

CANADIAN COLLEGE OF MEDICAL GENETICISTS

(the “Corporation”)

BY-LAWS

Definitions

In this by-law and all other by-laws of the Corporation, 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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"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;

*"general meeting of members" includes an **annual general meeting** or a **special general meeting** of all members entitled to vote as well as non-voting affiliates*

"ordinary resolution" means a resolution for consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant. It is deemed to have passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"special resolution" means a resolution on any special business (all business except that considered under “ordinary resolution”) which is deemed to have passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"dues" means an annual contribution/fee payable by members and affiliates to maintain status in the Corporation;

"Fellow" /"FCCMG" is the designation exclusively used by members in good standing of the corporation;

"affiliate" means non-CCMG certified individuals whose professional activities relate to medical genetics or who are registered as a fellow-in-training or resident in an accredited post-graduate training program in Canada.

**ARTICLE 1
REGISTERED OFFICE AND SEAL**

1.1 Registered Office

The registered office of the Corporation shall be situated in the City of Kingston, in the Province of Ontario, Canada. The Corporation may, in addition, establish other offices, agencies or places of business elsewhere in Canada or elsewhere as the Board of Directors may from time to time determine.

1.2 Seal

The seal affixed to the margin shall be the seal of the Corporation.

**ARTICLE 2
MEMBERSHIP**

2.1 Membership

There shall be one (1) class of members in the Corporation, consisting of those persons who have been accepted as members by the Board of Directors from time to time under subsections 2.1(a) or 2.1(b) below.

- (a) The Board of Directors may accept any person as a member, provided that the candidate
 - (i) is at least eighteen (18) years old;
 - (ii) has successfully completed the required post-graduate studies or the equivalent;
 - (iii) is of good character and reputation;
 - (iv) applies therefor in writing to the Board of Directors;
 - (v) joins to the application duly completed forms and particulars as may be required by the Board of Directors;
 - (vi) such application is supported by at least two (2) members in good standing of the Corporation;
 - (vii) successfully passes whatever examinations are required by the Board of Directors;
 - (viii) pays the prescribed annual dues in advance; and
 - (ix) undertakes to participate in and comply with the Continuing Professional Development Program.

- (b) The Board of Directors may accept any person as a member who has retired from active genetics practice, or who has the CCMG designation “Emeritus/Emerita”, but who wishes to remain involved with the Corporation and who requests in writing to the Board of Directors to be retired from membership under subsection 2.1(a) above.

2.2 **Readmission of Members**

Any person may be readmitted as a member at the discretion of the Board of Directors, provided that such person

- (a) is of good character and reputation;
- (b) applies therefor in writing to the Board of Directors;
- (c) joins to the application duly completed forms and particulars (including fees) as may be required by the Board of Directors;
- (d) such application is supported by at least two (2) members in good standing of the Corporation;
- (e) pays the prescribed annual dues in advance;
- (f) undertakes to participate in and comply with the Continuing Professional Development Program; and
- (g) complies with such conditions as may be imposed by the Board of Directors.

2.3 **Dues**

Annual dues are payable by each member except for those members described in subsection 2.1(b) above. The amount, time and place of payment of dues are set by special resolution at the Annual General Meeting or a Special General Meeting of the Corporation.

2.4 **List of Members**

At least once a year, the Corporation shall publish in the form determined by the Board of Directors a list of all members of the Corporation.

2.5 **Resignation**

Any member may resign from the Corporation by forwarding a written notice to the Secretary of the Corporation. Such resignation shall take effect from the date of its reception by the Corporation and a member shall be relieved from further payment of their dues to the Corporation from such date.

2.6 Forfeiture of Membership

Three (3) months after issue of the first due notice, non dues-paying members will be notified in writing that further delay will result in forfeiture of membership in the Corporation. Three (3) months after issue of the second notice, non dues-paying members will be removed from the list of members of the Corporation and will be notified in writing that all privileges of membership in the Corporation are forfeited, including the privilege of using the professional designation, FCCMG.

2.7 Termination of Membership

Except for those members described in subsection 2.1(b) above, the name of any member who is a Fellow shall automatically be removed upon the Fellow being deemed to have failed to comply with the requirements of the Continuing Professional Development Program. Any Fellow whose name stands removed for this reason shall not be entitled to use the designation FCCMG.

ARTICLE 3 AFFILIATES

3.1 Affiliates

There shall be affiliates of the Corporation, consisting of those persons who have been accepted as affiliates by the Board of Directors from time to time under subsections 3.1(a), 3.1(b) or 3.1(c) below.

- (a) The Board of Directors may accept any person as a **fellow-in-training affiliate**, provided that the candidate
 - (i) is at least eighteen (18) years old;
 - (ii) is, at the time of application, a fellow duly enrolled as a trainee in a Corporation accredited post-graduate training program, or a resident in medical genetics in a Medical Genetics and Genomics residency program accredited by the Royal College of Physicians and Surgeons of Canada;
 - (iii) is of good character and reputation;
 - (iv) applies therefor in writing to the Board of Directors;
 - (v) joins to the application duly completed forms and particulars as may be required by the Board of Directors;
 - (vi) ensures that such application is supported by at least two (2) members in good standing of the Corporation;
 - (vii) pays the prescribed annual dues in advance.

- (b) The Board of Directors may accept any person as an **associate affiliate**, provided that the candidate
- (i) is at least eighteen (18) years old;
 - (ii) is a non-Corporation certified individual (including those individuals who have completed prerequisite training but have not yet successfully passed the required examinations for full membership) whose professional activities relate to medical genetics;
 - (iii) is of good character and reputation;
 - (iv) applies therefor in writing to the Board of Directors;
 - (v) joins to the application duly completed forms and particulars as may be required by the Board of Directors;
 - (vi) ensures that such application is supported by at least two (2) members in good standing of the Corporation;
 - (vii) pays the prescribed annual dues in advance.
- (c) The Board of Directors may offer **honorary affiliate** status to those individuals who have not been members of the Corporation, but who have made substantial contributions to medical genetics. Honorary affiliates are not bound to pay any annual contribution.

3.2 **Dues**

Annual dues are payable by each affiliate, except for affiliates described in subsection 3.1(c) above. The amount, time and place of payment of dues are set annually by the Board of Directors

3.3 **List of Affiliates**

At least once a year, the Corporation shall publish in the form determined by the Board of Directors a list of all affiliates of the Corporation.

3.4 **Resignation**

Any affiliate may resign from the Corporation by forwarding a written notice to the Secretary of the Corporation. Such resignation shall take effect from the date of its reception by the Corporation and an affiliate shall be relieved from further payment of their dues to the Corporation from such date.

3.5 **Forfeiture of Affiliation**

Three (3) months after issue of the first due notice, non fee-paying affiliates will be notified in writing that further delay will result in forfeiture of their status as an affiliate of the

Corporation. Three (3) months after issue of the second notice, non fee-paying affiliates will be removed from the list of affiliates of the Corporation and will be notified in writing that all privileges of affiliation are forfeited.

ARTICLE 4 FELLOWSHIP

4.1 Fellows

Members of the Corporation shall be designated as Fellows.

4.2 Designation

For the purposes of differentiation of the special qualifications of a Fellow, each Fellow shall be designated “Fellow of the Canadian College of Medical Geneticists” which may be abbreviated to FCCMG. When the French language is used, each Fellow shall be designated “Associé ou Associée du Collège canadien de généticiens médicaux” which may be designated FCCMG.

4.3 Certificates

The Board of Directors may, under such conditions as it shall determine, issue certificates to members or any affiliates. However, only members in good standing shall have the privilege to use the status designation, Fellow of the Canadian College of Medical Geneticists or Associé ou Associée du Collège canadien de généticiens médicaux, as applicable, or the abbreviation, FCCMG.

4.4 Declaration

All candidates for Fellowship shall be required, before enrollment as a member, to subscribe to the by-laws of the Corporation and to sign the declaration as prescribed by the Board of Directors from time to time.

ARTICLE 5
CONTINUING PROFESSIONAL DEVELOPMENT PROGRAM

- 5.1 Except as described below and except for those members described in subsection 2.1(b), every member must participate in and comply with the Continuing Professional Development Program, as prescribed by regulations made by the Board of Directors.
- 5.2 Members who are also: (a) Fellows of the Royal College of Physicians and Surgeons of Canada; and (b) complying with the Royal College's Maintenance of Certification Program, shall be deemed to be complying with the Corporation's Continuing Professional Development Program. Such Fellows will be subject to termination of membership in the Corporation if they are deemed to have failed to comply with the Maintenance of Certification Program of the Royal College of Physicians and Surgeons of Canada.

ARTICLE 6
MEETING OF MEMBERS

6.1 Annual General Meeting

The Annual General Meeting of the members of the Corporation shall be held at such a place, in Canada, and on such a date, not more than: (a) fifteen (15) months after the holding of the last preceding Annual General Meeting; and (b) six (6) months following the last preceding financial year-end, as may be determined by the Board of Directors. The meeting shall be open to all members and affiliates. However, only members are entitled to vote. The meeting may be held, in accordance with the Canada NFP Act, entirely by means of a secure telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting, or through a combination of in-person and audio-video conference methods as determined by the Board of Directors.

6.2 Special General Meeting

Any general meeting of the members other than the Annual General Meeting shall be a Special General Meeting. A Special General Meeting shall be called upon resolution of the Board of Directors or upon the written requisition of at least five percent (5%) of members in good standing addressed to the Secretary and stating the purpose of such meeting. On failure by the Secretary to call a meeting requisitioned by the Members within twenty-one (21) days of receipt of such requisition, any member who signed the requisition may call the meeting. The meeting shall be open to all members and affiliates who may participate as for the Annual General Meeting, in person or via audio-video conference methods. However, only members are entitled to vote.

6.3 Notice of Meeting

- (a) Notice of the time and place (if in person) or time and access information (if via remote electronic means) of a meeting of members shall be given to each member who, at the close of business on the record date for notice or if no record date for

notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- (i) by mail, courier or personal delivery to each such member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each such member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (b) Notice of any Annual General Meeting shall include a statement informing the members that the comparative financial statements, report of the public accountant, and any other documents required by the *Canada Not-for-profit Corporations Act* (the “**Act**”), are available at the registered office of the Corporation and that the members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.
- (c) Notice of any meeting where special business will be transacted shall (i) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and (ii) state the text of any resolution requiring approval by at least two-thirds (2/3) of the members casting votes on the resolution (a “**Special Resolution**”) to be submitted to the meeting. For purposes of this Section, all business transacted at a Special General Meeting or Annual General Meeting of members, except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant, is “**special business**”.
- (d) The affiliates, the public accountant, and any other person or persons designated by the Board of Directors, will be entitled to receive notice of every meeting of the members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

6.4 **Quorum and Adjournment**

A quorum at any general meeting shall be ~~30~~ 10 percent of the members who would be entitled to vote at the meeting. If a quorum is present at the opening of a general meeting, the members present in-person, participating by electronic means or represented by proxy, may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Proxies must be received by the Secretary of the Corporation at least two (2) days prior to a meeting. If there be no such quorum present, a majority of the members so present may adjourn the meeting for less than thirty-one (31) days without notice other than an announcement at the meeting, until a quorum shall be present. If a meeting of members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjournment shall be given to members entitled to vote at the meeting as if for an original meeting. At such adjourned meeting at which a quorum shall

be so present, any business may be transacted which might have been transacted at the meeting as originally called.

6.5 Voting

At all meetings of the members, each member in good standing shall have the right to vote. Voting shall be done by show of hands, electronic equivalent or, if requested by a member, by secret ballot. A member may demand a ballot either before or after any vote by show of hands. All questions submitted shall be decided upon by a majority (50% plus 1 for ordinary resolutions or 2/3 for special resolutions) in the number of the votes cast by the members present in person or by electronic means (e.g., videoconference or teleconference) or by proxy. If a ballot is demanded, the votes cast by the members participating in the meeting by electronic means shall be gathered in a manner that permits (a) their subsequent verification, and (b) the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted. If the votes are equally divided for ordinary resolutions, or less than 2/3 for special resolutions, the motion shall be defeated. The chair of the meeting shall not have a second or casting vote. Each member eligible to vote shall have the right to exercise one (1) vote.

6.6 Notice of Motion

No resolution may be adopted at an Annual General Meeting unless notice of motion shall have been delivered in writing to the Secretary at least twenty-one (21) days before the meeting.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Eligibility

Every member in good standing shall be eligible for election and re-election as a member of the Board of Directors.

7.2 Number and Election

The Board of Directors shall consist of eight (8) directors elected by the members.

7.3 Term of Office

The directors shall hold office from termination of the meeting at which such directors are elected until their successors shall have been elected. Notwithstanding the foregoing, Directors may not serve for more than four (4) consecutive years unless they also serve as officers.

7.4 Disqualification

The following persons are disqualified from being a director of the Corporation:

- (a) anyone less than eighteen (18) years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) a person who is not an individual; and
- (d) anyone who has the status of a bankrupt.

7.5 **Vacancies**

So long as a quorum of directors remains in office pursuant to subsection 8.3, those directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the minimum or maximum number of directors provided for in the articles or a failure to elect the minimum number of directors provided for in the articles. If by reason of vacancies, the number of directors in office is less than a quorum, a Special General Meeting of the members of the Corporation shall be called for the purpose of filling such vacancies.

ARTICLE 8 MEETINGS OF THE BOARD OF DIRECTORS

8.1 **Meetings**

Meetings of the Board of Directors may be held at any time, at any place in Canada or elsewhere or may be held entirely by means of a secure telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. Meetings may be called for any purpose, either at the call of the President, or of the President-Elect or of any two (2) directors, provided that due notice be given to each director.

8.2 **Notice of Meetings**

Notice of a meeting shall be given by the Secretary or by such other officer as the President or the Board of Directors may designate, and it need not be signed. In any case, due notice shall be deemed to be given, if it contains the date, time and place of the meeting and if it is sent in writing by fax or electronically at least forty-eight (48) hours before the meeting to the last known business or residential address of the director. If the notice is given personally, either by telephone or by handing him/her a written notice, the delay is reduced to twenty-four (24) hours. The business to be transacted at the meeting need not be mentioned in the notice thereof, except that notice of a meeting of the directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.3 **Quorum and Voting**

Five (5) directors either present in person or by means of a secure telephonic, electronic or other communications facility shall constitute a quorum for any meeting of the Board of Directors. Questions arising at any meeting of the Board of Directors shall be decided by

a majority vote and each director shall have one (1) vote. If the number of votes is equal, the chair of the meeting shall not have a second or casting vote.

8.4 Adjournment

Whether or not a quorum is present, any meeting of the Board of Directors may be adjourned from time to time by a majority of the directors present. Notice of an adjourned meeting of directors shall not be given if the time and place of the adjourned meeting is announced at the original meeting.

8.5 Waiver of Notice

A director may waive the notice of a meeting of the Board of Directors that they are entitled to receive under subsection 8.2. By attending a meeting of the Board of Directors, a director will be deemed to have waived notice of the meeting, unless they attend the meeting to object to the transaction of any business on the grounds that the notice of the meeting was not provided in accordance with subsection 8.2.

8.6 Remuneration of Directors

Directors shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance at each regular or special meeting of the Board of Directors may be reimbursed to them.

8.7 Powers

The directors may exercise all such powers of the Corporation as are prescribed by the Act. In addition, the directors shall have power to authorize expenditures on behalf of the Corporation from time to time to further the purposes of the Corporation and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

8.8 Delegation of Powers

The directors may from time to time entrust to and confer upon any one or more of the directors or any standing or special committee or any officer or officers of the Corporation for the time being or any corporation or person or attorney or agent or trustee, either within or without Canada, such of the powers exercisable by the directors as they think fit, and for such purpose, the directors may appoint any person or corporation, either within or without Canada, to be the attorney or agent or trustee of the Corporation and the directors may confer such powers, for such terms and conditions and with such restrictions as they may think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the directors on their behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. Notwithstanding the foregoing, the Board of Directors may not delegate the following powers:

- (a) submission to the members any question or matter requiring the approval of members;
- (b) filling a vacancy among the directors or in the office of public accountant;
- (c) approving any financial statements;
- (d) adopting, amending or repealing by-laws; or
- (e) establishing dues to be paid by members.

8.9 **Resolution in Lieu of Meeting**

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors. The original of these resolutions shall be kept with the minutes of the meetings of the Board of Directors.

8.10 **Conflict of Interest**

Where a director or officer has, directly or indirectly, an interest in a material contract or material transaction, whether made or proposed, with the Corporation or otherwise has a conflict of interest, such director or officer shall:

- (a) disclose such interest in accordance with the Act and any conflict of interest policy that may be adopted by the Board of Directors; and
- (b) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter in accordance with the Act and any conflict of interest policy that may be adopted by the Board of Directors.

ARTICLE 9 OFFICERS AND AGENTS

9.1 **Officers**

The officers of the Corporation shall consist of a President, a President-Elect, a Secretary and a Treasurer elected by the membership for two (2) year terms.

9.2 **Qualification of Officers**

- (a) The President, the President-Elect, the Secretary and the Treasurer must be directors. A person may hold a plurality of offices but obviously not that of President and President-Elect.
- (b) After a director has served for a minimum of one (1) year, he/she will be eligible for election to the position of President-Elect. If no director (apart from the President and President-Elect) has served for more than one (1) year (i.e. if no

incumbent director is re-elected) the above provision will be waived and any director shall be eligible for the position of President-Elect.

9.3 Election of Officers

Individuals shall be elected as officers of the Corporation by the members at the same time such individuals are elected by the members as directors. Such elections will be facilitated by the Nominations Committee, which is charged with presenting a slate of nominees for vacancies (a) on the Board of Directors, and (b) in the offices of the Corporation, three (3) to four (4) months prior to the next Annual General Meeting. The Nominations Committee will act on behalf of the Board of Directors. Any member may sit on the Nominations Committee provided that they are not currently a director, and that they will not be offering their names for nomination on the forthcoming Board of Directors. The chair of the Nominations Committee is expected to seek advice among members and invite members to propose nominees to the Board of Directors. Proposers must include a written agreement by the proposed nominee to stand for election, and written endorsement of at least one other member, as well as a short biography of the proposed nominee. The Nominations Committee will attempt to ensure twice the number of nominees for election as there are expected vacancies. The slate distributed to the membership will contain the names of all duly nominated candidates, the position being sought (President, President-Elect, Secretary, Treasurer, director) and will contain a brief biographical paragraph about each. The voting procedure may be electronic or by manual ballot. Those nominees receiving the largest number of votes will be elected and announced to the general membership at the next Annual General Meeting.

9.4 Resignation and Removal of Officers

Any officer may resign at any time by delivering his or her resignation to the President or the Secretary of the Board of Directors. Any officer may be removed at any time either with or without stated cause, by a resolution of the Board of Directors.

9.5 Vacancies

Any vacancy in any office may be filled at any time by the Board of Directors.

9.6 Powers and Duties of Officers

Except as otherwise provided by law or under these by-laws, all officers shall have all the usual powers and shall perform all the usual duties incident to their respective offices, and shall in addition have such powers and perform such duties as the Board of Directors may delegate and assign to them.

9.7 The President

The President of the Corporation shall be the first executive officer of the Corporation and shall normally preside at all general meetings of members and at meetings of the Board of Directors. The President shall sign all documents requiring his/her signature and fulfill all

duties pertaining to his/her office; the President shall exercise all powers vested in him/her by the Board of Directors.

9.8 The President-Elect

The President-Elect shall assist the President; act in lieu of the President as required; and do whatever shall be required of him/her by the Board of Directors.

9.9 The Secretary

The Secretary shall attend the meetings of members and of the Board of Directors and shall record the proceedings at these meetings in suitable minute books. The Secretary shall give notice of all meetings, shall be custodian of the seal and of the corporate records, archives, documents of the Corporation and shall have such other powers and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

9.10 The Treasurer

The Treasurer shall have the responsibility and custody of the funds and books of accounts of the Corporation and shall keep an accurate record of the assets and liabilities, of the receipts and disbursements of the Corporation. The Treasurer shall deposit the receipts of the Corporation in a financial institution designated by the Board of Directors.

9.11 Remuneration of Officers, Agents and Employees

Officers will receive no remuneration. The remuneration of agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next Annual or Special General Meeting of members of the Corporation when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the unconfirmed remuneration to such agents or employees shall cease to be payable from the date of such meeting of members and the remuneration payable prior to the resolution so unconfirmed shall stand.

**ARTICLE 10
COMMITTEES**

The Board of Directors may appoint such standing or special committees from time to time as it may consider necessary or expedient. Members are eligible to serve on the Examinations Committee, the Credentials Committee, the Accreditation of Centres Committee, and, subject to subsection 9.3, the Nominations Committee. All members and affiliates are eligible to serve on any other committee of the Board of Directors.

ARTICLE 11
PROTECTION OF DIRECTORS AND OFFICERS

11.1 Indemnity

Subject to the provisions of the Act and to subsection 11.4 below, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

11.2 Advance of Costs

Subject to subsection 11.4 below, the Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection 11.1 above. The individual shall repay the moneys if the individual does not fulfil the conditions of subsection 11.3 below.

11.3 Limitation

The Corporation may not indemnify an individual under subsection 11.1 above unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.4 Derivative Actions

The Corporation shall, with the approval of a court, indemnify an individual referred to in subsection 11.1 above, or advance moneys under subsection 11.2 above, in respect of an action by or on behalf of the Corporation or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Corporation or other entity as described in subsection 11.1 above against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in subsection 11.3 above.

11.5 No Restriction

The Corporation will also indemnify the individuals referred to in subsection 11.1 above in any other circumstances that the Act permits or requires. Nothing in these by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

11.6 Insurance

The Corporation shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board of Directors.

ARTICLE 12 FINANCIAL YEAR

12.1 Financial Year

The financial year of the Corporation shall terminate on December 31st of each year.

12.2 Audit

The books of accounts and financial statements of the Corporation shall be audited each year, as soon as possible after the end of the financial year, by the public accountant appointed at the Annual General Meeting of the members. The Board of Directors will immediately fill any vacancy in the office of the public accountant.

ARTICLE 13 BANKING DOCUMENTS

13.1 Banking Documents

All cheques, notes and other banking documents of the Corporation shall be signed by the persons authorized for this purpose by the Board of Directors.

ARTICLE 14 GRIEVANCES

14.1 Procedure

(a) Responsibility of the Corporation

The Corporation requires of its members and affiliates by training, competence and behaviour a high standard in the delivery of medical genetics services in Canada. A separate document, CCMG Professional and Ethical Guidelines, sets out the responsibilities that members of and affiliates of the Corporation have to patients, to society, and to the profession.

(b) Purpose of the Complaint Process

As set out in the CCMG Professional and Ethical Guidelines, members of and affiliates of the Corporation have a duty to "report to the Board of the Corporation, conduct by a colleague that is considered unbecoming to the profession." In addition, a person outside the Corporation may wish to lodge a complaint against a member or affiliate whom he or she believes has acted inappropriately. The complaint process, dealt with by a Complaint and Discipline Committee, is designed to deal with such matters as quickly and as fairly as possible.

(c) Composition of the Complaint and Discipline Committee

The Board of Directors has the jurisdiction to hear any complaint or denunciation lodged against a member of or affiliate of the Corporation. This jurisdiction is delegated by the Board of Directors to an ad hoc Complaint and Discipline Committee. The Committee, appointed by the Board of Directors is composed of a chair, who advises the Committee on matters of law and procedure, and two (2) members of the Corporation.

(d) Power of the Committee and the Board

The Committee has the power to investigate complaints, to hold a hearing if a complaint is believed to be reasonably founded, and to report to the Board of Directors. The Committee and the Board of Directors only have power to discipline members and affiliates found guilty of infringing a duty of a member or affiliate or of conduct derogatory to the honour and ethics of the Corporation. They have no power to try cases of civil or criminal negligence or to award damages to the complainant.

(e) Rights of the Member or Affiliate Complained of

The member or affiliate who is complained of must be given notice of at least seven (7) days before the hearing of the complaint or denunciation.

Such member or affiliate shall be given the opportunity of being heard and of taking cognizance of any relevant document and evidence.

In addition, the complaints process will allow that

- (i) private factual information relevant to the complaint will be released only with the consent of the person(s) to whom the information relates;
- (ii) when the complaint process is concluded, the information will be deposited in the archives of the Corporation and be retained at all times under appropriate security; and
- (iii) the person complained of will have a right to hire counsel but will not be obliged to do so.

(f) Rights of the Complainant

The person making the complaint will likewise have a right to hire counsel and will have the right to know the decision of the Committee and the Board of Directors concerning the complaint.

(g) Deadlines

The time limits set forth in the following procedures must be adhered to unless a written request is made for an extension of the deadline and the extension is acceptable to all parties involved.

(h) Initiation of the Complaint Procedure

Complaints are to be directed to the Secretary of the Corporation in writing. The conduct that concerns the complainant should be described in detail. As quickly as possible, and no later than four (4) weeks after submission of the written complaint, the Secretary shall refer the matter to the Board of Directors and send a copy of the complaint to the person complained of. Within four (4) weeks of receiving the complaint, the Board of Directors shall appoint an ad hoc Complaint and Discipline Committee.

(i) Investigation of the Complaint

Within four (4) weeks of the constitution of the Committee, the Committee shall verify the facts of the case as necessary and after assessing them, report to the Board of Directors in writing giving reasons for recommending that:

- (i) no action be taken because there is no prima facie case against the person complained of; or
- (ii) a hearing be held to determine whether action should be taken.

If the Committee recommends that no action be taken, the Board of Directors will, on review and approval of the decision, ask the Secretary of the Corporation to inform the complainant and the person complained of in writing that no further action will be taken.

(j) **Hearing**

(i) Notification of Person Complained of and Response:

If the Committee recommends to the Board of Directors that a hearing be held to determine whether action should be taken, the Committee will request a written response to the complaint from the person with supporting documentation, as necessary, within four (4) weeks.

(ii) Response of Complainant:

The Committee will transmit this response to the complainant who will have four (4) weeks to respond in writing with supporting documentation, as necessary.

(iii) Review of Responses:

The ad hoc Committee will review both responses and will, under ordinary circumstances, hold one or several hearings to review the documentation supplied by both parties. This will usually take the form of a teleconference call. Both the complainant and the person against whom the complaint was made will have the opportunity to speak with the Committee and to hear what the other party says. No cross-examination will be permitted.

(iv) Committee Reports to the Board:

Once the Committee has completed the hearing and has deliberated (no more than four (4) weeks after receipt of all documentation), it will report its recommendations in writing to the Board of Directors via the Secretary.

(v) Board Decision:

Within four (4) weeks of receipt of the Committee's report, the Board of Directors will, if it approves the recommendation, inform the parties of the decision.

14.2 **Decision**

Any of the following penalties may be imposed by the Board of Directors, when a member or affiliate is found guilty of the infringement of one of the duties of any member or affiliate of the Corporation or of the commission of an act derogatory to the honour and ethics of the Corporation, depending on the importance of the offence:

- (a) reprimand;
- (b) suspension; or

- (c) expulsion from the Corporation.

14.3 **Appeal**

Either the complainant or the person against whom the complaint was made may appeal the Board of Directors' decision. The appeal, directed to the Secretary, must be made in writing within four (4) weeks of receipt of the decision. The Secretary will refer the matter to the Board of Directors who will appoint three (3) other members of or affiliates of the Corporation to review the appeal. This Appeal Committee shall report back to the Board of Directors within four (4) weeks of its constitution with one of three (3) possible recommendations:

- (a) uphold the appeal because there were procedural irregularities in handling the complaint;
- (b) uphold the appeal because of a prejudicial or otherwise discriminatory stance in the Committee's or Board of Directors' deliberations; or
- (c) dismiss the appeal.

The decision of the Appeal Committee shall be final within the Corporation.

ARTICLE 15 AMENDMENT OF BY-LAWS

15.1 **Amendment of By-laws**

By-laws of the Corporation may be enacted, repealed or amended by by-law duly enacted by the Board of Directors and sanctioned by a Special Resolution of the members in good standing present or represented by proxy at a Special General Meeting duly called for the purpose of considering the said by-law.

ARTICLE 16 SIGNATURE AND CERTIFICATION OF DOCUMENTS

16.1 **Signature and Certification of Documents**

Contracts, documents or any instruments in writing which are not in the ordinary course and requiring the signature of the Corporation, shall first be submitted to the Board of Directors and, if so approved, shall be signed by any two (2) of the President, President-Elect, the Secretary and the Treasurer or by such other persons including directors and officers as may be determined by the enabling resolution. Documents or instruments in the ordinary course may be signed by any two (2) of the President, a President-Elect, the Treasurer and the Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

ARTICLE 17
RULES AND REGULATIONS AND INTERPRETATION

17.1 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Corporation when they shall be confirmed, failing which they shall, at and from that time, cease to have force and effect.

17.2 Interpretation

In these by-laws the singular shall include the plural and the plural the singular.

Approved: AGM September 26, 1999

Industry Canada January 18, 2000

AGM September 21, 2002 – Ottawa, ON

Industry Canada November 14, 2002

AGM October 1, 2005 – Bromont QC

Industry Canada November 21, 2005

AGM September 30, 2006 – Winnipeg, MB

Industry Canada October 11, 2006

AGM September 20, 2008 – St. John's, NL

Industry Canada November 6, 2008

AGM October 22, 2010, Halifax, NS

Industry Canada November 19, 2010

AGM November 7, 2013, Toronto, ON

AGM November 8, 2014, Vancouver, BC

Special Meeting of the Members December 14, 2017 (Webinar)

AGM June 17, 2020, Virtual and In-Person Toronto, ON

AGM June 15, 2022, Virtual