

BYLAWS 2
CANADIAN FOUNDATION FOR INFECTIOUS DISEASES

Approved June 17, 2009 by Members at Annual General Meeting

BY-LAW No. 2

A by-law relating generally to the conduct of the affairs of the Corporation.

HEAD OFFICE

1. Head Office

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the Province of Ontario.

SEAL

2. Seal.

The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Corporation.

DIRECTORS

3. Duties, Number and Qualifications

Directors shall be nominated on the basis of their interest and capabilities in promoting the objectives of the Corporation. A minimum of seven (7) and maximum of eleven (11) directors will be elected. Directors must be individuals, 21 years of age, with power under law to contract.

4. Election and Term of Office

The directors will be nominated by the Nominating Committee of the corporation and elected by the members of the corporation. The Nominating Committee will distribute a list of nominees to the members of the Corporation and offer an option to nominate.

Directors shall be elected for a term of three (3) years, renewable once, at an annual meeting of the members of CFID. Upon the expiry of his/her term of office, a director shall be eligible for reelection at the annual meetings of the members of the Corporation, but thereafter shall not be eligible for re-election until one year has elapsed from the date of termination of his or her second term.

5. Vacancies.

So long as there is a quorum of directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Nominating Committee of the Corporation, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith request the Nominating Committee to fill the vacancy.

6. Vacation of Office

The office of director including ex-officio directors, shall be automatically vacated:

- a) if at a special general meeting of the members, a resolution is passed by the majority (50% + 1) of the members present at the meeting that he/she be removed from office;
- b) if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
- c) if he/she is found by a court or by physicians attesting him/her to be of unsound mind;
- d) if he/she becomes bankrupt or suspends payment or compounds with his creditors;
- e) on death.

If any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the corporation.

7. Place of Meeting

Meetings of the Board of Directors and of the executive committee may be held either at the head office or at any place within or outside of Canada. There shall be at least one (1) annual meeting, in addition to any meetings that may be called at the discretion of the President.

8. Notice.

Formal notice of a board meeting shall be called by the President or the Executive Director on direction of the President. Notice shall be delivered to each director not less than ten (10) days before the meeting is to take place if sent by mail. Notice given other than by mail (which includes, but is not limited to, personal delivery and electronic means), shall be given at least 48 hours prior to the meeting. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat.

9. Errors or Omissions in Notice

An accidental error or omission in giving notice of any meeting required by this by-law or the non-receipt of such notice by any director or by the auditor or any error in any notice not affecting its substance shall not invalidate such meeting or void the proceedings and decisions of that meeting. Any director, member or the auditor of the Corporation may waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

10. Quorum.

Fifty percent plus one shall form a quorum for the transaction of business at a meeting of directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

11. Chairperson of the Meeting

Meetings of the Board of Directors shall be chaired by the President and in his or her absence by the Vice-President. In the event that the President and the Vice-President are absent, the meeting will proceed with the agenda although no votes may be cast and no motions carried or ratified.

12. Voting.

Questions arising at any meeting of directors shall be decided by majority of votes.

13. Staff Attendance.

The meetings of the Board of Directors shall be open to the staff of the Corporation, who shall be entitled to address or make submissions to the board, but shall not be entitled to vote upon any question or resolution.
Allowances will/must be made for “in camera” discussion to occur without staff present as required and determined by the Board.

COMMITTEES

14. Executive Coordinating Committee.

The Executive Coordinating Committee will consist of the Corporation’s President, Past President, Vice President, Secretary-Treasurer, Awards Committee Chair, Executive Director (ex-officio) and the Director of Development (ex-officio).
The Executive Coordinating Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
Meetings of the Executive Committee shall be held at any time and place to be determined by the President provided that timely notice of such meeting shall be given to each member of the committee. Three (3) members of such committee shall constitute a quorum.

15. Advisory Committees

The Board of Directors may by resolution adopted by a majority of the board provide for the creation of advisory committees. The Board shall provide terms of reference for any advisory committee created by it.

STANDING COMMITTEES

16. Nominating Committee.

The Board of Directors may at its annual meeting, and from time to time as vacancies occur, elect from its number a Nominating Committee consisting of three (3) directors. The chairman of the Nominating Committee shall be the Past-President of the Corporation.
The Nominating Committee shall prepare a list of candidates for election at the annual general meeting of the Corporation giving due regard to the criteria mentioned therein, and for that purpose the Nominating Committee shall meet so often as may be necessary and a record of its deliberations shall be recorded.

17. Awards Committee

The Awards Committee will be responsible for the grants and awards program. The Chair must be approved by the Board. The Terms of Reference will be developed by the Committee and approved by the Board.

REMUNERATION OF DIRECTORS

18. Remuneration of Directors.

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his duties. Nothing herein contained shall be construed to preclude any director in performing tasks beyond normal scope of directors and with approval from the Board receive compensation therefore.

POWERS OF DIRECTORS**19. General.**

The directors of the Corporation may 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 may enter into and carry out agreements and understandings to further the objects of the Corporation, and save as hereinafter provided, generally may exercise all such powers and do all such other acts and things, including the election of a Chairman of the Board, as the Corporation is by its charter or otherwise authorized to exercise and do.

20. Employees and Agents

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 perform such duties as shall be prescribed by the Board of Directors at the time of such appointment or engagement, or as amended by subsequent agreement.

21. Expenditures.

The directors shall have the 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 and agents. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

22. Remuneration

Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members.

23. Donations and Benefits.

The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

25. The Corporation shall also indemnify any director or officer or other person in such circumstances as the law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by law.

OFFICERS**26. Officers.**

The officers of the Corporation shall be the President, Vice-President, Past-President and Secretary-Treasurer and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. Officers need not have been nor be members. All officers shall be elected as per the nominating process.

The officers of the corporation shall hold office for two (2) year(s) excluding the Treasurer which holds a three (3) year term from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

<p>27. Appointment Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following each annual general meeting.</p>
<p>28. Officers to be Directors Unless otherwise determined by the Board of Directors, all officers shall be directors of the Corporation and they shall cease to be officers if they cease to be directors.</p>
<p>29. Removal of Officers. All officers, in the absence of written agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.</p>
<p>30 Remuneration The remuneration of all officers elected or appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. The fact that an officer is a director and member shall not disqualify him or her from receiving such remuneration as an officer as may be determined.</p>
<p>31. Powers and Duties All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all their powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors; subject however to any special resolution of the Corporation.</p>
<p>32. Duties of Officers may be Delegated In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.</p>
<p>33. President. The President shall preside at all meetings of the corporation and the Board of Directors at which he/she is present. He/she shall have the general and active management of the affairs of the corporation. He/she shall see that all order and resolutions of the Board of Directors are carried into effect. The Director holding the position shall perform such other duties as shall from time to time be imposed upon him or her.</p>
<p>34. Vice-President. 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 upon him or her by the Board of Directors. The director holding the position of Vice-President shall automatically, upon the completion of a two (2) year term, become the President.</p>
<p>35. Past President The Past President shall chair the Nominating Committee and shall perform such other duties as may from time and time be directed by the Board of Directors.</p>

36. Secretary-Treasurer

The Secretary-Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He/she shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the corporation. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.

He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she she shall be the custodian of the seal of the corporation.

37. Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

38. Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the President, elect a person to fill such vacancy and in the case of all other officers, appoint a person to fill such vacancy.

MEMBERS

39. Membership in the Corporation shall be available to persons and associations, whether incorporated or unincorporated, interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the Board.

40. Members' Meeting

At every annual meeting, in addition to any other business that may be transacted, the report of the President, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

The Board of Directors or the President shall have the power to call, at any time, a general meeting of the members.

At least fourteen (14) days' written notice, if sent by mail, or at least 48 hours' notice if sent other than by mail (which includes, but is not limited to, personal delivery or electronic means), shall be given to each voting member of any annual general or special meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each meeting of members must indicate that each member has the right to vote by proxy at such meeting of members. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy is good only for the meeting for which it is authorized. A proxyholder must be a member of the Corporation. A member shall be entitled to one vote at all annual or special meetings of members.

EXECUTION OF INSTRUMENTS**41. Execution of Instruments**

Contracts, documents or any other instruments in writing requiring the signature of the corporation shall be signed by the Executive Director and/or the President, Vice-President or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing as above.

42. Seal

The seal of the corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid, or by any officer or officers appointed as aforesaid by resolution of the Board of Directors.

AMENDMENT OF BY-LAWS**43. Amendment of by-Laws**

By-laws of the Corporation may be repealed or amended by by-law enacted by two-thirds (2/3) of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a general meeting of the Corporation, or at a special meeting called for that purpose or by a two-thirds majority of the members of the Corporation voting in a mail(or email) ballot held for that purpose. Any amendments to or repeal of by-laws shall not be enforced or acted upon until approval on behalf of the Minister of Industry Canada has been obtained.

AUDITORS**44. Auditors.**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**45. Minutes of Board of Directors and Executive Coordinating Committee**

The minutes of the Board of Directors (or the minutes of the Executive Coordinating Committee) shall be available to the membership of the Corporation. The Board of Directors shall receive a copy of the minutes.

FINANCIAL YEAR**46. Financial Years**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the thirty-first (31st) day of December in each year.

BOOKS AND RECORDS**47. Books and Records.**

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept at the Head Office of the Corporation which shall remain in Canada.

RULES AND REGULATIONS**48. Rules and Regulations.**

The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the corporation as they deem expedient, 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 members, shall at and from that time cease to have any force and effect.

INTERPRETATION**49. 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 or the masculine gender shall include the plural neither or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.