

**BY-LAWS
of the
Atlantic Cardiovascular Society**

1. In these By-laws unless there is something in the subject or context inconsistent therewith:
 - (a) "Society" means the Atlantic Cardiovascular Society;
 - (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-fourths 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 other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society.
5. Membership in the Society shall not be transferable.
6. Those admitted to membership in the Society shall be physicians, surgeons or scientists:
 - (a) whose primary interest is in the practice of cardiology, in the practice of cardiovascular surgery, or in research in these or related fields;
 - (b) who uphold the objects of the Society; and
 - (c) who contribute to the support of the Society an amount to be determined at the General Meeting.
7. Membership shall be in four categories: Regular Members, Associate members, Life Members and Honorary Members. Only Regular members shall be entitled to vote and to hold office and there shall be no proxy voting. Other members shall be entitled to all other privileges of the Society.
 - (a) Regular members are those who have been admitted to membership according to these By-laws, who have continued to uphold the objects of the Society, and who have not become Life members.
 - (b) Life Member: an individual who has been a Regular member in good standing for at least five years, and who has retired from practice or who has reached the age of sixty-five years or is disabled, is eligible to become a Life member.

- (c) Honorary Member: the Society may, from time to time, identify any physician, surgeon or scientist for special distinction and confer honorary life membership.
 - (d) Associate Members may be elected from individuals currently engaged in a formal cardiovascular-related training program. Individuals remain eligible for such membership for as long as they are engaged in formal training.
8. Entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
9. Membership in the Society shall cease upon the death of a member or, if by notice in writing to the Society, resigns their membership, or if they cease to qualify for membership in accordance with these by-laws.

FISCAL YEAR

10. The fiscal year of the Society shall be the period from (MM-DD) _____ to (MM-DD) _____
11. (a) The ordinary or Annual General Meeting of the Society shall be held within three (3) months after the end of each fiscal year of the Society.
- (b) An extraordinary general meeting of the Society may be called by the President or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
12. Seven (7) 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, by facsimile or by sending it through the post in a prepaid letter addressed to each member at the last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in 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:
- (a) Minutes of preceding general meeting;
 - (b) Consideration of the annual report of the directors;
 - (c) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - (d) Election of directors for the ensuing year;
 - (e) Election of officers;
 - (f) 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 and such quorum shall consist of five members.
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 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 President of the Society shall preside as President at every general meeting of the Society;
(b) If there is no President, or if at any meeting the President is not present at the time of holding the same, the Vice-President shall preside as President;
(c) If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to preside.
17. The President 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 meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of 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 held such in a manner as the President 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 Regular member shall have one vote and no more.

DIRECTORS

22. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

23. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The directors shall consist of the officers of the Society, and such Regular members as may be elected at the Annual General Meeting of the Society.
24. 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.
25. In the event that a director resigns office or ceases to be a member in the Society, whereupon the 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.
27. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed.
28. The Board of Directors shall meet at least once a year, a minimum of one month prior to the Annual General Meeting. 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.
29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business. The Administrator shall attend meetings of the directors but will not have a vote.
30. The President or, in the absence of the President, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside as President at meetings of the Board.
31. The President may be entitled to vote as a director and, in the case of equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a director.

POWERS OF DIRECTORS

32. 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 directors shall have power to engage an administrator and to determine duties, responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

OFFICERS

33. The officers of the Society shall be a President, Immediate Past-President, a Vice-President, a Secretary/Treasurer and four Members-at-Large.
- (a) The members shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as maybe assigned to by the members from time to time.
 - (b) The members may also elect from their number a Vice-President. The Vice-President shall, at the request of the members and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period of the President may request to do so.
 - (c) There shall be a Secretary/Treasurer 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 by the members. The members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of Secretary and Treasurer.
 - (d) 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.
34. The officers of the Society shall be elected by the Annual General Meeting as follows: the President and Vice-President for a term of two (2) years; the Secretary/Treasurer for a term of five (5) years; and the immediate Past President for two (2) years.

FUNDS

35. The funds of the Society shall be derived from dues collected from each Regular member, as well as from endorsements, gifts, grants and bequests to the Society and from income from the various scientific sessions and such other resources as may be agreed upon by the Directors.

AUDIT OF ACCOUNTS

36. 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.
37. 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, it shall state whether, in their 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 General 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, audited by the auditor, shall be filed with the Registrar within fourteen days after the Annual General Meeting in each year as required by law.

38. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

39. The Society shall file with the Registrar with its Annual 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.
40. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
41. 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.
42. 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.
43. 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.
44. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
45. The borrowing powers of the Society may be exercised by special resolution of the members.
46. The Society's members, Board and staff shall look to the governing ethical principles of the Atlantic Cardiovascular Society for guidance in all of its activities and decisions.