

PAIN SOCIETY OF ALBERTA

BY-LAWS

Article 1 – Preamble

1.1 The Society

The name of the Society is the Pain Society of Alberta, which may also be known or referred to as the PSA

1.2 The Bylaws

The following articles set forth Bylaws of the Pain Society of Alberta

Article 2 – Definitions

2.1 “Society” means the Pain Society of Alberta

2.2 “PSA” is the official abbreviation of the Society

2.3 “AGM” means the annual general meeting of the PSA

2.4 “Board” means the Board of Directors of the Society

2.5 “President” means the duly elected President of the Board

2.6 “Director” means an elected member of the Board

2.7 “Executive Committee” means the committee duly elected by the Board to assist the Board in its management of PSA

2.8 “Member” means a member of the Society

2.9 “Treasurer” means the elected treasurer of the organization

2.10 “Secretary General” means the elected third person in charge of the organization

2.11 “Officer” means officers of the Society listed in Article 8

2.12 “By-laws” means the By-laws of the PSA as amended

2.13 “Registered Office” means the registered office address for the Society

2.14 “Register of Members” means the register maintained by the Board of Directors containing the names of members of the Society

2.15 “Special Meeting” means the special general meeting described in Article 6.2

2.16 “Voting Member” means any member of good standing as specified in Article 4. Associate and Corporate Members are non-voting members.

Article 3 – Interpretation of the By-laws

3.1 Singular and Plural: word indicating the singular number also include the plural, and vice versa

3.1.1 Corporation: words indicating persons also include corporations

3.1.2 Headings are for convenience only. They do not affect the interpretation of these By-laws

Liberal Interpretation: these By-laws must be interpreted broadly and generously

3.1.3 The Bylaws apply to all members of the PSA, including the Board of Directors, Executive Committee, & President.

Article 4. – Membership

4.1 Membership in the Society shall be either as a Regular Member, Associate Member or a Corporate Member

4.1.1 Regular Members include:

Health care professional as defined in the province of Alberta, Scientists [faculty positions], students other persons with an interest in the study or treatment/management of pain who apply to the Board of Directors and are accepted are eligible for regular membership

- 4.1.2** Associate Members: individuals who live with chronic pain or have an interest in pain and who do not fit the definition of Corporate Member. Associate Membership requires approval of the Board of Directors. Associate Members will be non-voting members.
- 4.1.3** Corporate Members: Corporate Membership requires approval of the Board of Directors. Any commercial company, government agency or foundation involved with research, treatment of pain, pain management or pain services may apply for Corporate Membership in the Society. Corporate Members will be non-voting members. A Corporate Membership in no way constitutes an endorsement of the Corporate Member or any of its products by the Society.
- 4.2** Membership fees shall be determined by the Board and membership applications should be publicly posted.
- 4.3** The membership year is from January 1st to December 31st and member will renew annually unless there is a change to fees or the conditions of 4.5, 4.6, or 4.7 are met.
- 4.4** Any Member in good standing is entitled to:
- 4.4.1** Receive notice of meetings of the Society
 - 4.4.2** Attend any meeting of the Society
 - 4.4.3** Speak at any meeting of the Society with prior notice and permission from the Chair.
 - 4.4.4** Exercise other rights and privileges given to members in these By-laws
- 4.5** The board reserves the right to deny or revoke membership to any person at its absolute discretion
- 4.6** Any member may withdraw from the Society by sending, to the Societies Registered Office, a written resignation by regular mail, fax or email.
- 4.7** Any Member will cease to be a member of the Society if the applicable membership dues are not paid within 90 days of the due date.
- 4.8** A Member is considered to be in good standing when:
- 4.8.1** All applicable dues have been paid
 - 4.8.2** Meets the criteria for membership as provided for in article 4.1
- 4.9** No rights or privilege of any Member is transferable to another person. All rights and privileges cease when the Member ceases to be a member

Article 5 – Registered Office

- 5.1** The location of the Registered Office of the Society shall be determined by the Board.

Article 6 – Meetings of the Society

- 6.1** Annual General Meeting
- 6.1.1** The Society shall hold its Annual General Meeting at any place in Canada as the Board may determine and on such day as the Board directs. The Members may resolve that a particular meeting of members be held outside Canada
 - 6.1.2** The Annual General Meeting shall be held on an annual basis, at the Boards decision, between September 15th and December 15th

- 6.1.3** The Secretary General shall mail or deliver via electronic means notice at least thirty [30] days before the Annual General Meeting. This notice shall state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution
- 6.1.4** The annual General Meeting deals with the following matters
- a. adopting the agenda
 - b. adopting the minutes of the last Annual General Meeting
 - c. considering the President's report
 - d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report
 - e. appointing the auditors
 - f. electing the Members of the Board
 - g. considering matters specified in the meeting notice
- 6.1.5** Six (6) Regular Members in good standing, present in person at the Annual General Meeting, shall constitute a quorum.
- 6.1.6** Each Voting Member present at the Annual General Meeting shall have the right to exercise one vote.
- 6.2** Special General Meeting
- 6.2.1** A Special General Meeting may be called at any time;
- a. by a resolution of the Board; or
 - b. by a written request of at least four (4) Directors. The request must state the reason for the special General Meeting and the motion[s] intended to be submitted; or
 - c. by the written request of at least one third [1/3] of the Voting Members. The request must state the reason for the Special General Meeting and the motion[s] intended to be submitted at the Special General Meeting
- 6.2.2** The Secretary General shall mail or deliver via electronic means a written notice at least thirty [30] days before the Special General Meeting. This notice shall state the place, date, time and purpose of the Special General Meeting.
- 6.2.3** Only the matter[s] set out in the notice for the Special General Meeting are considered at the Special General meeting
- 6.2.4** Any Special General Meeting shall have the same method of voting and the same quorum requirements as the Annual General Meeting [see 6.1.5 and 6.1.6]
- 6.3** The President shall preside over the Annual or Special General Meetings. In the absence of the President, the President Elect will preside over the meeting
- 6.4** If neither the President or President Elect is present within one half [1/2] hour after the set time for the Annual or Special General Meeting, the Members present shall choose one [1] of the Members to Chair the meeting.
- 6.5** The President may adjourn any Annual or Special General Meeting with the consent of the Members at that meeting.
- 6.6** A show of hands decides every vote. A paper or electronic ballot is used if at least five [5] voting Members request it.
- 6.7** The President does not have a second or casting vote in the case of a tied vote. If there is a tied vote, the motion is defeated.
- 6.8** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

- 6.9** The President declares a resolution carried or lost. This statement is final and does not have to include the number of votes for or against the resolution.
- 6.10** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- 6.11** All acts done by any General Meeting of the Members or by any person acting as a Member shall, notwithstanding that it will be afterwards discovered that there was some defect in the election or appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Member.
- 6.12** Accidental omission to give any notice of a general meeting to any Member, or the non-receipt of any notice by any Member, or any error in any notice not affecting the substance thereof, shall not invalidate such a meeting or invalidate or make void any proceedings or actions taken or had such a meeting, and any Member may at any time waive notice of any such meeting, and may ratify and approve any and all proceedings or actions taken or had thereat.

Article 7– Governance

- 7.1** The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the board
- 7.2** The Board of Directors shall consist of the Officers of the Society and shall consist of not less than five [5] and no more than nine [9] persons a majority of which shall constitute a quorum.
- 7.3** Directors shall be elected by the Voting Members at an Annual General Meeting.
- 7.4** The office of director shall be automatically vacated;
- a. if the director shall resign his office by delivery of a written resignation to the Secretary General of the Society;
 - b. if at a special general meeting of members a resolution is passed by two thirds [2/3] of the members present at the meeting
 - c. on death.
- 7.5** If there is a vacancy on the Board, the remaining directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.
- 7.6** There shall be at least one [1] meeting of the Board each year.
- 7.7** The President shall call the meeting giving at least 14 day's notice if sent by mail or forty eight [48] hour's notice if notice is given by email or fax.
- 7.8** Board meetings may be held in person or via teleconference or videoconference. A director who attends by any of these means will be deemed to be present at the meeting.
- 7.9** A majority of directors present at any Board meeting is a quorum.
- 7.10** If there is no quorum the President adjourns the meeting to the same time, place and day of the following week. The Directors present at that meeting will constitute a quorum.
- 7.11** Each Board Member has one [1] vote. The President does not have a second or casting vote in the case of a tie vote. A tie vote means that the motion is defeated
- 7.12** No Director is permitted to vote by proxy.
- 7.13** Minutes shall be kept of all decisions made by the Board
- 7.14** No Board Member shall directly or indirectly receive any profit from holding the position of Director. Directors shall serve without remuneration, provided however, Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- 7.15** Every Board Member of the PSA or other persons who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their

heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suite or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of and such liability;
- b. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

- 7.16** The Board Members shall manage the affairs of the Association. Without restricting the generality of the foregoing, the powers of the Directors include but are not limited to:
- a. approval of members of the Society;
 - b. authorizing expenditures;
 - c. designating Directors, Officers, or other persons with such specific or general signing authority as deemed appropriate;
 - d. fixing the remuneration to be paid to any staff member of contracted individual[s];
 - e. establishing a policy for the reimbursement of any expense incurred by a Director on behalf of the Society;
 - f. establishing an investment policy for the investment of Society monies;
 - g. investing any extra monies;
 - h. making policies, rules and regulations for operating the Society and using its facilities and assets
 - i. authorizing the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations for the purpose of furthering the objects of the Society.

Article 8 – Officers

- 8.1** Election of Directors and Officers shall be by show of hands at a regular board meeting for members appointed between AGMs, and at the Annual General Meeting for those nominated at the AGM. A show of hands decides every vote. A paper or electronic ballot is used if at least five [5] voting Members request it.
- 8.2** The Officers of the Society are the President, President Elect, Secretary General and Treasurer.
- 8.3** The Officers of the Society make up the Executive Committee.
- 8.4** The Officers hold office until re-elected or until a successor is elected.
- 8.5** The position of an Officer shall be automatically vacated;
- a. if the Officer shall resign his position by delivery of a written resignation to the Secretary General or President of the Society;
 - b. if at a special general meeting of members a resolution is passed by two thirds (2/3) of members present at the meeting
 - c. on death
- 8.6** The President shall serve for a term of four years [two each as President Elect and President] excepting at the first annual general meeting when they shall be elected for a term of two years.

The President shall:

- a. preside at all meetings of the Board and of Members;
- b. be Chair of the Executive Committee;
- c. be an *ex-officio* member of all committees;
- d. report to each Annual General Meeting on the operations of the Society;
- e. acts as a spokesperson for the Society; and
- f. perform such other duties as may from time to time be determined by the Board.

8.7 The President Elect shall serve a four year term [two each as President Elect and President]

The President Elect shall;

- a. preside at meetings of the Board in the absence of the President. When acting in place of the President, the President-Elect they shall have all of the powers and authority of the President; and
- b. perform such other duties as may from time to time be determined by the Board;
- c. is a member of the Executive Committee

8.8 The Secretary General shall serve for a term of three years, excepting at the first Annual General Meeting when they shall be elected for a two year term.

The Secretary General shall ensure:

- a. that all minutes and records of meeting are kept;
- b. that all books, papers, records, correspondence, contracts, and other documents belonging to the Association are kept in safe custody;
- c. that all notices are given, as provided herein, for meetings of the Members and the Board;
- d. the administration of the business of the Society is in accordance with all applicable legislation, the constituting documents and these By-laws.

8.9 The Treasurer shall be elected for a three year term.

The Treasurer shall ensure:

- a. that a full and accurate account of receipts and disbursements of the Society are kept;
- b. that recommendations regarding the investment policy for the Society are made to the Board;
- c. that all monies of other valuable effects are deposited and/or invested in the name of and to the credit of the Society, as designated by the Board of Executive Committee;
- d. that funds are disbursed in a manner determined by the Board or Executive Committee;
- e. that regular accounts of the financial transaction and the financial position of the Society are provided to the Executive Committee, the board and to the Members at the Annual General Meeting;
- f. that true and proper lists of Members in good standing of the Society are maintained;
- g. that an audit is conducted within sixty [60] days of the end of the fiscal year by an independent, qualified auditor as determined by the Association at the Annual General Meeting; and
- h. perform such other duties as may be determined by the Board.

8.9 The Executive Committee shall:

- a. call a special meeting of the board when an executive decision is required that is time limited in nature between scheduled board meetings.

- 8.10** Directors shall serve a term of three years. The Directors shall;
- a. assist the Board in management of the Society
 - b. chair sub committees
 - c. carry out other duties assigned by the board
- 8.11** A Patient representative shall be elected as a Director for a one year term and will be a voting Member of the Board.
- 8.12** Up to four non-voting members shall be elected for one year terms at each annual meeting.

Article 9 – Committees

- 9.1** The Board may appoint committees to advise the Board
- 9.2** The Board shall appoint the chair and the members to the Committees and determine the terms of reference for such Committees.
- 9.3** The Board may appoint persons other than Directors and Officers to Committees.
- 9.4** The simple majority of the members of any Committee shall constitute a quorum.
- 9.5** Each committee shall:
- a. record minutes of its meeting
 - b. distribute these minutes to the committee members and to the Chairpersons of other committees
 - c. provides reports to each Board meeting at the Board's request
 - d. each member of the committee, including the chairperson, has one [1] vote at the committee meeting. The chairperson does not have a casting vote in case of a tie.

Article 10 – Finance and other Management Matters

- 10.1** The fiscal year of the Society ends on the last day of June each year.
- 10.2** There must be an audit of the books, accounts and records of the Society at least once each year.
- 10.3** A qualified accountant is appointed at or before each Annual General Meeting upon recommendation from the executive committee.
- 10.4** The auditor submits a complete financial statement for the previous year to each Annual General Meeting.
- 10.5** All contracts of the Society must be signed by at least two Officers once authorized to do so by resolution of the board.
- 10.6** A copy of the minutes, books, and records of all meetings of the Members and Board shall be kept in paper or electronic format at the Registered Office.
- 10.7** The Board ensures that all files, necessary books and records of the Society as required by the By-laws, the Societies Act, or any other statute or laws, are kept in paper or electronic format.

- 10.8** All records of the Society are open for inspection by the Members who must give reasonable notice if such inspection is requested.
- 10.9** The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 10.10** The Registered Office of the Society is established at the Annual General Meeting or by resolution of the Board.
- 10.11** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 10.12** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 10.13** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 10.14** The Corporate Seal shall be kept in the custody of the Secretary General unless otherwise determined, by resolution, of the Board. The Corporate Seal shall be affixed to such documents and instruments as normally require such validation by the Directors, Officers or other persons designated by the Board.

Article 11 – Amending the By-laws

- 11.1** These By-laws may be cancelled altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.
- 11.2** The thirty [30] days written notice of the Annual General or Special General meeting of the Society must include details of the proposed resolution to change the By-laws.
- 11.3** The amended By-laws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

Article 12 – Dissolving the Society and Distribution of Assets

- 12.1** The Society does not pay any dividends or distribute its property among its Members.
- 12.2** If the Society is dissolved, any funds or assets remaining after paying all debts are paid to the Canadian Pain Society. If the Canadian Pain Society is no longer in operation remaining funds and assets are paid to a registered and incorporated not for profit organization related to advocacy, management, or education related to pain. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

Dated _____ 20__

Signature	Address
Print name	
Signature	Address
Print name	
Signature	Address
Print name	
Signature	Address
Print name	
Signature	Address
Print name	
WITNESS	Address
Signature	