

The Canadian Society of Plastic Surgeons

By-laws – Revised 2025

ARTICLE I

TITLE

The corporation shall be known as The Canadian Society of Plastic Surgeons.

ARTICLE II

MISSION STATEMENT

The Canadian Society of Plastic Surgeons is the non-profit professional society that represents the interests of plastic surgeons in Canada.

Our mission is to represent, promote and provide leadership for the discipline of plastic surgery across Canada, in terms of clinical practice, education, ethics, economics and research. As an integral part of its mission, the Canadian Society of Plastic Surgeons pursues the following objectives:

1. To advance the art and science of Plastic Surgery.
2. To promote its interests in relation to medicine with reference to the clinical, ethical, and economic aspects thereof.
3. To promote, review, approve, and provide Continuing Professional Development/Continuing Medical Education Activities for Plastic Surgeons in keeping with the goals and criteria of the Royal College of Physicians and Surgeons of Canada (RCPSC) and according to recognized educational methods and principles.
4. To associate together in one corporate body Members in good standing of the Medical Profession who have specialized in this science.
5. To undertake the measures deemed necessary to preserve and enhance the bilingual nature of the Society.
6. To promote the interests of Society Members and to do all such other lawful acts and things as may be incidental or conducive to the attainment of the above objectives.

7. To be innovative in the field of continuing professional development using novel methods of needs assessment and evaluation.

As these objectives are set out in the Articles, they can only be amended by amending the Articles.

ARTICLE III

DEFINITIONS AND INTERPRETATION

In this By-law and in all other By-laws of the Canadian Society of Plastic Surgeons, unless the context otherwise requires:

“CSPS” or “Society” means the “Canadian Society of Plastic Surgeons”.

“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 when necessary.

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CSPS.

“Associate” means a supporter of the CSPS and is defined further in Article VI of this By-law. An Associate is not a Member of the CSPS within the meaning of the Act of the By-laws and shall have no right to vote at Meetings of the Members.

“Board” means the Board of Directors of the CSPS.

“By-laws” means this by-law and any other by-law of the CSPS as amended and which are, when necessary, in force and in effect.

“Director” is a Member of the Board.

“Meeting of Members” includes the Annual General Meeting of the Members (“AGM” or an “Annual General Meeting”) or a Special Meeting of the Members (a “Special Meeting”); A Meeting of Members does not include a scientific meeting or a conference of the CSPS.

“Member” means an individual that meets the requirements for membership set out in Article V of these By-laws, has applied for and has been accepted into membership of the CSPS by vote of the Members.

“Officers” of the Society are selected from among the Directors. The Officers are the President, the Vice President, the Vice President Elect, the Secretary-Treasurer, the Chair of

the Membership Committee, the Chair of the Public Relations Committee and the Historian.

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.

“Public Accountant” means the person appointed to such role in accordance with these By-laws.

“Proposal” means a proposal submitted by a Member of the CSPS that meets the requirements of the Act.

“Regulations” means the regulations made under the Act, as amended, restated or in effect when necessary.

“Special Business” means all business conducted at an Annual General Meeting other than consideration of the financial statements, the Public Accountant’s report, election of Directors and the re-appointment of an incumbent Public Accountant. Special Business includes the appointment of a new Public Accountant and also includes any business conducted at a Special Meeting.

“Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

“Written Policies” means policies that have been adopted by the Board and reduced to writing.

In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all individuals, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

ARTICLE IV

BUSINESS OF THE CANADIAN SOCIETY OF PLASTIC SURGEONS

A. Corporate Seal of the Society.

The Society may have a seal, which shall have inscribed thereon the name of the Society and the year of incorporation. The Secretary-Treasurer shall have the custody and care thereof. Contracts, documents or any instruments in writing may be signed on behalf of the Society by the Secretary-Treasurer or by any such other person or persons as the Board of

Directors may by resolution prescribe. Any signing Officer may affix the Corporate Seal to any instrument requiring the same.

B. Registered Office.

Unless changed in accordance with the Act, the head office of the CSPA shall be in the City of Ottawa, in the Province of Ontario.

C. Books and Records.

The Board shall see that all necessary books and records of the CSPA required by the By-laws, the Act or by any applicable statute or law are regularly and properly kept.

D. Execution of Documents.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the CSPA may be signed by any two (2) Directors. In addition, the Board may when necessary direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing Director may certify a copy of any instrument, resolution, By-law or other document of the CSPA to be a true copy thereof.

E. Financial Year.

The Financial year end of the CSPA shall be December 31 or as determined by the Board.

F. Banking Arrangements.

The banking business of the CSPA shall be transacted at such bank, trust company or other firm or corporation carrying on as a banking business in Canada or elsewhere as the Board may designate, appoint or authorize, when necessary, by resolution. The banking business or any part of it shall be transacted by the Secretary-Treasurer or such other Director or Directors and/or other persons as the Board may by resolution when necessary designate, direct or authorize.

G. Borrowing Powers.

The Directors of the CSPA may, without authorization of the Members:

1. borrow money on the credit of the CSPA;
2. issue, reissue, sell, pledge or hypothecate debt obligations of the CSPA;
3. give a guarantee on behalf of; and

4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the CSPA, owned or subsequently acquired, to secure any debt obligations of the CSPA.

H. Annual Financial Statements:

The CSPA may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the CSPA and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

I. Board Policies.

The Board may adopt, amend and repeal any Board policies, including Written Policies, that are consistent with these By-laws relating to the management and operation of the CSPA as the Board may deem appropriate when necessary. Any Board policy adopted by the Board shall continue to have force and effect until amended, repealed or replaced by a subsequent Board policy or resolution of the Board.

ARTICLE V

MEMBERSHIP IN THE CSPA

A. Membership Conditions.

Subject to the Articles, there is one (1) class of Members in the CSPA. Membership shall only be available to individuals. The term of membership of a Member shall be annual, subject to renewal in accordance with the policies of the Society. As set out in the Articles, each Member is entitled to receive notice and attend all Meetings of Members and to cast one (1) vote at such meetings. To be a Member, an individual must meet one (1) of the following criteria:

i. Active Members: to be eligible to be an Active Member, an individual must be certified in plastic surgery by one of: 1) the Royal College of Physicians and Surgeons of Canada, 2) the Collège des médecins du Québec, 3) the American Board of Plastic Surgery and must be engaged in the practice of plastic surgery in Canada. Plastic surgeons certified by the Royal College of Physicians and Surgeons of Canada practicing in the United States shall also be eligible for Active Member status. They must hold an active license and be in good standing with their Canadian provincial licensing authority or with the American licensing authority if working in the United States. There is no age limit to Active Membership and plastic

surgeons who have retired from the practice of plastic surgery may still maintain Active Membership if so desired, as long as they have an active license with their provincial licensing authority. Active Members are eligible to serve as Directors or Officers and on committees of the CSPS. They are entitled to propose or second candidates for membership in the CSPS. They shall pay membership dues.

ii. Internationally Trained Members: to be eligible to become an Internationally Trained Member, an individual must be a plastic surgeon practising in Canada who is not certified in plastic surgery by the Royal College of Physicians and Surgeons of Canada, nor the American Board of Plastic Surgery, nor the Collège des Médecins du Québec, but they are certified by their country of training's national regulatory body. They must hold an active license, and be in good standing, with their Canadian provincial licensing authority. There is no age limit to Internationally Trained Membership, and plastic surgeons who have retired from the practice of plastic surgery may still maintain Internationally Trained Membership if so desired, as long as they have an active license with their provincial licensing authority. Internationally Trained Members are eligible to serve as Directors or Officers and on committees of the CSPS. They are entitled to propose or second candidates for membership in the CSPS. They shall pay membership dues.

iii. Retired Members: To be eligible to be a Retired Member, an individual must be an Active Member or Internationally Trained Member who has retired completely from the practice of plastic surgery. There is no age limit to this category. Active Members or Internationally Trained Members who retire from plastic surgery secondary to health issues are also eligible for this category of membership. Retired Members cannot serve as Directors or Officers and cannot propose or second candidates for membership in the CSPS; however, Retired Members are eligible to serve on committees of the CSPS. Retired Members shall not pay membership dues but shall be required to make payment of fees to attend meetings or activities of CSPS. A Retired Member can re-apply to return to Active Membership or Internationally Trained Membership at any time; however, they shall be required to pay membership dues in order to be re-admitted as an Active or Internationally Trained Member.

Membership Transferability.

A Membership may only be transferred to the CSPS.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

B. Mode of Election

Candidates for membership shall be nominated in writing by two (2) Members of the CSPA in good standing. Such nominations, in writing, together with a dossier of the candidate's professional and personal background, shall be sent to the Chair of the Membership Committee who shall submit these data to the Board without undue delay. The Board shall recommend for election at an Annual General Meeting of the CSPA, those candidates whom they may deem eligible. Admission of Members shall be by secret ballot and must be approved by eighty percent (80%) of the ballots cast.

C. Dues and Assessments.

Members shall pay such annual dues and assessments as shall be determined and fixed when necessary, by the Members of the Society at the Annual General Meeting or other meeting thereof. No Member shall enjoy the privileges of membership until the Member has paid all appropriate annual dues and assessments and is not in arrears in respect thereof.

D. Loss of Membership.

A Member shall cease to be a Member if:

- i. the Member gives notice in writing to the Secretary-Treasurer that the Member resigns from the CSPA. Resignation shall be effective on the date specified in the resignation;
- ii. the Member is expelled from membership pursuant to this By-Law;
- iii. the Member's name is removed for misconduct from the medical register of the legal jurisdiction in which the Member practices;
- iv. the Member dies;
- v. the Member's annual dues and/or assessments are not paid by the due date for same determined by the Board;
- vi. the CSPA is liquidated or dissolved under the Act;

E. Effect of Termination of Membership.

Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the CSPA, automatically cease to exist.

F. Discipline

The Board shall have authority to discipline, suspend or expel any Member from the CSPS for any one or more of the following grounds:

- i. where the Judicial Council recommends same to the Board;
- ii. for violating any provision of the Articles, By-Laws, Code of Ethics or Written Policies of the CSPS;
- iii. for carrying out any conduct which may be detrimental to the CSPS, including its best interests or reputation; or
- iv. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the CSPS.

In the event that the Board determines that a Member should be expelled or suspended from membership in the CSPS, the President, or such other Director as may be designated by the Board, shall provide six (6) weeks' notice of discipline, suspension or expulsion to the Member and shall provide reasons for the proposed discipline, suspension or expulsion. The Member may submit written submissions to the President, or such other Director as may be designated by the Board, in response to the notice received within such six (6) week period. In the event that no written submissions are received by the President or such other Director as may be designated by the Board, the President may proceed to notify the Member that the Member is disciplined, suspended or expelled from membership in the CSPS. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further six (6) weeks from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Article VI

ASSOCIATESHIP IN THE CSPS

A. Associate Conditions. An Associate of the CSPS shall be an individual who is not eligible for membership in the CSPS, who is interested in furthering the objectives of the CSPS, who has applied for and been accepted as an Associate in the CSPS by resolution of the Board or in such other manner as may be determined by the Board. They cannot serve on the Board or as Officers and they are not invited to Meetings of Members. They may attend the annual scientific meeting. They must meet one of the following criteria:

- i. they are a plastic surgeon certified by the Royal College of Physicians and Surgeons of Canada or the American Board of Plastic Surgery and/or the College des Médecins du Quebec who practices outside of Canada or the

United States. They must be in good standing with the licensing authority of the area where they work. They cannot serve on committees of the CSPS. They shall pay dues (each an “Affiliate”); or

- ii. they are a plastic surgeon who practices plastic surgery outside of Canada or the United States. They are not certified in plastic surgery by the Royal College of Plastic Surgeons of Canada, nor the American Board of Plastic Surgery nor the College des Médecins du Quebec, but they are certified by their country of training’s national regulatory body. They are known to the membership of the CSPS (as determined by the Board) and have attended at least one (1) meeting of CSPS in person. They must be in good standing with the licensing authority of the area where they work. They cannot serve on committees of the CSPS. They shall pay dues (each an “Internationally Trained Affiliate”) or
- iii. they are an Affiliate, or Internationally Trained Affiliate who has retired completely from the practice of plastic surgery regardless of their age, whether by choice or secondary to health issues. They cannot serve on committees of the CSPS. Retired Affiliates shall not pay dues but shall be required to make payment of fees to attend meetings or activities of the CSPS (each a “Retired Affiliate”); or
- iv. they are an individual registered in an accredited Canadian plastic surgery training program, and their training program director has recommended them for admission. They must hold an active trainee license, and be in good standing, with their Canadian provincial licensing authority. They can serve on committees of the CSPS (each a “Resident Associate”) or
- v. they are an individual certified in plastic surgery by the Royal College of Physicians and Surgeons of Canada and/or the College des Médecins du Quebec who are doing extra fellowship training in an area of plastic surgery in Canada and their training program director has recommended them for admission. They must hold an active trainee license, and be in good standing, with their Canadian provincial licensing authority. They can serve on committees of the CSPS (each a “Fellow Associate”); or
- vi. they are an individual certified in plastic surgery by the Royal College of Physicians and Surgeons of Canada and/or the College des Médecins du Quebec who are doing extra fellowship training in an area of plastic surgery outside of Canada and their training program director has recommended them for admission. They must hold an active trainee license, and be in good standing with the licensing authority where they are training. They can serve on committees of the CSPS (each a “Fellow Affiliate”) or

- vii. they are a plastic surgeon who is training in a fellowship program in Canada who are not certified in plastic surgery by the Royal College of Plastic Surgeons of Canada nor the College des Médecins du Quebec but who are a member in good standing by their country of training's national regulatory body. They must hold an active trainee license, and be in good standing, with their Canadian provincial licensing authority. They can serve on committees of the CSPS. Their training program director in Canada has recommended them for admission (each an "Internationally Trained Fellow Associate").

Associate Rights. Associates are not Members within the meaning of the Act or these By-laws, shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to attend or vote at Meetings of Members. Associates shall not be permitted to attend Meetings of Members without invitation by the chair of such meeting. Associates cannot serve as Directors or Officers and cannot propose or second candidates for membership in the CSPS. They are eligible to serve on committees of the CSPS.

Associate Transferability. An associate role in the CSPS may only be transferred to the CSPS.

B. Mode of Election

Candidates for Affiliates, and Internationally Trained Affiliates shall be nominated in writing by two (2) Members of the CSPS in good standing. Such nominations, in writing, together with a dossier of the candidate's professional and personal background, shall be sent to the Chair of the Membership Committee who shall submit these data to the Board without undue delay. The Board shall recommend for election at an Annual General Meeting of the CSPS, those candidates whom they may deem eligible. Admission of Associates shall be by secret ballot and must be approved by eighty percent (80%) of the ballots cast.

Resident Associates, Fellow Associates, Fellow Affiliates and Internationally Trained Fellow Associates shall be nominated by the director of their training program. The application form shall be submitted to the Chair of the Membership Committee who shall submit these data to the Board without undue delay. The Board shall review and vote on these candidates at one of the Board meetings.

C. Dues and Assessments.

Associates shall pay such annual dues and assessments as shall be determined and fixed, when necessary, by the Board. No Associate shall enjoy the privileges of associateship until the Associate has paid all appropriate annual dues and assessments and is not in arrears in respect thereof.

D. Loss of Associateship.

An Associate shall cease to be An Associate if:

- i. the Associate gives notice in writing to the Secretary-Treasurer that the Associate resigns from the CSPS. Resignation shall be effective on the date specified in the resignation;
- ii. the Associate is expelled from associateship pursuant to this By-law;
- iii. the Associate's name is removed for misconduct from the medical register of the legal jurisdiction in which the Member practices;
- iv. the Associate dies;
- v. the Associate's annual dues and/or assessments are not paid by the due date for same determined by the Board; or
- vi. The CSPS is liquidated or dissolved under the Act.

E. Effect of Termination of Associateship.

Subject to the Articles, upon termination of associateship, the rights of the Associate, including any rights in the property of the CSPS, automatically cease to exist.

F. Discipline

The Board shall have authority to discipline, suspend or expel any Associate from the CSPS at its discretion.

Article VII

HONORARY MEMBERSHIP IN THE CSPS

A. Honorary Membership Conditions. Honorary Membership in the CSPS shall be available to individuals who have rendered services to plastic surgery that the CSPS desires to recognize.

Honorary Member Rights. Honorary Members are not Members within the meaning of the Act or these By-Laws, shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to attend or vote at Meetings of Members. Honorary Members shall not be permitted to attend Meetings of Members without invitation by the chair of such meeting. Honorary Members cannot serve as Directors or Officers, cannot propose or second candidates for membership in the CSPS and cannot serve on committees. For further certainty, if an individual is an Honorary Member and an Active Member, they shall have the rights of an Active Member.

Honorary Membership Transferability. An Honorary Membership in the CSPA may only be transferred to the CSPA.

B. Mode of Election

Candidates for Honorary Membership shall be nominated in writing by two (2) Members of the CSPA in good standing. Such nominations, in writing, together with a dossier of the candidate's professional and personal background, shall be sent to the Chair of the Membership Committee who shall submit these data to the Board without undue delay. The Board shall recommend for election at an Annual General Meeting of the CSPA, those candidates whom they may deem eligible. Admission of Honorary Members shall be by secret ballot and must be approved by eighty percent (80%) of the ballots cast.

C. Dues and Assessments.

Honorary Members shall not be required to pay dues or assessments in respect of their Honorary Membership.

D. Loss of Honorary Membership

An Honorary Member shall cease to be an Honorary Member if:

- i. The Honorary Member gives notice in writing to the Secretary-Treasurer that the Honorary Member resigns from the CSPA. Resignation shall be effective on the date specified in the resignation.
- ii, The Honorary Member is expelled from Honorary Membership pursuant to this By-Law
- iii. The Honorary Member's name is removed for misconduct from the medical register of the legal jurisdiction in which the Member practices.
- iv. The Honorary Member dies.
- vi. The CSPA is liquidated or dissolved under the Act.

E. Effect of Termination of Honorary Membership.

Subject to the Articles, upon termination of associateship, the rights of the Honorary Member, including any rights in the property of the CSPA, automatically cease to exist.

F. Discipline

The Board shall have authority to discipline, suspend or expel any Honorary Member from the CSPA at its discretion.

ARTICLE VIII

MEETINGS OF MEMBERS

A. Annual General Meeting.

At the Annual General Meeting, the business that must be transacted includes:

1. receipt of the agenda;
2. receipt of the minutes of the previous Annual General Meeting and any subsequent Special Meetings if applicable;
3. consideration of the financial statements;
4. report of the Public Accountant;
5. appointment of the Public Accountant for the upcoming year; and
6. election of the Directors.
7. Other business as set out in the notice of meeting. This business must be included on the agenda for the Annual General Meeting unless a Member has submitted a Proposal that satisfies the requirements of the Act and the Regulations, as any such item of business constitutes Special Business, of which notice to the Members is required.

B. Special Meetings

Special Meetings may be held, when necessary, at the call of the President or Board. In addition, at the request in writing of at least five (5%) per cent of the Members of the Society, the Board shall call a Special Meeting which may be conducted in-person, by hybrid or by virtual means, provided the request of such Members specifies the nature of the business to be transacted thereat, and no other business is to be considered. If the Board does not call a Special Meeting within twenty-one (21) days of receiving the requisition of the Members in respect of same, any Member who signed the requisition may call the meeting.

C. Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, every Director and the Public Accountant. Notice shall be given by the following means:

1. by mail, courier or personal delivery to each Active Member, Internationally Trained Member or Retired Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
2. by telephonic, electronic or other communication facility to each Active Member, Internationally Trained Member or Retired Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Amendments to the Notice Provisions.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the CSPS to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

D. Methods of Voting at a Meeting of Members

Voting by Members at the Annual General Meeting, and Special Meetings may occur by any one or more of the following methods, in the discretion of the Board and subject to the requirements of the Act:

1. by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the Members who are entitled to vote;
2. by written ballot; or
3. by Electronic Means, in accordance with the Act and these By-laws.

If requested by one (1) or more Members or directed by the Chair of the meeting, a secret ballot can be conducted. Such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any individual Member voted.

For the purposes of these by-laws, "Electronic Means" shall mean any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that, in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions, enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the CSPS without it being possible for the Society to identify how each Member voted.

E Absentee Voting at Meetings of Members.

Pursuant to 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 CSPS has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification; and
2. permits the tallied votes to be presented to the CSPS without it being possible for the CSPS to identify how each Member voted.

Amendments to Absentee Voting

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the CSPS to change the above method of voting by Members not in attendance at a Meeting of Members.

F. Proposals at Annual General Meetings

In accordance with the Act and Regulations, a Member entitled to vote at an Annual General Meeting may submit to the Society notice of any matter that the Member proposes to raise at the Annual General Meeting within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous Annual General Meeting. All Proposals received by the Society shall be addressed in accordance with the Act and Regulations.

G. Place of Meeting of Members

Subject to compliance with the Act, Meetings of Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

H. Persons Entitled to be present at Meeting of Members

The only persons entitled to be present at a Meeting of Members shall be the Active Members, Internationally Trained Members and the Retired Members, the Directors and the Public Accountant of the CSPS and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the CSPS to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

I. Chair of Meeting of Members

In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one (1) of their number to chair the meeting.

J. Quorum of Meeting of Members (Article 10 in current bylaws)

A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be ten percent (10%) of the total number of Members. No business shall be transacted at any Meeting of Members unless the requisite quorum is met at the commencement of business. If a quorum is present at the opening of a Meeting of Members, the meeting may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

K. Votes to Govern at Meetings of Members

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by an Ordinary Resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall cast a second or deciding vote in addition to his or her original vote.

L. Resolution in Writing

A resolution in writing signed by all Members entitled to vote at a Meeting of Members is as valid and enforceable as a resolution passed at a Meeting of Members.

M. Participation by Electronic Means at Meetings of Members

If the CSPS chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, 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 any telephonic, electronic or other communication facility that the CSPS has made available for that purpose.

N. Meeting of Members Held Entirely by Electronic Means

If the Directors or Members of the CSPS call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

For each such vote, the Society must provide each Member in good standing with notice in accordance with these by-laws, which notice must include:

1. the text of the resolutions that are the subject of the vote and any other supporting documentation.
2. in the case of a vote to be held by electronic means, the date and time of the conference and instructions on how Members may join the videoconference.
3. instructions on how Members may cast their vote.

ARTICLE IX

BOARD OF DIRECTORS

A. Number of Directors

The Board shall be comprised of eleven (11) Directors as set out in this By-law, until otherwise amended in accordance with these By-laws. As the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined, when necessary, by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. To change the number of Directors other than in accordance with this Article IX, the Articles must be revised in accordance with the Act.

B. Election and Term of Directors.

The Directors shall be elected by the Members at each Annual General Meeting at which such election is required, as follows, and shall serve the terms set out below, or until their successors are elected or appointed:

President and Past-President.

At every Annual General Meeting of the CSPS, the Members shall elect an Active or Internationally Trained Member to serve as a Director and as President, who shall serve a term of two (2) years, the first (1st) year of which he or she shall serve as Director and

President and the second (2nd) year of which he or she shall serve as Director and Past-President. No individual may serve more than one (1) consecutive term in this position.

Vice-President and Vice-President-Elect.

At every Annual General Meeting of the CSPA, the Members shall elect an Active or Internationally Trained Member to serve as a Director and as Vice-President-Elect, who shall serve a term of two (2) years, the first (1st) year of which he or she shall serve as Director and Vice-President-Elect and the second (2nd) year of which he or she shall serve as Director and Vice-President. No individual may serve more than one (1) term in this position.

Secretary-Treasurer.

At every third (3rd) Annual General Meeting of the CSPA, the Members shall elect an Active or Internationally Trained Member to serve as a Director and Secretary-Treasurer, who shall serve a term of three (3) years. In the third (3rd) year of the Secretary-Treasurer's term, he or she shall be eligible to also serve as Vice-President-Elect.

Chair of the Membership Committee.

At every second (2nd) Annual General Meeting of the CSPA, the Members shall elect an Active or Internationally Trained Member to serve as a Director and Chair of the Membership Committee, who shall serve a term of two (2) years. An individual may serve two (2) terms in this position, after which they must be absent from the position for two (2) years before then are again eligible for election as the Chair of the Membership Committee.

Chair of the Public Relations Committee.

At every second (2nd) Annual General Meeting of the CSPA, the Members shall elect an Active or Internationally Trained Member to serve as a Director and Chair of the Public Relations Committee, who shall serve a term of two (2) years. An individual may serve two (2) terms in this position, after which they must be absent from the position for two (2) years before then are again eligible for election as the Chair of the Public Relations Committee.

The Historian.

At every second (2nd) Annual General Meeting of the CSPA, the Members shall elect an Active or Internationally Trained Member to serve as a Director and Historian, who shall serve a term of two (2) years. An individual may serve two (2) terms in this position, after which they must be absent from the position for two (2) years before then are again eligible for election as the Historian.

Directors-at-Large.

At every second (2nd) Annual General Meeting of the CSPA, the Members shall elect three (3) Active Members to serve as Directors at Large, who shall each serve a term of two (2)

years. An individual may serve two (2) terms in this position. One (1) of these Directors will specifically be responsible for the website and social media of the Society.

C. Eligibility Criteria for Directors.

A Director must be an Active or Internationally Trained Member of the CSPA. A Director must agree to participate in electronic meetings as necessary.

D. Vacation of Office.

The office of Director shall be automatically vacated:

1. if a Director resigns by delivering a written resignation to the Board;
2. if the Director is found by a court to be of unsound mind;
3. if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
4. if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
5. on death of the Director;
6. if a Director withdraws his or her consent to electronic meetings of the Board; or
7. if a Director resigns as an Active or Internationally Trained Member.

E. Vacancies.

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors or from a failure of the Members to elect the number or minimum number of Directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of Directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting.

F. Expulsion.

The Members may, by Ordinary Resolution passed at a Special Meeting called for such purpose, remove any of the Directors from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board. Any person so appointed to fill a vacancy shall hold office only until the next Annual General Meeting and will then be eligible for election at the next Annual General Meeting.

G. Meetings of the Board of Directors.

1. Calling of the meetings of the Board of Directors.

There shall be no less than two (2) meetings of the Board in each calendar year. Meetings of the Board may be called by the President or Vice-President or any two (2) Directors at any time. If the CSPS has only one (1) Director, that Director may call and constitute a meeting.

2. Attendance of the Meetings of the Board.

Meetings of the Board shall be attended by Directors only, except by special invitation of the Board or chair of the meeting.

3. Special Invitations to a Meeting of the Board of Directors.

The Board of Directors may extend a special invitation to:

- i. the Chair of the Local Arrangements Committee of the Annual General Meeting
- ii. the Chair of the Royal College Plastic Surgery Specialty Committee
- iii. the Chair of the Young Plastic Surgeons Committee
- iv. the two Directors elected by the Educational Foundation of the Canadian Society of Plastic Surgeons Inc.
- v. other individuals as deemed necessary by the Chair of the Meeting.

4. Location of Meeting of Board of Directors.

Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.

5. Participating in Meetings by Electronic Means.

If all of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

6. Board Meeting Held Entirely by Electronic Means.

If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7. Notice of Meeting of Board of Directors.

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this By-law to every Director of the CSPA not less than ten (10) days before the time when the meeting is to be held if sent by mail and not less than forty eight (48) hours if sent by telephonic, electronic or other communication facilities. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- i. submit to the Members any question or matter requiring the approval of Members;
- ii. fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors;
- iii. issue debt obligations except as authorized by the Directors;
- iv. approve any annual financial statements;
- v. adopt, amend or repeal By-Laws; or
- vi. establish contributions to be made, or dues to be paid by Members.

8. First Meeting of New Board.

Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

9. Regular Meetings Section.

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

10. Quorum at Meetings of the Board of Directors.

Ordinarily, six (6) Directors present in-person or by virtual means shall constitute a quorum for all meetings of the Board of Directors. If there is more than one (1) vacancy in Board positions, then quorum will be established when sixty percent (60%) or more of the existing Board Members are present in person or by virtual means.

11. Votes to Govern at Meetings of the Board of Directors.

At all meetings of the Board, unless otherwise required by the Act, every question shall be decided by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

12. Resolution in Writing.

A resolution in writing signed by all Directors entitled to vote at a meeting of the Board is as valid and enforceable as a resolution passed at a meeting of the Board.

13. Committees of the Board of Directors.

The Board may, when necessary, 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 Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may, when necessary, make. Any committee Member may be removed by resolution of the Board.

ARTICLE X

DIRECTOR ROLES AND DUTIES

A. Director Roles.

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the Directors shall have the following duties and powers associated with their positions:

1. President of the Board (the “President”).

The President shall, subject to the authority of the Board, have general supervision of the affairs of the CSPS. The President shall be and have the power of the Chief Executive Officer of the Society. The President shall preside at all meetings of the Board and Meetings of Members. The President shall submit an annual report of the business and affairs of the CSPS to the Board as soon as such report may conveniently be prepared after the close of each fiscal year, and to the Members at the ensuing Annual General Meeting. When necessary, the President shall report to the Board all matters within their knowledge which the interests of the Society may require to be brought to their notice. The President shall be an ex-officio member of all committees. The President shall have such other duties as may be determined by the Board.

2. Vice-President of the Board (the “Vice-President”).

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President, including without limitation presiding at all meetings of the Board and Meetings of Members. In the event of the death or resignation of the President, the Vice-President shall normally proceed to the office of President, subject to the determination of the Board. The Vice-President shall serve as Chair of the Program Committee and be responsible for the scientific program for meetings of the CSPS as an aspect of such role. The Vice-President shall have such other duties and powers as the Board may specify.

3. Vice-President-Elect of the Board (the “Vice-President-Elect”).

The Vice-President-Elect shall, in the absence or disability of the Vice-President, perform the duties and exercise the power of the Vice-President, including without limitation presiding at all meetings of the Board and Meetings of Members. In the event of the death or resignation of the Vice-President, the Vice-President-Elect shall normally proceed to the office of Vice-President, subject to the determination of the Board. The Vice-President-Elect shall have such other duties and powers as the Board may specify.

4. Secretary-Treasurer of the Board (the “Secretary-Treasurer”).

The Secretary-Treasurer shall:

- i. attend, keep minutes and be the secretary of all meetings of the Board, Members and the Executive Committee;
- ii. see that all notices are duly given in accordance with the provisions of these By-laws or as required by the Act;
- iii. be custodian of the records of the Society;
- iv. have charge and custody of and be responsible for all funds and securities of the Society and deposit such funds in the name of the Society in such banks, trust companies or other depositories as shall be selected by the Board;
- v. exhibit at all reasonable times their books of account and records in accordance with the Act;
- vi. render a detailed report of the finances of the Society whenever called upon by the Board or Public Accountant;
- vii. provide an annual report to the Members at the Annual General Meeting;
- viii. receive and give receipts for monies due and payable to the Society from any source whatsoever;
- ix. in general perform all duties necessary or incidental to the office of Secretary-Treasurer and such other duties as may when necessary be assigned to them by the Board; and
- x. in the third (3rd) year of the Secretary-Treasurer’s term, be eligible for nomination to combine this office with that of the Vice President Elect.

5. Chair of the Membership Committee of the Board (the “Chair of the Membership Committee”).

The Chair of the Membership Committee shall be responsible for reviewing all applications for membership submitted to the Society and for preparing a report on said nominations to be presented to the Board at one of its meetings. The Chair of the Membership Committee shall have such other duties and powers as the Board may specify.

6. Chair of the Public Relations Committee of the Board (the “Chair of the Public Relations Committee”).

The Chair of the Public Relations Committee shall be responsible for maintaining a favorable public image for the Society by responding in person or through a delegate to inquiries from the media or the public. The Chair of the Public Relations Committee shall have such other duties and powers as the Board may specify.

7. The Historian of the Society (the “Historian”).

The Historian shall be responsible for custody of the archives of the Society. The Historian shall acquire such documents and photographic records particularly in relation to the Annual General Meeting as are indicated for the preservation of the heritage of the Society. The Historian shall also be responsible for recording the necrology of the Society and presenting it to the membership at the Annual General Meeting. The Historian shall have such other duties and powers as the Board may specify.

8. Past President of the Board (the “Past-President”).

The Past President shall act as Chair of the Nominating Committee and provide advice to the Board concerning the business of the Society.

9. Directors-at-Large.

The Directors at Large will be assigned responsibilities by the Board with regard to activities such as future planning, exhibitors, time and place of meeting sites, continuing medical education and public relations.

B. Duties of other Directors and committees.

1. Nominating Committee

This committee shall be made up of five (5) Members including, where available and willing to serve, the three (3) most recent Past-Presidents and two (2) other Members elected by ballot from the floor at the previous Annual General Meeting. The Committee shall be chaired by the immediate Past-President or, if absent, by the most immediate predecessor. The Nominating Committee is responsible for presenting at the Annual General Meeting a list of candidates for Director-President, Director-Vice-President, Director-Vice-President Elect, Director-Secretary-Treasurer, Director-Historian, Director-Chair of the Membership Committee, Director-Chair of the Public Relations Committee and three (3) other Directors-at-Large. This slate will be circularized to the membership with the notice of the Annual General Meeting. Additional

duly seconded nominations in writing may be forwarded to the Chair of the Nominating Committee before the election prior to the Annual General Meeting.

The Executive Committee consists of the President, the Vice President, the Vice President Elect, the Secretary Treasurer and the Past President. The Executive Committee shall conduct the current affairs of the CSPA including execution of the mandates of the CSPA and of the Board of Directors. Three (3) Members of the Executive Committee present in-person or by virtual means shall constitute a quorum for all meetings of the Executive Committee.

2. Delegates to the Foundation

The Vice-President and Vice-President elect will be delegated for a period of one (1) year by the Board of Directors to be Directors of the Educational Foundation of the Canadian Society of Plastic Surgeons Inc.

C. Conflict of interest.

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the CSPA or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the CSPA shall make the disclosure required by the Act and comply with the requirements of the Society's conflict of interest policy, if any. Except as provided by the Act, no such Director shall attend any part of a meeting of the Board or a committee thereof during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

D. Remuneration of Directors.

The Directors of the CSPA shall not be remunerated for their services. Notwithstanding the foregoing, the Directors may authorize remuneration for the Secretary-Treasurer.

E. Indemnification of Directors.

Every Director of the CSPA or other person who has undertaken or is about to undertake any liability on behalf of the CSPA or any CSPA controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, when necessary and at all times be indemnified and saved harmless out of the funds of the CSPA from and against:

1. All costs, charges and expenses which such Director or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director or other person, or in respect of

any act, deed, matter or thing whatsoever, made, done or permitted by such Director or other person, in or about the execution of the duties of such Director's or other person's office or in respect of any such liability; and

2. All other costs, charges and expenses which a Director or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds to defend an action, claim, suit or proceeding referenced in [Article X (E) (1)], the Board may approve such advance.

F. For the protection of Directors and Officers.

1. No Director or Officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or CSPA, including any person, firm or CSPA with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through that person's own wrongful and willful act or through that person's own wrongful and willful neglect or default.

2. The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Society shall be employed by or shall perform services for the Society otherwise than as Director or Officer or shall be a member of a firm or a shareholder, Director or Officer of a company which is employed by or performs services for the Society, the fact of his or her being a Director or Officer of the Society shall not disentitle such

Director or Officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE XI

PUBLICATIONS

All proceedings of the Society shall be accurately recorded and available in both of the Society's official languages and may be published only with the written authorization of the Board. All financial statements prepared for the Society pertaining to the financial status of the Society, shall be available in both of the Society's official languages and may be published only with the written authorization of the Board.

ARTICLE XII

AMENDMENTS TO THE BY-LAWS

These By-laws may be amended or repealed by the Board and proposals for the amendment or repeal thereof may be made by individual Members of the Society provided always that in no event shall any such amendment or repeal have any force or effect unless and until approved by Special Resolution at a Meeting of the Members of the Society.

ARTICLE XIII

AUDITORS

The Society will conduct the level of financial review required by the Act.

This By-Law was approved by the Board on December 1, 2025, and the Members on January 9th, 2026.

Signed by:

Dr. Frankie Fraulin

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Frankie Fraulin
President