

# World Federation of Pediatric Intensive & Critical Care Societies

## BY-LAWS



### BY-LAW NUMBER 2 (revised June 23, 2007)

BE IT ENACTED as a by-law of WORLD FEDERATION OF PEDIATRIC INTENSIVE AND CRITICAL CARE SOCIETIES (the "Corporation"), which was incorporated under the Canada Corporations Act (the "Act"), as follows:

#### CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

#### CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation shall be limited to those organizations interested in furthering the objects of the Corporation whose application for admission as a member has received approval of the board of directors. There shall be two categories of members ("Members"):

##### Full Members

##### Associate Members

A Member shall be admitted by resolution of the Board.

Membership is restricted to organizations (which shall include corporations and unincorporated associations) with an interest in pediatric intensive and critical care. An organization may have a national, multinational or continental focus. More than one physician based and more than one nursing based organization per country may be admitted as Full Members, however only one physician and one nursing base organization per country shall have voting privileges. In the event that there is more than one physician based, or more than one nursing based organization per country admitted as Full Members, then such physician based and/or such nursing based organization, as the case may be, shall each designate an individual who shall vote on behalf of the physician or nursing organizations, as the case may be, from that country. Where an individual has been so designated, the physician or nursing based organizations making such designation shall communicate the designation in writing to the Board provided that failing agreement, the Board may but shall not be obligated to designate an individual to vote on behalf of the physician or nursing organizations. For greater certainty it is intended that where there is more than one based organization per country, only one vote will be cast of behalf of all physician based organizations from that country and where there is more than one nursing based organization per country, only one vote shall be cast on behalf of all nursing based organizations of that country.

Associate Members shall consist of:

- (i) Organization who would otherwise qualify as Full Members but are unable to pay the annual fees for Full Members;
- (ii) Full Members who are in arrears with respect to annual membership fees; and
- (iii) Organizations admitted by the Board as Associate Members.

3. Annual membership fees for Full Members shall be established by the Board. There shall be no membership fees for Associate Members.

**4.** Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

**5.** Any Member may be required to resign by a vote of three-quarters (3/4) of the Full Members entitled to vote at an annual or special general Meeting provided that any such Member shall be granted an opportunity to be heard at such meeting.

#### **HEAD OFFICE**

**6.** The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, Canada.

#### **BOARD OF DIRECTORS**

**7.** The property and business of the Corporation shall be managed by a board of not less than three (3) and not more than eighteen (18) directors. A majority of the number of directors shall be determined from time to time by a resolution passed at a meeting of the members of the Corporation. Directors must be individuals who are at least eighteen (18) years of age with power under law to contract.

**8.** Until changed by the Members by resolution, the Board of Directors shall consist of the following:

**(a)** six (6) individuals who are representatives of Full Members who are nursing base organizations elected by the Full Members who are nursing based organizations. Represented in 8b, 6 regions;

**(b)** twelve (12) individuals who are representatives of Full Members who are physician based organizations and who shall be elected by the Full Members who are physician based organizations provided that at least one but not more than three (3) directors shall be elected from each of the following regions:

- Europe and Israel
- Canada and the United States of America
- Asia
- Africa and the Middle East
- Australia, New Zealand and the Pacific Islands
- Latin America (including Mexico) and the Caribbean Islands

**(c)** Directors must be affiliated with, or members of, Full Member organizations provided that, unless otherwise determined by the Board, a Full Member organization may have no more than one of its members on the Board. Unless otherwise determined by the Board, there shall be no more than one Director from any one country.

**9.** In the event that a vacancy occurs in the Board prior to the expiry of the term of the vacating director, the Board shall appoint an individual nominated by the Full Member represented by the vacating director to fill the unexpired portion of the term.

**10.** Directors shall be elected by the Full Members at an annual meeting of Members. Directors shall be elected for terms of four (4) years. Maximum duration of Board membership should be eight (8) years. There may be an additional four (4) years term if a person is elected to executive services.

**11.** The office of director shall be automatically vacated:

**(a)** if a director shall resign such office by delivering a written resignation to the secretary of the Corporation;

**(b)** if the director is found by a court to be of unsound mind;

(c) if the director becomes bankrupt;

(d) if at a special general meeting of Members a resolution is passed by two-thirds (2/3) of the votes cast by the Full Members present at the meeting that the director be removed from office; or

(e) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, and in a quorum of directors remains in office, the board of directors by majority vote, may, by appointment, fill the vacancy with a qualified person in accordance with the provisions of paragraph 9.

**12.** Meetings of the board of directors may be held at any time and place to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director. Notice may be given by mail provided that such notice shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken. Each director is authorized to exercise one (1) vote.

If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

**13.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by the director in the performance of his or her duties.

**14.** A retiring director shall remain in office until the dissolution of adjournment of the meeting at which such retirement is accepted and a successor is elected.

**15.** The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

**16.** A reasonable remuneration of all officers, agent and employees shall be fixed by the board of directors by resolution.

**17. (a)** Any director of the Corporation who:

(i) is a party to a material contract or proposed material contract with the Corporation, or

(ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or proposed material contract with the Corporation, shall disclose in writing or have entered in the minutes, the nature and extent of such director's interest in such material contract or proposed material contract with the Corporation.

(b) The disclosure required by (a) above shall be made:

(i) at the meeting at which a proposed contract is first considered;

(ii) if the director was not then interested in a proposed contract, at the first meeting after such director becomes so interested; or

(iii) if the director becomes interested after a contract is made, at the first meeting held after the director becomes so interested.

(c) If a contract or a proposed contract is one that, in the ordinary course of carrying on the Corporation's non-pecuniary purpose or purposes, would not require approval by the directors or Members, a director shall disclose in writing the nature and extent of the director's interest at the first meeting held after the director becomes aware of the contract or proposed contract.

(d) A director referred to in sub-paragraph (a) above is liable to account for any profit made on the contract by the director or by a corporate entity or business firm in which the director has a material interest, unless

(i) the director disclosed the director's interest in accordance with sub-paragraphs (b) or (c) of (f) below;

(ii) after such disclosure the contract was approved by the directors or members; and

(iii) the contract was reasonable and fair to the Corporation at the time it was approved.

Provided that a director who has made a declaration of the director's interest in the contract or a proposed contract and has not voted in respect of such contract contrary to the prohibition contained in sub-paragraph (e) below, if such prohibition applies, it is not accountable to the Corporation or any of its members or creditors by reason only of such director holding that office or of the fiduciary relationship thereby established, for any profit realized by such contract.

(e) A director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract, unless the contract is an arrangement by way of security for money lent to or obligations undertaken by the director for the benefit of the Corporation.

(f) For the purposes of this paragraph 17, a general notice to the directors by a director declaring that the person is a director or officer of or has a material interest in a body corporate or business firm and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

(g) A contract is not void by reason only of the failure of a director to comply with the provisions of this paragraph 17 but the court may upon the application of the Corporation or a member, set aside a contract in respect of which a director has failed to comply with the provisions of this paragraph 17, and the court may make any further order it thinks fit.

## **PROTECTION OF OFFICERS AND DIRECTORS**

**18.** Any director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other director, officer or employee happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such director's or officer's respective office unless such occurrence is as a result of such director's or officer's own willful neglect or default.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

**19.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved, harmless out of the funds of the Corporation, from and against;

(a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her,

or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

### **POWERS OF DIRECTORS**

**20.** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other act and things as the Corporation is by its charter or otherwise authorized to exercise and do.

**21.** The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The members of an committee need not be directors of the Corporation. The board of directors shall determine the duties of such committees. The board of directors of the Corporation may elect an executive committee consisting of a president, vice-president and secretary. The quorum for meetings of the executive committee shall be two (2). The executive committee may exercise any powers of the board of directors subject to ratification by the board at its next meeting.

**22.** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees on behalf of the Corporation.

The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

**23.** The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

### **OFFICERS**

**24.** The officers of the Corporation, which may include the offices of president, vice-president, secretary, treasurer and any such other officers as the board of directors may by by-law determine, shall be appointed by resolution of the Directors at the first meeting of the Board following each annual meeting of Members. In the event that following the election of the officers there is no representation of nursing organizations elected as an officer then the Board shall appoint a Director who is a representative of nursing organizations as an officer. A person may hold more than one office.

**25.** The officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board or directors at any time.

### **DUTIES OF OFFICERS**

**26.** The president shall be the chief executive officer of the Corporation, shall preside at all meetings of the Corporation and of the board of directors, shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

**27.** The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon the vice-president by the board of directors.

**28.** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such charter bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time.

The treasurer shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

**29.** The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice at all meetings of the Members and of the board of directors and shall perform such other duties as may be prescribed by the board of directors or by the president, under whose supervision the secretary shall be. The secretary shall be custodian of the seal of the Corporation, which the secretary shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

**30.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors or the Members require of them.

### **EXECUTION OF DOCUMENTS**

**31.** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers or directors or a combination thereof and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by persons appointed by resolution of the board of directors.

### **MEETINGS OF MEMBERS**

**32.** Meetings of the Members shall be held at the head office of the Corporation or at any other place as the board of directors may determine and on such day as the said directors shall appoint provided that in any year in which the Corporation is sponsoring an international congress or symposium that annual meeting shall be held at the same time and in the same place as the congress or symposium. The directors may resolve that a particular meeting of Members be held outside Canada.

**33.** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the Members of the Corporation. The board of

directors shall call a special general meeting of Members on written requisition of members carrying not less than five percent (5%) of the voting rights. A majority of the Full Members entitled to vote either present in person or represented by proxy at a meeting will constitute a quorum.

**34.** Fourteen (14) days written notice shall be given to each Member of any meeting of Members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must state that the Full Members have the right to vote by proxy.

**35.** Subject to section 2, each Full Member entitled to vote and present at a meeting shall have the right to exercise one vote. A Full Member entitled to vote may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder need not be a Member of the Corporation.

**36.** No error or omission in giving notice of any meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address of the Member, director or officer shall be that person's last address recorded on the books of the Corporation.

#### **MINUTES OF BOARD OF DIRECTORS MEETINGS**

**37.** The minutes of the board of directors meetings shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

#### **VOTING OF MEMBERS**

**38.** At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

#### **FINANCIAL YEAR**

**39.** The fiscal year-end of the Corporation shall be determined by the Directors.

#### **AMENDMENT OF BY-LAWS**

**40.** The provisions of the by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by at least two-thirds (2/3) of the Full Members, entitled to vote provided that in the event that it is proposed to amend sections 2, 8, 24 or 40 of this by-law, such amendment shall also be approved by at least two-thirds (2/3) of the nursing based Full Members entitled to vote.

Any amendment to the by-laws shall be voted on at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **AUDITOR**

**41.** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

## **BOOKS AND RECORDS**

**42.** The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **RULES AND REGULATIONS**

**43.** 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 meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members such rules and regulation shall at and from that time cease to have any force and effect.

## **INTERPRETATION**

**44.** In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations.

## **DEFINITIONS**

- 1.** Pediatric Intensive and Critical Care medicine is a distinct branch of medicine specifically organized for the management of infants and children with immediate life threatening illnesses.
- 2.** A Pediatric Intensive and Critical Care Physician is a medical specialist who has a primary professional focus in Pediatric Intensive and Critical Care Medicine by virtue of specific education; training time; commitment to clinical service, education or research in Pediatric Intensive (Critical) Care Medicine.
- 3.** A National Pediatric Intensive and/or Critical Care "Society" can be an independent society, section, division or network in one country or a section, division or network within a National Society of another specialty provided that the section, division or network is primarily concerned with Pediatric Intensive or Critical Care and membership of that section, division or network is consistent with Definition 2.
- 4.** A National Pediatric Intensive and/or Critical Care Society is a Society which accepts members from any part of its country without regional restriction and which can satisfy the Federation it is truly representative of such country.
- 5.** A Multinational (or Continental) Pediatric Intensive and/or Critical Care Society is a society that can satisfy the Federation it truly represents more than one country. Multinational societies may be restricted to membership of individuals or membership restricted to National Societies.