

GLOBAL PEDIATRIC ENDOCRINOLOGY AND DIABETES ASSOCIATION

S-59708

CONSTITUTION

1. The name of the society is the Global Pediatric Endocrinology and Diabetes Association (the "Association").
2. The purpose of the Association is to provide development opportunities regarding pediatric endocrinology, diabetes and care for infants, children and adolescents living in low and middle income countries, by:
 - a) Educating and training medical professionals on the prevention, treatments and curative measures for those diseases,
 - b) Providing clinical care for children and adolescents with those diseases,
 - c) Conducting scientific research into the causes, prevention and treatment of those diseases, and publishing the results of that research,
 - d) Educating and instructing the public on the prevention, treatments and curative measures for such diseases, and
 - e) Doing all such other things as may be incidental and ancillary to the attainment of these purposes.
3. The activities and purposes of the Association must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Association. This provision is unalterable.
4. A director must not be remunerated for acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association. This provision is unalterable.
5. In the event of the winding-up or dissolution of the Association, all the assets of the Association remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Association of any arrears of salaries or wages, and payment of any debts of the Association, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that:
 - a) have purposes similar to those of the Association, or
 - b) are designated by the members of the Association at the time of winding-up or dissolution.

This provision is unalterable.

BYLAWS

Part 1 - Interpretation

- 1.1 In the constitution and these bylaws, unless the context requires otherwise:
 - a) "**Act**" means the Society Act,
 - b) "**AGM**" means an annual general meeting,
 - c) "**Association**" means Global Pediatric Endocrinology and Diabetes Association,
 - d) "**Board**" means the directors of the Association for the time being, acting as a body,

- e) “**director**” means a director of the Association,
- f) “**general meeting**” includes an AGM and a special general meeting,
- g) “**member**” means a member of the Association,
- h) “**registered address**” means a member’s address as recorded in the register of members,
- i) “**written**” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
- j) “**constitution**”, “**bylaws**”, “**special resolution**” and “**ordinary resolution**” have the meaning given to them in the Act, and
- k) the singular includes the plural and vice versa, unless the context requires otherwise.

1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.

1.3 Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws without charge.

1.4 The constitution and bylaws, where alterable, can only be amended by special resolution.

Part 2 - Membership

2.1 1) The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.

2) A member of the Association must support its purposes.

2.2 1) There are three categories of members: Active, Corporate and Honourary.

2) An Active Member is a person who is 18 years of age or older.

3) A Corporate Member is a business, corporation, association, or partnership, whether or not incorporated.

4) An Honourary Member:

- a) is an individual who has made an extraordinary contribution to the Association,
- b) is appointed by a resolution of which 75% of the directors then in office are in favour, and
- c) pays no further membership dues or fees.

5) An Active Member in good standing and an Honourary Member has the right to notice of, attend, speak and vote at a general meeting, and be a director. A Corporate Member has the right to notice of and attend a general meeting, but not the rights to vote, or be a director.

2.3 An application for membership or for renewal of membership must:

- a) be written and in a form approved by the Board,
- b) include the full name, address, e-mail address, and fax and telephone numbers of the applicant,
- c) be signed by the applicant,

- d) in the case of an applicant to become a Corporate Member, appoint an authorized representative,
 - e) provide such other information as the Board may reasonably require, and
 - f) include annual membership dues (if any) and other applicable fees.
- 2.4** 1) A person may apply to the Board for membership, and becomes a member on:
- a) meeting the requirements of bylaws 2.2 and 2.3 , and
 - b) acceptance by the Board.
- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.
- 3) The Board must fix the amount of annual membership dues, if any, for Regular Members, Corporate Members and for the applicants for incorporation of the Association, and the date by which those dues must be paid.
- 4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.
- 2.5** 1) Membership is not transferable.
- 2) Except in the case of an Honourary Member and the applicants for incorporation, membership must be renewed annually, by a date set by the Board.
- 3) The Association must send a renewal notice to each member a reasonable time before that member's membership must be renewed.
- 4) A member who is renewing must comply with bylaw 2.3.
- 2.6** A member must promptly and in writing notify the Association of any change in the member's name, address, e-mail address, fax or telephone number, or authorized representative.
- 2.7** Every member and director must comply with:
- a) the Act,
 - b) the constitution and bylaws,
 - c) all policies and regulations enacted by the Board, and
 - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.8** A member ceases to be a member on:
- a) delivering a written resignation to the Association,
 - b) death, or
 - c) in the case of all members except the applicants for incorporation and Honourary Members, on having been a member not in good standing for 30 days, or being expelled.
- 2.9** A member becomes a member not in good standing on failing to pay:
- a) a debt due and owing to the Association, or
 - b) annual membership dues by or before the date set for their payment.

- 2.10** 1) A member may be expelled by special resolution.
- 2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 2.11** A member may be suspended or expelled by resolution of the Board, provided that:
- a) not less than 2/3 of the directors then in office are in favour of the resolution,
 - b) the suspension or expulsion is for substantive failure to comply with the constitution or bylaws or for conduct prejudicial to the Association, notice of which in either case has been given to the member,
 - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and
 - d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.

Part 3 - Meetings of Members

- 3.1** 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.
- 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
- 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2** 1) The Board may, when it thinks fit, convene a special general meeting.
- 2) The members may convene a general meeting pursuant to section 58 of the Act.

Part 4 - Notice to Members

- 4.1** 1) Notice of a general meeting must:
- a) specify the place, date and hour of meeting, and, in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given to all members not less than 30 days before the meeting.
- 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2** 1) Notice of a general meeting must be given to:
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
- 2) No other person is entitled to receive a notice of general meeting, but a person who is not a member may be permitted to attend by the Board, or by ordinary resolution.
- 4.3** A notice may be given to a member either personally, by mail, by fax, or by e-mail or other electronic means to the member at the member's address, e-mail address, or fax number, as shown in the register of members.

- 4.4** 1) A notice sent by mail from the Association's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Greater Vancouver Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is:
- a) the adoption of rules of order, if required,
 - b) minutes of the last AGM,
 - c) the report of the Board,
 - d) consideration of the financial statements,
 - e) the report of the auditor, if any,
 - f) appointment of the auditor, if any,
 - g) election of directors, if required under bylaw 6.2,
 - h) resolutions, if any, and
 - i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
 - b) that set out in a requisition under section 58 of the Act, if applicable, and
 - c) that determined by the Board under bylaw 3.2.
- 5.2** 1) Quorum at a general meeting is three members who have the right to vote present at all times, in person or by proxy.
- 2) No business, other than the election of a chair if required and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than seven days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.

- 5.4** 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) When a general meeting is adjourned for more than fourteen days, notice of the adjourned meeting must be given as for the original meeting.
- 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5** 1) The Secretary-General must chair each general meeting. If the Secretary-General is not present, able, or willing to be chair, the Secretary-General Elect must chair the meeting. If neither the Secretary-General nor the Secretary-General Elect is present, able or willing to be chair, the meeting must elect one of the other directors who is present to chair the meeting.
- 2) If none of the Secretary-General, Secretary-General Elect, and the directors is present, able or willing to chair a general meeting, then the meeting must elect a member to be chair.
- 5.6** 1) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.
- 5.7** 1) A question arising at a general meeting must be decided by a majority of votes, except where otherwise required.
- 2) Voting is by show of hands, except:
- a) where otherwise required, or
 - b) when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.
- 3) To have the right to vote, a person must be:
- a) an Active Member in good standing or an Honourary Member, and
 - b) present in person or by proxy.
- 5.8** 1) Proxy voting is permitted, subject to the following conditions:
- a) a proxy must be held by a member who has the right to vote,
 - b) a member cannot hold more than three proxies, and
 - c) a proxy is only valid for the general meeting specified on its face.
- 2) An instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

I, _____, of _____, hereby appoint _____, of _____, as my proxy to vote for me and on my behalf at the general meeting of Global Pediatric Endocrinology and Diabetes Association on the _____ day of _____, 20____, and at any adjournment thereof.

Signed at _____ this _____ day of _____, 20____.

3) A proxy must be delivered to the Secretary not less than 15 minutes before the time appointed for the meeting.

5.9 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 – Board of Directors

6.1 The Board may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, subject to:

- a) the constitution and the bylaws, and
- b) all laws affecting the Association.

6.2 1) The directors are:

- a) the Secretary-General, Past Secretary-General (if any), Secretary-General Elect, Secretary, and Treasurer, who are the elected officers, and
- b) one appointed by each of African Society for Paediatric and Adolescent Endocrinology, Arab Society for Paediatric Endocrinology and Diabetes, AsiaPacific Paediatric Endocrine Society, Chinese Society for Pediatric Endocrinology and Metabolism, European Society for Paediatric Endocrinology, Indian Society for Pediatric and Adolescent Endocrinology, International Society for Pediatric and Adolescent Diabetes, Japanese Society for Pediatric Endocrinology, Pediatric Endocrine Society, and Sociedad Latinoamericana de Endocrinología Pediátrica.

2) The Secretary-General may also hold the office of Secretary or Treasurer, but not both, and the Secretary-General Elect may also hold the office of Secretary or Treasurer, but not both.

3) The elected officers listed in bylaw 6.2 (1)(a) must be elected at the first AGM, and have a normal term of office of three years, beginning at the adjournment of the AGM at which they are elected, and ending at the adjournment of the AGM three years later. Except to fill a casual vacancy, an election must be held every third year thereafter.

4) The directors listed in bylaw 6.2 (1)(b) become directors upon being elected or appointed, and cease being directors on the term or appointment ending.

5) A nominee for election as a director under bylaw 6.2 (1)(a) must:

- a) be an Active Member in good standing or an Honourary Member,
- b) consent to the nomination,
- c) be nominated by the Board, or two members in good standing, and
- d) not be disqualified from being a director of a company under section 124 of the Business Corporations Act (British Columbia).

6) In an election of directors under bylaw 6.2 (1)(a), each member who has the right to vote has a number of votes equal to the number of positions to be filled, but must not cast more than one vote for any candidate.

7) An election under bylaw 6.2 (1)(a) must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or the number of candidates is fewer than or equal to the number of positions to be filled, in which case the candidates must be declared to be elected.

8) There must be a separate election for each position listed in bylaw 6.2 (1)(a), except Past Secretary-General.

9) The Past Secretary-General is that person who most recently was but who no longer is Secretary-General.

10) Subject to bylaw 6.2 (11), a director elected under bylaw 6.2 (1)(a) may be re-elected.

11) A person who has been Secretary-General, Treasurer, or Secretary for six consecutive years immediately ceases to hold that office, and cannot be re-elected or appointed to that office for one year.

6.3 1) A director forthwith ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) in the case of a director appointed under bylaw 6.2 (1) b), the end of the director's term or appointment,
- c) resigning in writing,
- d) ceasing to be an Active Member in good standing or an Honourary Member,
- e) death,
- f) becoming unable to perform the duties of a director due to physical or mental disability, or
- g) failing to attend three meetings of the Board without the prior consent of the Board, which consent must not be unreasonably withheld.

6.4 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

6.5 The members may by special resolution remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

6.6 1) The Board may appoint a member as a director to fill a vacancy amongst the directors elected under bylaw 6.2 (1)(a) until the next AGM.

2) A body that appoints a director under bylaw 6.2 (1)(b) may at any time revoke the appointment, and appoint another director.

6.7 A director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association, but must not be paid or otherwise remunerated for being or acting as a director.

Part 7 - Proceedings of the Board

7.1 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.

2) Quorum at a meeting of the Board is a simple majority of directors then in office, but not less than three.

- 3) A meeting of the Board may be called by:
- a) the Secretary-General, or
 - b) any three directors, or
 - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than five days before the meeting, unless notice is waived by all directors.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4** 1) Except where otherwise required, a question arising at a meeting of the Board must be decided by a simple majority.
- 2) A resolution proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5** A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and determine the name, members, chair, duties, authority, and responsibility of each committee.
- 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the Board.
- 3) The chair of a committee must be a director.
- 4) Subject to the bylaws and a resolution of the Board, a committee may meet and determine its procedures as it deems fit.
- 5) The members of the Executive Committee are the Secretary-General, Past-Secretary-General, Secretary, Treasurer, and such other members as the foregoing may appoint to the committee. Subject to the direction of the Board, the Executive Committee may manage, or supervise the management of, the affairs of the Association between Board meetings.
- 7.7** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.
- 7.8** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Directors’ Duties, Conflicts & Indemnification

8.1 1) A director must:

- a) act honestly and in good faith and in the best interests of the Association, and
- b) exercise the care, diligence and skill of a reasonably prudent person,

in exercising the powers and performing the functions of a director.

2) The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a Association.

8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director’s appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.

8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

8.4 1) A director referred to in bylaw 8.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:

- a) unless:
 - i) the director discloses the interest as required by bylaw 8.3,
 - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
 - i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
 - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in bylaw 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

8.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in bylaw 8.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- a) prohibit the Association from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or

- c) make any order that it considers appropriate.

8.6 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

Part 9 – Officers

9.1 The Secretary-General:

- a) must chair all meetings of the Board and all general meetings,
- b) must supervise the other officers in the execution of their duties,
- c) must act as the chief executive officer of the Association, unless a person is appointed to that position under bylaw 9.6,
- d) has the right to notice of, to attend and to speak at meetings of all committees, and to vote as a member of a committee when so appointed by the Board, and
- e) must perform such other duties as may be directed by the Board.

9.2 The Secretary-General Elect must:

- a) perform the duties of the Secretary-General, in the Secretary-General's absence or inability to act, and
- b) perform such other duties as may be directed by the Board.

9.3 The Board, or a person appointed by the Board, must:

- a) issue notices and keep minutes of meetings of the Association and the Board,
- b) conduct the correspondence of the Association,
- c) have custody of all records and documents of the Association,
- d) have custody of the common seal of the Association, if any,
- e) maintain the register of members,
- f) file all reports and notices required by governments, including the annual report,
- g) keep the financial records, including books of account, necessary to comply with the Act, and
- h) render financial statements to the Board, members, and others when required.

9.4 The Board may appoint the Secretary, the Treasurer, or another director to perform the duties listed in bylaw 9.3.

9.5 1) The Board may appoint an Executive Director, and set the remuneration and terms and conditions of employment of that person.

- 2) The Executive Director:
- a) is an appointed officer, and may be titled the chief executive officer or general manager,
 - b) must, subject to the direction of the Board and the bylaws, manage the operations of the Association,
 - c) reports to the Board, and
 - d) is entitled to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

Part 10 – Finance

- 10.1** 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 2) A debenture or mortgage must not be issued unless it has been approved by a special resolution.
- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.

10.2 The Board may invest the funds of the Association in such manner and in such securities, properties and investments as the Board in its absolute discretion deem in the best interests of the Association.

- 10.3** Subject to the Personal Information Protection Act and other applicable laws, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
 - b) other documents of the Association, including its accounting records, may be inspected by a member on reasonable notice, subject to any resolution of the Board, and
 - c) documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.

Part 11 – Auditor

- 11.1** This Part applies only where the Association is required or has resolved to have an auditor.
- 11.2** At each AGM the Association may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM.
- 11.3** An auditor may be removed by ordinary resolution.
- 11.4** An auditor must be promptly informed in writing of appointment or removal.
- 11.5** No director and no employee of the Association can be auditor.
- 11.6** The auditor may attend general meetings.
- 11.7** The Board must fill all vacancies arising in the office of auditor between AGMs.