

**BYLAWS**  
**ASSOCIATION OF CLINICAL RESEARCH PROFESSIONALS**  
**CANADIAN CHAPTER**  
**A Chapter of the Association of Clinical Research Professionals**

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**ARTICLE I      NAME, PURPOSE AND GOALS**

**Section 1.      Name**

The name of this organization shall be the Association of Clinical Research Professionals – Canadian Chapter, a Chapter of the Association of Clinical Research Professionals.

**Section 2.      Purpose and Goals**

The purpose of this organization shall be:

1. To provide a means for professional interaction, continuing education, problem solving, and discussion of professional issues among local groups of ACRP members.
2. To increase the opportunities for member participation in ACRP activities.
3. To provide a readily accessible mechanism for Canadian program development including regional subchapter development.
4. To provide a network to rapidly gain member feedback on issues of concern to ACRP committees and the Board of Directors.
5. To provide a regionally effective membership recruitment mechanism.
6. To provide improved access to ACRP resources, including certification.
7. To provide Canadian content to ACRP members.

**ARTICLE II      MEMBERSHIP**

**Section 1.      Chapter**

- 1.1. Active members shall consist of individuals interested in the goals and objectives of the ACRP regardless of race, creed, gender, language, sexual orientation, or national origin. The Canadian Chapter must have a minimum of 25 members.
- 1.2. Regional Chapters and Local Chapters should represent a geographic area or interest group.
- 1.3. Chapter membership is non-transferable.

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**Section 2. Application**

- 2.1. Application for membership shall be made on a standard electronic or paper form at the time of Global membership purchase or renewal through the ACRP Global membership application process.
- 2.2. Active members must pay ACRP Global dues as well as the Canadian Chapter dues. Only Global members of the ACRP may be Canadian Chapter members, although non-members may be guests at Canadian Chapter meetings.

**Section 3. Withdrawal**

- 3.1. Any member may withdraw by withholding yearly membership fees or by written notification to the Canadian Chapter Executive.
- 3.2. Any chapter member may be required to resign by a vote of two-thirds (2/3) of the members at an annual meeting, or by separate electronic or paper vote. Removal of a member may only occur when the actions of the said member are in direct contrast to the purpose of the Canadian Chapter of the ACRP.

**Section 4. Membership Meetings**

- 4.1. There must be an Annual Meeting of Canadian Chapter members. The meeting may be held in conjunction with the Annual Meeting and Exposition of the Association of Clinical Research Professionals, or at any place as the Board of Directors may determine, and on such a day as the said directors shall appoint. The members may resolve that a particular meeting of members may be held outside of Canada.
- 4.2. Interim meetings of the Chapter may be held via teleconference, or by other electronic means that permit members to communicate adequately with each other. Fifteen (15) members present at a meeting shall constitute a quorum.
- 4.3. At least two weeks (14 days) written notice of the Annual, General meeting and any educational meeting shall be provided to each member by mail, or by other electronic means. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasonable judgment on the

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decision to be taken. Notice of each meeting of members must inform the member that he/she has the right to vote by proxy.

- 4.4. Each voting member present at a meeting shall have the right to exercise one vote by written ballot, show of hands, verbally, or by electronic means. A member may, by means of a written or electronic 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. The proxy holder must be a member of the Canadian Chapter of ACRP.
- 4.5. Decisions will be made by simple majority, unless the Act or these bylaws otherwise provide.
- 4.6. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of the members.
- 4.7. 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 auditor(s)/reviewer(s) 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 President-elect shall have the power to call, at any time, a general meeting of the members of the ACRP – Canadian Chapter.

- 4.8. Members have the right to request a special meeting and the directors shall call such a meeting, when no less than 5% of the voting members request such a meeting.
- 4.9. No error or omission in giving notice of any Annual or general 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 his last address recorded on the books of the corporation, or electronic address as maintained in current chapter membership records.
- 4.10. These by-laws permit the use of written resolutions or mail ballots (including electronic ballots), with the following exceptions, which must be dealt with in person at a meeting:
  - a) Approval of changes to the corporation's Letters Patent;

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- b) Request by a director of the corporation for indemnification by the corporation;
- c) Conflict of interest issues;
- d) Confirmation of contract by members despite conflict of interest;
- e) The holding of annual meetings; and
- f) The appointment of a reviewer.

**ARTICLE III GOVERNANCE**

**Section 1. Voting Members**

- 1.1. All active members of ACRP-Canadian Chapter shall be voting members of the Chapter, and may hold office and chair committees.

**Section 2. Board of Directors**

- 2.1. The property and business of the Association of Clinical Research Professionals – Canadian Chapter shall be managed by a board of three (3) to five (5) directors of whom three (3) shall constitute a quorum. Directors must be individuals, 18 years of age, with power under the law to contract. Directors must be members of ACRP – Canadian Chapter, and must reside in Canada.

The applicants for incorporation shall become the first directors of the corporation whose term of office on the Board of Directors shall continue until their successors are elected.

At the third Annual General Meeting of members, and each successive year, elections shall occur each year at the annual meeting of Chapter members, or by electronic ballot. Elections held by electronic ballot may be during the third (3rd) quarter, if the term of office begins on January 1st of the following calendar year. The Board of Directors then elected shall replace the provisional directors named in the Letters Patent of the ACRP – Canadian Chapter.

- 2.2. Directors shall consist of President (Chair), President-Elect, Past President, and Secretary-Treasurer. The office of Secretary-Treasurer may be divided and held by two

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individual Directors. The offices of President, President-Elect, and Past President, may be shared and held by two individual Directors.

- 2.3. Directors shall be elected for a minimum term of two (2) years by members at an annual meeting of members, unless otherwise stated by the bylaws. The term of office for the Directors shall be unlimited.
- 2.4. The office of director shall automatically be vacated:
- a) If a director has resigned his office by delivering a written resignation to the Chapter Executive of the corporation;
  - b) If he is found by a court to be of unsound mind;
  - c) If he becomes bankrupt or suspend payment or compounds with his creditors;
  - d) If at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the active members at the meeting that he/she be removed from office;
  - e) On death;
- 2.5. Provided that if any vacancy shall occur for any reason in the above paragraph contained, the Board of Directors and existing officers, by majority vote, may, by appointment, fill the vacancy with a member of the ACRP – Canadian Chapter.
- 2.6. The directors shall serve as such without remuneration and no director or director's personal business shall directly or indirectly receive any profit from his/her position as such, provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity.

**Section 3. Board of Directors Meetings**

- 3.1. Meetings of the Board of Directors may be held at any time and place to be determined by the directors, or by teleconference or electronic means, provided that seven (7) days written notice of such meetings shall be given, other than by mail, to each director. Notice by mail shall be sent at least 30 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. Three (3) members shall constitute a

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quorum. 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 ACRP – Canadian Chapter 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 or had thereat. Each director is authorized to exercise one (1) vote. The voting rights of all directors are equal.

- 3.2. Directors' decisions are to be made by simple majority.
- 3.3. Mail ballots are not acceptable to replace directors' meetings; however, if attendance in person or by teleconference or other electronic means is not possible, a director may vote at a directors' meeting by means of a detailed voting ballot, either written or electronic, sent by a different member of the Board of Directors and received no later than seven (7) days prior to the meeting. Such a vote by ballot can be counted only if the motion that is on the floor at the meeting is identical to that contained in the mail or electronic ballot. A mail or electronic ballot cannot replace a director for the purposes of establishing a quorum.
- 3.4. Written resolutions are not allowed to replace directors' meetings.
- 3.5. Proxy voting is not allowed.
- 3.6. A director may participate in a meeting of the board or of a committee of the board by means of teleconference, or by other electronic means that permit directors to communicate adequately with each other, and a director participating in such a meeting by such a means is deemed to be present at the meeting.

A resolution in writing, signed by all of the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as the same decision taken by a vote at a regular Board of Directors meeting.

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.

**Section 4. Indemnities to Directors and Others**

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- 4.1. 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 in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of duties of his office or in respect of any such liability.
  - b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**Section 5. Powers of Directors**

- 5.1. The directors of this 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 acts and things as the corporation is by its charter or otherwise authorized to exercise and do.
- 5.2. 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. The directors shall have the power to enter in to 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.
- 5.3. 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 objectives of the ACRP – Canadian Chapter.

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**Section 6. Officers**

- 6.1. All persons who are Canadian Chapter officers shall be members of the ACRP – Canadian Chapter. Officers shall consist of President Emeritus, Committee Chairs, and members at large.
- 6.2. The officers of the ACRP – Canadian Chapter shall be appointed by the current Board of Directors and officers, and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. The President-elect shall move successively to the office of President. The President shall move successively by appointment to the office of Past President. After two years, the Past President shall move successively by appointment to the Officer position of President Emeritus. The term of office for the Officers shall be unlimited. The President, President-elect and the Secretary-Treasurer will assume office January 1. Additional executive may be appointed as needed on a regional or subchapter basis.
- 6.3. An officer may be removed from office only by at least two-thirds (2/3) of the votes cast by the Board of Directors, duly called to consider the motion to remove the officer. Removal from office may only occur when the said officer is negligent in performing the duties or when the actions of the said officer is in direct contrast to the purpose and structure of the Canadian Chapter of the Association of Clinical Research Professionals. An officer may also be removed if they have not attended at least fifty percent (50%) of the meetings called by the Board of Directors.
- 6.4. The officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from his/her position as such, provided that an officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
- 6.5. The President shall appoint, as needed, additional officers of the corporation as may be required by law.

**Section 7. Elections**

- 7.1. Canadian Chapter elections shall occur each year at the annual meeting of Chapter members, by electronic ballot. Elections held by electronic ballot may be during the third (3rd) quarter, if the term of office begins on January 1st of the following calendar

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year. Not less than sixty (60) days prior to the annual election, the Board of Directors shall present via mail or other electronic means two (2) candidates for each elective office. In addition, other nominations from any active member may be made in writing to the Board of Directors, or from the floor at any regularly scheduled meeting of the active membership, not less than thirty (30) days prior to the annual election. Elections will take place by secret ballot, show of hands or verbal statement at a regularly scheduled meeting of the active membership. Active members who cannot be in attendance may leave a written proxy vote with the Board of Directors. Any proxy shall be executed in writing by the member or his/her duly authorized attorney in fact. No proxy shall be valid after thirty (30) days from the date of its execution. Ballots will be tallied by at least two members of the Board of Directors and certified accurate by the President, or other delegated director. The candidate receiving the largest number of votes shall be declared the winner. The voting results shall be forwarded to the ACRP Global Office within thirty (30) days of the tally. A position can be acclaimed in the event the Board of Directors is unable to find a second candidate for any executive position.

- 7.2. The names and a brief biography of candidates for all elective positions shall be provided by mail or electronic means by the Board of Directors to every voting member of the Chapter, along with an official ballot, or other means for each member to cast his/her vote. To be valid, each ballot must be returned within thirty (30) days of the date on the ballot.

**Section 8. Duties of the Board of Directors**

- 8.1 President – The President/Chair shall be the chief elected officer. The office of President/Chair may be shared and held by two individual Directors.

The President shall preside at all the regular Chapter and special meetings. The President shall have the general and active management of the affairs of the corporation and shall see that all order and resolution of the Board of Directors are carried into effect. The President shall have the right to call a special meeting of the active membership upon at least fourteen (14) days written notice to each member.

- 8.1.1. Within thirty (30) days of taking office, the President shall appoint all committee chairpersons and members and provide written charges to all standing and ad-hoc

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committees throughout the year as needed. The President shall be an ex-officio member of all committees.

- 8.1.2. If the office of Secretary-Treasurer (or Secretary and Treasurer) or President-elect should become vacant for any reason, the President shall appoint a Secretary-Treasurer (or Secretary and Treasurer) or President-elect Pro Tempore until a special election can be held for the purpose of electing a new Secretary-Treasurer or President-elect. Such election must be held within ninety (90) days of the vacancy of the Secretary-Treasurer or President-elect office.
- 8.2. Secretary-Treasurer (or Secretary and Treasurer) - The Secretary-Treasurer shall be the custodian of the organization's funds and corporate seal; shall supervise receipts and expenditures; shall render an annual statement to the membership on the financial conditions of the organization; shall prepare and submit any reports required by law; shall record and maintain minutes of all meetings; shall have charge of all papers, archives, records and property; shall issue all notices of meetings; maintain an up-to-date membership roster; and shall provide periodic reports on the activities of the organization to the Association of Clinical Research Professionals, Central Office. The Secretary-Treasurer shall also perform other such duties as may from time to time be directed by the Board of Directors.
- 8.3. President-elect – The President-elect shall, during the temporary absence of the President, assume the duties of the President Pro Tempore. If the office of the President becomes vacant for any reasons, the President-elect shall immediately assume the office and shall appoint a President-elect Pro Tempore until the next election. He/she shall succeed to fill his/her own elected term as President at the end of the substitution. The President-elect shall perform other such duties as may from time to time be directed by the Board of Directors.
- 8.4. The duties of all other officers of the corporation shall be such as the term of their engagement call for or the Board of Directors requires of them.

**Section 9. Execution of Documents**

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Contract, documents or any instruments in writing requiring the signature of the corporation, shall be signed by at least the Secretary-Treasurer (or Secretary or Treasurer) and one other Director, 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 an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.

**ARTICLE IV FINANCES**

**Section 1. Funds**

Funds may be derived from an annual rebate from the Association of Clinical Research Professional (ACRP Global Office) only for those Chapter members who are also ACRP members. The amount of this rebate shall be determined by the Board of Directors of ACRP based upon the number of active members registered in this organization. Additional funds may also be derived from: dues collected from each active member, income from educational programs; as well as endowments, gifts, grants, and bequests.

**Section 2. Fiscal Year**

The fiscal year shall begin on the first day of January and end on the last day of December of each year.

**Section 3. Dues**

Annual Canadian Chapter dues, whose amount shall be set by the active membership and should not exceed \$50, may be required of all active members. Dues shall be payable at the time of Global membership purchase or renewal, and become delinquent sixty (15) days thereafter. Any member delinquent in his or her dues may be removed from the membership rolls.

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**Section 4.     Loans**

No loans shall be contracted on behalf of the Canadian Chapter and no evidence of indebtedness shall be issued in its name unless authorized by at least two-thirds of the votes cast at a special general meeting of the members duly called to consider the loan request.

**Section 5.     Authority**

The Board of Directors, by majority vote of those present at any regular or special meeting, must approve expenditure of funds in excess of \$500.

**ARTICLE V     MEETINGS**

At least two educational programs or meetings shall be held per year. The annual, general meeting may be held in conjunction with the Annual Meeting and Exposition of the Association of Clinical Research Professionals. At least two weeks (14 days) written notice of the annual, general meeting and any educational meetings will be provided to each voting member.

**Section 1.     Minutes of the Board of Directors and Executive Committee**

The minutes of the Board of Directors or of the executive committee 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.

**Section 2.     Voting Members**

At all meetings of the members of the corporation, every question shall be determined by a simple majority of votes, unless otherwise specifically provided by status or by these bylaws.

**Section 3.     Books and Records**

The directors shall see that all necessary books and records of the corporation required by the bylaws of the corporation, or by any applicable statute or law, are regularly and properly kept.

**ARTICLE VI     COMMITTEES**

**Section 1.     Committees**

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- 1.1. Standing and ad-hoc committees shall function in an advisory capacity to the Board of Directors and membership. Committees may develop and implement programs and policies authorized by the active membership. Committees shall not independently contact other organizations nor secure or attempt to secure funds from outside sources without the prior approval of the President or Board of Directors.
- 1.2. Committee chairpersons shall report on their activities at least annually, and at such other times as directed by the President or Board of Directors. The members of all standing committees may hold office for an unlimited or until relieved by their successors.
- 1.3. Committee members shall be appointed by the current Board of Directors and officers. A committee member may be removed from a committee only by at least two-thirds of the votes cast by the Board of Directors and officers duly called to consider the motion to consider the motion to remove the committee member. Removal from a committee may only occur when the said committee member is negligent in performing the duties or when actions of said committee member is in direct contrast to the purpose and structure of the Canadian Chapter of the ACRP.
- 1.4. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees.

**Section 2. Standing Committees**

- 2.1. Nominations Committee – The Nominations Committee shall be composed of the President and two members, other than the Secretary-Treasurer, appointed from the active membership. The Nominations Committee shall be chaired by the President  
  
The Nominations committee is responsible for reviewing the credentials of interested members and preparing a final slate of candidates for all elected offices. An executive position shall be acclaimed in the event that the Nominations Committee is unable to find a second candidate willing to be placed on the candidate slate.
- 2.2. Membership Committee – The Membership Committee will conduct an ongoing recruitment effort that actively identifies potential new members and recruits them into the Canadian Chapter and into the ACRP. This committee shall also develop a formal

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mechanism for encouraging Chapter members who are non-ACRP members to join the Association, which shall be implemented not less than annually. A summary of the effects of these efforts must be submitted with the Canadian Chapters annual report.

- 2.3. Publications Committee – The Publications Committee will publish a newsletter and/or maintain electronic communications.
- 2.4. Program Committee – The Program Committee shall plan the Canadian Chapter education meeting and manage the Continuing Education Units (CEU) application.

**Section 3. Ad-Hoc Committees**

Ad-Hoc Committees may be appointed at the discretion of the President. Such committees shall remain active until they have accomplished the purposes for which they were appointed or until inauguration of the succeeding President.

**ARTICLE VII AFFILIATION**

The Association of Clinical Research Professionals – Canadian Chapter is an affiliated Chapter of the Association of Clinical Research Professionals (ACRP) and as such supports and promotes the goals and objectives of ACRP as outlined in its bylaws.

**ARTICLE VIII AMENDMENTS**

Amendments to these Bylaws may be considered at any meeting of the membership. Amendments may be initiated by a proposal signed by at least two (2) voting members, and shall be delivered to the Chapter Executive. Within thirty (30) days prior to a meeting of the membership where such amendment is to be considered, the proposed amendment shall be delivered to all active members, electronically or by mail. Amendments to these Bylaws shall be approved by an affirmative vote of at least two-thirds (2/3) of the members.

All amendments of these Chapter Bylaws which directly affect the purpose and structure of the Canadian chapter, and are in direct contrast with the purpose and structure of the ACRP Central Office shall be approved by an ACRP Central Office staff member, and shall prevail at all meetings, except when contrary to the Bylaws or any standing rule.

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The by-laws of the ACRP – Canadian Chapter 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 an affirmative vote of at least two-thirds (2/3) of the members duly called for the purpose of considering the said by-law. The repeal or amendment of bylaws relating to the requirements of subsection 155(2) of the Act shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained.

**ARTICLE IX                    AUDITOR**

1.     The members shall, at each annual meeting, appoint an auditor (aka, reviewer) to examine the accounts of the corporation for report to the members at the next annual meeting. The reviewer shall hold office until the next 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 officers of the ACRP - Canadian Chapter. The reviewer may not be a director, officer or employee of the Chapter, or of an affiliated corporation, or associated with that director, officer or employee, unless all of the members have consented.
2.     The reviewer will examine the annual financial statements of the ACRP – Canadian Chapter and shall report his or her findings to the members at the annual meeting, and shall report to the members on whether the financial statements are fairly represented in accordance with generally accepted accounting principles.

**ARTICLE X                    PARLIAMENTARY PROCEDURE**

The latest revised edition of Robert’s Rule of Order shall prevail at all meetings, except when contrary to the Bylaws or any standing rule. As a rule, the Chapter should govern itself by consensus.

**ARTICLE XI                    DISSOLUTION**

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**Section 1. Dissolution**

In order to dissolve this organization, the President must present to the active membership a resolution recommending that the organization be dissolved. A proposal for dissolution may be considered at a regular or special meeting of the active membership only after thirty (30) days' notice in writing is given to each member in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by active members present at such regular or special meeting. This organization shall not be dissolved while 20% of the members in good standing dissent.

**Section 2. Resolution**

Upon adoption of the resolution for dissolution, this organization shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation.

**ARTICLE XI INTERPRETATION**

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 or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.