

CONSTITUTION FOR  
CANADIAN ASSOCIATION OF PEDIATRIC NEPHROLOGISTS  
ASSOCIATION des NEPHROLOGUES PÉDIATRIQUES du CANADA

ARTICLE I - NAME

SECTION 1      **Corporate Name:** The name of this corporation, as incorporated and existing under and by virtue of the Ontario Corporations Act, as from time to time amended (herein after referred to as the Act") is and shall be "The Canadian Association of Pediatric Nephrologists - Association des Néphrologues Pédiatriques du Canada", hereafter referred to as the "Association"

Accepted in 1993 bylaw change

New bylaws:

SECTION 2      Principle Office: The Association shall have and continuously maintain a principle office at such location in the Province of Ontario or elsewhere as the Executive for the Association (hereinafter referred to as the "Executive") shall determine from time to time.

SECTION 3      Registered Office and Agent: The Association shall have and continuously maintain a registered office and agent in the Province of Ontario in accordance with the minimum requirements of the Act. The registered office may, but need not be identical with the principal office of the Association.

SECTION 4      Books and records: The books and records of the Association shall be kept at its principal office or at such other place or places, as the Executive shall determine from time to time.

ARTICLE II - PURPOSE

SECTION 1      This is a non-profit organization, with close collegial ties to the Canadian Society of Nephrology.

The Association will promote academic interest, cooperative research and data gathering within the specialty of pediatric nephrology. The Association will relate to the Kidney Foundation, promoting acceptable standards of care for children with renal disorders. The Association will provide information to both the Royal College of Physicians and surgeons and to university chairs of pediatrics to help define training and manpower needs.

Proposed amendment:

Maury Pinsk 14-4-2 1:52 PM

**Comment [1]:** Under review

Maury Pinsk 14-4-2 1:48 PM

**Comment [2]:** Under review

*Purpose: This is a non-profit organization, with close collegial ties to the Canadian Society of Nephrology (CSN). The Association will promote academic interest, cooperative research and data gathering within the specialty of pediatric nephrology in Canada. The Association will promote acceptable standards of care for children with renal disorders and gather information to help define training and manpower needs. The advancement and dissemination of this knowledge will be through:*

- (1) National scientific meetings;*
- (2) Cooperation with other societies or organizations concerned with pediatrics and nephrology*
- (3) Other means approved by the members of the Association on recommendation of the Executive.*

Maury Pinsk 14-4-2 1:54 PM

**Comment [3]:** Under review

New bylaw

Article II, Section 2

*Nondiscrimination Policies: The Association shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, creed, colour, national origin, gender, age, disability, veteran status, sexual orientation or marital status.*

Maury Pinsk 14-4-2 1:54 PM

**Comment [4]:** Under review

### ARTICLE III - MEMBERSHIP

#### SECTION 1

Eligible members are those physicians or those scientists whose practice is largely confined to pediatric renal disease or research.

#### SECTION 2

An associate membership will be available to those who want to participate in promoting the purpose of the association. Such members will neither vote nor hold office, but will be expected to pay dues.

Amended and new bylaws under consideration:

#### SECTION 1

Designation, Qualification and Rights: The Association shall have three classes of Members designated to (a) Active Members, (b) Trainee Members, and (c) Meritorious Members. The Executive may from time to time create other special categories of membership and establish qualifications and rights thereof. The qualifications and rights of each class of Members is as follows:

- (a) Active Members must hold a degree of MD, DO or PhD (or equivalent), be residents of Canada, and are physicians or scientists whose practice is largely confined to pediatric renal disease or research.
- (b) Trainee Membership: Individuals in an accredited Nephrology Fellowship Programme or in a relevant MSc or PhD programme, with a letter of introduction from their Programme Directors, may be elected to membership, subject to approval by the majority of officers

Maury Pinsk 14-4-2 2:00 PM

**Comment [5]:** Article 1; Section 1- This may be premature, but I wonder if it might be wise to consider changing the name to Canadian Association of Pediatric Nephrology. If we are interested in expanding membership to include pediatric nephrology allied health professionals it may be a more inclusive name.

Maury Pinsk 14-4-2 2:00 PM

**Comment [6]:** Article III; Section 1(a)- what is the definition of "practice largely confined to pediatric renal disease or research?" Will there be a practice audit? I can think of an individual that states they are a pediatric nephrologist but does mostly general peds.

of the Association and without the requirement of the payment of dues.

- (c) Meritorious Membership: On retirement or at the age of 65 years, either at the request of the member or at the discretion of the majority of the officers of the Association, an individual may be admitted as a member meritorious without the requirement of the payment of dues. The member shall have all the benefits and rights of active membership except voting rights for changes to the constitution.

**SECTION 2** Prerogatives of Membership: Active and Meritorious Members of the Association shall be entitled participate in scientific and business meetings of the Association.

**SECTION 3:** Term and Termination of Membership: Subject to the provisions concerning categories of membership and unless sooner terminated on any basis provided elsewhere in these Bylaws, membership of any category shall continue as long as a Member evidences interest in the purposes of the Association to the satisfaction of the Executive and pays the required dues and fees. The Executive shall have the discretion to terminate membership of any Member in the event of

(i) A final determination of academic misconduct or unethical behavior on the part of the Member, which determination has been made by a peer review board of a licensed academic institution or a governmental entity, or

(ii) The conviction of the Member for a crime, which constitutes a felony. No Member shall be terminated under this Section unless the Executive first conducts a hearing at which the Member in question shall have an opportunity to present evidence to the effect that the peer review board determination in question was not made or was not final, or that such determination or conviction did not involve the Member in question. Such hearing may be conducted at a regularly scheduled meeting of the Association or a special meeting of the Association at the discretion of the Executive, and shall be attended only by members of the Executive, the Member who is the subject of the potential membership termination, and legal counsel for the Executive and for the Member in question, respectively. Notice of the hearing, including notice of the alleged basis for membership termination, shall be given in writing by certified mail to the Member who is the subject of the potential membership termination not less than 30 days in advance of the day on which the hearing commences. The Executive shall consider any evidence submitted to the Secretary-Treasurer of the Association in written form at least 10 days in advance of the hearing, but may in its sole discretion disregard or give less weight to any evidence submitted later or sought to be introduced by the Member in question at the hearing.

**SECTION 4:** Dues: Annual dues will be assessed on a calendar year basis at a rate set by the majority vote of the Voting Membership at the Spring Association

Meeting. The amount of dues may vary according to category of membership. Dues and any required fees must be paid in full by April 30 of the same calendar year to avoid incurring a penalty fee. A later date in the calendar year will be established by the Executive after which failure to remit dues will result in loss of good standing and any potential revocation of membership privileges. Dues in arrears for two (2) consecutive years will result in automatic termination of membership.

**SECTION 5:** Reinstatement: Any member whose membership has been terminated for nonpayment of dues and who seeks reinstatement shall be required to pay dues for the current year in which the reinstatement is sought, plus the unpaid dues which had accrued as of the year the membership was terminated, and upon such payment, membership shall be reinstated by the Executive.

**SECTION 6:** Voting Rights: Each Active member (also referred to in the Bylaws, as a "Voting Member" shall have one vote on each matter submitted to vote of the Members of the Association. Trainee members shall have no such vote on any matter. Meritorious members shall have one vote on each matter submitted to vote of the Members of the Association EXCEPT where concerning changes and amendments to the Bylaws. The voting members of the Association shall have the following powers, to the exclusion of the Executive, each exercisable pursuant to the applicable Ontario law and the provisions under these Bylaws:

- (i) To elect Executive and officers of the Association
- (ii) To repeal, modify, or amend the Association's Article's of Incorporation or Bylaws
- (iii) To approve any plan of merger or consolidation of the Association with any other corporation or any plan for the dissolution of the Association; and
- (iv) To approve any sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of the Association.

The Voting members of the Association shall after the power, held concurrently with the Executive, to remove Executive and officers of the Association as detailed in Article IV, Section 3

**SECTION 7.** Application for Membership. An applicant for membership in the Association requires completing a membership application and information form adopted by the Executive. Upon its review of the application, the Executive shall make the final decision.

**SECTION 8.** Not Transferable. Membership in the Association may not be assigned or otherwise transferred.

SECTION 9. Resignation. Any Member may resign from membership in the Association by submitting a written request to the Secretary-Treasurer of the Association.

SECTION 10. No Membership Certificate. No membership certificates of the Association shall be required.

Maury Pinsk 14-4-2 2:01 PM

**Comment [7]:** Under review

#### ARTICLE IV - OFFICERS

- SECTION 1 The officers of the association shall be President, President-Elect and Secretary-Treasurer. The officers shall have been voting members of the association for at least one year prior to their election.
- SECTION 2 In the event of death, resignation or removal from office of any officers, the members of the organization may nominate and elect a successor.

#### ARTICLE V - AMENDMENTS

SECTION 1 This constitution and any part thereof may be amended from time to time by resolution of the Executive and confirmed by two thirds of the active membership by electronic ballot, provided the amendment has been proposed in writing.

(This amendment was presented in writing at the Atlanta GA Meeting, November 8, 2013, Passed December 13, 2013)

## BY-LAWS

### ARTICLE I - MEETING

- SECTION 1 A regular meeting shall be held annually, often at the time and site of the Canadian Society of Nephrology meeting.
- SECTION 2 Special meetings may be called by the officers.

### ARTICLE II - FISCAL YEAR

- SECTION 1 The fiscal year shall end December 31<sup>st</sup> of each year.
- SECTION 2 Newly elected officers shall assume office at the close of the annual meeting and hold office for two years, or until a duly elected successor takes office.
- SECTION 3 Only the Secretary-Treasurer may serve for more than two consecutive years in the same office.

### ARTICLE III - ELECTION OF OFFICERS

- SECTION 1 Nominations and elections will be held at the annual meeting. A nominating committee composed of three Past Presidents with the immediate Past President as chairman shall present a slate of candidates. Nominations will also be accepted from the floor. A two thirds majority of members present will be required to elect.

#### ARTICLE IV - DUTIES OF OFFICERS

- SECTION 1 The President shall preside at all meetings, have general supervisory power over the organization, see that officers perform duties, and enforce the by-laws. He or she will be primarily responsible for the organization of the annual meeting. The president will cast the deciding vote when there is a tie in the balloting.
- SECTION 2 The President-Elect shall preside in the absence of the President in the case of death, sickness, resignation, disqualification, refusal or neglect of the President to discharge the duties of his or her office. The President-Elect shall then perform duties incumbent upon the President for the remainder of the term of office.
- SECTION 3 The Secretary-Treasurer shall keep a careful and authentic record of the proceedings of the organization and prepare a roll call of members. A financial report will be presented at the annual meeting.
- SECTION 4 The Secretary-Treasurer shall receive all money of the organization, pay bills and disperse funds as directed and have all accounts receipted upon payment of the same. The treasurer shall be charged with the collection of dues. All disbursements shall be by cheque and require the signature of the Treasurer.

#### ARTICLE V- DUES

- SECTION 1 Dues shall be established by majority vote of the membership at each annual meeting.

#### ARTICLE VI - AMENDMENTS

- SECTION 1 **This constitution and any part thereof may be amended from time to time by resolution of the Executive and confirmed by two thirds of the active membership by electronic ballot, provided**

the amendment has been proposed in writing.

(This amendment was presented in writing at the Atlanta GA Meeting, November 8, 2013, Passed December 13, 2013)

ARTICLE VII - NON PROFIT STATUS and DISSOLUTION

SECTION 1 No part of the net earnings of the Association shall enure to the benefit of any individual or member. Where appropriate, the officers may determine to compensate reasonably any officer or employee of the Association in accordance with and commensurate with the labour, services, or other endeavours performed by such persons.

SECTION 2 In the event of the dissolution of this Association, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency of similar nature and of charitable and nonprofit status, or to a local, provincial, or the federal government for exclusively public purposes. Under no circumstances shall any of the property or assets of this Association during the existence and/or upon the dissolution thereof go and be distributed to any other officer, member of other person within the Association.