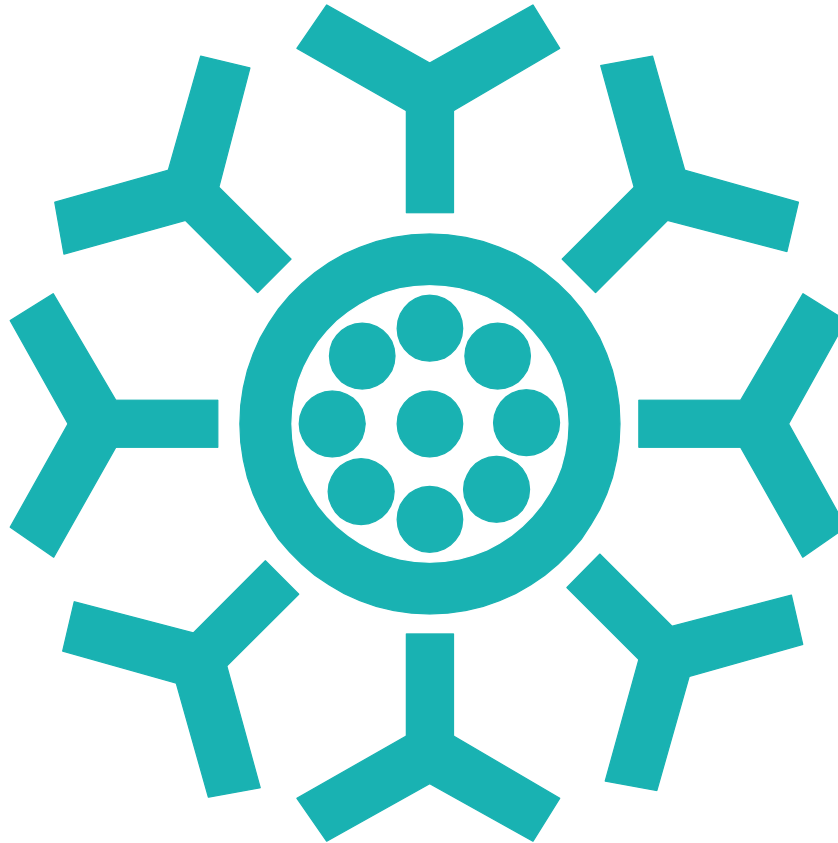


Canadian Society of Allergy and Clinical Immunology



Société canadienne d'allergie et d'immunologie clinique  
Bylaws – règlements

## By-Laws

**1** The seal of the Corporation shall be in such form as shall be prescribed by the provisional directors of the Corporation and shall have the words "The Canadian Society of Allergy and Clinical Immunology" "La Société canadienne d'allergie et d'immunologie Clinique" endorsed thereon.

**2** Membership in the Corporation shall comprise eight classes of membership, the members thereof being designated as follows: Fellows, Associate Fellows, Members, Associate Members, Emeritus Members, Honorary Fellows, Corporate Members, Allied Health Professionals, **Medical Student-resident member** and the qualifications for and incidents of each class of membership shall be as follows:

### **(1) Fellow: A Fellow must:**

- a) be a medical graduate of a Canadian medical school (or equivalent), and be licensed by a Canadian Provincial College of Physicians and Surgeons (or equivalent) to practice medicine, engaged in the field of allergy and clinical immunology as a practitioner, teacher, or research worker, who received their medical degree not less than five years prior to becoming a Fellow of the Corporation and who has achieved proficiency in research or practice in the field of allergy and clinical immunology.
- b) have received full-time training for at least two years in a training program certified by the Royal College of Physicians and Surgeons of Canada (or equivalent), and bear satisfactory documentation or certificate certifying the completion of such training, and this must be accepted and approved as adequate by the Board of Directors, and
- c) be certified by the Royal College of Physicians and Surgeons of Canada in the specialty of Clinical Immunology and Allergy, or have equivalent standing as determined by the Board of Directors, and
- d) have at least 50% of his professional activity confined to the field of allergy and/or clinical immunology.
  - A fellow should have the right to vote and be eligible for election as a director.
  - Individuals who are employed by corporations which are eligible for corporate membership may not be considered for individual membership or fellowship.
- e) ***or, in the case of an individual who is a PhD fulfil the following requirements:***
  - ***have been a member of the CSACI for a period of three (3) consecutive years;***
  - ***have demonstrated proficiency in research in the field of Allergy and Immunology;***
  - ***have demonstrated continuing efforts to advance the field of Allergy and Immunology with recent publication of an article in a peer reviewed journal in the field of Allergy or Immunology or an allied discipline.***

**Amended October 2004**

**(2) Associate Fellow:**

- a) All fellows-in-training in recognized clinical immunology and allergy programs in Canada, or Canadian graduates training in the U.S., will be considered for associate fellowship. This status can be maintained for up to four years following completion of training if the individual continues full-time activity in a research or postdoctoral program.
- b) An associate fellow shall not be entitled to vote or be eligible for election as a director.

*(Amended September 1990)*

**(3) Member:**

**A member:**

- a) must be a scientist with a PhD or MSc in a relevant discipline, obtained from a recognized university, who has shown an active interest in the field of allergy and/or clinical immunology, who must conform to the ongoing standards of the Society, but who does not qualify for membership as a fellow; or all of the following for MD members:
  - i. must be a graduate of a Canadian medical school or equivalent
  - ii. must be licensed to practice medicine in a Province of Canada
  - iii. is not certified in clinical immunology and allergy, but has received at least one year of training in allergy, either in consecutive time or cumulatively over a period of time, in a program or with a tutor recognized by the Board as providing a high quality of training or apprenticeship
  - iv. devotes 50% or more of practice time to allergy/clinical immunology and has done so for not less than the past five years of practice
  - v. demonstrates a pattern of documented continuing education in allergy/clinical immunology over no less than the past five years of practice (such documentation to be assessed by the Board)
- b) a member shall have the privileges of the Society other than the right to vote or be eligible for election as a director.
  - Individuals who are employed by Corporations which are eligible for corporate membership may not be considered for individual membership or fellowship.

*Amended September 1990*

**(4) Associate Member:**

- a) Associate members are those Masters, Doctoral or Post-Doctoral students in basic research relating to allergy and immunology. Applications for membership must be supported by two sponsors one of whom must be a fellow of the Corporation.
- b) An associate member shall not be entitled to vote or be eligible for election as a director.

**(5) Emeritus Fellows and Members:**

- a) A fellow or member who retires from the active practice of medicine or other professional activity may, by resolution of the Board of Directors, be granted life membership with waiver of dues and shall thereupon become an emeritus Fellow or Member. An Emeritus Fellow or Member shall not be entitled to vote or be eligible for election as a director.

**(6) Honorary Fellows:**

- a) The Board of Directors may nominate for membership as an Honorary Fellow, any person who has rendered outstanding service to the field of allergy and/or clinical immunology and any person so nominated shall, if elected to honorary membership at the next annual meeting of members, become an Honorary Fellow.
- b) An Honorary Fellow shall not be entitled to vote or be eligible for election as a director and shall be exempted from payment of dues.

**(7) Corporate Members:**

- a) An organization may become a Corporate Member upon the recommendation of the Board of Directors. The Corporate Member shall not be entitled to vote or be eligible for election as a director.
- b) An organization may become a Corporate member provided that its corporate interests are compatible with the interests and ethical standards of the Society, and that the membership in the Society will be of mutual value.
- c) Corporate members are specifically excluded from attendance at the business meetings of the Society, except by special invitation of the Board.

**(8) Allied Health Professionals:**

- a) The Allied Health Professionals category of membership shall have their fees set at 50% of fellows= and members= fees. Health professionals working in the field of allergy and clinical immunology are eligible for membership in the Corporation.
  - i. This may include nurses, physical or occupational therapists, respiratory technologists, health educators and others. Applications for membership must be supported by two sponsors one of whom must be a fellow of the Corporation.
- b) This category of membership shall not be entitled to vote or be eligible for election as a Board of Director.

*Criteria for fellows, members, corporate members - revised September 1994*

**(9) Medical student – resident member**

***Any person satisfying the following criteria may be admitted as a Medical Student-Resident Member:***

**a) All Medical Students in Canadian Medical Schools or from U.S. Medical Schools;**

**b) Resident member:**

**Medical resident in Canadian Medical Schools or from U.S. Medical Schools;**

**i. All Medical resident in Canadian Medical Schools or from U.S. Medical Schools;**

**ii. The Department Chair or program director must sign the application; and;**

**iii. The Department Chair or program director must submit an accompanying letter verifying that the applicant is a student in good standing in the medical school at the time of application.**

**All Medical Students – Resident Member shall be entitled to notice of and to attend meetings of the members of the organization but shall not be entitled to vote. No Medical Student - Resident Member shall be eligible to be elected or appointed as a director of the Corporation or to be an elected officer of the Corporation.**

**Amended October 2008**

**3**A nomination for fellowship or membership shall be in writing signed by two sponsors one of whom is a Fellow of the Corporation and shall be filed with the Secretary at least 30 days before the date of the annual meeting, at which such nomination is considered. A nomination so received shall be considered by the Board of Directors and, if approved by a two-thirds vote of the Board, the nominee shall be proposed by the Board for admission to the class of membership for which the nomination was made at the next annual meeting of members. The nominee shall be admitted to such membership, if the nomination is approved by a majority of the fellow members present and voting at such meeting. A nomination for any class of membership must be approved by the Board of Directors and by the members in accordance with the foregoing provisions notwithstanding that the nominee may already be a member of a different class of membership.

### **Section 3.1**

**a) A nomination for fellowship or membership shall be in writing signed by two sponsors one of whom is a Fellow of the Corporation and shall be filed with the CSACI national office.**

**b) A nomination so received shall be considered by the Board of Directors and, if approved by a two-thirds vote of the Board, a provisional status is accepted. The list of provisional members shall be submitted to the membership at large and must be approved by a majority of the fellow members present and voting at the Annual General Meeting of the society before full membership is granted.**

**c) A nomination for any class of membership must be approved by the Board of Directors and by the members in accordance with the**

***foregoing provisions notwithstanding that the nominee may already be a member of a different class of membership.***

**SECTION 3.2**

- a) In the interim, between approval by the Board and presentation at the next Annual Business Meeting, those nominations accepted by the Board will be granted provisional membership.***

**SECTION 3.3**

- a) Notification of provisional membership will be made in writing to the nominee by the Board or the Chairperson of the Membership Committee. Provisional members shall be eligible, upon payment of dues, to receive all benefits of membership excluding those of voting, holding office and serving on committees.***
- b) (Candidates approved for provisional status prior to June 30th shall be charged full annual dues while those approved after June 30th shall be charged 50% of the annual dues.)***

**SECTION 3.4**

- a) A nominee whose name is not presented to the membership for a vote or who is not elected by vote of the membership at the Annual Business Meeting may be nominated for membership by the procedure set forth in this Article in any two subsequent years. An individual who is nominated for membership three times and who is not elected to membership shall thereafter be eligible for subsequent nomination for membership in the Society only under circumstances which address the reason(s) for the previous nominations to have been declined. Such eligibility will be the call of the Board and/or the Membership Committee Chairperson.***
- b) Notification of provisional membership will be made in writing to the nominee by the Board or the Chairperson of the Membership Committee. Provisional members shall be eligible, upon payment of dues, to receive all benefits of membership excluding those of voting, holding office and serving on committees.***

**SECTION 3.5**

- a) A nominee whose name is not presented to the membership for a vote or who is not elected by vote of the membership at the Annual Business Meeting may be nominated for membership by the procedure set forth in this Article in any two subsequent years. An individual who is nominated for membership three times and who is not elected to membership shall thereafter be eligible for subsequent nomination for membership in the Society only under circumstances which address the reason(s) for the previous nominations to have been declined. Such eligibility will be the call of the Board and/or the Membership Committee Chairperson.***

**Amended September 2007**

**4** Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation and such registration shall be effective upon acceptance thereof by the Board of Directors.

**5** Any member may be required to resign by a vote of three-quarters of the members of the Corporation present and voting at an annual meeting and upon such vote being taken and notice thereof being mailed by the Secretary to the member in respect of whom such vote was taken the membership of such member shall be forthwith terminated.

**Dues:**

**6** The membership fees for each class of membership shall be in such amounts as may be fixed from time to time by resolution of the Board of Directors and approved thereafter by the members at the annual meeting next following.

- a) The annual fees shall be payable by each member of each class of membership in respect of which such fees have been fixed to the Secretary of the Corporation on or before the 30th day of June in each year.
- b) The membership of any member who defaults in payment of the membership fee for two consecutive years shall be automatically forfeited and cancelled as of the 30th day of September next following the due date of the second payment in default.
- c) Notwithstanding anything herein contained there shall be no fees or dues payable by Emeritus Members or Honorary Fellows.

**Head Office:**

**7** The head office of the Corporation shall be located in Canada, at the place therein where the affairs of the Corporation may from time to time be carried on.

**8** The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

**Board of Directors**

**9** The property and business of the Corporation shall be managed by a Board of a minimum of six (6) and a maximum of sixteen (16) directors of whom a majority shall constitute a quorum.

**10** All Fellows and no other members shall be eligible for election as directors and directors shall be eligible for re-election at the annual meeting of members. At least 60 days prior to the annual meeting the President shall appoint a nominating committee consisting of three Fellows of the Corporation and such committee shall thereafter prepare a list of candidates for election as directors at the next annual meeting of members. A copy of the said list of candidates shall be sent to each

Fellow of the Corporation by prepaid post, addressed to such member at the address appearing on the records of the Corporation not later than 30 days before the annual meeting.

**11** The office of director shall be automatically vacated:

- a) ***if a director shall resign office by delivering a written resignation to the Secretary of the Corporation, and accepted by the Board of Directors,***
- b) ***if at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that the director be removed from office,***
- c) ***by resolution of the Board of Directors at a meeting called for such purpose. This resolution must be approved by at least 75% of the Board members.***
- d) ***on death;***

***Provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill the vacancy with a person in good standing on the books of the Corporation as a Fellow.***

- e) ***by extraordinary resolution, remove any Officer of the Corporation, Board of Director, Section Head from office before the expiration of such person's term, for any reason that the Board of Directors in its discretion may determine valid. The Board of Directors may appoint a qualified member to fill the resulting vacancy for the remainder of the term.***
- f) ***on death;***

***Provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill the vacancy with a person in good standing on the books of the Corporation as a Fellow.***

***Amended September 2007***

**12** Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that ten days= notice of such meeting shall be sent in writing, or telephone under ~~an~~ exceptional circumstances to each director. No formal notice shall be necessary if all directors are present at the meeting or waive thereof in writing.

- a) The Past-President and the Section Heads of the Corporation shall be given the right to vote at Board of Directors meetings.
- b) Proxy voting is not acceptable for Board of Directors meetings.

**13** Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, shall be reimbursed expenses for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the directors as the members may by resolution determine, provided that nothing therein contained shall be construed to preclude any director from

serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

**14** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected. A director shall hold office until the next annual meeting of members following election or appointment.

**15** The directors may exercise all such powers of the Corporation as are noted by The Companies Act or by these by-laws required to be exercised by the members at general meeting.

**16** Upon election at the first annual meeting of members, the Board of Directors then elected shall replace the provisional directors named in the letters patent of the Corporation.

**17** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

The 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 persons having made notable contribution to teaching, practice or research in the field of allergy and clinical immunology in accordance with such terms and conditions as the Board of Directors may prescribe.

**18** The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.

### **Officers**

**19** The officers of the Corporation shall be a president, vice-president, secretary and treasurer and such other officers as the Board of Directors may by by-laws determine. The office of secretary and treasurer may be held by the same person.

**20** The president and vice-president shall be elected at the annual meeting of members.

#### ***Section 20.1***

***The President and vice-president shall be elected for a two-year term at the Annual General Meeting of the members or until their successors have been elected or appointed.***

**Section 20.2**

***The immediate Past President shall hold office for a two-year term or until his successor has been elected or appointed.***

**Section 20.3**

***The Treasurer shall be elected at the Annual General Meeting of the members and shall hold office for a two-year term or until his successor has been elected or appointed.***

**21** The Board 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 at the time of such appointment. Section Heads shall be appointed to the Board of Directors to represent specific areas of interests within the Society.

***a) Section Heads shall be appointed to the Board of Directors to represent specific areas of interests within the Society. The Section Heads of the Corporation shall hold office for a two-year term or until their successors have been elected or appointed.***

**22** The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

**23** ***The officers of the Corporation shall hold office for a two-year term or until their successors have been elected or appointed.***

**Duties of Officers**

**24** The president shall:

- a) be the chief executive officer of the Corporation;
- b) preside at all meetings of the Corporation and of the Board of Directors;
- c) have the general and active management of the affairs of the Corporation;
- d) see that all orders and resolutions of the Board are carried into effect, and;
- e) the president or the vice-president with the secretary or other officer appointed by the Board for the purpose shall sign all by-laws and other documents requiring the signatures of the officers of the Corporation.

**25** The vice-president, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed by the Board.

**26** The treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board of Directors from time to time. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be determined by the Board.

**27** The secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president. The secretary shall be custodian of the seal of the Corporation which shall be delivered only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

#### **Annual Awards Committee**

**28** To consist of the previous past president, the secretary-treasurer, and a member at large appointed by the president. The vice president will sit as an ex-officio member. Term of office for members is two years. Role: to establish new awards, to submit recommendations for award recipients to the president for final decision.

*Amendment September 1990*

#### **Meetings**

**29** The annual meeting of the members of the Corporation shall be held where the Board of Directors may designate and on such day and at such time as the Board of Directors shall appoint. Annual meeting of members may only be held within Canada.

**30** Notice of the time and place of every annual meeting shall be given to each member by sending the notice **electronically, by fax or by mail** 30 days before the time fixed for the holding of such meeting; and notice of time and place of every special general meeting of members shall be given to each member by sending the notice by **electronically, by fax or by mail** fifteen days before the time fixed for the holding of such meeting; provided that any meeting of members, whether an annual meeting or a special general meeting, may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. The

number of Fellows present in person at any meeting shall constitute a quorum. Each Fellow present at a meeting shall have a right to exercise one vote.

***Amended September 2007***

### **By-Laws**

**31** The directors may from time to time enact and pass further by-laws not contrary to law or to the letters patent of the Corporation, provided that any such by-law shall, unless sooner confirmed at a special general meeting of the members duly called for that purpose, have force and effect until the next annual meeting of the members when it shall be confirmed, and in default of confirmation at such annual meeting shall at and from that time cease to have force and effect; provided that any such by-law shall not be enforced or acted upon until the approval of Industry Canada has been obtained; and provided further that in the event any such by-law is not confirmed at a special general meeting of the members duly called for that purpose or at the next annual meeting of the members as above provided then Industry Canada shall be so notified. Unless otherwise required by the Companies Act, the letters patent of the Corporation or these by-laws, a by-law may be enacted and passed by the majority vote of the directors present at a meeting of the Board of Directors.

**32** The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members present at a meeting duly called for the purpose of considering the said by-laws, or at the next following annual meeting, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of Industry Canada has been obtained.

**33** A member may appoint as his proxy in writing any other member to vote at any annual or special general meeting or Board of Directors meeting.

**34** At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by the Companies Act or by these by-laws.

**35** The fiscal year of the Corporation shall be the calendar year.

### **Notices**

**36** Any notice required by these by-laws to be given to any director or member shall be deemed to have been duly given if delivered ***electronically, by fax or by mail.***

***Amended September 2007***