

# Constitution

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## Article 1

### Name and definition

The name of the Association is: Canadian Association for Adolescent Health or CAAH, Association Canadienne pour la Santé des Adolescents or ACSA, hereby referred to as the Association.

Adolescence refers to the 10-19 years old group and health is defined as physical, mental, and social wellness.

## Article 2

### The Aims of CAAH-ACSA

The Canadian Association for Adolescent Health/Association Canadienne pour la Santé des Adolescents is a multidisciplinary Association with a mission to improve the health of adolescents. Its main goals are:

To promote interest in the area of adolescent health, with the public and professionals, at both regional and national level.

To promote and facilitate cooperation between those interested in adolescent health, organizations or individuals, including adolescents.

To facilitate, for professionals and persons working in the field of adolescent health, the means of acquiring more knowledge in health care and welfare of adolescents.

To promote adolescents' participation in the activities of the Association.

To promote research and the advancement of knowledge pertaining to adolescent health.

To set standards in health care and other services for adolescents.

To promote self advocacy among adolescents and to serve as an advocate for adolescent health issues.

## **Article 3**

### **Membership**

#### **Membership qualification**

A person engaged in clinical practice, teaching, community action or research within the field of adolescent health, education and welfare may apply for Membership by completing a subscription form.

Any association or organisation whose aims are related to adolescent health, education and welfare may apply for Membership by completing a subscription form.

The Board of Directors or its designate shall approve each candidate.

#### **Membership categories**

a) Regular Member:

Individual: status Canadian citizen, landed immigrant or refugee;

Canadian association/institution/organization  
(voting, dues to pay)

b) Emeritus Member: 65 years and older (voting, no dues to pay)

c) Special Member:

International Member

(Non-voting, dues or no dues to  
pay upon Executive Committee decision)

Complimentary Member:

Person/organization that cannot afford Membership but is recognized as important as a Member of the Association  
(no dues to pay, voting)

Honorary Member:

Person or organization that is offered a Membership in recognition of their work in the field of adolescence or for the Association

(no dues to pay, non voting)

Public Member:

Person/organization not directly involved in adolescent health but could benefit from Membership/publication

(library, media, company)(non voting, dues or no dues to pay)

### **Membership fees**

The annual fees to be determined by the Executive Committee are compulsory for all Members and must be renewed annually. Fees are payable within 90 days after request received to this effect. Failure to pay annual fee can result in termination of Membership.

The Executive Committee reserves the right to waive annual fees for individuals, organizations or other categories of Membership. Membership list

The Secretary-Treasurer shall prepare and keep a list of the Members of CAAH-ACSA and their addresses every year. This list will be available to Members of the Association upon written request, for legitimate reasons of networking, conference planning and surveys.

## **Renewal and Termination**

The Membership of each Member shall automatically be renewed from year to year unless and until:

The Member notifies the Secretary-Treasurer in writing that he/she is terminating his/her Membership.

The Member has not within 90 days of its becoming due, paid his/her annual Membership contribution.

The Membership has been terminated by notice of a resolution to that effect passed by the Executive Committee for any act or conduct, which the Committee, in its absolute discretion, deems to be detrimental to the best interests of the Association. The Member has the right to appeal this decision before the Annual General Assembly of the Members; he/she may be required to resign by a vote of two-thirds of the Members present at the Assembly.

## **Article 4**

### **General Assembly of the Members and voting procedures**

#### **General Assembly of the Members**

The Annual General Assembly of the Members of the Association (business meeting) shall be held at such time and place as the Executive Committee may deem fit, in Canada. With few exceptions, it should be held during the Annual National Meeting of the Association. At any time, a special General Assembly of the Members can be called by the Executive Committee or Board of Directors, or by a written request of at least 5% of duly voting Members to the Secretary-Treasurer (the Secretary-Treasurer shall call a General Assembly within 45 days of the receipt of the request). A General Assembly of the Members (other than the Annual General Assembly of the Members) can be held in up to 4 different regions (determined in article 6) the same day, providing one Executive Committee Officer or one representative of the Board of Directors is present at the Assembly in the region.

Every General Assembly of the Members will be called by a written notice mailed or otherwise delivered 14 days in advance to each voting Member at the last address/FAX/others inscribed for him/her on the Membership list. This notice should specify that proxy vote are allowed, and for

General Assembly other than the Annual General Assembly, should specify the reason for calling a General Assembly in sufficient detail to permit a Member to make a reasoned decision.

No error or omission in giving notice of any General Assembly of Members or any adjourned meeting, shall invalidate such meeting or make void any proceedings taken thereat; 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.

At every Annual General Assembly of the Members, in addition to any other business that may be transacted, the report of the President, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.

### **Voting procedures**

At General Assembly of the Members, only dues paid regular Members, Complimentary and Emeritus Members are permitted to vote (called duly voting Members). Each Member is allowed one vote. Institutions, associations or organizations that have a Membership to their name are entitled to one vote. Voting by proxy is permitted if the Member(s) has signed the appropriate form of the Association and sent/given the form in time for the beginning of the General Assembly. A proxy holder must be a due paid regular Members, Complimentary or Emeritus Members. Votes sent through mail/ fax/ other means of written or electronic communication are also accepted at a General Assembly, providing that the Secretary-Treasurer has sent, 14 days in advance, the proposition to be voted on and the appropriate form has been returned in time for the beginning of the General Assembly.

Except where the Act requires a meeting, the Secretary-Treasurer can send a notice to Membership about a vote to be conducted exclusively by mail or other means of written or electronic communication (mail/electronic ballot), provided that the Members have 14 days from the mailing of the proposition to answer by mail/fax/other means of written or electronic communication.

At every General Assembly, voting is done by a show of hands plus count of written votes sent in advance and proxy votes (if the case). If a minimum of 5 of the Members present so desire, the voting will be by secret ballot. .

Twenty duly voting Members (20) constitute a quorum, which is sufficient for any General Assembly of the Members held in one site. For the multi-sites General Assembly, the quorum is 30 altogether. These quorums

include votes by proxy or by mail/fax/other means of written or electronic communication. For mail/electronic ballots exclusively, the quorum is 10% of duly voting Members.

The Chairperson of a General Assembly does not vote. In the case of an even vote, the Chairperson is then entitled to cast a tie-breaking vote.

A vote is passed if 50% +1 of the Members voting agree, unless specified otherwise in the constitution, by-laws or by law.

These voting procedures apply to any vote at any level of the Association, national, regional, provincial/territorial, unless specified otherwise.

Article 4 also applies to Regional Assembly of the Members (Western Provinces and Territories, Ontario, Quebec, Atlantic Provinces, see article 6). However, an Annual Regional Assembly of the Members is not compulsory, the Assembly must take place in the region, voting Members are those living in the region and the quorum is 10% of duly voting Members of the region.

## **Article 5**

### **Sections**

The Association shall encourage the development of Sections within the Association.

Members of a Section are duly voting Members of the Canadian Association for Adolescent Health.

### **Goals**

A Section is a network of Members in a Province/Territory whose goals are:

To increase Membership in the Province/Territory

To recognize and address the special needs of Members and the special issues related to adolescence in that Province/Territory

To help organized, with the Executive Committee and Board of Directors representative of the region, regional/provincial/territorial meetings for the Association

To liaise with the representative of their region on the Board of Directors (see article 6)

Every Section is led by two Members of different disciplines, Co-Heads of the Section. These Members must be duly voting Members of the Association . One or both Co-Heads of the Section could be a representative on the Board of Directors.

The roles of the Co-Heads of the Section are essentially to enact the above-mentioned goals of the Sections and the aims of the Association at a Provincial/Territorial level, with respect to the needs of their Members and the status of adolescent health in their area. With the Executive Committee and Board of Directors representative, they are in charge of running significant local activities to help attain the aims of the Association at a provincial/territorial, regional and national level.

The Co-Heads of a section are appointed every year by the Board of Directors. There shall be no limit to the number of times one person can be nominated as a candidate. The Co-Heads of a Section can form a Sectional Committee to help them with their tasks. The Sectional Committee Members are Members of the Association and their nomination must be approved by the regional representative on the Board of Directors. The Executive Committee and Board of Directors can terminate the mandate of a co-head of a Section or Sectional Committee Member.

## **Article 6**

### **Officers and Directors**

#### **Board of Directors**

A Board of Directors will comprise the past president and 6 elected Directors, each from the following regions:

Atlantic Provinces (1): New Brunswick or Nova Scotia or Newfoundland or Prince Edward Island

Quebec (2)

Ontario (2)

Western Provinces and Territories (1): Manitoba or Saskatchewan or Alberta or British Columbia or Yukon or NW Territories

The Directors may administer the affairs of the Association in all things and exercise all such powers of the Association, as are not by the Canada Corporations Act, or successor legislation, or by these by-laws, required to be exercised by Members of the General Assembly of the Members. The Directors shall have power to enact rules and regulations for the operation, administration and management of the Association. The Directors shall take such steps as they may deem requisite to enable the Association to borrow money upon the credit of the Association, to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Association. They are the representative of their region. They have Membership on all committees of the Sections in their region.

The Directors are elected from among duly voting Members of their region, by mail/electronic ballot or during a Regional Assembly of the Members. The term is two years.

The Directors meet once a year with the Executive Committee, usually during the annual national meeting and before the Annual General Assembly of the Members. A written notice delivered 14 days ahead of the meeting shall be sent to Directors. The quorum is 4 and all Directors have an equal vote. The President is allowed a second and deciding vote if needed. If all Directors consent, conference calls or any similar means of communication are allowed to insure all Directors vote. In case of emergency, a 48 hrs notice is satisfactory for a vote by conference call or any similar means of communication. The minutes of the Board of Directors and Executive Committee meetings are not available to Members but are available to Officers and Directors.

### **Officers and Executive Committee**

The Executive Committee shall comprise 4 Officers:

The President  
Vice-President  
Secretary-treasurer  
Past president

The Executive Committee shall exercise such powers as are authorized by the Board of Directors.

The Executive Committee shall meet at least once a year. A written notice delivered 14 days ahead of a meeting is satisfactory to call a meeting. If all Executive Committee members consent, conference calls or any similar means of communication are allowed to insure all Officers vote. In case of emergency, a 48 hrs notice is satisfactory for a vote by conference call or



any similar means of communication. The quorum for a vote is three voting Officers. The President is allowed a second and deciding vote if needed. The minutes of the Executive Committee meetings are not available to Members but are available to Directors.

### **President**

The President may exercise all such powers authorized by the Association constitution, by-laws and regulations. The President is the chief executive Officer of the Association, has Membership in all committees, and presides all meetings of the Executive Committee and Board of Directors and all meetings of the General Assembly of the Members.

The President is elected from the Directors, by a vote of the General Assembly of the Members or mail/electronic ballot. The President's term in office is two years. While President, he/she keeps his/her seat on the Board of Directors.

### **Vice-President**

With the President and Executive Committee, he/she takes the necessary decisions for the improvement and functioning of the Association. In the absence or disability of the President, he/she shall perform the duties and exercise the powers of the President. The term in office is two years. The Vice-President is elected from the Directors, by a vote of the General Assembly of the Members or mail/electronic ballot. While Vice-President, he/she will also keep his/her seat on the Board of Directors.

### **Secretary-Treasurer**

The Board of Directors appoints the Secretary-Treasurer. The term can be renewed every two years. His/her role is to:

Perform all duties incidental to the office of Secretary and the Executive Committee and Board of Directors may assign Treasurer, and such other duties as.

Sign all the cheques (can delegate), notes and other documents of the Association.

### **General rules for Executive Committee and Board of Directors**

Only Canadian citizens, dues paid regular Members and Complimentary Members of the Association are allowed to occupy functions on the Executive Committee or Board of Directors.

There shall be no limit to the number of times one person can be nominated as a candidate. Officers and Directors shall hold office from the date of their election or appointment until their successors are elected or appointed in their stead.

Appropriate candidates, nominated by and from the Board of Directors, who will complete the mandate in question, may replace officers who cannot complete their mandates.

Appropriate candidates, nominated by the Board of Directors, who will complete the mandate in question, may replace directors who cannot complete their mandates.

The Board of Directors and Executive Committee can terminate the mandate of an Officer or Director at any time by an affirmative secret vote of two-thirds of all Officers and Directors, excluding the Director or Officer in question. The Officer or Director can appeal the decision before the General Assembly of the Members. He/she may be required to resign by a vote of two-thirds of the Members present at the Assembly. Officers and Directors, including ex-officio Directors, are removable for any reason by voting Members.

If at any meeting of the Executive Committee, Board of Directors or General Assembly of the Members, both the President and the Vice-President are absent or decline to act, a Member of the Board of Directors or of the Executive Committee, chosen by the Directors/Officers present, replaces him/her with full powers. The representative of a region on the Board of Directors or a person designated by the Executive Committee preside the Regional Assembly of the Members of his/her region.

Every Director and Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association, shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses which such Director and Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his own wilful neglect, default or that were not approved by the Board of Directors or Executive Committee.

The Officers and Directors, until the election to be held at the 2001 Annual General Assembly of the Members, are:

### **Executive Committee**

President:	Jean-Yves Frappier
Vice-President	Eudice Goldberg
Secretary-Treasurer:	Marc Girard
Directors Delegate	Roger Tonkin

### **Board of Directors**

Ontario:	Eudice Goldberg and another to be named
Quebec:	Marc Girard, Jean-Yves Frappier
Western Provinces and Territories:	Roger Tonkin
Atlantic Provinces:	Joanne Gusella (Ph.D. psychology) Halifax
Past president:	Pending, Mary Paone (RN, MSN) named for this post

## **Article 7**

### **Annual National Meetings and publications**

There should be an Annual National Meeting, which site should, whenever possible, alternate between regions.

There should be an official publication of the Association to: disseminate information on the Association and information of academic interest; facilitate liaison between Members; and otherwise fulfill the objectives of the Association.

## **Article 8**

### **Committees**

The Board of Directors may create such standing or ad hoc committees as may be desirable or necessary in the interest of the Association or for advancement of its activities, Membership, finances, research and programmes.

#### **Nominating Committee.**

The Nominating Committee shall consist of up to six duly voting Members of the Association, to include at least one Past President, and one representative from each region, elected by the General Assembly of Members or mail/electronic ballot. The term of the regional representative on the Nominating Committee is two years and can be renewed. A Past President (most immediate) is chairman of the Nominating Committee. Members of the Nominating Committee are removable for any reason by duly voting Members.

## **Article 9**

### **Fiscal year, financial consideration, execution of documents**

The fiscal year of the Association will terminate on December 31 of each year.

The annual financial report of the Association income and expenses shall be audited.

There shall be no remuneration paid to any Officers, Directors, Co-Heads of Section and Members of Sectional Committees. However, for Officers and Directors, travel and accommodation expenses as well as lost salary from work could be reimbursed for business meeting upon receipt of official request and justification in advance to the Secretary-Treasurer.

Contracts, cheques, negotiable instruments, documents requiring the signature of the Association shall be signed by the Secretary-Treasurer or his/her designate and one Executive Committee Member; cheques, contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. By resolution, the Executive Committee shall have power from time to time to appoint an Officer, Director or co-head of a section to sign specific

contracts, documents and instruments in writing on behalf of the Association.

The Directors, Officers and Co-Heads of sections shall see that all necessary books and records of the Association required by the by-laws or by any applicable statute or law are regularly and properly kept.

Financial considerations for the Sections

The Sections are financially accountable to the Association.

The profit of any activities of the Section shall be shared with the Association, according to a written pre-agreement with the Executive Committee or regulations of the Association.

## **Article 10**

### **Amendment, rules and regulations, interpretation**

The Executive Committee or Board of Directors may likewise repeal or amend the by-laws not embodied in the letters patent, but such additions or modifications must be approved at the next General Assembly of the Members or by a mail/electronic ballot, upon the affirmative vote of at least two-thirds of the Members attending the meeting plus vote by proxy and mail, or two-thirds of Members having sent their vote after a mail/electronic ballot. However, a notice of the vote or the mail/electronic ballot and the proposed changes should be sent 30 days in advance.

Any modification or change in the Constitution will be in effect only after approval by the Minister in charge.

The Executive Committee and Board of Directors may prescribe or amend such rules and regulations not inconsistent with the by-laws for the Association to the management and operation of the Association as they deem expedient, provided that such rules and regulations are accepted or amended by a majority vote at the next Annual General Assembly of the Members or by mail/electronic ballot.

In case of any discrepancy with the French and English versions of this constitution, the English version will take precedence. In this document, it will be assumed that he and she are interchangeable.

## **Article 11**

### **Dissolution**

In the event of dissolution or winding-up of the Association, all its remaining assets after payments of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities, chosen by the Board of Directors.

## **Article 12**

### **Rules of order**

All deliberations of the Association shall be governed by the parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the bylaws of the Association.

## **Article 13**

### **Seal**

The corporate seal of the Association, an impression of which is affixed to the margin hereof, must be affixed to any document properly signed on behalf of the Association by the Officers. The seal shall be held in the custody of the Secretary-Treasurer.

## **Article 14**

### **Head office**

Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Montreal, province of Quebec.

## **Article 15**

### **General**

This Constitution will be in effect on the first of January 1996

The Canadian Association for Adolescent Health-Association Canadienne pour la Santé des Adolescents was founded and this constitution was written by a group of Canadian professionals in the field of adolescent health: we acknowledge their work and vision. They are, by alphabetical order: Lise Audet, Les Fleischer, Jean-Yves Frappier, Marc Girard, Eudice Goldberg, Suji Lena, Cheryl Littleton, Leah Maclellan, Roey Malleson, Alain Pavilanis, Roger Tonkin.

However, for practical reasons, the following are requesting the incorporation: Jean-Yves Frappier, Marc Girard, Lise Audet, Eudice Goldberg, Cheryl Littleton, Roger Tonkin.

The Association gives itself a period of five years in which to establish the Sections and to function fully as indicated in this constitution. In the meantime, whenever possible and with all efforts possible, the spirit of the articles of this constitution shall be preserved.