

**THE INTERNATIONAL SOCIETY OF ONCOLOGY  
PHARMACY PRACTITIONERS (ISOPP)**

**BYLAWS**

Dated at Vancouver this 5 day of March 2022.

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## 1. Definitions

In these bylaws and all other bylaws of the International Society of Oncology Pharmacy Practitioners (“Corporation”, “ISOPP” or the “Society”), unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society

"**Board**" means the Board of Directors of the Society, also referred to as “Secretariat”

"**bylaw**" means these bylaws and any other bylaws of the Society as amended and which are in force and effect

"**corporation**" means “The International Society of Oncology Pharmacy Practitioners,” also referred to as the “Society”

"**director**" means a member of the Board (Secretariat)

"**mail**" means written communication in any form such as electronic, courier, facsimile and post

"**meeting**" means a gathering either in person or through communication technologies

"**meeting of members**" includes an annual general meeting of members or a special meeting of members

"**officer**" means an officer of the Society appointed for the positions of President, President-Elect, Secretary and Treasurer; the officers are members of the Secretariat of the Society

"**ordinary resolution**" is a resolution concerning the regular business of the Society, and is passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution

"**policy**" means a formal statement adopted by the members of the Society by which the Society shall operate and carry out its mission and objectives

"**proposal**" means a proposal submitted by a member of the Society that meets the requirements of section 163 (Shareholder Proposals) of the Act

"**regulations**" means the regulations of the Society made under the Act, as amended, restated or in effect

"**Secretariat**" means the Board of Directors of the Society.

"**special meeting of members**" includes a meeting of any category (class) or categories (classes) of members or of all members

"**special resolution**" is a resolution that is determined by the Secretariat and is one that impacts the bylaws of the Society; a special resolution must be passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution

## 2. Interpretation

In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

## MEMBERSHIP

### 3. Membership Categories (Classes) and Conditions

The categories (classes) of membership of the Society are as follows:

- I. Full Member
- II. Honorary Member

#### A. Qualification for Membership

- I. Full Members: An individual who is engaged in oncology pharmacy and/or related fields and supports the vision of advancing oncology pharmacy care and the Society shall be eligible to be a Full Member provided that:
  - a. An application for membership is completed on the form(s) prescribed by the Secretariat
  - b. An annual membership fee based on the established fee schedule is paid
- II. Honorary Members: Honorary Membership may be awarded by a resolution of the Secretariat to those who have significantly contributed to the growth and development of the Society. Membership dues are waived for Honorary Members.

#### B. Membership Privileges and Limitations

- I. Full Members are entitled to:
  - a. Attend and vote at all annual, general and special meetings of members of the Society, to be appointed to committees, and to hold an elected or appointed office of the Society
  - b. Receive all publications and benefits offered by the Society
- II. Honorary Members are entitled to:
  - a. The same rights as Full Members

#### C. Changes to Membership Rights and/or Conditions

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

#### D. Membership Fees

- I. Annual fees for all categories of membership other than Honorary Membership shall be determined by resolution of the Secretariat.
- II. Honorary Members shall be exempt from payment of membership fees.
- III. The Society shall notify members on or before the thirty-first day of December of each year that membership fees are due on or before the first day of February of the following year.
- IV. Membership of the defaulting member shall be cancelled if the membership fees are not received by the first day of March.

#### 4. Cancellation of Membership

A membership in the Society is cancelled when one of the following occurs:

- I. The member's term of membership expires
- II. The member dies or resigns or ceases to be eligible for membership
- III. The member is expelled or his membership is otherwise terminated in accordance with the articles or bylaws
- IV. The Society is liquidated and dissolved under the Act

#### 5. Effect of Membership Cancellation

- I. Any member who desires to resign as a member of the Society may do so by notifying the Secretariat in writing of such resignation.
- II. If an individual ceases, for any reason whatsoever, to be a member of the Society, such individual shall not have access to member benefits, nor shall the individual represent the Society, nor have any claim against the funds or property of the Society.

#### 6. Discipline of Members

- I. The Secretariat shall have authority to suspend or expel any member from the Society upon any one (1) or more of the following grounds:
  - a. Violating any provision of the articles, bylaws, or written policies of the Society
  - b. Carrying out any conduct which may be detrimental to the Society as determined by the Secretariat
- II. In the event that the Secretariat determines by majority vote that a member is to be expelled or suspended from the Society, the President, or such other officer as may be designated by the Secretariat, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.
- III. The member may make written submissions to the Secretariat in response to the notice of suspension or expulsion received within the twenty-day (20) notice period.

- IV. If written submissions from the member are received in accordance with this bylaw, the Secretariat shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- V. In the event that no written submissions from the member are received by the Secretariat, then the President may proceed to notify the member of suspension or expulsion from membership in the Society.
- VI. The Secretariat decision shall be final and binding without any further right of appeal.

## MEMBERSHIP MEETINGS

### **7. Notice of Members' Meeting**

- I. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail a minimum of thirty (30) days before the day on which the meeting is to be held; pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the membership is required to make any amendment to the bylaws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.
- II. All members' meetings, including the annual general meeting, shall be held on such days as the Secretariat may decide; in no case shall the annual general meeting be held on any date later than October 31 in any year; notice of the annual general meeting shall be given as hereinbefore set out, and the Secretariat shall give notice of any special business including changes in the bylaws to be transacted at such meeting.
- III. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held as determined by the Secretariat.
- IV. Members, invited non-members, Society's management company representatives, and the public accountant of the Society are entitled to be present at a meeting of members; however, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaws are entitled to cast a vote at the meeting.

### **8. Members Calling a Members' Meeting**

The Secretariat shall call a special meeting of members in accordance with section 167 (Requisition of Meeting) of the Act, on requisition of at least twenty percent (20%) of the voting members of the Society. If the Secretariat does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the special meeting of members.

## **9. Proposals Nominating Directors at Annual Members' Meetings**

- I. The Society, at least ninety (90) days prior to the annual general meeting, shall begin the process to hold an election for open director positions of the Society; the officers of the Society including President, President-Elect, Treasurer and Secretary shall be appointed by the Secretariat based on the recommendations of the membership.
- II. Nominations shall be received by the Secretariat no less than sixty (60) days before the annual general meeting.
- III. No nomination shall be valid unless accompanied by the written consent of the nominee agreeing to act as a director if elected.
- IV. The Society shall mail to each voting member a complete slate of nominations approved by the Secretariat at least thirty (30) days prior to the date of the annual general meeting.
- V. Upon the verification of a tie vote for directors, the sitting President shall have the deciding vote; in the event of a tie vote, any candidate involved in the tie may request an official review of the results of the ballots.
- VI. The incoming Secretariat in any year shall take office immediately following the annual general meeting.

## **10. Conduct of Members' Meetings**

- I. The President shall preside at all members' meetings; in the event of the President's absence, then a designee from the Secretariat shall preside.
- II. A quorum at any meeting of the members shall be a minimum of twenty five (25) members and three (3) Secretariat members; if a quorum is present at the opening of the meeting of members, the meeting may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- III. At any meeting of members, every question, unless otherwise provided by the articles or bylaws or by the Act, shall be determined by a majority of the votes cast on the question.
- IV. If the Society chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of communication facility; a person participating in a meeting by such means is deemed to be present at the meeting; notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of communication facility that the Society has made available for that purpose.



## **11. Absentee Voting at Members' Meetings**

Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Society has a system that enables the votes to be gathered in a manner that permits subsequent verification, and permits the tallied votes to be presented to the Society and to identify how each member voted.

## **ELECTION, TERM AND DUTIES OF DIRECTORS (Secretariat)**

### **12. Election of Directors (Secretariat)**

- I. Number of Directors: The Secretariat shall consist of at least three (3) and no more than (10) directors elected or chosen according to the bylaws.
- II. Eligibility:
  - a. All directors shall be members of the Society in good standing
  - b. No person employed by the Society shall be eligible to be a director
  - c. Each director must be involved with oncology pharmacy activities during such director's term of office
- III. Nomination and Election: The directors shall be nominated and elected by the members in accordance with Bylaw 9.

### **13. Term of Office for Directors (Secretariat)**

- I. At the first election of directors following the approval of this bylaw, at least three (3) but no more than ten (10) directors shall be elected for a two-year (2) term.
- II. The term of office for all directors is for two (2) years, with the exception of the President who shall serve a total of four (4) years including one (1) year as President-Elect, two (2) subsequent years as President and one (1) year as Past President.
- III. No individual shall serve more than two consecutive terms for any office; an individual may only serve one term as President within a ten-year (10) period.

### **14. Vacancy**

If a vacancy occurs in the Secretariat, the remaining directors then in office may continue to exercise all the powers of the Secretariat as long as the number of directors at a meeting constitutes a quorum. Directors shall continue to serve their term until the annual general meeting of the members.

## **15. Termination of Term of Director**

The term of a director ends when one of the following occurs:

- I. The term of office expires
- II. A resignation
- III. A death
- IV. A removal from office as hereinafter set out
- V. A declaration the director is incapable by a court

## **16. Duties of the Board of Directors (Secretariat)**

Subject to the Act, the articles and any unanimous members' agreement, the directors shall manage or supervise the management of the activities and affairs of the Society.

## **17. Remuneration of Directors**

No director shall receive remuneration for his service as a director, but directors shall be entitled to reimbursement for expenses in accordance with any policies of the Society governing such reimbursement of expenses.

## **MEETINGS OF DIRECTORS**

### **18. Calling of Meetings of Board of Directors (Secretariat)**

The Secretariat shall meet at least two (2) times per year at the call of the President or designee. The President may call a meeting at any time, and must do so if requested in writing by two or more Secretariat members.

### **19. Notice of Meeting of Board of Directors (Secretariat)**

Notice of the time and logistics for all meetings of the Secretariat shall be given in the manner to every director of the Society not less than ten (10) days before the time when the meeting is to be held, unless the meeting is called by agreement of the directors.

### **20. Regular Meetings of the Board of Directors (Secretariat) and Quorum**

- I. The Secretariat shall appoint a day or days within the year for meetings of the Secretariat at a place and hour to be named; a copy of any resolution of the Secretariat establishing the place and time of such meetings of the Secretariat shall be sent to each director forthwith after being passed; no other notice shall be required for any such meetings except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

- II. Five (5) members of the Secretariat shall constitute a quorum for the transaction of business at Secretariat meetings.

## **21. Votes to Govern at Meetings of the Board of Directors (Secretariat)**

At all meetings of the Secretariat, unless otherwise provided in this bylaw, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to his original vote, shall have a second or casting vote.

## **COMMITTEES OF BOARD OF DIRECTORS (SECRETARIAT)**

### **22. Committees of the Board of Directors (Secretariat)**

The Secretariat may appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Secretariat shall see fit.

## **OFFICERS OF BOARD OF DIRECTORS (SECRETARIAT)**

### **23. Appointment of Officers of the Society**

The Directors shall appoint the officers of the Society as required and according to the term length as outlined in bylaw 13, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Society.

### **24. Description of Offices**

The officers of the Society shall be the President, the President-Elect or Past President, the Secretary, and the Treasurer. The said officers shall be members of the Society and shall be appointed by the Secretariat based on the recommendation of the membership, and shall have the following responsibilities:

- I. **President:** The President shall be the Chair of the Secretariat, chair meetings of the membership, and have general supervision of the affairs of the Society; the President shall do and perform all other duties applicable to the office as set out in the bylaws, and such other duties assigned to the President by the Secretariat.
- II. **President-Elect / Past President:** In the absence of the President, the President-Elect / Past President shall perform the same functions and have the same powers as the President.
- III. **Secretary:** The Secretary or designate shall attend all meetings of the members and of the directors and be responsible for the minutes of the proceedings; the Secretary shall assure appropriate notification of members and the Secretariat of the place and date of all meetings at which they are entitled to be present; the Secretary shall perform all such other duties assigned to the Secretary by the Secretariat.

- IV. Treasurer: The Treasurer shall have the oversight of the Society's finances and perform such duties assigned to the Treasurer by the Secretariat.

## **25. Vacancy in Office for Officers**

- I. If the office of any officer of the Society is or becomes vacant for more than six (6) months, the Secretariat shall fill the vacancy based on the recommendation of the membership.
- II. In the absence of a written agreement to the contrary, the Secretariat may remove, whether for cause or without cause, any officer of the Society by resolution of the Secretariat.

## **BANKING AND FINANCIAL AFFAIRS**

### **26. Execution of Documents**

- I. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by an appointed officer or director as determined by the Secretariat, and approved by a minimum of one (1) additional officer or director; transactions shall be reported at the next Secretariat meeting, and recorded in the minutes.
- II. Any person authorized to sign any document for the Society may affix the corporate seal to the document.
- III. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

### **27. Financial Year End**

The fiscal year of the Society shall end annually on the thirty-first day of December.

### **28. Banking Arrangements**

- I. The banking business of the Society shall be transacted at such bank, trust company or financial firm/society carrying on a banking business ("bank") in Canada or elsewhere as the Secretariat may designate, appoint or authorize from time to time by resolution.
- II. Any two (2) of the following three (3) officers of the Society shall approve in writing all electronic transactions, cheques, bills of exchange and other negotiable instruments: the President, the Treasurer, and/or the Secretary.
- III. All monies, cheques and other negotiable instruments received on behalf of the Society shall be deposited at such bank as the Secretariat may direct, and only to the credit of the Society.
- IV. Funds of the Society may be invested in such securities or deposits as the Secretariat shall direct; the Secretariat also may direct the sale, transfer or disposal of said securities or deposits.

## **29. Borrowing Powers**

Secretariat, subject to authorization by resolution of the members may borrow money on the credit of the Society; issue, reissue, sell, pledge or hypothecate debt obligations of the Society; and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

## **30. Annual Financial Statements**

- I. The Society, instead of sending copies of the annual financial statements (and auditors report if applicable) and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, may publish a notice to its members stating the location of the annual financial statements and documents provided in subsection 172(1) (Annual Financial Statements) of the Act; financial statements shall be made available at the registered office of the Society and any member, on request, may obtain a copy of the annual financial statements free of charge at the registered office or by prepaid mail.
- II. If the Society is required to have an audit, an auditor who is a public accountant shall be appointed as auditor for the ensuing fiscal year of the Society with the recommendation of the directors by members present at the annual general meeting of the Society; the audit shall be completed within ninety (90) days of the end of each fiscal year of the Society.
- III. If the Society is not required to have an audit in a fiscal year, the Society shall have financial statements (aka "Notice to Reader") compiled by a public accountant, or if the members dispense with the requirement to use a public accountant pursuant to the Act, prepared by a person or persons designated by the Secretariat.

## **INDEMNITY OF DIRECTORS AND OFFICERS**

### **31. Indemnity**

- I. Subject to any limitations contained in this bylaw or the Act, the Society shall indemnify:
  - a. A director or officer
  - b. A former director or officer and his respective heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Society if he acted honestly and in good faith with a view to acting in the best interests of the Society and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- II. The Society, with any approval required by law, shall indemnify a person referred to herein in respect of an action by or on behalf of the Society to procure a judgment in its favour, to which he is made a party by reason of being or having been a director or an officer of the Society or having undertaken any liability on behalf of the Society against all costs, charges and expenses reasonably incurred by him in connection with such action if he fulfills the conditions set out in Section 30(a) of this bylaw.
- III. The Society may purchase and maintain insurance for the benefit of any person referred to in these bylaws against any liability incurred by such person in his capacity as a director, officer or otherwise, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Society.

## CHAPTERS

### **32. Chapters**

Subject to the approval of the members, the Society may establish or authorize the establishment of chapters of the Society, provided that any such chapters shall be established in compliance with the Act, or the laws of the provincial, territorial or foreign jurisdiction.

## POLICIES

### **33. Policies**

The Society may adopt and revise policies which are consistent with the Act, the articles and the bylaws, from time to time, by resolution of the Secretariat.

## DISPUTE RESOLUTION

### **34. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Society arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Society, is not resolved in private meetings between the parties, then without prejudice to or in any way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Society as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- I. The dispute or controversy first shall be submitted to a panel of mediators appointed as follows: one party shall appoint one (1) mediator, the other party (or if applicable the Secretariat) shall appoint one (1) mediator; the two (2) mediators so appointed jointly shall appoint a third (3rd) mediator; the three (3) mediators shall meet with the parties in question in an attempt to mediate a resolution between the parties.

- II. The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- III. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute; the parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind; the decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- IV. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy; all costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## MISCELLANEOUS

### **35. Method of Giving Any Notice**

- I. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Secretariat, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the Secretariat or to the public accountant shall be sufficiently given when one of the following occurs:
  - a. If delivered personally to the individual to whom it is to be given or if delivered to such individual's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the director
  - b. If mailed to such individual at such individual's recorded address by prepaid ordinary or air mail
  - c. If sent to such individual by telephonic, electronic or other communication facility at such individual's recorded address for that purpose
  - d. If provided in the form of an electronic document in accordance with Part 17 of the Act
- II. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when appropriately deposited in a post office or public letter box; and a notice so sent by any means of transmitted (e.g. electronic communications) or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

- III. The Secretary or designee may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Secretariat in accordance with any information believed by the secretary to be reliable.
- IV. The declaration by the Secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.
- V. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **36. Invalidity of any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

### **37. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Secretariat or public accountant, or the non-receipt of any notice by any such individual where the Society has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **EFFECTIVE DATE**

### **38. Bylaws and Effective Date**

The Secretariat may not make, amend or repeal any bylaws that regulate the activities or affairs of the Society without having the bylaw, amendment or repeal confirmed by the members. Any proposal to amend the bylaws shall be made by the directors and any such proposal must be delivered in writing to the Secretary of the Society not less than three (3) months prior to the annual general meeting. A majority of votes at a meeting of members shall be required to amend or repeal the existing bylaws, and the Secretary must give members not less than thirty (30) days' notice of any proposed changes to this bylaw, prior to the members meeting at which such proposed changes shall be considered. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.