

**CANADIAN HIV/AIDS LEGAL NETWORK INC  
RÉSEAU JURIDIQUE CANADIEN VIH/SIDA INC**

**CONSTITUTION AND BY-LAWS**

*(Revised, June 2008)*

**1. INTERPRETATION**

In this Constitution and By-Laws, unless the context otherwise specifies:

- 1.1 “Network” means the Canadian HIV/AIDS Legal Network – Réseau juridique canadien VIH/sida.
- 1.2 “Board” means the Board of Directors of the Network.
- 1.3 “Majority” shall be defined as a simple majority of greater than 50% of votes cast by the eligible voters present.

**2. CONSTITUTION**

**2.1 OBJECTIVES**

The objectives, business or pursuits of this Corporation and for which it is formed under the laws of Canada are:

- 2.1.1 The advancement of education and knowledge about legal, ethical, and policy issues raised by HIV and AIDS.
- 2.1.2 The promotion of responses to HIV and AIDS that respect human rights.
- 2.1.3 The creation of a group of people interested in research and education in the law and social sciences relating to HIV and AIDS.
- 2.1.4 The creation of a network at the national and provincial levels involving lawyers, law teachers, researchers, students, and other people and groups interested in legal, ethical and policy issues relating to HIV and AIDS and those populations most affected by HIV and AIDS.
- 2.1.5 The promotion of communication between individuals and groups acting for people with HIV or AIDS, in order to advance the law in this field.
- 2.1.6 The publication and distribution at the provincial and national levels of the results of research in the law and social sciences relating to HIV and AIDS.

## **2.2 ACTIVITIES TO ATTAIN THE OBJECTIVES**

The corporation will pursue activities related to the above objectives including, but not limited to, the following:

- 2.2.1 Provide services to persons living with HIV or AIDS, to those affected by the disease, and to persons working in the area by educating about, facilitating access to, and creating accurate and up-to-date legal materials on HIV and AIDS.
- 2.2.2 Link people working with or concerned by relevant legal and social issues in order to limit the spread of HIV and to reduce the impact on those affected by HIV and AIDS.
- 2.2.3 Organize conferences, workshops, seminars, and classes about legal and ethical issues raised by HIV and AIDS and give educational presentations in schools, universities, and other public forums.
- 2.2.4 Provide relief to persons living with HIV or AIDS by organizing workshops on legal and ethical issues for them, referring them to lawyers and counselling them about the services they can obtain.
- 2.2.5 Publish and distribute a Newsletter aimed at educating people about and informing them of policy and legal developments.
- 2.2.6 Conduct research aimed at improving communicable knowledge about legal and ethical issues raised by HIV and AIDS.
- 2.2.7 Raise the funds necessary to attain the objectives of the Network.
- 2.2.8 Recruit new Members through the personal and professional contacts of Members and by advertisement in relevant journals and other media.
- 2.2.9 Create a bank of materials and references to be made accessible to interested people.

## **3. BY-LAWS**

### **3.1 MEMBERSHIP**

- 3.1.1 There shall be four (4) categories of membership: Individual, Honorary, Institutional, and Associate.
- 3.1.2 Only Individual, Honorary and Institutional Members in good standing

may nominate Individual, Honorary or Institutional Members to the Board, stand for office, or vote.

- 3.1.3 Members shall receive no loans, profits or any other remuneration from the Network, subject to the provisions of section 3.8.8.

*Individual Member*

- 3.1.4 Any natural person who supports the goals and objectives of the Network may be an Individual Member.

*Institutional Member*

- 3.1.5 Any not-for-profit organization, association or institution (incorporated or unincorporated) which supports the goals and objectives of the Network may be an Institutional Member.

*Honorary Member*

- 3.1.6 Any natural person, or not-for-profit organization, association or institution may, by reason of unusual service to the Network, or as otherwise determined by the Board, be appointed by the Board as an Honorary Member. Such Members shall have the full rights and privileges of membership of the Network and shall be exempt from paying annual dues. This honour may be proposed by any Member of the Network in writing to the Board, which will consider the appointment.

*Associate Member*

- 3.1.7 Any individual, organisation, association, or institution who supports the goals and objectives of the Network, but who cannot or does not wish to join as an individual or institutional Member may be an Associate Member. Associate Members can participate in Network activities, including committees struck by the Board with the exception of the Executive Committee. Associate Members cannot nominate Members for the Board, stand for office, or vote.

*Membership Term*

- 3.1.8 The term or duration of membership shall be established by the Board.

*Membership Fees*

- 3.1.9 The fee for Members shall be established by the Board.

*Members in Good Standing*

- 3.1.10 Members who have paid all required fees to the Network shall be considered members in good standing.

*Change of Postal Address*

- 3.1.11 It is the duty of Members to notify the Network in writing of any change of postal address.

#### *Termination of Membership*

- 3.1.12 Any Member may withdraw from Membership at any time by written notice to the Network. Such withdrawal shall become effective upon its receipt by the Network. Members not in good standing for a period of three (3) months or more shall be deemed to have withdrawn their membership from the Network.
- 3.1.13 Any Member may have his/her membership revoked for behaviour detrimental to the Network at a meeting of the Members, provided such Member and the general Membership have been given thirty (30) days notice of such proposed action and the Member has been afforded reasonable opportunity to be heard in person, in writing or by a representative. A two-thirds (2/3) majority of those voting is required for approval to revoke the membership.

### **3.2 MEETINGS OF MEMBERS**

#### *Annual General Meeting*

- 3.2.1 The Annual General Meeting of the Members shall be held at the end of the financial year on a date and at a location in Canada set by the Board. Written notice thereof shall be mailed to Members at least six (6) weeks prior to the meeting. If the Annual General Meeting cannot be held on the designated day or at the designated location, the Executive Committee may determine a suitable substitute date and/or location. Members must be advised of the substitute date and/or location at least two weeks (2) prior to the re-scheduled meeting.

#### *Resolutions by Members*

- 3.2.1.1 Members' resolutions shall be accepted at any time during the year. The subject of a member's resolution must be within the scope of the mandate of the Network and congruent with the mission, vision, and current strategic plan of the Network. The resolution must be in writing, in a form prescribed by the Board, signed and dated by the submitting member and endorsed by any two other members, all of whose memberships must be in good standing as at the date of submission.
- 3.2.1.2 Unless otherwise specified in writing by the Board, the latest date or submission of a member's resolution to be presented at an Annual General Meeting is that which is thirty (30) calendar days prior to the date of the said Annual General Meeting. Resolutions received after that date shall be retained by the Secretary for presentation to the membership at the Annual General Meeting in the following year unless revoked in writing by the submitting member prior to such presentation.

3.2.1.3 The Board shall establish an ad hoc Resolutions Committee to review members' resolutions and to report to the Annual General Meeting at which a resolution is to be presented. The Resolutions Committee shall report on its assessment of the relevance of the resolution and provide a non-binding opinion of the financial and resource implications to the Network.

3.2.1.4 At the Annual General Meeting each resolution that has been submitted in conformity with the by-laws shall be presented by the member or members who submitted or endorsed the resolution or a member they have designated. Immediately following each such presentation, the Resolution Committee shall present its assessment and opinion pertaining to the particular resolution. This shall be immediately followed by a discussion among the members present and a vote shall be conducted on the final wording of the resolution that is to go to the full membership for a vote. A simple majority of the votes cast at the Annual General Meeting shall be required to approve the final wording of the resolution. If the resolution does not receive said approval at the Annual General Meeting, it shall not be distributed to the full membership for consideration.

3.2.1.5 The resolution, worded as passed at the Annual General Meeting, shall be put to a mail-in vote, or some other method of voting by the full membership as directed by the Board, immediately following the Annual General Meeting. For a resolution to pass it must receive a simple majority of the votes received at head office by midnight on the 90<sup>th</sup> day following the Annual General Meeting.

*Appointment and Removal of Auditors*

3.2.2 At each Annual General Meeting, the Members of the Network shall appoint one (1) or more independent public Auditors to hold office until the close of the next Annual General Meeting and, if any appointment is not so made, the Auditor in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of Auditor provided such appointment is ratified by the Membership at the next Annual General Meeting.

3.2.3 The Members of the Network may, by resolution passed by a majority of at least two-thirds (2/3) of the votes cast at a special meeting duly called for the purpose, remove any Auditor of the Network before the expiration of the term of office and shall by a majority of the votes cast at that meeting appoint another Auditor in the position for the remainder of the term.

#### *Special Meetings*

3.2.4 Special Meetings of the Members may be called at any time by the Board, or by correspondence to the Board signed by at least two-thirds (2/3) of the Members, upon at least twenty (20) days notice to the Members. The notice must state the purpose for such Special Meeting with sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.

#### *Quorum*

3.2.5 A quorum for the transaction of business at any meeting of Members shall consist of not fewer than eleven (11) members.

#### *Voting*

3.2.6 Each Member in good standing (except Associate Members) at the time a vote is taken shall be entitled to one vote on any business. Any motion brought before the Members shall be carried by a majority of the votes cast by those voting. Proxy votes shall be accepted. Proxy holders may be any Member in good standing. No member may possess more than a maximum of two (2) proxy votes. Proxies must be written. A reminder of the right to use a proxy shall be included in the notice of meeting. Mail ballots shall not be used where the Canada Corporations Act requires a meeting.

#### *Adjournment*

3.2.7 Any meeting of the Members may, for lack of quorum or other cause agreed upon by a majority of voting Members present, be adjourned to some definite place and time, with a requirement of two (2) weeks notice to Members.

### **3.3 OFFICERS**

#### *Number and Selection*

3.3.1 The Officers of the Network shall be: President, Vice-President, Secretary and Treasurer. Officers shall be elected or appointed by the Board from amongst the Members of the Board following the Annual General Meeting and shall constitute the voting members of the Executive Committee as specified in section 3.6.1.

#### *Remuneration, etc.*

3.3.2 Officers shall receive no loans, profits or any other remuneration from the Network, subject to the provisions of sections 3.8.8, 3.8.9 and 3.8.10.

#### *Term of Office*

3.3.3 The term of office for the President, the Vice-President, the Secretary and the Treasurer shall be one year to run from the first Board Meeting

following the Annual General Meeting until the subsequent Annual General Meeting.

*President*

3.3.4 The President shall be the principal Executive Officer of the Network and shall preside at all meetings of the Members, of the Board and of the Executive Committee (or can delegate this function to any Member of the Board); shall call such meetings as are herein directed to be called by the President; and shall report at the Annual General Meeting on the status and activities of the Network. The President, with the Treasurer or any other Officer of the Network authorized by the Board, may sign any instruments which the Board or Executive Committee has authorized to be executed.

*Vice-President*

3.3.5 The Vice-President shall perform the duties of the President in cases of absence, and shall assist the President as may be requested and appropriate and when so acting shall have all the powers and duties of and be subject to all the restrictions upon the President.

*The Secretary*

3.3.6 The Secretary shall ensure the following tasks are undertaken: maintaining the Membership list; conducting necessary correspondence with the Membership; and filing of all reports and documents as required by law. The Secretary shall be responsible for the minutes of all Board and Members' meetings.

*Treasurer*

3.3.7 The Treasurer shall ensure: maintenance of full and accurate accounts of all receipts and disbursements and proper books of account; disbursement of funds under the direction of the Board; and provision of financial reports to the Board at its regular meetings (or as required) and to meetings of the Members.

*Removal*

3.3.8 Any Officer, upon thirty (30) days written notice sent by mail to such Officer, may be removed by a two-thirds (2/3) majority vote of the Members of the Board if in their judgment, such Officer, either by illness or neglect, lack of interest, or other cause, has not adequately attended to the duties of the office held. Such Officer must be afforded reasonable opportunity to be heard in person, in writing or by a representative.

*Resignation*

3.3.9 Any Officer may voluntarily resign from his or her office for any reason by submitting a letter to the Board, sent to the President, stating his or her wish to resign. The resignation will become effective thirty (30) days after

the letter is received by the President.

- 3.3.10 Any Officer who has not, without good reason as determined by the Board, attended three (3) consecutive meetings of the Executive Committee shall be considered to have resigned.

*Vacancies*

- 3.3.11 A vacancy in any of the positions of the Officers shall be filled for the unexpired term by appointment by the Board.

### **3.4 BOARD OF DIRECTORS**

*Composition*

- 3.4.1 The Board shall consist of the Officers and not more than eight (8) other elected Members. The Executive Director shall be a non-voting ex-officio member of the Board.

- 3.4.2 Of the total of twelve (12) Officers and Directors, one (1) position is reserved for each of the five (5) regions of Canada including the Atlantic, Québec, Ontario/Nunavut, the Prairies/NWT, and British Columbia/Yukon. Two (2) positions are reserved for international members. Five (5) positions will be members-at-large. Two (2) positions from the total are reserved for persons living with HIV or AIDS.

- 3.4.3 The Network shall strongly encourage HIV-positive persons to run for election to the Board. Through its work, the Board shall seek to recruit such persons as potential Members. In addition, the Network shall strongly encourage members of the diverse communities infected and affect by HIV/AIDS, and people from all regions of Canada to run for election to ensure representation from a variety of communities and from all regions of Canada. Through its work, the Board shall seek to recruit such persons as potential Members.

*Term of Office*

- 3.4.4 Except as may be otherwise specified in, or permitted by, these By-Laws, Directors shall be elected for a two (2) year term commencing with their election at the Annual General meeting until the subsequent Annual General Meeting. The term of office of the Directors shall be staggered, with fifty percent (50%) of the Directors (or as near as possible to fifty percent) being elected at each Annual General Meeting.

- 3.4.5 In order to implement the staggered terms of Directors, at a single Annual General Meeting to be designated by the Board, fifty percent (or as near as

possible to fifty percent) of the Directors elected at said Annual General Meeting (or subsequently appointed to fill any vacancy in this complement of Directors) shall have a two (2) year term of office. The remainder of the Directors elected at said meeting (or subsequently appointed to fill any vacancy in this remaining complement) shall have only a one (1) year term of office, and their successors elected at the next Annual General Meeting (or subsequently appointed to fill any vacancy in this complement of Directors) shall have the standard two (2) year term of office.

#### *Remuneration*

3.4.6 Directors shall receive no loans, profits or any other remuneration from the Network, subject to the provisions of sections 3.8.8, 3.8.9 and 3.8.10.

#### *Duties*

3.4.7 The Board shall be the governing body of the Network. It shall administer the affairs of the Network and have the power to enter into contracts in accordance with objectives and activities of the Network's Constitution. The Board shall manage the affairs and financial matters of the Network taking into consideration the recommendations of the Executive Committee and Membership.

#### *Vacancies*

3.4.8 Any vacancies on the Board may be filled for the unexpired term by appointment by the Board of any voting Member in good standing.

#### *Removal*

3.4.9 Any Director, including an Officer, may be removed for any reason by a vote of a two-thirds (2/3) majority of the Members at a meeting of Members convened according to these By-Laws. The Director whose removal is at issue must be afforded an opportunity to be heard in person, in writing or by a representative.

### **3.5 MEETINGS OF THE BOARD OF DIRECTORS**

#### *Notice*

3.5.1 Meetings of the Board shall be held at least four times a year and at such time and place as may be decided by the Board. At least fourteen (14) days written notice of such meetings shall be given to each Board member. Such notice shall include time, place, and agenda for the meeting. This requirement may be waived by the unanimous consent of all the Members of the Board.

#### *Quorum*

3.5.2 At a meeting of the Board, a quorum shall consist of a majority of the total number of voting Members of the Board. In the event of a meeting not

attaining a quorum, it is open to the Board to adopt the minutes and resolutions of that meeting at the next regular Board meeting.

*Voting*

3.5.3 A two-thirds (2/3) majority vote of the Board Members present at any properly convened meeting shall be necessary and sufficient to adopt any proposal as the act of the Board. The vote shall be taken in writing if such procedure is requested by any Board Member. In lieu of a meeting, written resolutions signed by all Members of the Board shall have the same force and effect as if they were adopted at a regular meeting of the Board.

*Attendance by Network Members*

3.5.4 Meetings of the Board may be attended by all Members in good standing, subject to any contrary decision of the Board, made in good faith, at the commencement of the meeting or at any time during the meeting.

### **3.6 COMMITTEES**

*Executive Committee*

3.6.1 There shall be an Executive Committee consisting of the President, the Vice-President, the Secretary and the Treasurer who shall constitute the voting members of this committee. The Executive Director shall be an ex-officio member in a non-voting capacity. The Executive Committee shall conduct the general business of the Network, formulate draft policies, and make recommendations to the Board. Substantive decisions of the Executive Committee must be ratified at the next Board meeting.

3.6.2 The operation of the Executive Committee shall be in accordance with sections 3.6.4; 3.6.6; and 3.6.7. Further to section 3.6.6, the terms of reference for the Executive Committee shall define quorum.

*Other Committees*

3.6.3 In addition to the Executive Committee, the Board may appoint any other Committees in accordance with sections 3.6.4; 3.6.5; 3.6.6; 3.6.7; and 3.6.8.

*Standing Committees*

3.6.4 Standing Committees shall be established by the Board. Terms of reference must be in accordance with section 3.6.6 and be adopted by the Board. All Standing Committees of the Network shall be chaired by a Member of the Board and the Executive Director shall be a non-voting ex-officio Member of all Standing Committees.

*Ad Hoc Committees*

3.6.5 Ad Hoc Committees may be established from time to time by the Board. If terms of reference are not included in the motion to establish an Ad Hoc

Committee, the Committee shall prepare its own terms of reference in accordance with 3.6.6 and submit these to the Board for approval.

*Terms of Reference for all Committees*

3.6.6 Terms of reference for all Committees may include the following:

- i) the status of the committee (standing or ad hoc)
- ii) the overall purpose;
- iii) any specific directives defining goals and tasks;
- iv) the composition (chair, secretary and membership, including any staff)
- v) the preferred time and method for reporting;
- vi) if necessary, a budget for expenses;
- vii) definition of voting membership;

AND, in the case of Standing Committees, may additionally include:

- viii) the term of office for the chair and whether successive terms are permitted;
- ix) the method for the admission of new members;
- x) the method for the election of the chair.

*Convening Meetings*

3.6.7 Meetings of Committees shall be called by the chair. If no chair is designated, the person whose name appears first on the list of members in alphabetical order shall convene the first meeting, and the Committee shall then elect its own chair.

*Quorum*

3.6.8 A quorum for all Committees shall be a majority of eligible voting members.

**3.7 ELECTIONS AND NOMINATIONS**

3.7.1 No later than two (2) months prior to the Annual General Meeting, the Board shall appoint a Returning Officer, who is not a member of the Board, responsible for the election of the incoming Board.

3.7.2 The Returning Officer shall invite by post the nomination of Members for the incoming Board no later than six (6) weeks prior to the Annual General Meeting.

3.7.3 Nominations shall be received by the Returning Officer no later than one (1) month prior to the Annual General Meeting, and must be seconded by two other Members.

- 3.7.4 If the number of nominations is less than or equal to the maximum number of positions on the Board, those positions shall be declared to be filled by the nominees at the Annual General Meeting.
- 3.7.5 If the number of nominations exceeds the number of positions on the Board, the Returning Officer shall arrange a postal vote for the positions on the Board.
- 3.7.6 The Returning Officer shall post the voting papers not later than three (3) weeks prior to the Annual General Meeting.
- 3.7.7 Only those completed votes received by the Returning Officer not less than two (2) days prior to the Annual General Meeting shall be counted.
- 3.7.8 The Returning Officer shall declare the composition of the incoming Board at the Annual General Meeting.

### **3.8 BUSINESS OF THE CORPORATION**

#### *Head Office*

- 3.8.1 The head office of the Network shall be at such place in Canada as the Board may from time to time determine by resolution.

#### *Fiscal Year*

- 3.8.2 The fiscal year of the Network shall terminate on March 31 of each year or on such other day as the Board may from time to time determine by resolution and as approved by appropriate government and legal authorities.

#### *Property*

- 3.8.3 All property of every nature and kind, both real and personal, moveable and immovable (including, but not limited to: cash, debentures, bonds, stocks or other securities), and every estate or interest therein coming into the custody of the Network arising from any source (including, but not limited to: grant revenues, donations whether arising from fund-raising campaigns or otherwise, legacies, gifts and other testamentary gifts) shall be subject to the control of the Board to be utilized in such manner as is most desirable and necessary for the carrying out of the objectives of the Network, except where any such property is subject to a trust, encumbrance or restrictive condition.
- 3.8.4 When any such property, its use or its disposition is subject to a trust, encumbrance or other restrictive condition, the terms of which are unacceptable to the Board, acceptance thereof may be refused by the Board. Any property of the Network acquired by it by gift, whether testamentary or otherwise, may be retained in the form in which it was

received, whether or not it is in the form of an investment authorized by section 3.8.7, for such reasonable time as the Board may deem advisable until the Board determines an appropriate opportunity for its disposition.

#### *Utilization and Distribution of Property*

3.8.5 The Board may from time to time by resolution establish policies governing the utilization and distribution of property referred to in sections 3.8.3 and 3.8.4 (subject to any trust, condition or encumbrance attaching thereto) coming into the custody of the Network.

#### *Legal Representation and Procedures*

3.8.6 The Board alone has the power to commit the Network to take legal proceedings in a court of law or before an administrative tribunal. The President, or any other Director, Officer or a representative appointed by the Board, has the power to appear on behalf of the Network and answer in any legal proceedings taken by or against the Network and in so doing shall act according to the law in the best interests of the Network.

#### *Investments*

3.8.7 Subject to sections 3.8.3 and 3.8.4, funds not immediately required for the operations of the Network may be invested only in securities authorized by law for trustees, or securities in which Canadian life insurance companies may invest pursuant to the Canadian and British Insurance Companies Act, or in treasury bills and instruments of financing issued by the Government of Canada, or the provincial or territorial governments of Canadian provinces and territories or Canadian municipalities, or in guaranteed investment certificates guaranteed by the Canada Deposit Insurance Corporation.

#### *Remuneration and Expenses*

3.8.8 No Director or any Member shall be entitled to any remuneration by reason of holding such position, save that any such Director or Member shall be entitled to be reimbursed for all reasonable expenses necessarily incurred in connection with carrying out the business of the Network.

#### *Interest of Directors in Contracts*

3.8.9 A Director and his or her immediate family, domestic partners and business partners shall all *prima facie* be disqualified from contracting with the Network, and any contract or arrangement entered into, by or on behalf of the Network with any or such person is liable to be annulled.

3.8.10 However, subject to the rules concerning declaration of interest set out in section 3.8.11 below, the Board may, at its discretion, decide to contract with a Director provided that the contract is incurred in the normal course of the Network's business and is not for an inordinate sum of money or consideration. Any such contract must be offered to the Network at the

lowest competitive price for equivalent quality in the marketplace (after a call for submissions and a receipt of tenders when such preliminary steps are deemed appropriate by the Board).

*Declaration of Interest*

3.8.11 It shall be the duty of every Director of the Network who is in any way, whether directly or indirectly, interested in a contract or monetary arrangement or proposed contract or proposed monetary arrangement with the Network to fully declare to the Board such interest and to abstain from the debate concerning the contract or monetary arrangement and to refrain from voting in respect of same.

**3.9 AMENDMENTS OF BY-LAWS**

3.9.1 The By-Laws may be altered or amended at any properly convened meeting of the Members, whether Annual General Meeting or Special Meeting, by an affirmative vote of two-thirds (2/3) of all Members present and in good standing. Proxy votes shall be accepted as indicated in section 3.2.6.

3.9.2 Written notice of intention to amend the By-Laws must be given to the Members not less than thirty (30) days prior to such meeting.

3.9.3 Where an amendment or repeal of existing By-Laws is intended, no repeal or amendment shall be enforced or acted upon until it has received the approval of Industry Canada and the Members.

**3.10 APPLICATION OF BY-LAWS**

3.10.1 Inasmuch as possible, the By-Laws shall apply to all Members since the inception of the Network.

**3.11 DISSOLUTION OF CORPORATION**

3.11.1 Should the Network decide to dissolve, all remaining assets will be distributed to one or more registered charitable organizations in Canada dealing with HIV/AIDS.