

**CONSTITUTION AND BY-LAWS FOR THE
CANADIAN SOCIETY OF COLON AND RECTAL SURGEONS/
SOCIÉTÉ CANADIENNE DES CHIRURGIENS DU COLON ET DU RECTUM**

Name

1. The association shall be known as the Canadian Society of Colon and Rectal Surgeons – Société canadienne des chirurgiens du colon et du rectum (the "Corporation")

Corporate Seal

2. The seal, an impression of which is affixed on the final page of these by-laws, shall be the seal of the Corporation.

Location

3. The head office of the Corporation is, in the City of Montreal, Quebec, Canada. The address shall be considered permanent until such time as it is changed by the Corporation determined by resolution.

Membership

4. The Corporation shall be composed of six categories of members, as follows: Fellows, Associate Fellows, Resident Members, Honorary Fellows and Emeritus Fellows, and International Members.

Fellows

5. Fellows shall be limited to specialists in the field of colon and rectal legally licensed to practice surgery, with active practices and shall be in compliance with the Maintenance of Certification Program of The Royal College of Physicians and Surgeons of Canada. They must have received recognized formal training in colon and rectal surgery. Fellows shall be entitled to receive notice of, attend, take part in and vote at all meetings of the Corporation, and shall be eligible for membership on the Executive Board and various other committees.

Associate Fellows

6. Associate Fellows are limited to graduates of an approved medical school and legally licensed to practice medicine or surgery. Associate Fellows shall be active in the field of colon and rectal surgery or shall display a major interest and participate in the study of colon and rectal disease. The major portion of their practices will be concentrated in the management of patients with colon and rectal disease. They shall be in compliance with the Maintenance of Certification

program of The Royal College of Physicians and Surgeons of Canada. Associate Fellows are entitled to receive notice of, take part in and vote at the Annual Meeting of Members, and may serve on any committee or working group of the Corporation.

Resident Members

7. Resident Members shall consist of full-time residents who are enrolled in a postgraduate training program in the field of Colon and Rectal Surgery accredited by The Royal College of Physicians and Surgeons of Canada, or its equivalent acceptable to the Executive Board. Such membership shall be in effect during training, including fellowship. Such members will be accorded all rights and privileges of Fellows and may serve on any committee except the Executive Board. Resident Members shall not be entitled to vote at any meeting of members.

Honorary Fellows

8. Upon recommendation of the Executive Board, Honorary Fellowships may be bestowed on individuals who have made an outstanding contribution to the field of colon and rectal surgery, or to the Canadian Society of Colon and Rectal Surgeons. Honorary Fellows shall have no voting privileges and shall not be subject to dues or assessments.

Emeritus Fellows

9. Emeritus Fellows shall be limited to those Fellows or Associate Fellows in good standing who have formally stated to the Secretary-Treasurer that they have retired from the practice of medicine. Emeritus Fellows shall not have the right to vote or hold office in the Corporation, but may be appointed to serve on committees, and may appear on the annual scientific program of the Corporation and participate in discussion of scientific papers.

International Members

10. This category of membership is intended to facilitate access to the educational opportunities offered by the Corporation and may be conferred on surgeons and surgical trainees resident abroad, after application supported by 2 letters of recommendation from active members of Canadian Society of Colon and Rectal Surgeons. Such membership shall be conferred by the Executive Committee on the recommendation of the Membership Committee subject ultimately to the approval of the membership.

International Members shall be entitled to notice of and to attend meetings of the members of the Corporation but shall not be entitled to vote. No International Member shall be eligible to be elected or appointed as a director of the Corporation nor shall an International Member be eligible to be an elected officer of the Corporation.

Payment of Dues

11. “Fellows”, “Associate Fellows”, and “International Members” shall be required to pay annual dues or assessments. “Honorary Fellows” and “Emeritus Fellows” shall not be subject to dues or assessments. Any member, regardless of classification, on reaching the age of 70 years may request exemption from payment of dues, and will not forfeit any benefits from membership in the Corporation.

Election to Membership

12. Applications for new fellowships shall be presented in writing to the Secretary-Treasurer Applications reviewed by the Executive Board shall be presented to the membership for election by a two-thirds (2/3) majority vote at an Annual Meeting of Members. Physicians who are Resident Members in good standing, and who have completed training and become eligible for Fellowship, will become Fellows at the next Annual Meeting of Members. No new application form need be submitted.

Termination of or Withdrawal from Membership

13. Membership in the Corporation shall cease if the member resigns, if the member becomes ineligible to continue the practice of surgery by virtue of suspension or restriction of privileges by their licensing body, if annual dues are in arrears for two consecutive years, or upon death.

A member may resign by submitting the member’s intention in writing to the Executive Board prior to the Annual Meeting of the Corporation. If the letter of resignation is received any time following the Annual Meeting the member is subject to the full annual dues for the ensuing year.

Reinstatement

14. Members who have resigned and at resignation were in good-standing and against whom no charges were pending under the existing by-laws, may be reinstated by the Executive Board upon payment of the required dues for the year of the desired reinstatement. Members who were terminated due to non-payment of dues may be reinstated by the Executive Board upon payment of dues in arrears at the time of termination, plus the required dues of the year of the desired reinstatement.

Meetings of the Members

15. The Corporation shall hold an Annual Meeting of Members which shall be held at such time and place as may be fixed by the Executive Board. The members may resolve that a particular meeting of members be held outside Canada. At the

- Annual Meeting, the Officers and Committees shall deliver their annual reports and the Officers shall be approved for the ensuing year. In addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The agenda shall be available to members 14 days in advance of the date of the proposed meeting.
16. Special meetings may be called by the President and/or Executive Board or by written request by any ten (10) Fellows and/or Associate Fellows in good standing. Notification for special meetings shall be made at least ten (10) days prior to the meeting date. The purpose for which a special meeting is called shall be clearly stated in writing with the notification of date. The agenda and business conducted shall be limited to that mentioned in the notice.
 17. Notices of annual and special general meetings of the Corporation shall be mailed to all classes of members at least twenty one (21) days before the day of the meeting. Notice of any meeting may be waived by any member, and any irregularity in the notice or in the calling of any meeting shall not invalidate any of the proceedings of such meeting, provided there has been substantial compliance with the provisions of this section.
 18. At the Annual Meeting or any adjournment thereof any business whatsoever may be transacted, but at any Special General Meeting, or any adjournment thereof, only such business may be transacted as shall have been mentioned in the notice calling the meeting
 19. A written notice stating the day, hour and place of each annual meeting or special general meeting and the general nature of the business to be transacted shall be served by regular mail or by other electronic means to each member of the Corporation at least fourteen days before the date of every meeting directed to such address as appears on the books of the Corporation. Notice of any meeting may be waived in writing by any member. The accidental omission to give notice of any meeting or the non-receipt of the notice by any member or members shall not invalidate any resolution passed, or any action or proceedings taken at the meeting.
 20. Each member present at the meeting shall have the right to exercise one vote and all questions shall be decided by a simple majority vote of the members present, unless otherwise specifically provided by the Canada Corporations Act or by the By-Laws of the Corporation. Voting by proxy is not allowed.
 21. Notices for introducing new matters, other than the matters of privilege, shall be sent in writing to the President at least 14 days before a meeting of the members of the Corporation.

22. A member may participate in a meeting of the members of the Corporation by means of such conference telephone or other electronic means, as permit all persons participating in the meeting to communicate with one another, and a member of the Corporation participating in such a meeting, by such means, is deemed to be present at the meeting. The Secretary shall ensure that each particular meeting of members of the Corporation is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the members of the Corporation at the meeting. Each vote cast by a member of the Corporation participating by conference telephone or other electronic means shall be recorded in the minutes.

Powers of the Executive Board

23. **Management**

The Executive Board of the Corporation shall administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Executive Board shall have power to authorize expenditures on behalf of the Corporation from time to time.

24. **Finances**

The Executive Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Executive Board shall have the power to enter into a trust arrangement with a trust company, for the purpose of creating a trust fund in which the capital and interest may be made available, for the benefit of promoting the interest of the Corporation, in accordance with such terms as the Executive Board may determine.

25. **Employees**

The Executive Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Executive Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest

may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Executive Board may determine.

26. Remuneration

The Executive Board may fix a reasonable remuneration for all of the agents and employees of the Corporation.

27. Borrowing

The Executive Board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

28. The Executive Board may delegate such powers to the Officers or the Directors to such extent and in such manner as the Executive Board may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

Minutes of the Annual Meeting of Members

29. The minutes of the Annual Meeting of Members and Special Meetings shall be available to the membership of the Corporation, and approved at the next Annual Meeting of Members and signed by the President and Secretary Treasurer. The minutes will be held in a binder specific for this use, at the head office of the Corporation.

Quorum

30. A quorum at meetings shall consist of fifteen of the Fellows and/or Associate Fellows.

Indemnities to Officers and Others

31. Every officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against all costs, charges and expenses which such individual sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, in or about the execution of the duties of his/her office or in respect of any such liability; all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Directors' and Officers' Liability Insurance

32. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against them, incurred by them in any such capacity, or arising of their status as such.

Fiscal Year

33. The fiscal year end of the Corporation shall be December 31st of each year.

Auditors

34. The members, at each Annual Meeting of Members, shall appoint an auditor, to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting of members provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Executive Board.

Amendments

35. Amendments to these by-laws shall be enacted by a majority of the Executive Board, at a meeting of the Executive Board, and sanctioned by an affirmative vote of at least two-thirds (2/3) majority of the members, at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
36. Notification of a motion to amend the by-laws must be sent either by regular or electronic mail. The amendment also may be sent back for further study, clarification, modification and/or for re-submission if the general intent of the amendment is considered to have sufficient merit.

Executive Board

37. The business and affairs of the Corporation shall be managed by a Board of directors (Executive Board) composed of the President, the Vice-President, the Secretary-Treasurer and two (2) members-at-large elected by the members of the Corporation at the time of the Annual Meeting. The Executive Board may appoint one or more ex-officio members to the Executive Board, to serve in an advisory non-voting capacity for a term decided by the Executive Board. The Executive Board members shall be individuals, at least eighteen (18) years of age and have power under law to contract. The members-at-large will be appointed on alternate years for a three-year term. If a member-at-large position becomes vacant, the Officers shall appoint a successor to hold office for the remainder of the term of office.
38. The President shall act as Chair of all Executive Board proceedings. In the case of the President not being able to act as Chair, the Vice-President shall act as Chair.

Meetings of the Executive Board

39. Meetings of the Executive Board shall be held at any time and place to be determined by the members of Executive Board, provided that forty-eight (48) hours written notice (other than by mail) of such meetings shall be given, to each member of the Executive Board. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. No less than three (3) members of the Executive Committee shall constitute a quorum at any meeting of the Executive Board.
40. Meetings of the Executive Board may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates. If a majority of the directors participating in a meeting held as herein provided are then in Canada, the meeting shall be deemed to have been held in Canada.
41. Each member of the Executive Board present at the meeting shall have the right to exercise one vote and all questions shall be decided by a simple majority vote of the members that which are no less than three and constitute a quorum of the Executive Board.

Election and Removal of the Executive Board

42. The Nominating Committee will present a slate of officers to each Annual Meeting of Members, listing its nominees for the officers and members of the Executive Board. The President shall be the Chair with the authority to call and

preside at meetings. The Executive Board shall meet at the request of the Chair as often as the needs of the Corporation require.

43. The office of a director of the Executive Board shall be automatically vacated:
- (a) if the director resigns his or her office by delivering a written resignation to the secretary of the Corporation;
 - (b) if the director is found by a court to be of unsound mind;
 - (c) if the director becomes bankrupt or is unable to pay his/her debts as they become due;
 - (d) if at a special general meeting of the members, a resolution is passed by at least sixty-six and two thirds percent (66 2/3%) of the members present at such meeting that the director be removed from office; or
 - (e) if the director dies;

provided that if any vacancy shall occur for any reason contained in this paragraph, the Executive Board by majority vote may fill the vacancy. If a meeting of the members fails to elect the number or minimum number of the directors required by the letters patent or by-laws of the Corporation or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Executive Board, the directors remaining in office may exercise all the power of the Executive Board provided that a quorum of directors is elected or remains in office as the case may be.

Execution of Documents

44. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an individual on behalf of the corporation to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Executive Committee.

Minutes of the Executive Board

45. The minutes of the Executive Board shall not be available to the general membership of the corporation but shall be available to the Executive Board each of whom shall receive a copy of such minutes.

Officers and Committees

Officers

46. The Officers of the Corporation shall be as follows: President, Vice President, and Secretary-Treasurer.
47. The Officers, shall be elected at the Annual Meeting of Members and assume office at the termination of that meeting.
48. The terms of office of the President Vice President and Secretary-Treasurer shall be for a period of three years non-renewable. If an office becomes vacant by death or resignation, the Executive Committee shall appoint a successor to hold office for the remainder of the term of the office. Any officer may be removed by resolution of the Executive Board at any time.
49. The President shall be the Chief Executive Officer of the Corporation and shall perform all duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation, call and conduct all meetings and shall be an ex-officio member of all committees.
50. The Vice-President, in the absence of the President shall assume the Secretary-Treasurer duties and obligations.
51. The Secretary-Treasurer shall record and keep minutes of all meetings and proceedings in the books to be kept for that purpose. S/he shall be custodian of the seal of the corporation. The Secretary-Treasurer shall also have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company. S/he shall disburse the funds of the Corporation as may be directed by proper authority and shall render to the President and Directors at the regular meeting of the Executive Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

Appointment of Committees

52. The Executive Board may create any number of other standing or special committees as it may from time to time determine. Subject to these by-laws, the Executive Board shall specify the terms of reference and, other than the Executive Board and the Chair of each committee, may appoint the members of each committee, specify the procedure to be followed and determine any other matter relevant thereto.

53. Committees shall report to the President and Executive Board and to the Corporation at the request of the President.

Any vacancies among the officers and members of Standing Committees by death, resignation, or otherwise shall be filled by persons appointed by the Executive Board, such appointees to serve for the unexpired term.

54. The Officers and Committee members shall serve as such without remuneration shall not directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

Nominating Committee

55. The President shall chair a Committee of three (3) members in good standing of Canadian Society of Colon and Rectal Surgeons, chosen by the President, who shall present a slate of nominations at the Annual Meeting of Members to serve as Officers and Members-at-large of the Corporation
56. Meetings of the Nominating Committee may be held at any time and place to be determined by the members of the Nominating Committee, 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 members of the Nominating Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Nominating Committee or any adjourned meeting of the Nominating 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.
57. Any member of the Nominating Committee may be removed by a majority vote of the Executive Board.

Research Committee

58. The Research Committee shall consist of at least three Fellows who are in good standing. The President shall name a Chair of the Research Committee who is a Fellow or Associate Fellow in good standing and a member of the Executive Board.
59. The Research Committee shall adjudicate any research award given by the Corporation and carry out any business related to research by the Corporation.

Other Committees

60. The President shall appoint other Committees as may be required to carry out the activities of the Corporation. Those Committees shall confine themselves to the purpose for which they were appointed.

61. Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual Meeting of the Members, shall cease to have any force and effect.

62. Interpretation

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