

By-laws of the Canadian Interdisciplinary Network for Complementary and Alternative Medicine Research (INCAM) (the “Corporation”)

Contents

SECTION 1 - GENERAL	3
1. DEFINITIONS	3
2. INTERPRETATION	3
3. EXECUTION OF DOCUMENTS	3
4. AVAILABILITY OF THE BY-LAWS	3
SECTION 2 — PURPOSE AND GOALS OF THE NETWORK	4
5. PURPOSE	4
6. GOALS	4
7. RESTRICTIONS ON NETWORK ACTIVITIES	4
SECTION 3 — MEMBERSHIP	4
8. MEMBERS IN GOOD STANDING	4
9. TERMINATION OF MEMBERSHIP	5
10. DISCIPLINE AND EXPULSION OF A MEMBER	5
11. MEMBERS RIGHTS, PRIVILEGES, AND RESTRICTIONS	5
12. NOTICE TO MEMBERS	6
SECTION 4 — GENERAL MEETINGS OF MEMBERS	6
13. NOTICE OF MEETINGS	6
14. COMPOSITION OF GENERAL MEETINGS	7
15. QUORUM AT GENERAL MEETINGS	7
16. ADJOURNED GENERAL MEETINGS	7
17. VOTING AT GENERAL MEETINGS	8
18. ENTITLEMENT TO VOTE	8
SECTION 5 — BOARD OF DIRECTORS	9
19. COMPOSITION OF THE BOARD OF DIRECTORS	9
20. THE CHAIR	9
21. THE CHAIR ELECT	10
22. THE SECRETARY	10
23. THE TREASURER	10
24. ACTION OF THE BOARD OF DIRECTORS	11
25. TERMS OF OFFICE	11
26. VACANCIES ON THE BOARD OF DIRECTORS	12
27. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS	12
28. INSURANCE FOR CORPORATE AGENTS	12

29. DIRECTORS' INSPECTION RIGHTS	12
30. MEETINGS OF THE DIRECTORS	12
31. NOTIFICATION OF MEETINGS OF THE DIRECTORS	13
32. VOTING AT MEETINGS OF DIRECTORS	13
SECTION 6 — FINANCIAL PRACTICE	14
<hr/>	
33. GENERAL PRACTICES	14
34. ANNUAL DUES	14
35. FINANCIAL PRACTICES AND MANAGEMENT	15
SECTION 7 - EFFECTIVE DATE	15
<hr/>	

Be it enacted as a by-law of the INCAM Research Network as follows:

Section 1 - General

1. Definitions

In these by-laws, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**Adjourned meeting(s)**” are the additional meetings undertaken to complete the business of the initial meeting that was adjourned;

“**Board of Directors**” (BOD) means the group of elected Directors;

“**By-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

“**Directors**” means the Directors elected by the INCAM membership to manage the affairs of the INCAM on their behalf for the time being;

“**Incorporation**” refers to the act of registration of the network;

“**Network**” means the Canadian Interdisciplinary Network for Complementary and Alternative Medicine Research (INCAM);

“**Ordinary Resolution**” means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

“**Quorum for Board of Directors**” meetings means not less than 60% of Directors;

“**Quorum for General Meetings**” means not less than 10% of members;

“**Registered address**” of a member means the member's address as recorded in the register of members (normally an email address);

“**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Availability of the By-laws

On being admitted to membership, each member is entitled to receive without charge a copy of the by-laws of the Network. Availability of the by-laws in the membership section of the Network website is considered to meet this requirement.

Section 2 — Purpose and Goals of the Network

5. Purpose

The purpose of the Corporation is to serve as a collaborative and interdisciplinary research network in Canada providing infrastructure to support research on complementary and integrative health care to enhance the health and wellbeing of Canadians.

6. Goals

- (1) Enhance communication and build collegial relations among researchers and practitioners interested in complementary and integrative health care research from across Canada.
- (2) Promote excellence in research in complementary and integrative health care.
- (3) Provide and promote forums for presentation of peer-reviewed original complementary and integrative health care research.
- (4) Provide and promote forums to develop knowledge in research methods relevant to the purpose of the Network.
- (5) Collaborate with regional and international societies as well as professional organizations to further mutual goals.
- (6) Engage in other activities consistent with the purpose.

7. Restrictions on Network Activities

No part of the activities of the Network shall be directed towards influencing legislation or intervening in political campaigns.

Section 3 — Membership

8. Members in Good Standing

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.

A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

- (1) The Network shall admit all persons to membership, insofar as they are qualified under the provisions of Section 3 of these by-laws upon payment of the membership fee. (Section 6, Part 34).
- (2) Membership is open to any individual whose interests are consistent with the purpose and goals of the organization. Based on the ethical principles of equity and justice, there shall be no membership restrictions based on any facet of discrimination (race, creed, sex or sexual orientation, citizenship, etc.).
- (3) Every member must comply with these by-laws.

- (4) All members are in good standing except a member who has failed to pay his or her current annual membership fee (Section 6, Part 34), or any other subscription or debt due and owing by the member to the Network. The member is not in good standing so long as the debt remains unpaid.

9. Termination of Membership

All rights of a member in the Network shall cease on termination of membership. A person ceases to be a member of the Network:

- (1) By delivering his or her resignation in writing to the Secretary of the Network; by email shall suffice. Termination shall take effect at the time of receipt of the notification. The Network shall not be liable for the return of any remaining portion of the year's membership fees.
- (2) On his or her death or, in the case of a corporation or group membership, on dissolution,
- (3) On being expelled, or
- (4) On having been a member not in good standing for 3 consecutive months.

10. Discipline and Expulsion of a Member

- (1) Any member may have his/her membership suspended or revoked, or may be otherwise disciplined by special resolution of the Board of Directors. In such circumstances, a hearing shall be held and a copy of the charges with a notice of such hearing thereon shall have been sent by registered mail to the address on record of said member not less than thirty days prior to the date of said hearing. If a member has not provided a physical mail address, the use of the email address on file of the members account shall suffice, and be considered as delivered. Voting rights of the member so charged shall be suspended during such hearing.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. Termination may be undertaken by the Network for conduct that materially and seriously prejudices the interests or purposes of the Network or for actions in contravention of these by-laws after providing the member with reasonable written notice and an opportunity to be heard orally or in writing by the Board of Directors.
- (3) The person who is the subject of the proposed special resolution for expulsion must be given an opportunity to be heard at the meeting of the Board of Directors before the special resolution is put to a vote.
- (4) Any person expelled from the Network shall receive a refund of dues already paid for the current dues period, proportional to the time remaining on their membership.

11. Members Rights, Privileges, and Restrictions

Subject to the limitations imposed by the provision of the Articles of Incorporation and these by-laws, all members in good standing shall have such rights and privileges as may be expressed or implied in these by-laws and which shall be governed by the following:

- (1) All members shall have the right to bring issues forward to the Board of Directors directly. Members may be invited to participate in topic discussions during Board of Director meetings.
- (2) All members have the right to be elected or appointed to the Board of Directors.

- (3) Non-liability of Members: A member of this Network, including a Director of the Network, is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.
- (4) Non-transferability of memberships: No member may transfer a membership or any right arising therefrom.
- (5) A special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

12. Notice to members

- (1) Notice shall be given by email to the member at the member's email address registered with the Network unless otherwise specified in these by-laws.
- (2) A notice sent by email is deemed to have been given on the day following the day on which the email is sent.
- (3) The Network is not deemed responsible if a member does not keep a current address registered with the network.

Section 4 — General Meetings of Members

There are two types of network member meetings: Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs).

An EGM is a meeting of members which occurs at an irregular time. If an issue arises which requires the input of the entire membership and is too serious or urgent to wait until the next AGM, an EGM will be called. Members must be informed of the purpose of the EGM so that they may attend in a position where they can discuss and exercise intelligent judgment, otherwise any resolutions passed are invalid.

13. Notice of Meetings

- (1) Notice of a general meeting must specify the place, day and hour of the meeting, and the nature of the business.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (3) Notice for all member meetings will be given at least two (2) weeks in advance of the appointed time by email to the membership at the registered email addresses.
- (4) The notice of any meeting of members at which Directors or Officers are to be elected shall also state the names of those who are nominees or candidates for election.
- (5) The first AGM of the Network must be held not more than 18 months after the date of incorporation. After the initial meeting, an AGM must be held at least once in every calendar year and not more than 18 months after the holding of the last preceding AGM.
- (6) Meetings shall be governed by Roberts Rules of Order Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these by-laws, or with provisions of law.
- (7) A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a

meeting of members.

14. Composition of General Meetings

All general meetings shall include:

- (1) The adoption of the rules of order and confirmation of the Chair of the meeting.
- (2) Additions and acceptance of the agenda.
- (3) Business that is brought under consideration by the report (agenda and appropriate supporting documentation) of the Directors issued with the notice convening the meeting.
- (4) Annual General Meetings will additionally include the following business:
 - a. The report of the Directors
 - b. An annual financial report, and report of the auditor (if any)
 - c. Special Interest Group reports
 - d. Election of Directors (if required)
- (5) Special business is any other business arising at a general meeting.

15. Quorum at General Meetings

- (1) A quorum will consist of one tenth of the voting members of the Network. Each vote form submitted by voters *in absentia* represents one count towards quorum.
- (2) If at any time during a general meeting there ceases to be a quorum present, business can continue until the meeting is adjourned or terminated but voting must not be conducted until there is a quorum present or the meeting reconvened.
- (3) If within 20 minutes from the time appointed for a general meeting a quorum is not present or quorum has been lost during a meeting, the meeting must stand adjourned. The Board of Directors must then reconvene a meeting within one (1) month; if at the reconvened meeting, a quorum is not present within 10 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (4) The Chair of the Network, the Chair Elect or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting. If at a general meeting:
 - a. there is no Chair, Chair Elect or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the Chair and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

16. Adjourned General Meetings

- (1) Business and special business left unfinished at the meeting from which the adjournment took place must be addressed by reconvening the General Meeting. If needed, urgent additional items may be added to the agenda, and members provided with documentation necessary to consider the additional items.
- (2) Notice of the reconvened meeting must be given within 48 hours, with the content and notification process as in the case of the original meeting, but with the reconvened meeting occurring within two (2) weeks of the adjournment.

17. Voting at General Meetings

- (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) Every act or decision done or made by a majority (50% + 1) of the voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these by-laws, or the provisions of law require a greater number.
 - a. In the case of a tie vote, the chair does not have a second vote in addition to the vote to which he or she may be entitled as a member. The resolution must then be discussed further, or considered defeated after three (3) votes.
- (3) Voting is by show of hands or ballot if provided, including *in absentia* ballot forms

18. Entitlement to Vote

- (1) A member in good standing
- (2) Members present at a meeting of members are entitled to one (1) vote.
- (3) *In absentia* votes: Members unable to attend a general meeting may vote *in absentia* by submitting a voting ballot that shall be made available along with instructions for use to the members upon distribution of the meeting agenda.
 - a. Members may not submit an *in absentia* voting ballot and subsequently participate in voting in-person at a meeting.
 - b. *In absentia* voting will close 24 hours before the meeting occurs; all ballots must be received by the Secretary by that time.
 - c. Ballots received by the Secretary must be verified by a minimum of one (1) member of the Network present at the AGM to be valid.
- (4) Proxy votes: A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, who is not required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - c. a proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - d. if a form of proxy is created by a person other than the member, the form of proxy shall indicate: the meeting at which it is to be used; that the member may appoint

a proxyholder to attend and act on their behalf at the meeting; instructions on the manner in which the member may appoint the proxyholder; contain a designated blank space for the date of the signature; provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters identified in the notice of meeting other than the appointment of a public accountant and the election of directors; provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice with respect to any matter to be acted on, the membership is to be voted accordingly;

- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is required only if the form of proxy states how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - f. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
- (5) A special resolution of the members is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Section 5 — Board of Directors

19. Composition of the Board of Directors

The Board of Directors is the policy-governing body of INCAM. It includes the following elected members: the Chair, Chair Elect, and board members at large.

- (1) The number of Directors must be five (5) or a greater number determined from time to time at a general meeting.
- (2) All Directors shall be of the age of majority in the region of registration. A candidate for the position of Director must be a member with at least one (1) year of active involvement with the Network and be a person who has exhibited a clear understanding of, and commitment to, the Network's purpose and goals.
- (3) The Board of Directors will determine who among them will be responsible for the Secretary and Treasurer roles.

20. The Chair

- (1) The Chair presides as Chair at all meetings of the Network and of the Directors.
- (2) The Chair is the Chief Executive Officer of the Network and must supervise the other Board Members in the execution of their duties.
- (3) The Chair of the Network must hold a faculty appointment at a Canadian post-secondary institution (e.g., College or University) that has the capacity to hold research grants.

- (4) The Chair leads the Board of Directors in development of the strategic goals and objectives of the organization and provides direction and leadership in the implementation of the needed actions.

21. The Chair Elect

- (1) The Chair Elect must carry out the duties of the Chair during the Chair's absence or in the event of his or her inability or refusal to act, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.
- (2) The Chair Elect of the Network must hold a faculty appointment at a Canadian post-secondary institution (e.g., College or University) that has the capacity to hold research grants.
- (3) The Chair Elect will proceed to the Chair position after one (1) term, or sooner if the Chair vacates the office before his or her term is over.

22. The Secretary

- (1) One (1) member of the Board of Directors will be responsible for the role of Secretary. The Director may be assisted by in the day-to-day activities of this role, by a staff member who is under the direct supervision of the Director.
- (2) The Secretary must:
 - a. Conduct the correspondence of the Network;
 - b. Issue notices of meetings of the Network and Board of Directors;
 - c. Keep minutes of all meetings of the Network and Board of Directors;
 - d. Have custody of all records and documents of the Network, except those required to be kept by the treasurer, including copies of all versions of the by-laws;
 - e. Maintain the register of members, past and current; and
 - f. Ensure the registration of the Network is maintained as per the yearly requirements for the current region of registration.
- (3) In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

23. The Treasurer

- (1) One (1) member of the Board of Directors will be responsible for the role of Treasurer. The Director may be assisted by in the day-to-day activities of this role, by a staff member who is under the direct supervision of the Director.
- (2) The Treasurer must:
 - a. Have charge and custody of, and be responsible for, all funds and securities of the Network, and deposit all such funds in the name of the Network in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 - b. Receive, and give receipt for, monies due and payable to the Network from any source whatsoever.
 - c. Disburse, or cause to be disbursed, the funds of the Network as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- d. Keep and maintain adequate and correct accounts of the Network's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any Director of the Network, or to his or her agent or attorney, on request therefore.
- f. Keep the financial records, including books of account, necessary to comply with the Network Act in the region of incorporation, and
- g. Render financial statements to the Directors, members, and others when required.

24. Action of the Board of Directors

- (1) The Directors may exercise all the powers and do all the acts and things that the Network may exercise and do, and that are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Network in a general meeting, but subject, nevertheless, to
 - a. all laws affecting the network,
 - b. these by-laws, and
 - c. rules, not being inconsistent with these by-laws, that are made from time to time by the Network in a general meeting.
- (2) A rule, made by the Network 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.
- (3) It shall be the duty of the Directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these by-laws, including:
 - a. Appoint and remove, employ and discharge, and, except as otherwise provided in these by-laws, prescribe the duties and fix the compensation, if any, of agents and employees of the Network;
 - b. Supervise all officers, agents, and employees of the Network to assure that their duties are performed properly;
 - c. Meet at such times and places as required by these by-laws;
 - d. Register their addresses with the Secretary of the Network, and notices of meetings mailed or conveyed electronically to them at such addresses shall be valid notices thereof.
 - e. Bring to the attention of other Directors opportunities of value to the Network, such as for additional network funding, affiliation possibilities, membership development, INCAM representation as a stakeholder, etc.

25. Terms of Office

- (1) The term of office for each Director shall normally be four (4) years.
- (2) Directors may serve up to two (2) consecutive terms, after which, they must step down for at least one (1) full year, before standing for election for a subsequent Board of Directors position. An exception to this is if a Director is elected Chair or Chair Elect during his/her second consecutive term; the requirement to step down for one (1) year is postponed until s/he completes his/her term as Chair Elect and/or Chair.

- (3) Elections must be held for a new Chair Elect every two (2) years. The Chair Elect automatically becomes the Chair. Chair Elect and Chair are two (2) year terms.
- (4) An election for any open position may be by acclamation, otherwise it must be by ballot.
- (5) The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may choose to elect a successor to complete the term of office at that point in time.
- (6) The Board of Directors may recommend removal and replacement of any Director for failing to participate in at least three (3) consecutive meetings or votes or for the breach of any rule or guideline of the Network by a majority vote.

26. Vacancies on the Board of Directors

- (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Board of Directors.
- (2) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Network, but is eligible for re-election at the meeting.
- (3) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
- (4) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

27. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Network shall be indemnified by the Network to the fullest extent permissible under the Act.

28. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Network (including a Director, Officer, employee or other agent of the Network) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Network would have the power to indemnify the agent against such liability under the Articles of Incorporation, these by-laws or provisions of law.

29. Directors' Inspection Rights

Every Director shall have the right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Network and shall have such other rights to inspect the books, records and properties of this Network as may be required under the Articles of Incorporation, other provisions of these by-laws, and provisions of law. At all times, any such shared documents must be held in confidence unless otherwise released by agreement of the Board of Directors. Any documents shared for inspection remain the property of INCAM.

30. Meetings of the Directors

- (1) At a minimum, the Board of Directors shall meet four (4) times per year, (approximately every three (3) months), or more often if agreed by the Board of Directors. A Board of

Directors meeting may be called if the need arises at the request of any two (2) members of the Board, petitioned to the Secretary. A proposed agenda and supporting materials shall be made available to Board members prior to a Board meeting.

- (2) The Directors may meet at the places they think fit, in person, by teleconference, or other electronic means, to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (3) The Board of Directors may conduct any of its affairs without a meeting if all of the Directors entitled to vote on the relevant subject matter give signed, written consent or electronically conveyed consent to the action on a document which sets forth the specific action to be taken.
- (4) Quorum is a 60% of the Directors then in office.
- (5) The Chair is the chair of all meetings of the Directors, but if at a meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, the Chair Elect must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (6) Meetings shall be governed by Roberts Rules of Order Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these by-laws, or with provisions of law.
- (7) 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.

31. Notification of Meetings of the Directors

Unless otherwise provided by the Articles of Incorporation, these by-laws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (1) **Meetings.** A minimum of one (1) weeks' notice will be given by the Secretary of the Network to each Director of each meeting of the Board. Such notice must be written, and shall state the place, date and time of the meeting. The Network Secretary must distribute the agenda and supporting materials at least 24 hours before the meeting.

32. Voting at Meetings of Directors

- (1) Questions arising at a meeting of the Directors as well as all resolutions based on the meeting agenda must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote. The resolution must then be discussed further, or considered defeated after three (3) votes.
- (3) A resolution proposed at a meeting of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (4) A resolution in writing, signed by all the Directors and placed with the minutes of the next meeting of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Section 6 — Financial Practice

33. General Practices

(1) Assessments

Assessments, other than for dues and personal expenses incurred by members and payable by the Network, shall not be levied upon the membership.

(2) Fiscal Year

The fiscal year of the network shall extend from the first day of January of each year, to the last day of December of that year, both dates included.

(3) Property Rights

The Network shall not be operated for profit; its entire properties, assets, and facilities shall be devoted to the purposes for which it was organized, as set forth in these by-laws. Except as the Board of Directors may permit, no member shall have any property right whatsoever in the property of the Network.

(4) Compensation

With the exception of the bestowal of awards and other forms of special recognition, no member shall receive any compensation whatsoever by the Network for any labor or services or other work performed or rendered to, or for, or on behalf of the Network without specific written approval of the Board of Directors, excepting:

- a. A director or committee member must not be remunerated for being or acting in their role but must be reimbursed for all expenses necessarily and reasonably incurred in the performance of their respective duties, from the funds of the Network, as the Board of Directors shall determine.
- b. Full and part-time employees of INCAM shall be compensated from the funds of the Network.

(5) Obligating Funds of the Network

No person, or Committee or Special Interest Group shall obligate the funds of the Network in any manner whatsoever, except that which the Chair shall have permitted by prior authorization of the Board of Directors by prior authorization thereof.

(6) Dissolution of the Network

Upon the dissolution of this Network, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Network shall be distributed for one or more exempt purposes, for a public or research purpose in line with the goals and purpose of this Network. Such distribution shall be made in accordance with all applicable provisions of the laws of the region of registration.

34. Annual Dues

- (1) With the exception of Honorary Life Members, each member shall pay to the Network an annual membership fee, hereinafter called dues. Dues shall become payable on the date of anniversary and unpaid members shall become delinquent on the first day of the third month following the anniversary date. Dues shall be billed by and shall be remitted directly to the indicated representative of INCAM.

- a. While the Network will make effort to notify members of renewal dates via email to their registered address, the member retains responsibility for ensuring her or his annual membership fee is paid.

- (2) A member whose dues are delinquent shall have his/her membership terminated (see Section 3, 9). Any such member shall be reinstated in good standing upon payment of all current and delinquent dues.

35. Financial Practices and Management

(1) Network Funds

All funds derived from contributions to the activities of this Network, including dues, shall be held in trust for the Network and such funds shall be used to implement the objectives of the Network. Funds shall be deposited from time to time to the credit of the Network in such banks, trust companies, or other depositories as the Board of Directors may select.

(2) Gifts etc. to the Network

The Board of Directors may accept on behalf of the Network any contribution, gift, bequest, or devise for the nonprofit purposes of this Network. They may not receive any such contribution, gift, bequest, or devise personally unless approved by the Board of Directors for the benefit of the Network.

(3) Accounting Management

Under the direction of the INCAM Treasurer and with approval of the Board of Directors, a proper system of accounting shall be established which shall accurately maintain records of Network funds, and income and expenses.

- a. An annual budget shall be prepared by the Treasurer for each fiscal year and shall be submitted to the Board of Directors at the meeting immediately preceding the start of the fiscal year for review and approval.

(4) Disbursements

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, cheques, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Network shall be signed by the Treasurer and countersigned by the Chair of the Network. All disbursements shall be made by cheque, or by electronic transfer of funds.

(5) Financial Reporting to the Board of Directors

The INCAM Treasurer shall report to the INCAM Directors on the financial status of the Network at their meetings and at such times as may be directed.

(6) Audit of Records

When requested by the Board of Directors, an audit of the financial records of the Network will be conducted by a licensed accountant. The new incoming Treasurer, may request a detailed, comprehensive audit prior to his/her acceptance of the Network's books. The costs of such audits shall be defrayed from the funds of the Network.

Section 7 – Effective date

Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or

repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

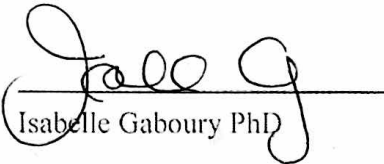
Subject to matters requiring a special resolution, these by-laws shall be effective when made by the board.

CERTIFIED to be By-Laws of the INCAM Research Network, as enacted by the directors of the Corporation by resolution on the 18 day of January, 2016 and confirmed by the members of the Corporation by special resolution on the ___ day of ___, 20___. (to be confirmed).

Dated as of the 18 day of January, 2016.



Heather Boon PhD and



Isabelle Gaboury PhD