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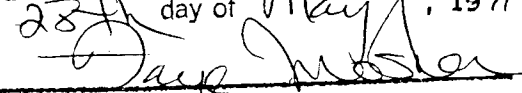
BY-LAWS
OF
CANADIAN PHYSIATRISTS RESEARCH AND DEVELOPMENT FOUNDATION

1. In these by-laws unless there be something in the subject or context inconsistent therewith
- (a) "Society" means Canadian Psychiatrists Research and Development Foundation.
 - (b) "Registrar" means the registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) "Special Resolution" means a resolution passed by not less than three-quarters (3/4) of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Registrar of Members accordingly.
3. For the purpose of registration, the number of members of the Society is unlimited.

I HEREBY CERTIFY that this is a true copy
of a document filed in the office of the
Registrar of Joint Stock Companies on the
28th day of May, 1971



Registrar of Joint Stock Companies
Dated 29th day of May, 1971.

4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following may be admitted to membership in the Society:
 - (a) any physiatrist in good standing with the Canadian Association of Physical Medicine and Rehabilitation is eligible for membership and may be elected by the membership.
 - (b) there shall be a minimum of two (2) of the executive of the Canadian Association of Physical Medicine and Rehabilitation.
7. Formal admission to membership shall be required by election and the entry in the Register of Members by the Secretary of the name and address of any individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, a member resigns membership, or if the person ceases to qualify for membership in accordance with these by laws.
9. (a) Membership or directorship in the Society shall not disqualify one from applying for or receiving a research grant.

- (b) Any member or director of the Society applying for a grant shall not be a member of the committee considering, or part of the consideration of, the application for a research grant.

FISCAL YEAR

- 10. The fiscal year of the Society shall be the period from July 1 in any year to June 30 in the year next following.

MEETINGS

- 11. (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
 - (b) An extraordinary general meeting of the Society may be called by the Chair or by the directors at any time, and shall be called by the directors if requisitioned in writing by a least twenty-five per centum (25%) in number of the members of the Society.
- 12. Thirty (30) days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been

given at the time when the letter containing the same would be delivered in the ordinary course of post providing such service. It shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

13. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;

Election of directors for the ensuing year;

Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

14. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business. Such quorum shall consist of 15% of the members present in person or by proxy.

15. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

16. (a) The Chair of the Society shall preside as Chair at every general meeting of the Society.

(b) If there is no Chair or if at any meeting he is not present at the time of holding the same, the Vice-Chair shall preside as Chair.

(c) If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the holding of the same, the members present shall choose someone of their number to be Chair.

17. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.

18. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

19. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

20. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

21. Every member shall have one vote and no more.

DIRECTORS

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

23. Any member of the Society shall be eligible to be elected a director of the Society.

24. Directors shall be elected by the members at each ordinary or annual general meeting of the Society.

25. The members shall elect as directors, 2 representatives nominated by the executive of the Canadian Association of Physical Medicine and Rehabilitation who support the work of the Society and the remaining directors shall be elected by the members of the Canadian Association of Physical Medicine and Rehabilitation.

26. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

27. In the event that a director resigns from office or ceases to be a member of the Society, whereupon that office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

28. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in the stead. The person so appointed shall hold office during such time only as the director would have held office if that director had not been removed.

29. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of the directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

30. No business shall be transacted at any meeting of the Board of Directors unless at least one-half in number of the directors are present in person or by proxy at the commencement of such business.

31. The Chair or, in his absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.

32. The Chair shall be entitled to vote as a director and, in the case of an equality of votes, shall have a casting vote in addition to the vote to which that person is entitled as a director.

POWERS OF DIRECTORS

33. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the director shall have the power to engage a co-ordinator and to determine the duties and responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

34. The officers of the Society shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.

35. The directors shall elect one of their number to be Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to the Chair by the Board of Directors from time to time.

36. The directors may also elect from their number a Vice-Chair. The Vice-Chair shall, at the request of the Board and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period as the Chair may request him to do so.

37. (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the Board. The Board shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the Board may assign. If the directors think fit, the same person may hold both offices of secretary and treasurer.
- (b) The Directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

AUDIT OF ACCOUNTS

38. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

39. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the

annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, prepared by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law. A copy of the Society written report and a copy of the auditors' report and audited financial statements shall be provided promptly after the annual meeting to the Canadian Association of Physical Medicine and Rehabilitation. This compliance with this direction shall be the responsibility of the Secretary.

REPEAL AND AMENDMENT OF BY-LAWS

40. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law and provided each member prior to the meeting called for the consideration of the special resolution shall have been sent a notice of the date, time and place of the meeting and a copy of the special resolution. For a special resolution to pass there shall be an affirmative vote of not less than three-quarters (3/4) of the membership in attendance in person or by proxy.

MISCELLANEOUS

41. The secretary shall, within fourteen days after the annual meeting forward to the Canadian Association of Physical Medicine and Rehabilitation, a copy of the annual report of the Society presented to the annual meeting by the president.

42. The Society shall file with the Registrar with its Financial Statement a list of its directorS with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
44. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
45. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
46. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

48. The borrowing powers of the Society may be exercised by special resolution of the members.