

August 2010

Revision of By-laws, approved by Letters Patent (dated; October) replacing the previous revision of the By-laws which received formal ministerial approval on May 21, 1997.

BY-LAW NO. 1

ARTICLE 1

Articles 1 to 21 of the General By-laws of the Corporation are repealed and replaced by the following articles:

1.0 INTERPRETATION

1.1 NAME, GENDER, LANGUAGE, GOVERNANCE, HEADINGS

1.1.1 The Society shall henceforth be named the Canadian Society of Atherosclerosis, Thrombosis and Vascular Biology (CSATVB) / Société Canadienne d'Athérosclérose, de Thrombose et de Biologie Vasculaire (SCATBV).

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

1.1.3 All business of the Society including the scientific meetings may be conducted in either French and/or English.

1.1.4 The Society will be governed by a Board of Directors which shall consist of the elected Executive Committee members and elected Directors.

1.1.5 The headings used in the by-laws are for reference purposes only and are not to be taken into account when interpreting the by-laws

2.0 OBJECTIVES OF THE CSATVB/SCATVB

The objectives of the Society are:

2.1 To promote in Canada the advancement of scientific research, and teaching related to the fields of atherosclerosis, thrombosis and vascular biology. The Society shall endeavour to achieve these objectives by promoting the exchange of existing knowledge through organization of scientific sessions at its annual and other meetings, and by sponsoring symposia, conferences and workshops or co-sponsoring these with other scientific societies; fostering the introduction of new methodology; encouraging new research ventures and inter-disciplinary approaches; facilitating the exchange of scientific information between various centers; fostering the dissemination of knowledge by promoting the publication of the proceedings of its scientific annual meeting or a section thereof, and by establishing permanent annual lectureships and similar endeavours.

2.2 To promote the development and advancement of new young investigators in the fields of atherosclerosis, thrombosis and vascular biology in Canada by establishing scholarships and traveling fellowships to support research training in outstanding research environments; establishing prizes for trainees who present at scientific meetings and for work; and for sponsoring the attendance of trainees who present their research work at national and international scientific events.

2.3 To establish, maintain and promote an appropriate liaison and exchange with, and wherever possible representation at societies of other scientists at the national and international level who have professional interests and aims similar to those of the Society. The Society, a constituent member of the International Atherosclerosis Society (IAS), shall officially represent the Canadian community of scientists in this field on the IAS Board of Directors, and on the Program Committees for International Symposia.

3.0 MEMBERSHIP

3.1 QUALIFICATIONS REQUIRED FOR MEMBERSHIP

Membership in the Society shall be limited to:

3.1.1 scientists, basic and clinical, engaged in activities pertaining to the Objectives of the Society; and

3.1.2 interested non-scientists who support the Objectives of the Society.

3.2 TYPES OF MEMBERSHIPS

The membership of the Society shall be classified according to the following types:

3.2.1 Members in good standing will be only those whose dues are paid up-to-date, unless otherwise stated.

3.2.2 Regular membership shall consist of established scientists with continuous active involvement in scientifically meritorious research in the field of atherosclerosis or related areas. Regular membership may also include interested non-scientists whose special talents, professional aptitudes or personal prestige may be deemed advantageous to the Society in the attainment of its stated goals. All regular members shall be residents of Canada or Canadian citizens residing abroad. Regular members in good standing are eligible to vote at Annual General Business meetings (AGM) and be elected to the Board of Directors .

3.2.3 Trainee membership shall consist of scientists and physicians in a full time training program, including a postdoctoral fellowship. The postdoctoral fellow is recognized as a trainee during a maximum of five (5) years after obtaining his doctoral degree. At the end of this period the postdoctoral fellow is expected to apply for a CSATVB regular membership. All trainee members shall be residents of Canada or Canadian citizens residing abroad. Trainee members in good standing are eligible to vote at AGMs and be elected to the Board of Directors.

3.2.4 Associate membership shall consist of individuals who are scientists, physicians or trainees that do not qualify for regular membership or trainee membership, but are interested in a field related to the Objectives of the Society. Associate members may neither vote at AGMs nor be elected to the Board of Directors. They shall pay dues as specified in the by-laws.

Associate members may apply for regular membership should their status change.

3.2.5 Emeritus membership. Regular members in good standing who have reached their retirement may request the Secretary for a transfer to Emeritus status. Emeritus status may be granted to a member prior to retirement for reasons of health or other extenuating circumstances at the discretion of the Board of Directors.

Emeritus members are not obliged to pay dues and shall be considered to be in good standing, are eligible to vote at AGMs and may be elected to the Board of Directors.

3.2.6 Complementary membership shall be given for two (2) years to guest speakers at the Annual Scientific Meeting. Complementary Members are not

eligible to vote and may not be elected to the Board of Directors. Complementary members are not obliged to pay dues.

3.2.7 Honorary membership. Honorary membership may be conferred on non-members who have rendered distinguished service or who have made major contributions to knowledge in the fields of atherosclerosis, thrombosis or vascular biology. Honorary members are not eligible to vote, or be elected to the Board of Directors. Honorary members are not obliged to pay dues.

3.3 NOMINATION AND ELECTION OF MEMBERS

Candidates for Regular, Trainee, or Associate Membership shall be nominated by any regular member in good standing or shall present themselves for nomination. Requests for nominations shall be forwarded either by telecommunication or by mail to the Membership Coordinator. The credentials of the candidate shall be presented by the Membership Coordinator to the Board of Directors for their review and approval. The list of approved nominations shall be presented annually to the AGM for admission to the Society by vote (simple majority required) of the members eligible to vote, in good standing and present at the AGM .

Complementary members shall be proposed by the Education Committee based on guest speakers invited at the Annual Scientific Meeting, and approved by the Board of Directors. Complementary membership is not renewable and is not offered to current or past members of the Society.

Nominations for honorary membership shall be addressed in writing to the President, or the Secretary by any member in good standing. Credentials of nominees shall be reviewed by the Board of Directors and appropriate recommendations made. Honorary membership shall be conferred upon recommendation by the Board of Directors and confirmation by simple majority of the members eligible to vote, in good standing and present at the AGM.

3.4 DUES

3.4.1 Membership dues may be established or changed only by recommendation of the Board of Directors and confirmed by simple majority vote of all members eligible to vote, in good standing and present at an AGM. Regular members may secure membership for one or more years upon payment in advance of an appropriate sum.

3.4.2 Failure to pay annual dues for a period of two (2) consecutive years shall cause forfeiture of membership. The Treasurer shall notify the delinquent member of this impending action in writing. A forfeit member may be re-instituted upon

full payment of cumulative past dues and upon written reapplication to the Membership Coordinator.

3.5 VOLUNTARY RESIGNATION

Any member may withdraw from the Society by delivering a written resignation either to the Membership Coordinator or to the President of the Society.

3.6 REQUESTED RESIGNATION

Should a member be considered to have engaged in conduct inconsistent with the objectives of the Society, the Board of Directors must be notified and this must be presented at the AGM. The member will be required to resign following a motion to that effect supported by 2/3 of the members at the AGM

4.0 MEMBERS' MEETINGS

4.1 REGULAR MEETINGS

The Annual Meeting shall include the Scientific Meeting and the AGM, and shall be held once a year.

4.1.1 Annual General Business Meeting (AGM)

Each year a portion of the Annual Meeting shall be set aside to consider the business matters of the Society, and shall be known as the "Annual General Business Meeting" (i.e. AGM). Attendance will be limited to members in good standing in all categories. The agenda for the business meeting shall be made available by telecommunication or by mail to the membership at least one (1) week prior to the AGM.

4.1.1.1 Quorum

The presence of twenty percent (20%) of all members eligible to vote and in good standing or ten (10) voting members, whichever is smaller, shall constitute a Quorum and shall be necessary to transact business. A simple majority vote of the voting members present will prevail in all matters except where otherwise required by the Canada Corporation Act.

4.1.1.2 Order of Business

The order of business for the AGM shall be that ordinarily conducted at meetings of similar societies, and shall include, but not be limited to, the following:

- a) Adoption of minutes of the previous annual general business meeting, as pre-circulated;
- b) Business arising;
- c) Report by the President;
- d) Report by the Secretary;
- e) Report by the Treasurer including the auditor's report;
- f) Reports of each of the Standing Committees (except for the Nominating Committee);
- g) Announcements and communications received;
- h) Unfinished business;
- i) New business including the report of the Membership Coordinator; the announcement of newly nominated members; followed by their election, the report of the Nominating Committee, followed by the election of members of the Executive Committee and Directors as appropriate, and the announcement of the next meeting.

4.1.1.3 Rules of Order

The authority on parliamentary procedure at all business meetings shall be "Bourinot's Rules of Order, Revised". Where conflict between Bourinot's Rules and these by-laws may be found to exist, these by-laws shall prevail.

4.1.2 Scientific Meeting

The program and the format for the annual Scientific Meeting will be determined by the Education Committee and approved by the Board of Directors.

4.1.2.1 Presentations

All members who are in good standing are eligible to submit abstracts, either platform or poster, for presentation at scientific meetings of the Society.

Trainee members may submit abstracts for presentation at the scientific meetings of the Society under the sponsorship of a Regular member in good standing, who is either the trainee's supervisor or the

Member who sponsored his application for Membership. In the event that the supervisor is not a member in good standing of the Society, all efforts to recruit or restore the membership of the supervisor will be made.

Presentations may also be given by non-members who are invited by the Board of Directors with the support of the Education Committee.

4.2 SPECIAL MEETINGS

Additional business or scientific meetings of the Society may be called at any time at the request of the Board of Directors or by petition from a quorum of members eligible to vote and in good standing.

The format of special or interim meetings may be determined by the officially designated hosts of such meetings, but the content of the Society's contribution shall be ultimately determined as for regular meetings.

Scientific meetings may be held in conjunction with meetings of other professional societies.

4.3 NOTIFICATION

4.3.1 All notices of scientific, business, or special meetings of the Society shall be communicated to all members by telecommunication, and/or by publication in the preceding Newsletter, either of which will reach the membership at least fourteen (14) days before the designated time of the meeting. For notification purposes, the postal or E-mail address of any member shall be his last address recorded in the membership roster of the Society.

4.3.2 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

5.0 HEAD OFFICE

The head office of the Society shall be in the Province of Quebec.

6.0 THE BOARD OF DIRECTORS

6.1 ROLE OF THE BOARD OF DIRECTORS

The property and business of the Society shall be managed by the Board of Directors (Para 1.1.4). The Board of Directors is ultimately responsible for all aspects of the organization of the CSATVB/ SCATBV including the Annual Meeting, Special Meetings, interactions with other societies, creating new initiatives, and participating, by invitation, in initiatives which are consistent with the Objectives of the CSATVB/SCATBV.

6.2 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of elected members of the Executive Committee, elected Directors and each Chair of a Standing Committee.

6.3 VACANCIES

6.3.1 A member of the Board of Directors shall be automatically vacated:

- a) if the Board of Directors member shall resign his office by delivering a written resignation to the Secretary of the Society;
- b) if, at a special meeting of the members a resolution is passed by two thirds (2/3) of the members eligible to vote, in good standing and present at the meeting that he be removed from office;
- c) on his death;

6.3.2 The President may appoint a replacement for a Member of the Board of Directors who has vacated the position before the end of his term. The person so appointed will remain in office until the end of the term and will be eligible for election for a full term.

6.4 REMOVAL OF A MEMBER OF BOARD OF DIRECTORS

Any Member of the Board of Directors may be removed with cause at any meeting of the Board of Directors called for that purpose by a vote of the majority.

7.0 EXECUTIVE COMMITTEE

7.1 ROLE OF THE EXECUTIVE COMMITTEE

The Executive Committee shall undertake the administration of the business affairs of the Society together with the elected Directors.

7.2 COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee will consist of the President, the President Elect, the Past President, the Secretary and the Treasurer.

7.3 ELECTION OF THE EXECUTIVE COMMITTEE

Regular members in good standing are eligible to be members of the Executive Committee. Nominees for the Executive Committee shall be identified by the Nominating Committee and elected by a simple majority vote of members eligible to vote in good standing and present at the AGM. Nominees must agree to serve prior to their election. In addition to those proposed by the Nominating Committee, candidates may be nominated from the floor during the AGM by any Regular member in good standing.

The President and President-Elect shall be elected for a term of two (2) years. The President cannot be re-elected. The Secretary and Treasurer shall hold office for three (3) year terms and, if willing to continue serving, may be re-elected at the discretion of the Board of Directors and the approval of the AGM.

7.4 DUTIES OF EXECUTIVE COMMITTEE MEMBERS

7.4.1 The President

The President shall preside over regular business meetings and will serve as Chair of the Board of Directors. The President shall, with the approval of the Board of Directors, appoint and charge all individuals and committees as specified in the by-laws. The President shall be responsible for the organization of the agenda for any meeting of the Board of Directors and for the AGM. The President shall be an ex-officio member of all Standing Committees and their sub-committees, as well as all *ad hoc* committees. The President may delegate some or all of these ex-officio memberships to any member of the Board of Directors.

7.4.2 The Secretary

The Secretary shall be responsible for any and all communication with members of the Board of Directors in addition to the other duties usually pertaining to that office. The Secretary shall keep minutes of the meetings of the Board of Directors, and the AGM. These minutes shall reflect accurately all matters discussed and decisions made, and shall be subject to approval by the President within not more than thirty (30) days following such meetings. He shall be the custodian of the seal and shall provide it when authorized to do so by the Board of Directors.

The Secretary shall make all arrangements for conducting the business meetings of the Board of Directors and the AGM, including hiring the meeting

room, providing appropriate audio/visual equipment and other necessary supplies.

7.4.3 The Treasurer

The Treasurer shall be responsible for all receipts and disbursements of monies in the manner usually pertaining to that office. The Treasurer shall keep such records as will be subject to audit by a Board of Directors-approved auditor and by the Board of Directors at its annual meeting. The Treasurer shall be a member of the Finance Committee.

The Treasurer shall make recommendations to the Board of Directors pertaining to appropriation of funds, maintenance of solvency, investment management and fund raising activities.

7.4.4 The President-Elect

The President-Elect shall succeed the President upon expiration of the presidential term, or whenever the President, for any reason is unable to serve. In that event, the President-Elect shall automatically succeed the President and shall have all authority pertaining to that office until the end of the term at which time he shall begin his term as President. The President-Elect shall assist the President and any other member of the Board of Directors in the conduct of the business of the Society. The President elect shall be a member of the Finance Committee, the Nomination Committee and the Long Term Planning Committee.

7.4.5 The Past-President

The Past-President, being the President whose term just ended, as one of the officers of the Society shall provide the necessary information required to insure continuity in the business of the Society. He shall serve on the Committees as mentioned in the present By-Laws.

7.4.6 The Honorary President

The Board of Directors may at its full discretion, appoint one of the members in good standing of the Society as Honorary President. There is no obligation for the Society to have an Honorary President and there can be no more than one Honorary President in office at any one time. The length of each Honorary President's term of office shall be determined by the Board of Directors. No specific function or duty is attached to the office of Honorary President, which is a nomination that has as its sole purpose the honouring of a prestigious member of the Society. The Honorary President shall have all the privileges of a Regular member of the Society, while being exempted from the obligation of paying membership dues. The Honorary President will be deemed an elected director.

8.0 THE DIRECTORS

8.1 ROLE OF THE DIRECTORS

The Directors are voting members of the Board of Directors. Some Directors will have specific administrative responsibilities. The Chair of each Standing Committee and the Membership Coordinator shall each be an elected member of the Board of Directors.

8.1.1 Membership Coordinator

A Membership Coordinator shall be proposed by the Nominating Committee and elected by the Board of Directors for a three (3) year term. This may be renewable at the discretion of the Board of Directors. The Membership Coordinator shall be an elected Director prior to, or at, appointment.

8.2 ELECTION OF DIRECTORS

Regular members, Trainee members and Emeritus members in good standing are eligible for election as a Director.

Nominees shall be identified by the Nominating Committee and elected at the AGM by a simple majority of members eligible to vote and in good standing. In addition to those proposed by the Nominating Committee, candidates may be nominated from the floor during the AGM by any member in good standing.

Nominees for a member of Board of Directors must agree to serve prior to their election. Directors will be elected for a period of three (3) years. Directors may be nominated for reelection by the Nomination Committee save and except for the Secretary and Treasurer who will be members of the Board of Directors for as long as they hold office. Directors may be nominated for re-election by the Nominating Committee. The number of Directors at any one time will be at least seven (7) and no more than fifteen (15), as determined by the majority of the members eligible to vote, in good standing and present at the AGM.

9.0 MEETINGS OF THE BOARD OF DIRECTORS

9.1 The Board of Directors shall meet at least once per year or as often as necessary, at the call of the President. Meetings may be held by telecommunication and/or videoconference. A Board of Directors meeting shall be held immediately prior to the AGM. Meetings of the Board of Directors may be held at any time and place determined by the members provided that a fourteen (14) day notice of such meeting shall be sent in writing or by telecommunication to each member. Seven (7) members of the Board of Directors shall constitute a quorum.

All proposals will be put to the vote at a meeting. All members have the right to vote on motions proposed and a simple majority will carry the motion.

9.2 No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

The presence of a member at a meeting of the Board of Directors shall be considered a waiver of notice for such meeting, except when the member is present for the express purpose of objecting to any business being conducted thereat, for the reason that the meeting is not being regularly held.

10.0 STANDING COMMITTEES

10.1 ENUMERATION OF STANDING COMMITTEES

10.1.1 The following shall be standing committees: the Communications Committee, the Education Committee, the Finance Committee, the Long-Term Planning Committee, the Nominating Committee, and the Trainee Advisory Committee.

10.1.2 Creation of Standing Committees

The Board of Directors has the power to create a new Standing Committee as required.

10.1.3 Appointment of Members of Standing Committees

The President shall, with the approval of the Board of Directors, appoint the Chair of each standing committee and shall appoint the members of the committees in consultation with the Chair of the (given) committee. Any standing committee member may be removed by a decision of the Board of Directors.

10.2 TERMS OF MEMBERS

To maintain continuity as far as possible, the terms of members on all standing committees shall be three (3) years. They shall be "staggered", i.e. each year one (in a three-member-committee) or two (in a six-member-committee) members shall leave and the same number shall be appointed to the committee. To allow the "staggering", the appointments of the members shall be made in the first year of the committee's life, for one year, and for two and three years, respectively.

10.3 MEETING AND REPORTS ON ACTIVITIES

Each standing committee shall be required to meet, either at a face-to-face meeting or by telecommunication, at least once each year and to submit a written report of activities and recommendations to the Secretary (with a copy to the President) for transmission to the Board of Directors prior to the AGM. The chair of a standing committee may be invited by the President to report and make recommendations in person to the Board of Directors at a specified time on its agenda. Each standing committee shall be empowered to establish subcommittees as necessary.

11.0 COMPOSITION AND DUTIES OF STANDING COMMITTEES

11.1 COMMUNICATIONS COMMITTEE

11.1.1 Composition

The committee shall consist of a Chair, the Editor of the Newsletter, the Editor of the Website, the Chair of the Education Committee and one other member appointed by the President, with the approval of the Board of Directors. Members of the Communications Committee will normally be elected Board of Directors.

11.1.2 Terms of reference

The Editor of the Newsletter shall take responsibility for the preparation, publication and distribution of the Newsletter, and the Editor of the Website shall be responsible for content and maintenance of the Website. The term for both editors will normally be three (3) years, renewable with the approval of the Board of Directors. The Communications Committee shall be responsible for any and all communication with members of the Society. Such communication will normally be by telecommunication.

11.2 EDUCATION COMMITTEE

11.2.1 Composition

This committee shall consist of a Chair who shall be an elected Board of Directors' member, whose term shall be three (3) consecutive years and six (6) members with staggered terms of three years; two members shall be appointed annually by the President in consultation with the Chair.

11.2.2 Term of Reference

- a) To monitor the quality of the educational content of the annual scientific meeting including the symposia and special lectures, and make

recommendations to the Board of Directors on future adjustments through its Chair.

- b) To assist the Board of Directors in designing the format and program of scientific meetings of the Society.
- c) To review and select the submitted abstracts for inclusion in the program of scientific meetings of the Society.
- d) At the request of other organizations evaluate and make recommendations for co-sponsorship by the Society of educational activities consistent with the aims and purposes of the Society.
- e) To prepare reports of some segments of the scientific meetings of the Society and find avenues for their publication.

11.2.3 Awards

The Education Committee shall make recommendations to the Board of Directors for the establishment of appropriate awards for recognition and support of excellence.

11.2.4 Adjudication of applications for Awards

The Education Committee will be responsible for monitoring the eligibility of applications for awards and their evaluation.

11.2.4.1 Trainee and Student Awards

Awards directed to Students and Trainee members of the Society may include support for travel, and outstanding presentations at the Annual Meeting. Such Awards will normally be made to Members in good standing. The supervisor of an award recipient is normally a Member in good standing. (Exception see Para 4.1.2.1)

11.2.4.2 Grants-in-aid

Grants-in-aid may be awarded to worthy investigators. Such investigators will normally be newly established. Awardees will be Members in good standing.

11.2.4.3 Scientific Excellence Award

A Scientific Excellence Award may be made to a Canadian Scientist who may or may not be a member of the Society. This award will be

adjudicated by an *ad hoc* Awards Committee appointed by the Education Committee in consultation with the Board of Directors.

11.3 FINANCE COMMITTEE

11.3.1 Composition

This committee shall consist of the President as Chair, the Past President, the President elect, the Treasurer, and one other member who is appointed by the President and with the approval of the Board of Directors.

11.3.2 Terms of Reference

- a) To seek actively to obtain donations and bequests, and explore other sources of financial support for the execution of the aims of the Society.
- b) To review the financial statement prepared annually by the Treasurer.
- c) To provide the Society with recommendations on the long-term management of the finances of the Society.
- d) To review the Travel Guidelines for members of the Society and for members of the Board of Directors.
- e) To review the membership dues for members of the Society.

11.4 LONG-TERM PLANNING COMMITTEE

11.4.1 Composition

The committee shall consist of a Chair who shall be the President Elect, Past President and three (3) members with staggered terms of two (2) years, one of whom shall be appointed annually by the President not later than three (3) months prior to the annual meeting.

11.4.2 Terms of Reference

This committee shall study topics of general and specific interest and concern to the field of atherosclerosis, thrombosis, and vascular biology, particularly those relating to the present and future long-term goals and policies of the Society. It shall deliberate and recommend means and explore avenues whereby these goals and aims could be implemented and broadened. It will also be within the scope of this committee to overview globally the relation of other national and international scientific bodies with interests in areas of atherosclerosis, thrombosis, and vascular biology, and to project possible reinforcements or suggest alterations of the overall direction of the Society. The committee shall make its recommendations to the Board of Directors.

11.5 NOMINATING COMMITTEE

11.5.1 Composition

This committee shall consist of the President who will be the Chair, the past President, the President Elect and of three (3) members with staggered terms of two (2) years, one of whom shall be appointed annually by the President not later than three (3) months prior to the annual meeting.

11.5.2 Terms of Reference

The Nominating Committee shall provide to the Secretary of the Society suggestions of names of potential new members as required to replace retiring members, prior to the next AGM. Prospective nominees shall be consulted regarding their duties and their willingness to serve. The names of the prospective nominees shall not normally be made public until they have been approved by the Board of Directors.

11.6 TRAINEE ADVISORY COMMITTEE

11.6.1 Composition.

This committee shall consist of a Chair, who shall be an elected Board of Directors' member, appointed by the President with the approval of the Board of Directors, and three (3) trainee members.

11.6.2 Terms of Reference

The committee will be concerned with the opportunities that are available to trainee members and associated funding arrangements to allow trainee members to fulfill their attempts to communicate their scientific work at the scientific meetings of the society and at approved scientific meetings co-sponsored by the society. The committee will also be responsible for organizing the Trainee's Workshop on those occasions when it is associated with the annual scientific meeting. Eligibility to present at any Trainee function will be the same as for the scientific meeting. (Section 4.1.2.1)

11.7 AD HOC COMMITTEES

Such committees may be appointed and charged by the President with the approval of Board of Directors or *vice versa*. Such committees will be formed for a specific task, for a pre-defined term.

12.0 REIMBURSEMENT OF ORGANIZING OR STANDING COMMITTEES

No member of the Board of Directors shall receive financial compensation for his services to the Society as such. The President alone, or the Executive, or the Board of

Directors may authorize or ratify the payment, to any Committee member or Committee, of compensation for expenses incurred on behalf of the Society in any capacity deemed necessary or advisable and in the best interest of the Society according to the current Travel Guidelines.

13.0 APPOINTMENT OF AGENTS AND HIRING OF EMPLOYEES

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

14.0 EXPENDITURES

The Board of Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to any Member in good standing the right to employ and pay salaries to employees. Any expenditures must further the objects of the Society. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Canadian Society of Atherosclerosis Thrombosis and Vascular Biology / Société Canadienne d'Athérosclérose, de Thrombose et de Biologie Vasculaire.

15.0 INDEMNITIES

15.1 Members of the Board of Directors or any other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by the Society 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 Society, from and against:

15.1.1 all costs, charges and expenses whatsoever which such a Member in good standing sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.

15.1.2 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

16.0 EXECUTION OF DOCUMENTS

16.1 CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Canadian Society for Atherosclerosis, Thrombosis and Vascular Biology/ Société Canadienne d'Athérosclérose, de Thrombose et de Biologie Vasculaire.

16.2 SIGNATURE OF CONTRACTS, DOCUMENTS AND INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two members of the Board of Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board of 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 member or members of the Board of Directors appointed by resolution of the Board of Directors.

17.0 MINUTES OF MEETINGS

17.1 AVAILABILITY OF COPIES

17.1.1 The Minutes of the Board of Directors meetings shall not be available to the general membership of the Society but shall be available to the all members of the Board of Directors. These minutes will be published on the Website on a site restricted to the Board of Directors.

17.1.2 The Minutes of the previous AGM will be published on the Website prior to the next AGM and will be accessible to all members in an unrestricted manner.

17.2 VOTING MEMBERS

At all meetings of members eligible to vote and in good standing of the Society every motion shall be determined by a majority of votes unless otherwise specifically provided by statute or, by these by-laws.

18.0 FINANCIAL MATTERS

18.1 FISCAL CALENDAR

Unless otherwise ordered by the Board of Directors the fiscal year-end of the Society shall be May 31st of each year.

18.2 AUDITOR

The members shall at each AGM appoint an auditor to audit the accounts of the Society; said auditor to hold office until the next AGM provided that the Board of Directors may fill any casual vacancy in the office of auditor.

18.3 FINANCIAL REPORT

A report to the membership on the financial state of the Society for the past year shall be made by the Treasurer after the records have been audited by the independent auditor duly selected by the Board of Directors, and the report approved by the membership.

19.0 AMENDMENT OF BY-LAWS

The by-laws of the Society may be repealed or amended by a majority of the Board of Directors sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at the meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such a by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.

The vote may be extended to a proxy vote submitted by mail or by electronic communication. Only Members eligible to vote and in good standing can vote by proxy.

When changes are required to the Constitution and by-laws, an *ad hoc* committee will be established under this section.

20.0 BOOKS AND RECORDS

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

21.0 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 Society as they deem expedient, provided that such rules and regulations shall have force and effect only until the next AGM of the Society when they shall be confirmed, and failing such confirmation at such AGM shall at, and from, that time cease to have any force and effect.