Active Members, Members in Training and Corporate Members will pay dues and fees as set forth by the Board of Directors.

ARTICLE IV Board of Directors

- 4.1 **Authority and Responsibility.** The governing body of the Society shall be its Board of Directors. The Board of Directors shall supervise, control and direct the business and affairs of the Society, shall actively promote its purposes, and shall supervise the disbursement of its funds.
- 4.2 **Composition.** The Board of Directors shall consist of five (5) Designated Directors, two (2) At-Large Directors, and a minimum of three (3) to a maximum of five (5) External Directors. No member may serve as both a Designated and an At-Large Director. The Newsletter Editor and chair of the Biennial Conference Committee shall serve as non-voting, ex officio members of the Board.
- 4.3 **Designated Directors.** The five (5) Designated Directors shall be the President, President-Elect, Immediate Past-President, Secretary and Treasurer. The five (5) Designated Directors shall be elected in the manner provided in Article 5.1.
- 4.4 **At-Large Directors.** The two (2) At-Large Directors shall be Society members and shall be elected by the general membership for terms of two (2) years. The terms will be staggered, in that each year one director shall be elected for a two-year term to succeed that director whose term is then expiring.
- 4.5 **External Directors.** There shall be a minimum of three (3) and maximum of (5) External Directors on the Board of Directors. External Directors shall be non-Society members who bring valuable knowledge, experience and/or professional expertise to the Board. External Directors shall be appointed by the Board of Directors for terms of three (3) years each.
- 4.6 **Non-Voting Representatives.** At the discretion of the Board of Directors, other individuals may attend and participate in the meetings of the Board, but shall not be entitled to vote.
- 4.7 **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any duly called and convened meeting of the Board of Directors. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum. The act of a majority of the members of the Board present and voting at a duly called and convened meeting of the Board of Directors in which there is a quorum, shall be the act of the Board.
- 4.8 **Regular Meetings.** An annual meeting of the Board of Directors shall be held, without notice other than this provision, at the same location and during or within one day of the annual meeting of the members. The Board of Directors may provide by resolution the time and location for the holding of additional regular meetings without other notice than such resolution.

4.9 **Special Meetings.** Special meetings of the Board of Directors may be called at the written request submitted to the President of any four (4) directors. Except for meetings by teleconference, written notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto, by mail, courier service, facsimile or e-mail to each member of the Board of Directors at his or her residence, business address or e-mail address as shown in the records of the Society. Any director may waive notice of any meeting.

4.10 **Meetings by Teleconference.** The directors of the Society may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Society. Notice of a meeting by teleconference shall be given no less than twenty-four (24) hours prior thereto by facsimile or e-mail. Any director may waive notice of any meeting.

4.11 **Meetings by Other Electronic Means.** The directors of the Society may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- (a) the Board of Directors of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each director has equal access to the specific means of communication to be used; and
- (c) each director has consented in advance to meeting by electronic means using specific means of communication proposed for the meeting.

4.12 **Resolution in Lieu of Meeting.** A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, or committee thereof, is as valid as if it had been passed at a meeting of directors or committee of directors.

4.13 **Compensation.** Directors shall not receive any remuneration for their services as directors; however, the Board of Directors, by the affirmative vote of a majority of the directors,

may authorize partial or complete reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefor.

ARTICLE V Officers

5.1 **Elected Officers.** The members of the Society who are eligible to vote shall elect the following officers of the Society: President, Secretary and Treasurer. Officers of the Society also will include the President-Elect, being the person who has been elected as President for the following term, and the Immediate Past-President.

5.2 **Duties.** The duties of all officers and committees will be as specified by the laws of Canada, the articles of agreement or incorporation, by the Bylaws, and "Robert's Rules of Order Newly Revised." In the event of inconsistency, the precedent among the foregoing will be in the order above set forth.

- (a) **The President.** The President shall hold an MD or internationally-equivalent degree. The President shall be the principal officer of the Society, serve as chair of the Board of Directors, serve as chair of the Executive Committee, and serve as a non-voting, ex officio member of the Advisory Committee and all other Society committees. The President shall supervise and direct the business of the Society, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the members and the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which is expressly delegated by law, the Articles of Incorporation, these Bylaws or the Board of Directors to some other officer or agent of the Society. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors.

- (b) **The President-Elect.** The President-Elect shall hold an MD or internationally-equivalent degree. The President-Elect shall serve as vice-chair of the Board of Directors, as vice-chair of the Executive Committee, and as a non-voting, ex officio member of the Advisory Committee. The President-Elect shall assist the President in the discharge of the duties of the President, as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President. The President-Elect shall succeed to the office of President if a vacancy occurs in the office of President. Should the President-Elect become President through a vacancy in the office, he/she shall be permitted to serve as President for the remainder of the unexpired term and his/her own term.
- (c) **The Immediate Past-President.** The Immediate Past-President shall serve as a member of the Board of Directors, a member of the Executive Committee, and as chair of the Advisory Committee. The Immediate Past-President shall assist the President in the discharge of the duties of the President, as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.
- (d) **The Secretary.** The Secretary shall serve as a member of the Board of Directors, as a member of the Executive Committee, and as a non-voting, ex officio member of the Advisory Committee. The Secretary shall be responsible for ensuring that permanent records of the meetings and transactions of the Board of Directors, the Executive Committee and the Society are kept, including any reports that may be required under applicable federal, provincial, or local law. The Secretary shall also perform all other duties incident to the Office of Secretary. If the office of Secretary becomes vacant, the Board of Directors, upon the recommendation of the President and Executive Committee, may appoint a member to fill the remainder of the unexpired term.
- (e) **The Treasurer.** The Treasurer shall serve as a member of the Board of Directors, as a

member of the Executive Committee, and as a non-voting, ex officio member of the Advisory Committee. The Treasurer shall be responsible for the collection, receipt, custody and disbursement of all funds and securities of the Society and will act as fiscal consultant to the Society. At the annual business meetings of the Society, the Treasurer will make a report in writing and orally of the monies received and expended and a detailed statement of the financial condition of the Society. The Treasurer will assist the Board of Directors in the development and presentation of the budget of the Society for the ensuing term. The Treasurer shall also perform all other duties incident to the office of Treasurer. If the office of Treasurer should become vacant, the Board of Directors, upon the recommendation of the President and Executive Committee, may appoint a member to serve in that position until the next annual election of the Society.

- 5.3 **Terms of Office.** The President, President-Elect and Immediate Past-President will serve only one consecutive, two-year term in each such office except with respect to an unexpired term of the President. The Secretary and Treasurer will serve for only one consecutive term of three years each.
- 5.4 **Succession.** Unless otherwise provided by these Bylaws, upon expiration of his or her term, the President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past-President. The Secretary and the Treasurer will serve only one term of office.
- 5.5 **Compensation.** Elected officers shall not receive any remuneration for their services as officers; however, the Board of Directors, by the affirmative vote of a majority of the directors then in office, may authorize partial or complete reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors as well as reasonable expenses for travel on official business for the Society.

ARTICLE VI Newsletter Editor

- 6.1 **Newsletter Editor.** The Newsletter Editor shall be responsible for the administration and day-to-day operations of the Society's official newsletter. The Newsletter Editor shall be

appointed by and is responsible to the Board of Directors.

ARTICLE VII Executive Director

- 7.1 Executive Director. The Executive Director of the Society shall be responsible for the administrative and day-to-day business operations of the Society. The Executive Director shall be appointed by and responsible to the Board of Directors. The Executive Director does not have to be a Member of the Society.

ARTICLE VIII Committees

- 8.1 Standing Committees. The standing committees of the Board shall be the Executive Committee, Advisory Committee, Nominating Committee, Finance and Audit Committee and Biennial Conference Committee. All standing committees report to the Board of Directors, which may alter or rescind the action of any standing committee.

- (a) Executive Committee. The Executive Committee shall be a committee of the Board of Directors and shall consist of the President, President-Elect, Immediate Past-President, Secretary and Treasurer. The President shall be the chair. The Newsletter Editor and chair of the Biennial Conference Committee shall serve as non-voting, ex officio members of the Executive Committee.

Between meetings of the Board of Directors, the Executive Committee shall exercise the powers of the Board of Directors in the management of the business and affairs of the Society, except as may otherwise be prohibited by law, the Articles of Incorporation or these Bylaws.

Subject to the control of the Board of Directors, the Executive Committee shall supervise and direct the financial affairs of the Society. The Executive Committee shall have an annual audit of the Society's books conducted by a certified public accounting firm and shall perform such other duties as from time to time may be assigned by the Board of Directors.

The Executive Committee shall hold at least four regular meetings a year, in person, by teleconference, or by any other

electronic means, subject to the restrictions set forth below. One of the four regular meetings may be before or after the annual meeting of the Society. The time and location for such meetings will be determined by the President.

Special meetings may be called at any time by the President or any two members of the Executive Committee, and may be held in person, by teleconference, or by any other electronic means, subject to the restrictions set forth below.

Written notice of any meeting of the Executive Committee shall be sent by mail, facsimile or e-mail to each member of the Committee at least five days before the meeting.

The Executive Committee may meet by teleconference provided that either a majority of the Executive Committee consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Executive Committee at a meeting of the Executive Committee of the Society.

The Executive Committee of the Society may meet by other electronic means that permits each member of the Executive Committee to communicate adequately with each other, provided that:

- (i) the Executive Committee of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (ii) each member of the Executive Committee has equal access to the specific means of communication to be used; and
- (iii) each member of the Executive Committee has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any duly called and convened meeting of the Executive

Committee. If a quorum is present when a duly called meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum.

The act of a majority of the members present and voting at a duly called and convened meeting at which there is a quorum shall be the act of the committee.

The minutes of each meeting of the Executive Committee shall be furnished to the entire Board of Directors at its next meeting, at which time the Board of Directors may alter or rescind any action of the Executive Committee.

- (b) **Advisory Committee.** The Advisory Committee shall consist of members who are Immediate-Past-President, Immediate-Past-Secretary and Immediate-Past-Treasurer, four (4) individuals elected from the membership, current Chairs of Society Committees and current Directors of Canadian BMT Programs. The current President, President-Elect, Secretary, Treasurer and Newsletter Editor will serve as non-voting, ex officio members of the Advisory Committee. The Immediate-Past-President will act as chair of the Advisory Committee. Elected Advisory Committee members will each serve one term of two (2) years. Interim vacancies in the Advisory Committee will be filled by the President, with the advice and approval of the Board of Directors.

The Advisory Committee will deliberate upon and advise the Executive Committee and Board of Directors concerning the actions of the Society's committees, the long range development and policies of the Society, and other actions and activities which the Advisory Committee determines to be in the best interest of the Society. It shall make recommendations to the Executive Committee and Board of Directors regarding honorary members, the awards of the Society, the establishment of orations, or other actions of a distinguishing nature. The Advisory Committee shall also perform such functions as requested by the President, Executive Committee, and Board of Directors and shall report to the Executive Committee and/or Board of Directors as

deemed necessary by the Advisory Committee, Executive Committee or Board of Directors.

The Advisory Committee shall meet in person, by teleconference or by other means in which all persons participating in the meeting can hear and speak to one another, at least once per year, usually at the time of the annual meeting. The Chair of the Committee shall determine the time and location of such meeting(s). Written notice of any meeting of the Advisory Committee shall be sent by mail, facsimile or e-mail to each member of the Committee, at least one (1) month in advance. An agenda or agenda package shall be sent to each member of the Committee, by mail, facsimile or e-mail, at least five (5) days prior to the meeting.

Five (5) members present shall constitute a quorum for conducting the business of the Committee. If a quorum is present when a duly called meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum.

The act of a majority of the members of the Advisory Committee present and voting at a meeting in which there is a quorum shall be the act of the Committee.

- (c) **Nominating Committee.** The Nominating Committee shall consist of at least three (3) members appointed by the President with the advice and approval of the Board of Directors. Terms of office for committee appointments shall be three years. Appointments will rotate, with one new committee appointment each year.

In accordance with Article 9, Section 1, of these Bylaws, the Nominating Committee annually shall nominate at least one qualified individual each for the expiring terms, if any, for President-Elect, Secretary, Treasurer, At-Large Directors, and elected Advisory Committee members.

Any meeting of the Nominating Committee may be held in person, by teleconference or by other means in which all persons participating in the meeting can hear and speak to one another.

A majority of the Nominating Committee shall constitute a quorum for the transaction of business at any duly called and convened meeting of the Nominating Committee. If a quorum is present when a duly called meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum.

The act of a majority of the members of the Nominating Committee present and voting at a meeting in which there is a quorum shall be the act of the Committee.

- (d) **Finance and Audit Committee.** The Finance Committee shall consist of the President, Treasurer, and one or more members appointed by the President with the advice and approval of the Board of Directors. The Finance and Audit Committee shall recommend policy to the Board of Directors related to fiscal matters of the Society, including, but not limited to, preparation of the annual budget, setting of dues and rates, and long range financial and fundraising policies. The Finance and Audit Committee shall review the Society's financial statements and auditors reports (as required by Article XIII of these Bylaws) before such statements or reports are presented to the Board of Directors or members of the Society. The Finance and Audit Committee shall have authority to engage such professional advisors as it deems appropriate to accomplish its objects. The Finance and Audit Committee shall exercise any other power and function which may be determined from time to time by the Board of Directors.

Any meeting of the Finance and Audit Committee may be held in person, by teleconference or by other means in which all persons participating in the meeting can hear and speak to one another.

A majority of the Finance and Audit Committee shall constitute a quorum for the transaction of business at any duly called and convened meeting of the Finance and Audit Committee. If a quorum is present when a duly called meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less

than the proportion or number otherwise required for a quorum.

The act of a majority of the members of the Finance and Audit Committee present and voting at a meeting in which there is a quorum shall be the act of the Committee.

- (e) **Biennial Conference Committee.** The Biennial Conference Committee shall be responsible for planning and supervising the scientific, business, social and commercial components of the Society's biennial conference. The chair of the Biennial Conference Committee shall be appointed by the President with the advice and approval of the Board of Directors.

Any meeting of the Biennial Conference Committee may be held in person, by teleconference or by other means in which all persons participating in the meeting can hear and speak to one another.

- 8.2 **Other Committees.** The Board of Directors may establish other committees as are deemed necessary for the advancement of the Society or the field of blood and marrow transplantation. Other Committees shall recommend actions to the Board of Directors in the area(s) of the Committee's responsibilities.

- (a) **Establishment:**

(i) The Board of Directors may establish other committees and committee functions as it deems appropriate and necessary and may also dissolve such other committees as deemed appropriate. Such Board appointed committees shall have a single, focussed activity or set of activities and recommend actions to the Board of Directors in the area(s) of the committee's responsibilities; and

(ii) The Board of Directors may establish other committees by approving a petition signed by at least five (5) members of the Society stating the aim of the proposed committee.

- (b) **Terms of Reference.** The Board of Directors shall determine the functions, area(s) of responsibility, number of members and terms of membership for committees established pursuant to this Article 8.2.

- (c) **Appointments.** The President-Elect, with the advice and approval of the Board of Directors, and, where applicable, in consultation with the members signing the petition recommending establishment of a committee, shall appoint the chair and members of the committees, established pursuant to this Article 8.2, to take office at a time designated by the Board of Directors.
- (d) **Quorum and Manner of Acting.** A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called and convened meeting (in person, by teleconference or other means in which all persons participating in the meeting can hear and speak to one another), at which there is a quorum shall be the act of the committee.

**ARTICLE IX
Elections**

- 9.1 **Nominations.** A call for recommendations for nomination shall be sent annually to the general membership no less than thirty (30) days prior to the meeting at which the Nominating Committee finalizes nominees. The Nominating Committee shall nominate at least one qualified individual each for the expiring terms, if any, for President-Elect, Secretary, Treasurer, At-Large Directors, and Elected Advisory Committee Members. Additional nominations may be made by written petition signed by thirty (30) voting members and delivered to the President, Secretary or Executive Director no less than ninety (90) days prior to the annual meeting.
- 9.2 **Ballots.** The annual election shall be by mail ballot sent no less than thirty (30) days nor more than ninety (90) days prior to the annual meeting of the Society. Counting of ballots shall be supervised by the Executive Director and count results forwarded to the Board of Directors. At the direction of the Board of Directors, counted ballots shall be held at the Society's Head Office for a period of five (5) years from the date of election, or forwarded for recount to the President or another individual designated by the Board of Directors.
- 9.3 **Terms of Office.** All officers and directors shall take office immediately after adjournment of the annual meeting and shall serve until their successors are duly elected and installed, or until their death, resignation or removal from office in the manner hereinafter set forth.
- 9.4 **Filling Vacancies.**
 - (a) Any vacancy occurring in the offices of Designated Director, At-Large Director, Elected Officer or Elected Advisory Committee Member, unless otherwise provided for herein, may be filled by action of the President and Executive Committee, with the advice and approval of the Board of Directors. The appointee shall serve until the adjournment of the next annual meeting or until their death, resignation or removal in the manner set forth herein.
 - (b) Any vacancy occurring in the office of External Director shall be filled by appointment of the Board of Directors. The appointee shall serve for the remainder of the unexpired term.
- 9.5 **Vacation of Office.** The office of a director, officer or Elected Advisory Committee member shall automatically be vacated if the director, officer or Elected Advisory Committee Member:
 - (a) is found to be a mentally incompetent person or becomes of unsound mind;
 - (b) by notice in writing to the Society resigns office, which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later; or
 - (c) dies.
- 9.6 **Removal.** Any director, officer or Elected Advisory Committee member may be removed from office by a two-thirds (2/3) vote of the Board of Directors at a duly called and convened meeting of the Board of Directors, whenever in their judgment the best interests of the Society would be served thereby. Any Designated Director removed shall at the same time be removed as an officer, and any officer removed shall at the same time be removed as a Designated Director.
- 9.7 **Omission of Notice.** The accidental omission to give notice of any meeting of the Board of Directors, or committee thereof, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceedings taken at such meeting.

ARTICLE X
Meetings & Conferences

- 10.1 **Annual Meeting.** An annual meeting of the members of the Society shall be held at such time and location as shall be determined by the Board of Directors. Annual Meetings shall be open to Active, In-Training, Emeritus and Honorary Members. At each annual meeting, the voting members shall conduct such business as is necessary and appropriate.
- 10.2 **Special Meetings.** A special meeting of the Society may be held:
- (a) on the call of the President at the request of the Board of Directors; or
 - (b) on written requisition of members carrying not less than 5% of the voting rights.
- 10.3 **Scientific Conferences.** The Society shall hold regular scientific conferences at times and locations to be determined by the Board of Directors.
- 10.4 **Notice.** A written or printed notice of the Society's annual meeting or scientific conference shall be sent by mail, facsimile or e-mail to each member of the Society at least two months prior to any such meeting or conference. In the case of special meetings, a written or printed notice of the meeting shall be sent by mail, facsimile or e-mail to each member at least thirty (30) days prior to the meeting, with an explanation of the purpose or purposes for which the meeting was called. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.
- 10.5 **Voting and Quorum.** Every active member attending any Society meeting shall be entitled to one vote on each matter submitted to a vote of the members. Fifteen active members present shall constitute a quorum for the transaction of business of the Society at annual or special meetings.
- 10.6 **Procedure.** All meetings of the Society shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the annual meeting of the Society shall submit this business in writing to the Secretary at least two weeks (14 days) prior to the annual meeting. Under usual circumstances, such business items will be reviewed by the Board of

Directors or an appropriate committee before any action is taken by the membership at the annual meeting. The Board of Directors may exclude from discussion or consideration any item which is inconsistent with the purposes of the Society.

Any member wishing to bring new or old business before the annual meeting of the Society that has not been placed on the agenda by the Board of Directors may do so under suspension of the rules. Rules of procedure may be suspended at any meeting by a vote of two-thirds of the membership present. However, rules may not be suspended for consideration of new or old business unless the President is notified 48 hours prior to the beginning of the annual meeting that such a request is to be made and the membership is notified early in the meeting of the nature of the new or old business to be discussed under suspension of the rules if voted.

- 10.7 **Omission of Notice.** The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of members. For purposes 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 or her last address recorded on the books of the Society.
- 10.8 **Adjournment.** The chairperson of any meeting of members may, with the consent of the meeting, adjourn the same from time to time to an affixed time and location, and no notice of such adjournment need be given to the members. 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.
- 10.9 **Chairperson of the Meeting.** In the event that there are no Designated Directors present at any meeting of the members, the persons who are present and entitled to vote may choose another director as chairperson of the meeting.
- 10.10 **Votes.** No member shall be entitled to vote at meetings of members of the Society unless the member has paid all dues or fees, if any, then payable by the member.

10.11 **Meetings by Teleconference.** The members of the Society may meet by teleconference provided that either a majority of the members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the members at a meeting of the members of the Society.

10.12 **Meetings by Other Electronic Means.** The members of the Society may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- (a) the members of the Society has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- (b) each member has equal access to the specific means of communication to be used; and
- (c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

ARTICLE XI Publications

11.1 **Publications.** The Board of Directors may authorize publication of a journal, book or newsletter devoted to the advancement of the field of blood and marrow transplantation, or such other publications as are deemed necessary or appropriate for the benefit of the Society or the field of blood and marrow transplantation.

11.2 **Official Publications.** The Board of Directors may designate a journal and/or other publications as an official publication of the Society.

11.3 **Annual Report.** The Board of Directors shall produce an Annual Report and Membership Directory. This document will contain:

- (a) a Report of the President summarizing the activities of the Board of Directors;
- (b) a Report of the Treasurer;
- (c) a Report on the Society's Biennial Conference;

(d) reports from the Special and Scientific Committees;

(e) a Directory of members' names and addresses;

(f) the current version of the Society's Bylaws; and

(g) other documents or lists of interest to the membership.

This report shall be mailed to all members or posted on the Society's official web site.

11.4 **Web Site.** The Board of Directors may authorize the formation of an official Society web site. The content of, and updates to, the web site shall be the responsibility of the Board of Directors.

ARTICLE XII Intellectual Property

12.1 **Intellectual Property.** The Board of Directors shall cause to be prepared, approved and published, before the signing of any contractual agreement with a person to be funded by the Society, a policy relating to intellectual property that appropriately reflects and balances the objectives of:

- (a) free scientific inquiry and the publication of research results;
- (b) the legitimate interests of researchers or their sponsors in the results of their research;
- (c) the existing intellectual property regimes and policies of partners and stakeholders in the Society; and
- (d) commercialization of research.

ARTICLE XIII Finance, Audit and Evaluations

13.1 **Contracts.** Contracts, documents or any instrument in writing requiring the signature of the Society shall be signed by any officer and all contracts, documents and instruments so signed shall be binding upon the Society without any further authorization or formality. The directors shall have the power from time to time by resolution to appoint an officer or officers, agent or agents, on behalf of the Society to sign specific contracts, documents and instruments in writing. The directors may

give the Society'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 Society. The seal of the Society, 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.

- 13.2 **Cheques and Drafts.** All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall be determined by the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the Society.
- 13.3 **Expenditures.** The Board of Directors may authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salary to employees.
- 13.4 **Borrowing Power.** The Board of Directors of the Society may from time to time authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these By-laws, to:
- (a) borrow money upon the credit of the Society from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - (b) limit or increase the amount to be borrowed;
 - (c) issue, or cause to be issued bonds, debentures or other security of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors; and
 - (d) secure any such bond, debenture or other securities or any other present or future borrowing or liability of the Society, by a mortgage, hypothec, charge or pledge or all or any currently owned or subsequently

acquired real and personal, moveable and immovable, property of the Society, and the undertaking and rights of the Society.

- 13.5 **Fund Raising.** The Board of Directors shall take such steps as they may deem necessary to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, supplements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.
- 13.6 **Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in banks, trust companies or other depositories as the Board of Directors may select.
- 13.7 **Gifts.** The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.
- 13.8 **Fiscal Year.** The fiscal year of the Society shall be fixed from time to time by the Board of Directors.
- 13.9 **Accounts.** The Board of Directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditures take place, the assets and liabilities of the Society and all other financial transactions affecting the financial position of the Society.
- 13.10 **Budgets.** The Board of Directors, with the Finance and Audit Committee, shall cause to be prepared an annual budget. Included in the budget shall be the dues, rates and fundraising plans set for the upcoming year.
- 13.11 **Financial Reports.** The Board of Directors shall cause quarterly financial reports to be prepared with respect to the financial situation of the Society.
- 13.12 **Auditors.** The members shall, at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the Society for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

13.13 **Audit.** The books of the Society shall be audited at least once per fiscal year and the accuracy of the statement of income and expenditures and of the balance sheet shall be ascertained by said auditor or auditors.

13.14 **Evaluations.** After the first three (3) years of operation and as required thereafter in concurrence with any evaluation undertaken by the Society, the Board of Directors shall arrange for a full-scale evaluation by national and international experts. This evaluation shall cover the activities of the Society over the period under review in relation to its objectives, including an evaluation of the output and operations of the Society. Such evaluation will focus on the scientific operations and accomplishments of the Society as measured against declared objectives and plans. Upon completion, such evaluations shall be made available to the public by the Society.

ARTICLE XIV

Indemnification of Directors and Officers

14.1 **Indemnification of Directors and Officers.** The Society shall indemnify, to the full extent permitted by applicable law, every officer and director of the Society, and every former director and officer, and any persons who may have served at the request of or by the election or appointment of the Society as a director or officer of another corporation.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled, and this indemnification shall be in addition to and not in limitation of any other privilege or power of

the Society to indemnify its officers and directors.

The Society may purchase and maintain insurance on behalf of any persons referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

ARTICLE XV

Amendments

15.1 These Bylaws may be amended by a mailed out ballot or at any meeting of the members. Amendments to the Bylaws must be proposed in writing to the Board of Directors by five members, and must be submitted at least sixty (60) days prior to a mailed out ballot or the Business Meeting. The proposed amendment, together with the Board of Directors' recommendation, shall be mailed to each member of the Society at least thirty (30) days before either the deadline for receipt of ballots, or the date of the Annual Meeting or other meeting of the members at which it is to be considered. To be adopted, an amendment must be approved by at least two thirds of the active members submitting written ballots (a quorum shall be deemed to constitute 10% of all members of the Society), or present and voting at the regular business meeting.

Any repeal or amendment of the Bylaws relating to the requirements of subsection 155(2) of the Act shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.