

**SOCIETY ACT CONSTITUTION**

1. The name of the society is:

Canadian Professional Association for Transgender Health

2. The purpose of the society is to act an interdisciplinary professional organization which works to support the health, wellbeing, and dignity of trans and gender diverse people through.

- a. Educating professionals and enabling knowledge exchange to develop and promote best practices,
- b. Facilitating networks and fostering supportive environments for professionals working with and for trans people, Encouraging research to expand knowledge and deepen understanding about gender diversity,
- c. Encouraging research to expand knowledge and deepen understanding about sex and gender diversity,
- d. Advocating , in accordance with CPATH's advocacy policy as may be established or amended from time to time, for institutional, policy, and legislative change by utilizing our collective knowledge and expertise,
- e. Addressing the population and geographic diversity of Canada in CPATH's work; and,
- f. Building CPATH's organizational capacity to realize its mission.

3. The society shall be operated without purpose of gain for its members and any profits or accretions to the society shall be used in promoting its purposes.

4. Upon winding up or dissolution of the society, the assets which remain after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the society at the time of winding up or dissolution, or to an organization with similar purposes pursuant to section 149 (1)(f) or (l) of the Income Tax Act (Canada).

5. Paragraphs 3, 4 and 5 of this Constitution are unalterable.

**BYLAWS**

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

**Part 1 - Interpretation**

1. In these bylaws, unless the context otherwise requires:

- (a) "board" or "board of directors" means the properly elected and appointed board of directors as provided for in these bylaws;
- (b) "director" or "directors" means the duly elected or appointed members of the board;

- (c) "person" means an individual, corporation, body corporate, partnership, syndicate, joint venture, association, trust, or unincorporated organization or any trustee, executor, administrator, or other legal representative, as the context applies;
- (d) "registered address" of a member means the address of the member as recorded in the register of members; and
- (e) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.

2. In these bylaws, unless the context otherwise requires, words importing the masculine include feminine or neutral, and singular include the plural and vice versa.

3. The insertion of headings in these bylaws is for convenience only and shall not affect their interpretation.

## **Part 2 – Membership**

4. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

5. A person may apply to the directors for membership in the society with respect to and subject to the requirements of membership as may be established or amended from time to time in accordance with these bylaws.

6. The board shall set by resolution several categories of membership, one or more of which will entitle the member to attend and vote at general meetings.

7. The annual membership dues for each membership category must be determined by the directors at each annual general meeting and such dues will apply to the following year until the next annual general meeting. A member's dues may be waived by a resolution of the board.

8. Every member must uphold the constitution and comply with these bylaws.

9. A person ceases to be a member of the society:

- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
- (b) on his or her death or, in the case of a corporation, on dissolution;
- (c) on being expelled; or
- (d) on having been a member not in good standing for 12 consecutive months.

10. A member may be expelled by a special resolution of the members passed at a general meeting, or by a resolution of the board passed by a 2/3 majority at any meeting of directors or unanimous consent resolution of directors.

11. In the case of expulsion of a member by the board, the board shall provide written notice to the member, including reason(s) for such expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the meeting of directors before the resolution is put to a vote.
12. In the case of a member expelled by a special resolution of the members, the notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
13. In the case of a member expelled by a special resolution of the members, the person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
14. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the amount owing or debt remains unpaid.

### **Part 3 - Meeting of Members**

15. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide. **To the extent permitted by the Society Act, as may be amended from time to time, the place of general meetings of the society shall not preclude attendance by tele/video/web conference, or other similar communication means.**
16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
17. The directors may, when they think fit, convene an extraordinary general meeting.
18. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting, and such dates shall be determined by the directors.
19. Notice of an extraordinary or annual general meeting specifying place, the date, and the hour of the meeting, and, in the case of special business, the nature of that business, shall be given to each member either:
  - (a) Personally;
  - (b) by mail to the registered address;
  - (c) facsimile; or,
  - (d) by electronic mail,not less than ten days before an annual general meeting or three days before an extraordinary meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any members entitled to a notice shall not invalidate the proceedings at any meeting.
20. For the purposes of paragraph 19, special business is:
  - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business conducted at an annual general meeting, except the following:

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required; and
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

#### **Part 4 – Proceedings at General Meetings**

21. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
22. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
23. A quorum is 3 voting members present at a meeting or a number equal to the majority of directors then in office, whichever is greater.
24. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned and rescheduled for a future date, no more than two (2) weeks later, at a time and place determined by the board, which must inform the members with at least seven (7) days' notice. If, at the rescheduled meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
25. The chair of a meeting of members will be drawn from, in order of precedence,
- (a) the president of the society,
  - (b) an individual appointed by the president of the society, or
  - (c) a member of the society designated by no less than two-thirds (2/3) of the members present at the general meeting.
26. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
27. When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
28. Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

29. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
30. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member and the proposed resolution does not pass.
31. A voting member in good standing present at a meeting of members is entitled to one vote. Voting is by show of hands or in the case of members participating by tele/video/web conference, or other similar communication means, by stating "Yes, or No", where a "Yes" shall be counted as a vote for and a "No" shall be counted as a vote against, or by electronic or hand-written message(s) at that time shown to the chair indicating clearly a Yes or No vote. Voting by proxy is not permitted.
32. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
33. Members may attend meetings by tele/video/web conference, or other similar communication means, provided that the member(s) so attending may hear the chair of the meeting and the chair may hear the member(s) clearly enough, or receive an electronic vote, to determine votes for and against as set out in paragraph 31 above, and all such members shall be considered present for the meeting or meetings.

#### **Part 5 – Directors and Officers**

34. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society;
  - (b) these bylaws; and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
35. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
36. The number of directors shall be a minimum of five (5) and a maximum of fifteen (15).
37. The board shall be constituted of those individuals who are elected by a majority of the members of the society eligible to vote at a general meeting. Separate elections must be held for each board position to be filled and election may be by acclamation, otherwise it must be by the voting procedure set out in paragraph 31.
38. The directors elected at an annual general meeting shall serve a term of between one (1) and three (3) years, although a 3-year term will generally only be available to directors entering into the position of President-elect. The length of each director's terms shall be specified prior to a vote or acclamation and appointment of the director. Should directors elected wish to continue to serve at the end of their term, such directors may stand for re-election at the annual general meeting when their term expires; however, no individual shall be eligible to stand for election or acclamation for any appointment as a director which would result in that individual acting as a director of the society for more than six (6) consecutive years of service.

39. Only those who have been a member of the society for 14 days or more in the 12 month period prior to the annual general meeting are eligible to stand for the position of director.
40. The board may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for election at that meeting.
41. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
42. The members may, by special resolution, remove a director, before the expiration of their term of office, and may elect a successor to complete the term of office.
43. The board may by resolution remove a director before the expiration of that directors term of office and appoint another individual in that directors stead if the director is absent from more than 4 consecutive meetings of the board or more than half of the meetings of the board held in any 12 month period, or if the director has been deemed by the board to have acted against the best interest of the society.
44. A director must not be remunerated for being or acting as a director but a director may be reimbursed for expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society, provided such reimbursement is approved by the board.

#### **Part 6 - Proceedings of Directors**

45. The directors may meet at the places, including by telecommunication or other communication medium, they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Directors may attend any meetings of directors by tele/video/web conference, or other similar communication means, provided that all directors participating in the meeting, whether by tele/video/web conference, or other similar communication means, or in person, are able to communicate with each other. Directors attending a meeting by any of these means are considered present for that meeting.
46. The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
47. The President is the chair of all meetings of the directors, but may designate a chair in their absence. If at a meeting the President or designate is not present within 15 minutes after the time appointed for holding the meeting, the President-Elect or their designate shall act as chair, but if neither the president nor the president-elect is present the directors present may choose one of their number to be the chair at that meeting.
48. A majority of the board may at any time, and the secretary on such request must, convene a meeting of the directors.
49. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
50. Notice of every meeting shall be given to each director, which notice may be by electronic or other means, not less than twenty-four hours before the time when the meeting is to be held, except that no notice of a meeting is necessary if

- (a) all directors are present; or
- (b) if those absent have waived receipt of notice of a meeting or meetings.

51. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes. Voting is by show of hands, or in the case of members participating by tele/video/web conference, or other similar communication means, by stating "Yes, or No", where a "Yes" shall be counted as a vote for and a "No" shall be counted as a vote against, or by electronic indicator or hand-written message(s) at that time shown to the chair indicating clearly a Yes or No vote.

52. In the case of a tie vote, the chair does not have a second or casting vote.

53. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

54. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### **Part 7 – Duties of Officers**

55. The society shall be administered by and act through the following officers:

- (a) A President;
- (b) A Past-President;
- (c) A President-Elect;
- (d) A Secretary; and,
- (e) A Treasurer.

56. At the first meeting of the board following the annual general meeting, and from time to time thereafter as a result of a vacancy or if the board deems advisable, the board shall elect or appoint from among their number the officers of the society.

57. The board may remove an officer at any time through a resolution passed by 2/3 majority of the board at a meeting of directors, or by a consent resolution passed by all directors.

58. Officers appointed shall have the powers granted to them in these bylaws and other powers and duties as the directors may determine from time to time.

59. When an officer is elected to the president-elect position, they shall be appointed as a director for a term of 3 years, and shall sequentially hold the position of president-elect, president, and past-president, and shall progress through each position subsequent to the AGM in each calendar year.

60. In the event where no director presents for an officership, or an officer of the society resigns their position during their term, a co-officership of no more than two (2) directors may be considered. Only one co-officership shall be permitted at any one time. In the event of a co-officership, the board shall approve the division of responsibilities for that position.

61. The president presides at all meetings of the society and of the directors.

62. The president is the chief executive officer of the society, and must supervise the other officers in the execution of their duties.

63. The past-president supports the president and president-elect, and provides mentorship and organizational memory to assist the president and president-elect in the execution of their duties. The past-president may preside at meetings of the society and of the directors in the absence of the president and president-elect.

64. The president-elect assists the president in the execution of their duties and may preside at meetings of the society and of the directors in the absence of the president.

65. The secretary must do the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society if any; and,
- (f) maintain the register of members.

66. The treasurer must:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and,
- (b) render financial statements to the directors, members and others when required.

67. Notwithstanding the co-officership provision set out in paragraph 60 above, the offices of secretary and treasurer may be held by one individual who is to be known as the secretary-treasurer.

68. In the absence of the secretary or secretary-treasurer from a meeting, the directors must appoint another individual to act as secretary at the meeting.

## **Part 8 – Committees and Working Groups**

69. The directors may from time to time constitute such committees or working group as it deems necessary to assist the directors, or officers, in carrying on the affairs of the society, and may specify such conditions, requirements for reporting to the board of directors, and the term of appointment, for any such committee or working group as the directors deem appropriate.

70. The directors shall designate at least one director to act as the board liaison to each committee or working group constituted by the directors.

71. The directors shall designate up to two members of the society as the chair or co-chairs of any committee working group that it constitutes. A director designated as board liaison to a committee or working group may also be designated as chair or co-chair of that committee or working group.



72. The co-chairs shall be responsible for calling the meetings of the committee or working group and for selecting other members of the committee or working group, except where specific direction in any of these matters is given by the board. Such board direction may be provided through the establishment or amendment of terms of reference for committee and working group by the board.
73. The co-chairs of each committee or working group shall maintain a list of its members and shall advise the committee or working group's board liaison of any change in membership.
74. All members of the society shall be eligible for membership on committees and working groups.
75. The co-chairs of each committee or working group may authorize the participation of any other individual, whether or not a member of the organization, in their committee or working group's meetings or business.
76. The board may at any time remove any individual from membership or participation in any committee or working group.
77. Except as may be provided for by the board, the committees and working groups may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, provided, however, that each meeting is chaired by the chair or co-chair designated for that purpose, and a majority of the members of each committee shall constitute a quorum thereof for the transaction of business.
78. A committee and working group must report every act or thing done to the earliest meeting of the directors held after the act or thing has been done.
79. The board may from time to time prescribe for any committee or working group such additional duties to those previously set, as it deems necessary.

#### **Part 9 – Seal**

80. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
81. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and secretary or President and secretary-treasurer.

#### **Part 9 — Borrowing**

82. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
83. A debenture must not be issued without the authorization of a special resolution.
84. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 — Auditor**

85. This Part applies only if the society is required or has resolved to have an auditor.

86. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
87. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
88. An auditor may be removed by ordinary resolution.
89. An auditor must be promptly informed in writing of the auditor's appointment or removal.
90. A director or employee of the society must not be its auditor.
91. The auditor may attend general meetings.

**Part 11 – Notices**

92. Any notice or other document to be given by the society to a member of the society or of the board or of any committee of the board or to any officer shall be sufficient given if delivered personally to the person to whom it is to be given or, if delivered, to the registered address or, if mailed by prepaid ordinary mail in an envelope addressed to the registered address, or sent by means of electronic mail, and proof of delivery of a notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid, and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box and a notice sent by means of electronic mail shall be deemed to have been given when the society has sent the electronic communication to the last known email address provided by the member.

**Part 12 - Alteration of Bylaws**

93. These bylaws may only be altered or amended by special resolution.