

BYLAWS OF THE

CANADIAN ASSOCIATION OF NIGERIAN
PHYSICIANS AND DENTISTS OF CANADA

2005

Toronto, Canada

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CANADIAN ASSOCIATION OF NIGERIAN PHYSICIANS
AND DENTISTS

(Draft, Aug, 2003, in Toronto, Canada)

ARTICLE 1 - NAME OF THE ORGANIZATION:

The name of the organization shall be The Canadian Association of Nigerian Physicians and Dentists. (CANPAD)

ARTICLE II - REGISTERED OFFICE, THE SECRETARIAT AND LOCATION:

The registered office of the Association shall be at such place in Province of Ontario or as members of the association may determine from time to time

ARTICLE III - PURPOSE OF THE ORGANIZATION:

Section 1 The Association shall be a corporation established for charitable, social, educational, and scientific purposes; and its vision shall be **A healthier Nigeria in a healthier world.** (*comment: we need to define our mission.*)

Section 2 In the pursuit of its vision the **mission** of the Association shall be:

- A. To foster personal and professional growth of the Nigerian physicians and dentists in Canada through camaraderie and unselfish exchange of ideas.
- B. To promote altruism, professionalism and scholarship among its members, in the treatment of all human diseases.
- C. To identify and stimulate interest in all matters affecting the health of Africans and Canadians and provide the forum for debating evolving health issues.
- D. To seek collaborative research opportunities in the international medical community and contribute to improved health care in Canada and worldwide.
- E. To foster interaction between the families of Physicians and Dentists and promote the scholarship and social development among the families of the members.

ARTICLE IV -
Section 1

MEMBERSHIP:
Regular Members

- A. Regular membership in the Association shall be open to all physicians (Qualified/licensed physicians with M.D., Doctor of Medicine Degree; M.B. & B.S., Bachelor of Medicine & Bachelor of Surgery Degree; D.O., Doctor of Osteopathy Degree; Doctor of Chiropractic Degree; and D.D.S. /D.M.D., Doctor of Dental Surgery or Doctor of Dental Medicine; and Podiatrists) of Nigerian heritage, physicians married to Nigerians, physicians who are naturalized citizens of Nigeria practicing, teaching or otherwise engaged in the medical profession in Canada.
- B. Physicians such as interns, residents, and fellows who are undergoing additional training and/or still in apprenticeship in the medical and dental professions in Canada shall also be eligible for regular membership.
- C. Students enrolled in Medical School, the Dental School, College of Osteopathy or Podiatry or School of Chiropractic, who are pursuing their education in the Canada may attend the meetings of the Association as Associate members with no voting rights.

Section 2 Associate Members

- A. Associate Membership shall be open, and at the discretion of the Executive committee, to individuals in medical or allied health professions, who do not otherwise qualify for regular membership.
- B. An associate member shall have all the rights of regular members except the right to make motions, vote, or hold an elective office..

Section 3 Affiliate Members

- A. Any member in good standing in the Association who then relocates to another country outside of Canada shall be granted affiliate membership status.
- B. An affiliate membership shall be maintained by regular payment of annual membership dues.
- C. An affiliate member shall have all the rights of regular members except the right to make motions, vote, or hold elective office.

Section 4 Honorary Members

- A. The Executive committee may elect as honorary members (on the basis of position of honor or eminence in the community)

persons who are not members of the medical profession or who are retired physicians but do not otherwise qualify for membership in the Association.

- B. Honorary members shall be designated as "Honorary members of the Canadian Association of Nigerian Physicians and Dentists" and shall have such privileges as the Executive committee shall determine.
- C. Honorary members shall have all the rights of regular members except the right to make motions, vote, or hold elective office.

ARTICLE V - MEMBERSHIP DISCIPLINE

Section 1 Infractions

- A. Any member may be reprimanded, suspended or expelled for conduct that include but not limited to indecorum and malfeasance which in the opinion of the Assembly is contrary or detrimental to the vision and mission of the Association.
- B. Recommendation for expulsion shall require a two-third vote of the members of the Executive Committee acting at a meeting called partly or solely for that purpose.
- C. The recommendation for any involuntary discontinuation of membership must be ratified by two-third vote of the general membership in order to become effective.
- D. Upon expulsion all rights and privileges of associate or regular membership shall be forfeited and terminated

Section 2 Termination of Honorary Membership:

- A. All rights and privileges of any honorary member shall terminate upon resignation or death.
- B. The Executive Committee shall have the power to expel an honorary member for failure to maintain the requirement of such honorary membership or for any other cause, which, in its judgment is deemed sufficient for such revocation.
- C. An affirmative vote of at least two-third of the members of the Executive committee shall be necessary for such an expulsion.
- D. A two-third vote of the general membership at a meeting or voting by mail shall be required to confirm and implement such expulsion.

Section 3 Proper Notification and Hearing

- A. No regular, associate, affiliate or honorary member shall be expelled until he or she has been notified in writing of the reasons for the proposed termination.
- B. Before involuntary termination of membership there shall also be a proper hearing according to the procedures to be established by the Executive committee in agreement with the general assembly.

ARTICLE VI - FEES AND DUES:

Section 1

The Executive committee shall, determine, or modify, from time to time, initiation fees, annual dues, and special assessments for all classes of members.

Section 2

The Executive committee may waive, for individual members, the payment of fees, annual dues, or special assessments.

Section 3

Honorary members shall pay no dues, shall have the privilege of attending the annual meeting without payment of the registration fee.

Section 4

Delinquent Fees and Dues:

- A. Any member who is delinquent in annual dues or any special assessment shall be notified by mail and given 60 days from the date of the letter to pay the outstanding debt or lose membership privileges and benefits.
- B. If such a member remains delinquent in the payment of dues for two consecutive years the Executive committee after such period of time shall interpret the lack of payment as a voluntary resignation and shall therefore drop the name of the delinquent individual from the membership list of CANPAD.
- C. Any individual so terminated for reasons of delinquency may be reinstated by reapplication for membership according to the procedures to be determined by the Executive Committee.

ARTICLE VII - OFFICERS OF THE ASSOCIATION:

Section 1 The Officers of the Association shall be: .

- A. The President
- B. The Vice President (to succeed the President)
- C. The Treasurer
- D. The Secretary General
- E. One representative member from each province of the country.

Section 2 Candidates for Elective Offices:

- A. Candidates for elective offices must be regular members who are in good standing in the Association by having paid their membership dues in full on or before the election date for the year of reference.
- B. Election for elective offices will be held at the annual meeting.
- C. Member willing to serve as an officer of the Association should be physically present at the meeting or indicate his or her intention by mail to the Secretary General before the date of election.
- D. Any eligible regular member is eligible to be voted for, following nomination and secondment of the nomination.
- E. Voting shall be by secret ballot.
- F. Election to an officer position will be by simple majority of the members present at the annual meeting.
- G. Election of officers will be conducted by a nominating person or committee as directed by the executive committee.
- H. The Secretary General shall ensure that all candidates for elective office meet the criteria established by the Executive Committee.

- I. The Nominating Committee or person and the Secretary General shall certify the results of the election by signing the appropriate election results sheet, after which the President shall announce the results of the election to the general membership.
- J. The elected officers shall assume office immediately at the close of the business meeting during which they were elected.

ARTICLE VIII - FUNCTIONS, DUTIES, AND RESPONSIBILITIES OF THE OFFICERS:

Section I

The President:

- A. The President shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also preside at all meetings of the Association.
- B. Shall appoint the chairs of the standing committees of the Association (except the Nominating Committee, the Budget and Finance Committee with the approval of the Executive Committee).
- C. Shall preside at all meetings of the Executive Committee of the Association.
- D. Shall represent the Association or his or her designate at public functions.
- E. Shall perform such other duties as implied and shall be the official spoke-person of the Association.
- F. Shall serve for two years or until a successor is elected.
- G. Shall not be eligible for consecutive reelection.
- H. If a vacancy should occur in the Office of the President, the Vice-President shall assume that office for the remainder of the un-expired term, and shall then continue in that office for an additional two-year term, with total duration not to exceed four consecutive years.
- I. There shall be a special election as soon as possible to fill the vacancy left by the Vice-President-elect upon assumption of the un-expired term of a Predecessor.

Section 2

The Vice President

- A. The president shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also discharge the duties of the President in the absence of the President.
- B. Shall assume the office of the President at the conclusion of the two years term of the President.
- C. Shall serve for two years or until a successor is elected except when a premature vacancy in the office of president necessitates the election of a new President-elect.

Section 3

The Treasurer:

- A. The Treasurer shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association; and shall also be the custodian of the treasury and all the funds of the Association.

- B. Shall open an account or accounts with reputable bank(s) for the operation and utilization of the Association funds.
- C. Shall ensure that the President, the Vice-President, the Treasurer, and the Secretary General are signatories to all account opened in the name of the Association.
- D. Shall ensure that the signatures of at least the Treasurer and of the Secretary General are on all cheques written in the name of the Association.
- E. Shall ensure that appropriate and valid invoices are furnished before cheques are paid out by the Association to any vendor or contractor.
- F. Shall present a written report of the financial conditions or status of the Association at every meeting of the Executive Committee.
- G. Shall serve as an ex-officio member of all subcommittees of the budget and finance committee.
- H. Shall furnish an annual financial statement to the members of the Association at the annual business meeting.
- I. Shall ensure that the finances of the Association are audited by a reputable certified public accountant before the annual business meeting of the Association.
- J. Shall serve for two years in office or until a successor elected
- K. Shall be eligible for re-election to a second two year term in office.
- L. Shall be limited to a maximum of four consecutive years in office.
- M. If a vacancy should occur in the office of the Treasurer the President in consultation with the Executive Committee shall appoint a member, who will serve as "Interim Treasurer" until the next annual business meeting at which a permanent Treasurer shall be elected by the general membership according to these Bylaws and the rules of the Association for the election of officers.

Section 5 The Secretary General:

- A. The Secretary General shall perform such duties applicable to the office as prescribed by the parliamentary authority adopted by the Association.
- B. Shall be appointed to initial two (2) years terms of office.
- C. Shall be eligible for subsequent reappointments or shall serve until a successor is found.
- D. Shall direct the day-to-day activities of the Association.
- E. Shall have the authority to appoint and discharge any CANPAD staff or employee
- F. Shall have the authority and privilege of being the sole signatory to any disbursement of funds allocated for the day to day operation of the Secretariat except as otherwise restricted in these bylaws.
- G. Shall have such other responsibilities, as the Executive Committee directs.
- H. If a vacancy should occur in the office of the Secretary General the following steps shall be taken:
 - (a) the President shall appoint an "interim Secretary General" no later than seven (7) days from the date of the vacancy, and
 - (b) The Executive Committee shall convene an ad hoc emergency meeting no later than thirty (30) days from the date of the vacancy to appoint a new Secretary General.

ARTICLE IX - COMPENSATION OF THE OFFICERS FOR PERFORMANCE OF OFFICIAL DUTIES:

- Section 1 There shall be no monetary compensation for any officers of the Association for the performance of official duties, for which (s)he was elected. Except for personnel employed by the association to carry out specified duties for the association. Approval for such position shall be ratified by the general assembly. Remuneration for the position will be determined by the executive committee and shall be comparable to the going rate for such a position in the business community.
- Section 2 Expenses individually incurred by an officer, elected or appointed, Or any member of the Association acting on behalf of CANPAD and engaged in any activities of benefit to the Association shall be reimbursed for the amounts spent but only if prior authorization and approval of the Executive Committee has been granted for such expenditures, in advance.

ARTICLE X - MEETINGS:

- Section 1 Annual Business Meeting:
A meeting of the Association to be known as the Annual Business Meeting shall be held each year for the purpose of presentation of annual reports by the officers, the election of new officers, as well as the consideration of other matters as the Executive committee determine.
- Section 2 Notice of the Meeting:
Notification for the annual business meeting will be included with the information for the annual scientific/social conference and will be held at the same venue of the conference.
- Section 3 Quorum:
The quorum required for the legal transaction of business at the annual business meeting shall be 20% of active membership.
- Section 4 Special Meetings:
Special meetings of the Association may be called by the Executive Committee for such time and place as it may designate, provided notice thereof by mail shall have been given to every member, not less than thirty (30) days and not more than sixty (60) days prior to the date of such a meeting which notice shall state the purpose and agenda for which the meeting is being called.
- Section 5 Telephone Conference and Electronic Meetings:
A. Members of the Executive or any committee or subcommittee described herein or established pursuant to these Bylaws, may participate in a meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can simultaneously communicate with each other orally and aurally.
B. Participation in such a Telephone Conference or Electronic Meeting pursuant to provisions in these bylaws shall constitute presence in person at the said CANPAD meeting.
- Section 6 Meeting attendance in absentia and voting by Proxy:

- A. Any member in good standing in the Association may attend the annual business meeting in absentia and also cast any vote in absentia, by providing a proxy to that effect to the Secretary General of the Association, at least fifteen (15) days before the scheduled meeting.
- B. The proxy shall be cancelled and withdrawn if the member subsequently attends the said meeting in person.

Section 7

Waivers of Notice and Written Consents:

- A. Attendance of any person entitled to notice at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or properly convened.

ARTICLE XVI - FINANCES:

Section 1

The fiscal year for the Association shall commence on January 1st and end on December 31st of the same year.

Section 2

The Executive Committee with the Treasurer shall oversee the fiscal integrity of the Association.

Section 3

Contract And Disbursement of Funds

- A. The signatures of the officers of the Association, namely the President the Vice-President, and the Treasurer, shall be registered with the bank/banks where the Association fields and accounts are held or kept.
- B. The Secretary general and the Treasurer shall be the regular signatories to any checks, drafts, or money orders issued or paid out on behalf of the Association.
- C. Whenever and if necessary, as in the absence of the Treasurer and/or Secretary General, any two of the four official signatories to the Association fields/accounts shall be acceptable for the operation of CANPAD fields or accounts.
- D. The Secretary General may be the sole signatory in the disbursement of funds from the approved budget account specifically designated for the day-to-day operation of the Secretariat, except for cheques in excess of \$500.00 or as otherwise recommended by the Executive Committee.
- E. All cheques, notes, drafts, money orders or other forms of payment of money, including any kind of indebtedness payable to the Association shall be signed either by the Treasurer or such officer or officers, agent or agents of the Association, and in such manner as shall from time to time, be determined by the Executive Committee.
- F. The Executive Committee may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances, but shall always be subject to pre-approval by the Executive Committee.

ARTICLE XVII - INDEMNIFICATION:

Section 1

The Association shall indemnify any person who was or is a party, or threatened to be made a party to any pending or complete action, suit or proceeding, including action by all in the light of the Association to procure a judgment in its favor, by reason of the fact that such person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually or reasonably incurred upon a determination in the specific case that such indemnification is required or is proper in the circumstance under section of the Delaware 145 General Corporation Law. *What is your opinion on this? Comments please.*

Section 2

The Association may purchase and maintain liability insurance on behalf of any or all such persons to the fullest extent permitted under Section 145(g) of the Delaware General Corporation Law.

Section 3

Legal Services

- A. The Executive Committee may authorize to utilize, maintain, and retain the services of legal counsel and consultation when and if necessary.
- B. The budget for such legal services shall be approved by the members of the association prior to entering into any contractual agreement with any legal counsel.

ARTICLE XVIII - DISSOLUTION:

Section 1

If The Canadian Association of Nigerian Physicians and Dentists is dissolved at any time, no part of its funds or property shall be distributed to or among its members, but, after payment of all indebtedness of the Association, all surplus funds and properties shall be used in accordance with directives given by the members of the association.

ARTICLE XIX - PARLIAMENTARY AUTHORITY:

Section 1

Except to the extent it is inconsistent with federal and state laws, the articles of incorporation, these Bylaws and other CANPAD special rules of order, the rules contained in the most current official and newly revised edition of the Robert's Rules of Order shall be the parliamentary authority of CANPAD as an Association and it shall govern all official meetings of the members of CANPAD, its committees and sub-committees as well as the Executive Committee.

ARTICLE XX - LEGAL TRANSACTION OF BUSINESS

Section 1

Quorum and Official Policies:

- A. Unless otherwise specifically set forth in these Bylaws, the presence of a majority of voting members of the Executive Committee or any committee or sub-committee described herein or established pursuant to these Bylaws, shall be necessary to

constitute a quorum of such a Board, committee, or subcommittee for the legal transaction of business.

- B. Except where a greater vote is required by these Bylaws, the certificate of incorporation or any other applicable law, the decision of the majority of the voting members present at any meeting at which a quorum is established, shall constitute a legal act of Executive Committee, or subcommittee.
- C. Unless as otherwise specifically stated in these Bylaws, the legal act of a committee or subcommittee shall become an official policy of CANPAD ONLY upon ratification by the Executive Committee or the general membership depending on the appropriate empowering body of the committee.

Section 2 Ex-Officio Status

Unless as otherwise specified in these Bylaws, any member of a committee who holds such position in an ex-officio status, shall have all the rights accorded to a member of such a committee including the right to vote.

ARTICLE XXI - AMENDMENTS TO THE BYLAWS:

Section 1

- A. Proposed amendments to these Bylaws may be initiated by the affirmative two-third vote of the members of the Executive Committee present at a duly convened meeting of the Executive Committee.
- B. All proposed amendments to the Bylaws which are approved by two-thirds vote of the Executive Committee shall be submitted to the general membership at the annual business meeting for ratification.

Section 2 Individual member's Initiated Amendment (s)

- A. Any regular and active member of CANPAD may initiate proposed amendments to these Bylaws if the petition setting forth the text of the proposed amendments is signed by at least fifty (50) members of the Association and has been submitted to the Executive Committee at least ninety (90) days prior to the annual business meeting for comment.
- B. Only regular and active members in good standing may initiate a petition for proposed amendments to these Bylaws.
- C. A simple majority at an annual business meeting shall be required to accept or reject the comment or the recommendation of the Executive Committee in the initial consideration of any proposed amendments to these Bylaws.

Section 3 Ratification of Amendments

- A. Regardless of the method by which a proposed amendment is initiated, ultimately two-thirds vote of CANPAD members present at a duly convened annual business meeting, with quorum established, shall be required to ratify amendments to these Bylaws.