

**BYLAWS GOVERNING ASSOCIATION
WITH THE
CALGARY ACADEMY OF VETERINARY MEDICINE (the “Academy”)**

Bylaws relating generally to the establishment and maintenance of a listing of veterinary practitioners who are associated with the Academy (hereinafter “Associates”) for the purposes and on the terms and conditions hereinafter set forth:

ARTICLE I – OBJECTIVES

The objectives of the Academy and the Associates thereof shall be:

- a) to improve the professional knowledge of the Associates by the presentation of scientific papers and practical information;
- b) to strive for continuous improvement in the Academy’s public relations;
- c) to encourage ethical conduct by Associates;
- d) to co-operate with, and aid the parent association, the Alberta Veterinary Medical Association; and
- e) to cultivate fraternal feeling among Associates.

ARTICLE II – STATUS AS AN ASSOCIATE

- a) (i) Any member in good standing of any recognized Canadian veterinary licensing association, who practices or is interested in small animal veterinary medicine, is eligible to become an Associate of the Academy.
- (ii) Any temporary member of any recognized Canadian veterinary licensing association, who practices or is interested in small animal veterinary medicine, is eligible to become a temporary Associate of the Academy.
- b) Associates shall adhere to the Alberta Veterinary Medical Association Code of Ethics. Associates of the Academy shall be individually liable for their own actions.
- c) To become an Associate of the Academy an applicant must be sponsored by one (1) Associate of the Academy in good standing, and the application must be approved by two-thirds (2/3) of the Associates in attendance and entitled to vote at a meeting at which new Associate applications are to be considered by virtue of the Associates having proper notice of same. The new Associate applicant and their sponsor or a proxy sponsor must be present at the meeting of which their names have been published in the Newsletter and/or email notification has been sent to the membership with 72 hours notice in order to become a new Associate of the Academy.
- d) Annual Fees required to be paid by Associates to maintain their status as an Associate will be reviewed and determined each year by the Directors for the

following year and will be payable on or before February 1 in each year. A reduced fee, also determined by the Directors, shall apply to persons seeking Associate status after July 1 of any year.

- e) No Director, Officer, Shareholder or Associate of the Academy shall make use of the word “Academy” in any promotional way without first obtaining the written consent of the Directors.

ARTICLE III – MEETINGS OF ASSOCIATES

- a) The Associates of the Academy will convene in a general meeting on the second Wednesday in each of the months of January, March, May, September and November at a time and place within the City of Calgary determined by the Directors of the Academy. In addition, the Directors of the Academy may call a Special Meeting at any time, upon proper notice in accordance with this Article III.
- b) Associates are to receive fourteen (14) days written notice of any meeting, which notice is to contain an agenda or summary of the business to be transacted at such meeting, PROVIDED ALWAYS that the Associates may waive their right to such notice.
- c)
 - (i) Each Associate in good standing is entitled to notice of, to attend at, such meeting of Associates. Those Associates in attendance are entitled to exercise one (1) vote on each matter properly before the meeting. Balloting shall occur by show of hands unless an Associate entitled to vote in accordance with the Bylaws demands that a poll be taken in which event the Chairman shall conduct a secret ballot.
 - (ii) The affirmative vote of 2/3 of the Associates entitled to vote and in attendance is required to pass a motion. A motion not involving a bylaw amendment does not require quorum.
- d) In order to have voting privileges at meetings of Associates, an Associate must be an Associate in good standing meaning:
 - (i) that the Associate has not contravened any of these Bylaws; and
 - (ii) that the Associate has paid the fee as required by Article II, paragraph (d).
- e) The Chairman of any meeting of Shareholders shall be the first mentioned of such of the following officers as have been appointed and who is presented at the meeting who is an Associate, President, Vice-President, Secretary or Treasurer. If no such Officer is present within fifteen (15) minutes from the time fixed for

holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary of the Corporation is absent, the Chairman shall appoint some person, who need not be an Associate to act as Secretary of the meeting.

The Chairman of any meeting of the Shareholders shall conduct the procedure thereat in all respects and his decision on any matters or things, including, but without in any way limiting the generality of the foregoing, any question regarding the validity or invalidity of any instruments of proxy, shall be conclusive and binding upon the Associate.

- f) Quorum at any meeting of Associates shall be fifteen percent (15%) of those Associates who are entitled to vote in accordance with these Bylaws.
- g) Associates are to consider and resolve in an Annual General Meeting, the appointment of Directors of the Academy whose term of office is about to expire, or the removal and replacement of any Director.
- h) Associates may resolve, by a special resolution requiring an affirmative vote of seventy-five (75%) of those Associates entitled to vote and in attendance, to remove a Director from office, in which case the said Director shall resign his office and his share in the capital of the Academy to the Director appointed by the Associates in his place and stead.

ARTICLE IV – DIRECTORS

- a) The Board of Directors shall consist of at least six (6) and as many as ten (10) Directors but from time to time shall be that number as are duly-nominated and appointed by resolution of the Shareholders.
- b) The election of Directors shall take place at each annual meeting of Associates and all of the Directors then in office, unless elected for a longer period of time [not to exceed the close of the second (2nd) annual meeting of Associates following election], shall retire but, if qualified, shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be the number of Directors then in office, or the number of Directors whose terms of office expire at the meeting, as the case may be. The Associates may resolve to elect some other number of Directors. Where the Associates increase the number or minimum number of Directors, the Associates may, at the meeting, elect the additional number of Directors authorized. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

- c) The Associates may by special resolution passed at a special meeting remove any Director 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.
- d) A person who is elected or appointed a Director is not a Director unless:
 - (i) he was present at the meeting when he was elected or appointed and did not refuse to act as a Director; or
 - (ii) if he was not present at the meeting when he was elected or appointed, he consented in writing to act as a Director before his election or appointment or within ten (10) days after it, or he has acted as a Director pursuant to the election or appointment.
- e) A Director or a corporation ceases to hold office when:
 - (i) he dies or resigns;
 - (ii) he is removed in accordance with the Bylaws; or
 - (iii) he becomes disqualified from practice by action of the Alberta Veterinary Medical Association.
- f) The Directors must appoint from among their number an Executive Committee to manage the Company's day-to-day operations.
- g) Subject to the provisions of this Bylaw with respect to participation by telephone, the powers of the Executive Committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the Committee.
- h) A quorum of the Board may fill a vacancy resulting from an increase in the number or minimum number of Directors or minimum number of Directors required. If there is not a quorum of Directors, or if there has been a failure to elect the number or minimum number of Directors required by the Articles, the Directors then in office shall forthwith call a special meeting of Associates to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Shareholder.
- i) The Board shall manage the business and affairs of the Company. Notwithstanding a vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

- j) The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors holding office or such greater number of Directors as the Board may from time to time determine.
- k) A Director, if all the Directors of the Company consent, may participate in a meeting of the Board or a Committee of the Board by means of such telephone or other communication facilities, as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of Committees of Directors held while a Director holds office.
- l) Notwithstanding any of the foregoing provisions of this Bylaw, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or the Executive Committee of Directors is as valid as if it had been passed at a meeting of the Directors or the Executive Committee of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or the Executive Committee of Directors. Any such resolution in writing is effective for all purposes at such time as the resolution states regardless of when the resolution is signed.
- m) The Executive shall have the power to conduct negotiations on behalf of the Academy for affiliation with other Associations, Clubs and Societies having objects similar to those of the Academy, but no such affiliation shall have any force, or be binding unless it is ratified at a general meeting of the Academy.

ARTICLE V – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- a) Every Director and Officer of the Company in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Company and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer for the time being of the Company shall be liable for the acts, neglects or defaults of any other Director or Officer or employee or for joining in any act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company or for the

insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Company shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Company or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Company shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof. The Directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Company, except such as shall have been submitted to and authorized or approved by the Board of Directors.

No act or proceeding of any Director or Officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the election, appointment or qualification of such Director or Officer or Board.

- b) The Company shall indemnify a Director or Officer of the Company, a former Director or Officer of the Company or a person who acts or acted at the Company's request as a Director or Officer of the body corporate of which the Company is or was a shareholder or creditor, and his 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 Company of body corporate, if:
 - (i) he acted honestly and in good faith with a view to the best interests of the Company; and
 - (ii) 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 this conduct was lawful.

ARTICLE VI – OFFICERS

- a) The President shall, subject to the authority of the Board and the managing Director, if any, have such powers and duties as the Board may specify. During the

absence or disability of the managing Director, or if no managing Director has been appointed, the President shall also have the powers and duties of that office; provided, however, that unless he is a Director, he shall not preside as Chairman at any meeting of Directors or of a Committee of Directors.

- b) During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President or, if there is more than one, by the Vice-President designated from time to time by the Board or the President; provided, however, that a Vice-President who is not a Director shall not preside as Chairman at any meeting of Directors or of a Committee of Directors. A Vice-President shall have such other powers and duties as the Board or the President may prescribe.
- c) The Secretary shall attend and be the Secretary of all meetings of the Board, Shareholders and Committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to Shareholders, Directors, Officers, auditors, and members of Committees of the Board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Company and of all books, papers, records, documents and instruments belonging to the Company except when come other Officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the Chief Executive Officer may specify.
- d) The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursements of the funds of the Company; he shall render to the Board whenever required an account of all his transactions and he shall have such other powers and duties as the Board or Chief Executive Officer, if any or the President may specify.

ARTICLE VII – AMENDMENTS

Any amendments to these Bylaws may be made at any time from time to time by the Directors of the Company which will be effective but which must be presented in writing at the next regular meeting of Associates for ratification. Associates must receive written notice fourteen (14) days prior to the next regular meeting. An affirmative vote of two-thirds (2/3) of the Associates entitled to vote and in attendance (providing a quorum is present) shall be necessary to make permanent an amendment made by the Directors.

ARTICLE VIII – ADVERTISING

- a) CAVM member clinics/hospitals are allowed to publish their “CAVM Approved Advertisement” (description of approved content for these ads are explained below in b (i) and b (ii)) in any city wide telephone directory or with any on-line search engine. (examples: Telus Yellow Pages, Canpages, yellowpages.ca, 411.ca). CAVM does not regulate ads in community based directories or community newsletters.
- b) (i) The content of a “CAVM Approved Advertisement” is limited to: clinic/hospital name, doctors’ names, practice address, hours of operation, phone number, after hours phone number, fax number, email address, website and specialties as defined by the Alberta Veterinary Medical Association. Listings may also include the following line which should appear after the clinic name: “A Member Clinic of CAVM”.

(ii) “CAVM Approved Advertisements” may not include any of the following options even if they are offered free of charge: text that is completely in capitalized font (clinic/hospital name should not be in all capitals), bold font, color, clinic specific logos, increase in font size (only the telephone directory’s standard font size is approved), line boxes or borders around advertisements. The only exception to this rule is the clinic/hospital website address which may be published in a blue color.
- c) The CAVM defers to the AVMA Council Guidelines on Marketing Activities for advertising in all publications.
- d) The CAVM Office Administrator must approve any advertisement before it can be presented to any company for publishing. Each year, the CAVM Office Administrator will provide to all clinic/hospital owners a draft copy of the content of their advertisement based on the previous year’s ad. Any changes to the advertisement must be faxed to the CAVM Office Administrator and approved before being presented to any company for publishing.
- e) (i) After an advertisement is approved by the CAVM Office Administrator it is the clinic’s/hospital’s responsibility to submit the ad to the chosen company, proof read and approve the final ad for print, as well as to make payment arrangements with the company publishing the advertisement.

(ii) In the event of an error in printing no member of the CAVM, employee of the CAVM, CAVM Office Administrator or the CAVM itself will be held liable for the consequences as a result of the printing error.

- f) In the event that an advertisement is published incorrectly, a copy of the final ad layout or approved “proof” that was provided to the publishing company needs to be sent to the CAVM Office Administrator. If there is evidence that the advertisement was placed with disregard for the CAVM standards, the clinic/hospital owner(s) will forfeit associate status in the CAVM for the following year.
- g) The CAVM executive retains the right to make any decisions relating to advertising, including decisions that contravene the bylaws relating to advertising. Any decisions made by the CAVM executive that contravene these bylaws must be voted on at the next Annual General Meeting. The CAVM executive is not permitted to make any changes to the advertising bylaws that will result in additional cost to CAVM members.

The foregoing Bylaws were approved, adopted and confirmed by the Directors and Shareholders of the Calgary Academy of Veterinary Medicine on January 16, 2010.