



**C A P S I • A C E I P**

*Canadian Association of Pharmacy Students and Interns /  
Association Canadienne des Etudiants et des Internes en Pharmacie*

# CONSTITUTIONAL BYLAWS

(This document was approved by Members of the Corporation during the Annual General Meeting held on January 15<sup>th</sup>, 2011 in Saskatoon, Saskatchewan)

# CONSTITUTIONAL BYLAWS

## TABLE OF CONTENTS

ARTICLE		PAGE(S)
Article 1	Definitions.....	3
Article 2	Name.....	3
Article 3	Head Office.....	4
Article 4	Corporate Seal.....	4
Article 5	Conditions of Membership.....	4-6
Article 6	Membership Meetings.....	7
Article 7	Board of Directors / National General Council.....	8-10
Article 8	Directors Meetings.....	10-11
Article 9	Powers of Directors.....	11-12
Article 10	Liabilities of Directors.....	12
Article 11	Indemnification of Directors and Officers.....	13
Article 12	Executive Council / Officers.....	13
Article 13	Duties of Officers.....	13-15
Article 14	Remuneration of Directors and Officers.....	15
Article 15	Standing Committees.....	15-17
Article 16	Ad Hoc Committees.....	16-17
Article 17	Execution of Documents.....	17
Article 18	Professional Development Week Conference.....	18
Article 19	Minutes of National General Council and Executive Council.....	18
Article 20	Finances.....	19
Article 21	Books and Records.....	19
Article 22	Amendment of Bylaws.....	19
Article 23	Rules and Regulations.....	19
Article 24	Auditors.....	19
Article 25	Financial Year.....	20
Article 26	Corporation Year.....	20
Article 27	Membership Year.....	20
Article 28	Dissolution.....	20

**CAPSI/ACEIP INC.**

(the "Corporation")

**BY-LAW NO. 1**

**ARTICLE 1. - DEFINITIONS**

- 1.1 In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or requires
- 1.1.1 "Act" means *The Canada Corporations Act* R.S., 1970, c. C-32 as from time to time amended, and every statute that may be substituted therefore and in the case of such amendment or substitution, any references in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
  - 1.1.2 "by-law" means any by-law of the Corporation, including any special by-law, from time to time in force and effect;
  - 1.1.3 "Board of Directors" means the board of directors of the Corporation, and is sometimes also referred to herein as the "National General Council";
  - 1.1.4 "Director" means a member of the National General Council elected or appointed pursuant to Article 7 hereof;
  - 1.1.5 "Officer" means a member of the Executive Council elected or appointed pursuant to Article 7 hereof;
  - 1.1.6 all terms contained in the by-laws and which are defined in the Act shall have the meanings given to such terms in the Act;
  - 1.1.7 words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
  - 1.1.8 the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
  - 1.1.9 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**ARTICLE 2. - NAME**

- 1.2 The name by which the Corporation shall be known is CAPSI/ACEIP INC.
- 1.3 The name of the Corporation shall not be used in any manner or for any purpose other than as authorized by this By-law.

ARTICLE 3. - HEAD OFFICE

1.4 Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba.

ARTICLE 4. - CORPORATE SEAL

1.5 The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The Executive Secretary shall be custodian of the seal of the Corporation.

ARTICLE 5. - CONDITIONS OF MEMBERSHIP

1.6 Membership shall be limited to those persons who support the objectives of the Corporation as set out in the Letters Patent of Incorporation of the Corporation, who have provided compensation of the prescribed fees for the applicable membership class, and who qualify for one of the following membership categories:

- 1.6.1 General Student Member;
- 1.6.2 Associate Student Member;
- 1.6.3 Pharmacist Member;
- 1.6.4 Supporting Member;
- 1.6.5 Honorary Life Member;
- 1.6.6 CAPSI Club Member;
- 1.6.7 CAPSI Corporate Partner;
- 1.6.8 Friend of CAPSI.

1.7 A General Student Member shall be an individual who is either:

- 1.7.1 An undergraduate or PharmD student of a faculty of pharmacy at any Canadian University; or
- 1.7.2 A registered pharmacy intern in Canada.

1.8 An Associate Student Member shall be an individual who is not a General Student Member and who is either:

- 1.8.1 An undergraduate student of a foreign school of pharmacy; or
- 1.8.2 A registered pharmacy intern in a foreign country.

1.9 A Pharmacist Member shall be an individual duly registered as a pharmacist with the governing provincial or territorial licensing body in the jurisdiction in which that individual practices.

1.10 A Supporting Member shall be an Individual having an interest in the Corporation's activities and initiatives who is not a General Student Member, Associate Student Member, Pharmacist Member, or Honourary Life Member.

- 1.11 An Honourary Life Membership may be conferred by the National General Council upon any individual who has demonstrated high qualities of character and who has actively supported the Corporation directly or indirectly and has made a significant contribution to the work of the Corporation.
- 1.12 A Club Membership shall be open to any corporate entity having an interest in supporting the Corporation's activities and initiatives. Club Membership may, at the discretion of the National General Council, be divided into the following four categories:
  - 1.12.1 Club Members;
  - 1.12.2 Bronze Club Members;
  - 1.12.3 Silver Club Members; and
  - 1.12.4 Gold Club Members.
- 1.13 A CAPSI Corporate Partner may be conferred by the National General Council upon any corporate entity who has actively supported the Corporation directly or indirectly and has made a significant contribution to the work of the Corporation.
- 1.14 A Friend of CAPSI membership shall be open to any past CAPSI Member who wishes to provide additional financial support to CAPSI National via annual donations.
- 1.15 The annual membership fee structure shall be determined by the National General Council from time to time provided by resolution passed by a simple majority of the National General Council, provided, however, that in no circumstances shall there be any fee payable for an Honourary Life Membership.
- 1.16 Membership Fees shall not be pro rated for any member applying for membership during the course of the Membership Year with the exception of Club Memberships, which may be pro rated at the discretion of the National General Council as it may determine on a case-by-case basis.
- 1.17 Any individual wishing to become a General Student Member, Associate Student Member, Pharmacist Member, or Supporting Member shall make application for membership in the Corporation and shall, upon compliance with the rules and regulations of the Corporation, approval of the National General Council, and payment of the prescribed fees for the applicable membership class, be accepted as a member in good standing of the Corporation.
- 1.18 Any corporate entity wishing to become a Club Member (of any category) shall make application for membership in the Corporation and shall, upon compliance with the rules and regulations of the Corporation, approval of the National General Council, and payment of the prescribed fees for the applicable membership class, be accepted as a member in good standing of the Corporation.
- 1.19 Any Member may withdraw from the Corporation at any time by providing written notification of withdrawal to the National General Council. No member withdrawing from

the Corporation shall have any claim upon the assets of the Corporation nor any claim to any refund or any reimbursement of fees paid, or any portion thereof.

- 1.20 Any Member who ceases to be qualified for membership according to the provisions of any By-law of the Corporation shall cease to be a Member of the Corporation. No individual or corporation which ceases to be a Member by virtue of this provision shall have any claim upon the assets of the Corporation nor any claim to any refund or any reimbursement of fees paid, or any portion thereof.
- 1.21 The National General Council may, by resolution, suspend for a specified period of time, or expel indefinitely or permanently, a Member of the Corporation for conduct in contravention of the Objectives of the Corporation as stated in the Letters Patent of Incorporation. Such decision of the National General Council must be passed by resolution of a two-thirds (2/3) majority of the members of the National General Council.
- 1.22 Any Member suspended or expelled shall be granted an opportunity to explain the alleged misconduct, giving rise to the suspension or expulsion. Any Member wishing to take advantage of such opportunity to explain the alleged misconduct shall provide the explanation in writing to the National General Council within 30 days of delivery of the resolution of suspension or expulsion to the Member. The National General Council may, after reviewing the explanation provided by the Member, uphold, rescind or amend the suspension or expulsion by resolution passed by simple majority, and shall, make such resolution and notify the Member of same within 30 days of delivery of the explanation by the Member to the National General Council.
- 1.23 Any Member whose suspension or expulsion has not been rescinded by the National General Council after providing written explanation of the alleged misconduct may appeal to the Executive Council in writing to the President of the Corporation within 30 days of notification of the decision of the National General Council pursuant to paragraph 5.15 hereof. The Executive Council may, after reviewing the appeal by the Member, uphold, rescind or amend the suspension or expulsion by resolution passed by simple majority of the Executive Council.
- 1.24 Any suspension or expulsion of a Member shall become effective only after the period for appeal to the Executive Council has expired, or, if such appeal has been made within the specified period of time, only after the final decision of the Executive Council.
- 1.25 No Member who has been suspended or expelled from the Corporation shall have any claim upon the assets of the Corporation nor any claim to any refund or any reimbursement of fees paid, or any portion thereof.

#### ARTICLE 6. - MEMBERSHIP MEETINGS

- 1.26 The Annual General Meeting of the Corporation shall be held during the Professional Development Week Conference ("PDW") of the Corporation and in the same City as the PDW.

- 1.27 A Special General Meeting of the Corporation shall be held at a time and place to be fixed by the President, on the call of the President, or at the written request of no less than five (5) members of the National General Council, or at the written request of Members of the Corporation carrying no less than 5% of the voting rights in the Corporation.
- 1.28 At least 30 days notice of each Annual General Meeting and Special General Meeting shall be given to the National General Council and Members of the Corporation. Notice of any meeting or special business shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 1.29 The date of record for Members to be eligible to vote at the Annual General Meeting and Special General Meetings shall be the last day of the month preceding the month in which the meeting is held.
- 1.30 At every Annual General Meeting, in addition to any other business which may be transacted, the report of the National General Council, the financial statement of Corporation, and the report of the auditors of the Corporation shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members.
- 1.31 A minimum of 20 General Student Members personally present shall constitute a quorum at any Annual or Special General Meeting. If a quorum is not present, the chairperson may adjourn such meeting to a day and hour fixed by the chairperson.
- 1.32 Only General Student Members shall have the right to vote at any Annual or Special General Meeting of the Corporation and each General Student Member shall have the right to exercise one (1) vote. A General Student 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 holder must be a Member of the Corporation and must file the proxy with the Executive Secretary of the Corporation prior to, or at the commencement of, the meeting at which the proxy is to be effective.
- 1.33 The President, and in the President's absence the Past-President, and in the Past-President's absence some other member of the Executive Council appointed at the meeting, shall act as the chairperson of all meetings.
- 1.34 A majority of votes cast by the Members present and carrying voting rights shall determine the questions at meetings except where the vote or consent of a greater number of Members is required by the Act or by the By-laws of the Corporation.
- 1.35 No error or omission in giving notice of any Annual or Special General Meeting or any adjourned meeting, whether Annual or Special, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and Members at any time may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any Member,

Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his/her last address recorded on the books of the Corporation.

#### ARTICLE 7. - BOARD OF DIRECTORS/NATIONAL GENERAL COUNCIL

- 1.36 The property and business of the Corporation shall be managed by a Board of Directors, which shall be known as the “National General Council”, and shall be comprised of a minimum of three (3) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the National General Council and sanctioned by an affirmative vote of at least two-thirds of the Members at any meeting of the Members of the Corporation.
- 1.37 Directors must be individuals, 18 years of age or over, with power under law to contract and shall be General Student Members of the Corporation.
- 1.38 The applicants for incorporation shall become the First Directors of the Corporation whose term of office on the National General Council shall continue until 30 days following the date of incorporation, at which time the National General Council of the Canadian Association of Pharmacy Students and Interns elected at the January 2000 meetings of that organization shall replace the provisional directors named in the Letters Patent of the Corporation.
- 1.39 The National General Council shall consist of the following directors:
- 1.39.1 Executive Council –
- 1.39.1.1 President
  - 1.39.1.2 Immediate Past-President
  - 1.39.1.3 President-Elect
  - 1.39.1.4 Vice-President Communications
  - 1.39.1.5 Vice-President Education
  - 1.39.1.6 Finance Officer
  - 1.39.1.7 CAPSIL Editor
  - 1.39.1.8 Executive Secretary
  - 1.39.1.8.1 International Pharmaceutical Students Federation (IPSF) Representative
  - 1.39.1.9 Vice-President Professional Affairs
  - 1.39.1.10 Student Exchange Officer
- 1.39.2 Faculty Representative - one Senior Representative and one Junior Representative from each of the following faculties of pharmacy:
- 1.39.2.1 Faculty of Pharmaceutical Sciences, University of British Columbia
  - 1.39.2.2 Faculty of Pharmacy and Pharmaceutical Sciences, University of Alberta
  - 1.39.2.3 College of Pharmacy and Nutrition, University of Saskatchewan
  - 1.39.2.4 Faculty of Pharmacy, University of Manitoba
  - 1.39.2.5 School of Pharmacy, University of Waterloo

- 1.39.2.6 Faculty of Pharmacy, University of Toronto
- 1.39.2.7 Faculté de Pharmacie, Université de Montréal
- 1.39.2.8 Faculté de Pharmacie, Université Laval
- 1.39.2.9 College of Pharmacy, Dalhousie University
- 1.39.2.10 School of Pharmacy, Memorial University of Newfoundland

1.39.3 During the first year of operation of the Corporation, the office of Immediate Past-President shall remain vacant. After the second Annual General Meeting of the Members, the Immediate Past- President shall, by virtue of his/her office, be a member of the Executive Council.

1.40 Members of the Executive Council, with the exception of the Immediate Past-President shall be elected at an Annual Meeting of General Council and shall hold office commencing the next following Canadian Pharmacists' Association Conference until the Canadian Pharmacists' Association Conference in the next ensuing year.

1.41 Faculty Representatives shall be appointed by each of the ten (10) faculties represented in such manner as each faculty may from time to time determine.

1.42 The office of Director shall be automatically vacated:

1.42.1 If at a Special General Meeting of Members, a resolution is passed by a two-thirds (2/3) majority of the Members present at the meeting that he/she be removed from office;

1.42.2 If a director has resigned his/her office by delivering a written resignation to the Executive Secretary of the Corporation;

1.42.3 If he/she is found by a court to be of unsound mind;

1.42.4 If he/she becomes bankrupt or insolvent or suspends payment or compounds with his/her creditors;

1.42.5 On death.

1.43 A vacancy in any office may be filled as follows:

1.43.1 A vacancy in the office of the President shall be filled immediately by the President Elect who shall complete the remainder of the term and the subsequent term for which he/she was elected;

1.43.2 A vacancy in the office of any Faculty Representative shall be filled by the Faculty which he/she represented, in such manner as the Faculty may determine;

1.43.3 Any other vacancy in the Executive Council occurring after elections for a new Executive Council have been held, but prior to the assumption of responsibilities by that newly elected Executive Council, shall be filled by the person newly elected for the vacant position for the subsequent term, if he or she is available and willing to assume such role. Any other vacancy in the Executive Council (or a vacancy not filled pursuant to the foregoing provisions of this clause) may be filled by any Member of the Corporation elected by majority vote by the Board of Directors.

- 1.44 All directors of the Corporation shall not be eligible to participate in the competitions of the Corporation but are eligible to receive any awards of the Corporation.

#### ARTICLE 8. - DIRECTORS MEETINGS

- 1.45 Meetings of the National General Council may be held at a time and place to be fixed by the President, on the call of the President, or at the written request of no less than five (5) Members of the National General Council provided that Notice shall be sent at least 14 days prior to the meeting.
- 1.46 Any Director may participate in a meeting of the National General Council, with or without the consent of the other Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and a Director participating in a meeting pursuant to this provision shall be deemed to be present in person at that meeting. If a majority of the Directors participating in a meeting held pursuant to this paragraph are then in Canada, the meeting shall be deemed to have been held in Canada.
- 1.47 All notices of any meeting of the National General Council shall include a call for agenda items and any Member of the National General Council may submit to the Executive Secretary items to be included on the agenda, such submissions to be received by the Executive Secretary no less than 10 days prior to the meeting, and to be distributed to all Members of the National General Council by the Executive Secretary no less than seven (7) days prior to the meeting. All communication required pursuant to this paragraph, whether notice of the meeting, submission of agenda items or notice of agenda items may be made by mail, electronic mail or facsimile transmission.
- 1.48 The National General Council shall meet no less than twice annually, with one meeting to be held during the time of, and in the same city as, the Professional Development Week Conference, and one meeting to be held during the time of, and in the same city as, the Canadian Pharmacists' Association Conference.
- 1.49 DELETED
- 1.50 Each member of the Executive Council (with the exception of the Immediate Past President) and each Senior Representative from each of the represented faculties of pharmacy, shall be entitled to one (1) vote at all meetings of the National General Council.
- 1.51 Two-thirds (2/3) of the elected members of the National General Council having a vote (no less than three (3) of whom must be members of the Executive Council) present at any meeting of the National General Council shall constitute a quorum.
- 1.52 No error or omission in giving notice of any meeting of the National General Council or of any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and Directors at any time may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending

notices to any Director or Officer for any meeting or otherwise, the address, electronic mail address or facsimile telephone number of the Director or Officer shall be his/her last address, electronic mail address or facsimile telephone number recorded on the books of the Corporation.

#### ARTICLE 9. - POWERS OF DIRECTORS

- 1.53 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, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise is authorized to exercise and do.
- 1.54 The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to any Officer or Officers of the Corporation the right to employ and pay salaries to employees.
- 1.55 Subject to a two-thirds (2/3) majority vote, the Board of Directors is hereby authorized from time to time:
  - 1.55.1 Borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
  - 1.55.2 To limit or increase the amount borrowed;
  - 1.55.3 To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
  - 1.55.4 To secure any such bond, debentures or other securities or any other present or future borrowing or liability of the Corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- 1.56 The Board of Directors shall take such steps as they 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 objectives of the Corporation.
- 1.57 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 have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 1.58 Each Director is expected:

- 1.58.1 To assume a responsible role, representing his or her constituents and acting in the best interests of the Corporation, its Members and the Profession;
- 1.58.2 To present the opinions and concerns of his or her constituents to the National General Council;
- 1.58.3 To keep his or her constituents informed of matters pertaining to the Corporation and Pharmacy in Canada, in general;
- 1.58.4 Not hold more than one position on the National General Council in the same Corporation year.

ARTICLE 10. - LIABILITIES OF DIRECTORS

- 1.59 No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of this respective office or trust or in relation thereto, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and in the best interests of the Corporation, and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the Corporation, the fact of his being a Director or Officer of the Corporation shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

ARTICLE 11. - INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 1.60 Every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 Corporation, from and against:

- 1.60.1 All costs, charges and expenses which such person incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect to any such liability;
- 1.60.2 All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE 12. - EXECUTIVE COUNCIL/OFFICERS

- 1.61 The Officers of the Corporation shall be the eleven (11) Members of the Executive Council elected pursuant to the provisions of Article 7 hereof, provided however that during the first year of operation of the Corporation the office of immediate Past President shall remain vacant.

ARTICLE 13. - DUTIES OF OFFICERS

- 1.62 The duties of the Officers of the Corporation shall, subject to paragraph 13.02 hereof, be as follows:
  - 1.62.1 **President:** The President shall be the Chief Executive Officer of the Corporation and shall exercise general supervision over the business and affairs of the Corporation. The President shall preside at all meetings of the National General Council and the Executive Council and all meetings of Members. The President shall sign such contracts, documents or instruments in writing as require his/her signature and shall have such other powers and shall perform such other duties as may from time to time be assigned to him/her by resolution of the National General Council or as are incident to his/her office, or as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
  - 1.62.2 **Immediate Past-President:** The Immediate Past-President shall have such duties as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
  - 1.62.3 **President Elect:** The President Elect shall have such duties as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
  - 1.62.4 **Vice-President Communications:** The Vice-President Communications shall have such duties as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
  - 1.62.5 **Vice-President Education:** The Vice-President Education shall have such duties as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
  - 1.62.6 **Finance Officer:** The Finance Officer shall have the care and custody of all of the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such depository or depositories as the National General Council may direct. He/She shall keep or cause to be kept the

books of account and the accounting records required by the Act and at all reasonable times exhibit his books and accounts to any Director of the Corporation upon application at the office of the Corporation during business hours. He/She shall sign or countersign such instruments as require his/her signature and shall perform all duties incident to his/her office or that are properly required of him/her by the National General Council, or as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof. He/She may be required to give such bond for the faithful performance of his/her duties as the National General Council in its uncontrolled discretion may require and no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity therefore provided.

- 1.62.7 **CAPSIL Editor:** The CAPSIL Editor shall have such duties as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
- 1.62.8 **Executive Secretary:** The Executive Secretary shall issue or cause to be issued notices for all meetings of the Membership, the National General Council and the Executive Council when directed so to do, have charge of the Minute Books of the Corporation, sign with the President or other signing officer or officers of the Corporation such instruments as require his/her signature and shall perform such other duties as the terms of his/her engagement call for or the Board of Directors may from time to time properly require of him/her, or as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof. The Executive Secretary or some other officer specifically charged with the duty shall keep or cause to be kept a book or books wherein shall be kept recorded the documents and registers referred to and required by the Act.
- 1.62.9 **International Pharmaceutical Students Federation (IPSF) Representative:** The International Pharmaceutical Students Federation (IPSF) Representative shall have such duties as may be specified from time to time in an Officers' Manual which may be established pursuant to Article 23 hereof;
- 1.62.10 **Vice-President Professional Affairs:** The Vice-President Professional Affairs shall have such duties as may be specified from time to time in an Officer's Manual which may be established pursuant to Article 23 hereof.
- 1.62.11 **Student Exchange Officer:** The Student Exchange Officer shall have such duties as may be specified from time to time in an Officers' Manual, which may be established pursuant to Article 23 hereof.

- 1.63 The Corporation may prepare and maintain an "Officer's Manual" pursuant to the provisions of Article 23 hereof, which may include further definition of the powers and duties of the various Officers of the Corporation, provided that the powers and duties provided for herein or any other by-law of the Corporation, may not be derogated from in any way whatsoever.

#### ARTICLE 14. - REMUNERATION OF DIRECTORS AND OFFICERS

- 1.64 The Directors of the Corporation shall not be entitled to remuneration for the performance of their duties in such position, provided however that they shall be entitled to be paid their

traveling and other expenses properly incurred by them in connection with the affairs of the Corporation.

- 1.65 Remuneration for all Officers, agents and employees and committee members shall be fixed by the National General Council 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, or in the absence of such confirmation by the Members, then the remuneration to such Officers, agents or employees and committee members shall cease to be payable from the date of such meeting of Members. Provided however that all Officers, Agents and employees and committee members shall at all times be entitled to be paid their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation.

#### ARTICLE 15. - STANDING COMMITTEES

- 1.66 The National General Council may at any time establish a Standing Committee to carry out defined functions, and to advise and report to the National General Council or the Executive Council.
- 1.67 A Standing Committee must include at least one Member of the current Executive Council, and may include any one or more of the following:
- 1.67.1 Members of the National General Council;
  - 1.67.2 Members of the Corporation;
  - 1.67.3 Advisors appointed to the Committee by the National General Council or the Executive Council.
- 1.68 In establishing a Standing Committee, the National General Council must define the Standing Committee, at minimum, in the following terms:
- 1.68.1 Mandate;
  - 1.68.2 Composition;
  - 1.68.3 Meetings;
  - 1.68.4 Reporting Requirements.
- 1.69 A Standing Committee may be established by the National General Council by resolution passed by majority vote, provided, however, that the establishment of such Standing Committee must be ratified and confirmed by resolution of the Members of the Corporation passed by two-thirds (2/3) majority. In the event such ratification and confirmation is not obtained at the next ensuing meeting of the Members of the Corporation after establishment of the Standing Committee by the National General Council, such Standing Committee shall immediately cease to exist and shall be disbanded.
- 1.70 Any amendment, addition or deletion with respect to the definition of an established Standing Committee must be made by resolution passed by simple majority of the National General

Council and ratified and confirmed by two-thirds (2/3) majority of the Members of the Corporation, with the provisions of paragraph 15.04 applying mutatis mutandis.

- 1.71 Standing Committees of the Corporation may include, but shall not be limited to, the following:
- 1.71.1 Finance Committee;
  - 1.71.2 Constitutional Review Committee;
  - 1.71.3 Membership Committee;
  - 1.71.4 Professional Development Week Conference Planning Committee;
  - 1.71.5 Website Committee;
  - 1.71.6 Ethics Committee;
  - 1.71.7 Competition Review Committee;
  - 1.71.8 National Mock OSCE Committee;
  - 1.71.9 IPSF Student Exchange Programme Selection Committee.

#### ARTICLE 16. - AD HOC COMMITTEES

- 1.72 Ad Hoc Committees may be established by resolution passed by simple majority of the National General Council, or at the discretion of the Executive Council subject to approval by resolution passed by simple majority of the National General Council.
- 1.73 Ad Hoc Committees shall be reviewed annually at the Annual Meeting of the National General Council and shall be subject to further approval by way of resolution passed by simple majority of the National General Council at such Annual Meeting, failing which the Ad Hoc Committee shall cease to exist and shall be immediately disbanded.

#### ARTICLE 17. - EXECUTION OF DOCUMENTS

- 1.74 Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President together with any other Officer of the Corporation, and all contracts, documents, instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or Officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments made in writing generally or to sign specific contracts, documents or instruments in writing.
- 1.75 In the event the Corporation has a seal, it may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers, or person or persons, appointed by resolution of the Board of Directors.
- 1.76 The term "contracts, documents or any instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, warrants, rights, stocks, bonds, debentures or other securities and all paper writings.

- 1.77 In particular without limiting the generality of the foregoing any two Officers shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Corporation and to sign and execute under the corporate seal of the Corporation or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, warrants, rights, stocks, bonds, debentures, or other securities.
- 1.78 The signature or signatures of any Officer of the Corporation and/or any other Officer or Officers, person or persons appointed as aforesaid by resolution of the Board of Directors may, if specifically authorized by resolution of the Directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation on which the signature or signatures of any of the foregoing Officers or persons shall be so reproduced, by authorization by resolution of the Board of Directors, shall be deemed to have been manually signed by such Officers or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the Officers or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation.

ARTICLE 18. - PROFESSIONAL DEVELOPMENT WEEK CONFERENCE

- 1.79 The Professional Development Week Conference ("PDW") is the Annual Conference of the Corporation. The purposes of the conference are to:
- 1.79.1 Provide a forum for one of the two Annual Meetings of the National General Council and for the Annual General Meeting of the Corporation and for the election of Executive Council Members;
  - 1.79.2 Provide a forum for the education of the Corporation's Members and the national competitions of the Corporation.
- 1.80 The PDW shall be held annually, preferably during the second or third week of January.
- 1.81 The organization and planning of the PDW shall be the responsibility of the Professional Development Week Conference Planning Committee, if established, failing which it shall be the responsibility of the National General Council.
- 1.82 Further guidelines with respect to the organization and planning of the PDW, including host selection, may be detailed in an appropriate handbook/manual prepared and approved in accordance with Article 23 hereof.

## ARTICLE 19- MINUTES OF NATIONAL GENERAL COUNCIL AND EXECUTIVE COUNCIL

- 1.83 The National General Council shall keep minutes of all proceedings, meetings and reports relating thereto and shall distribute such information to each Member of the National General Council and shall make all such information available, upon request, to any General Student Member of the Corporation.
- 1.84 The Executive Council shall keep minutes of all proceedings, meetings and reports relating thereto and shall distribute such information to each Member of the Executive Council and shall make all such information available, upon request, to any Director.

## ARTICLE 20. - FINANCES

- 1.85 Membership fees shall be determined from time to time by the National General Council by way of resolution passed by two-thirds (2/3) majority vote.
- 1.86 All revenue received by the Finance Officer on behalf of the Corporation shall be deposited in a Chartered Bank or Trust Company in the name of the Corporation upon receipt thereof.
- 1.87 Expenditures on behalf of the Corporation with a value of less than \$1,000.00 may be authorized by the Finance Committee chaired by the Finance Officer. Expenditures on behalf of the Corporation with a value greater than or equal to \$1,000.00, and in the normal course of business of the Corporation, must be authorized by the National General Council. Provided, however, that all such expenditures shall be made in accordance with the terms of the then current budget of the Corporation, failing which the expenditure must be approved by way of resolution of the National General Council passed by two-thirds (2/3) majority vote.
- 1.88 The Finance Officer shall prepare an Annual Budget of the revenue and expenditures of the Corporation for the next fiscal year and shall present his/her Preliminary Budget for the upcoming Corporation year to the National General Council. The Preliminary Budget may be approved by the National General Council by resolution passed by two-thirds (2/3) majority vote. The Finance Officer shall prepare and present a Final Budget at the Corporation's Annual General Meeting for approval by the General Student Member's by resolution passed by two-thirds (2/3) majority vote.
- 1.89 Current financial reports must be distributed by the Finance Officer to all Directors prior to each of the two annual meetings of the National General Council which must be held pursuant to paragraph 8.03 hereof, and at any other time upon request of the National General Council or the Executive Council. Such financial reports must be made available to Members of the Corporation at and during the Annual General Meeting, and at all other times upon the reasonable request of a Member.

ARTICLE 21. - BOOKS AND RECORDS

- 1.90 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.

ARTICLE 22. - AMENDMENT OF BY-LAWS

- 1.91 The By-Laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-Law, or a new By-Law relating to the requirements of Subsection 155(2) of *The Canada Corporations Act*, may be enacted by a majority of the Directors of the National General Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said By-Law, provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

ARTICLE 23. - RULES AND REGULATIONS

- 1.92 The Executive Council may establish such policy manuals, guidelines, rules and regulations as it, in its discretion, sees fit. Any such policy manuals, guidelines, rules and regulations established by the Executive Council shall become binding and effective only upon approval by resolution passed by simple majority of the National General Council and sanctioned by resolution passed by a two-thirds (2/3) majority of the Membership.
- 1.93 Any amendment, addition or deletion to any policy manuals, guidelines, rules and regulations shall become binding and effective only upon approval by resolution passed by simple majority of the National General Council and sanction by resolution passed by a two-thirds (2/3) majority of the Membership.
- 1.94 Any policy manuals, guidelines, rules and regulations passed pursuant to the provisions hereof shall not in any way amend, alter or derogate from any rights and responsibilities of the Executive Council, the National General Council or any Standing Committee provided for in the By-Laws of the Corporation, and any provision of any such policy manuals, guidelines, rules and regulations which is in conflict with the By-Laws of the Corporation or the objects of the Corporation shall, to the extent of such conflict, be null and void and of no effect whatsoever.

ARTICLE 24. - AUDITORS

- 1.95 The Members shall, at each Annual Meeting, appoint an Auditor to audit the accounts and Annual Financial Statements of the Corporation for report to the Members at the next Annual Meeting. The Auditor shall hold office until the next Annual Meeting provided that the

Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the National General Council.

ARTICLE 25. - FINANCIAL YEAR

1.96 Unless otherwise ordered by the National General Council, the financial year of the Corporation shall be the 30th day of June in each year.

ARTICLE 26. - CORPORATION YEAR

1.97 The Corporation Year shall run from one Annual General Meeting of the Corporation to the following Annual General Meeting of the Corporation.

ARTICLE 27. - MEMBERSHIP YEAR

1.98 The Membership Year for any General Student Member and Associate Student Member of the Corporation shall be from the time of purchase of membership for the rest of the then current academic year until the next following first day of September.

1.99 The Membership Year for any Pharmacist Member, Supporting Member or CAPSI Club Member shall be from the time of purchase of membership and for the following year.

ARTICLE 28. - DISSOLUTION

1.100 In the event of liquidation or winding up of the Corporation, all of its remaining assets after payment of its liabilities shall be distributed in equal shares among the Student Associations of each of the following faculties of Pharmacy, or their successors, in existence at such time:

- 1) The Faculty of Pharmaceutical Sciences, University of British Columbia;
- 2) The Faculty of Pharmacy and Pharmaceutical Sciences, University of Alberta;
- 3) The College of Pharmacy and Nutrition, University of Saskatchewan;
- 4) The Faculty of Pharmacy, University of Manitoba;
- 5) The School of Pharmacy, University of Waterloo;
- 6) The Faculty of Pharmacy, University of Toronto;
- 7) Faculté de Pharmacie, Université de Montreal;
- 8) Faculté de Pharmacie, Université Laval;
- 9) College of Pharmacy, Dalhousie University;
- 10) School of Pharmacy, Memorial University of Newfoundland.

Passed by the Board of Directors and sealed with the corporate seal this \_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President

---

Executive Secretary