

**Canadian Medical Assistance Teams**  
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**CANADA.**

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## **Article 1 - INTRODUCTION**

### 1.1. PREAMBLE

These by-laws relate generally to the conduct of the affairs of: CANADIAN MEDICAL ASSISTANCE TEAMS, a non-profit, non-share capital, non-governmental and non-denominational humanitarian relief organization.

### 1.2. NAME, ACRONYM AND LOGO

The name of the organization will be **CANADIAN MEDICAL ASSISTANCE TEAMS**. It will also be known by the acronym "CMAT".

The CMAT Logo has the following appearance:

- Shaped like a shield, with the primary corporate colours of red, white and grey and black.
- The Initials "CMAT" appear in white, outlined in red at the top of the shield which has a solid grey background.
- In the centre appears a solid white maple leaf on a two toned red globe.
- Around the circumference of the globe, in a counter-clockwise fashion appears the title "Canadian Medical Assistance Teams".



In the event that reproduction of the logo requires only two colours, then black shall be the dominant foreground color with a white background.

### 1.3 SEAL

CMAT Corporate Seal is an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Organization known as Canadian Medical Assistance Teams

### 1.4 LOCATION OF THE ORGANISATION

The Head Office of the Organization shall be situated in the City of Brantford, in the Province of Ontario, Canada, or in such a place within Canada, as the board may by resolution determine. The organization may change the place, municipality and province in which the Head Office shall be situated, by a by-law change, approved by a 2/3 majority of the board.

### 1.5. APPLICABLE LAWS AND LEGAL STATUS

Canadian Medical Assistance Teams are established in the Province of Ontario, Canada, and are accountable to both provincial and federal laws. CMAT adheres to International Humanitarian

Law, under guidance from the United Nations and their agencies. Projects conducted by CMAT will also adhere to Sphere Minimum standards in Humanitarian Relief.

#### 1.6 NON PROFIT STATUS

The organization shall be a nonprofit organization, and is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation. The directors of the organization shall have broad discretion to curtail activities of members which conflict with the tax exempt purpose of the organization; and the Board of Directors may, by a 2/3 majority, impose sanctions upon members when necessary to protect the integrity of the organization's tax status.

#### 1.7 DURATION AND DISSOLUTION

The duration of the organization will be perpetual. The Organization may be dissolved upon the vote of a two thirds majority of the Board. Vote for dissolution must happen at an in-person or teleconferenced/internet based meeting.

#### 1.8 SCOPE OF ACTIVITIES

Canadian Medical Assistance Teams will undertake activities primarily related to medical relief. These activities will include but not be limited to: missions for disaster relief and medical aid projects in developing countries, in accordance with the policies as defined by the Board of Directors.

The goal of such missions will be:

- To provide medical aid in the time of emergency;
- To improve the health status of the affected population;
- By providing training programs for local medical professionals, help build the capacity of the local health care system.
- Other projects, as required and authorized by the Board.

#### 1.9 STRATEGIC PLANNING

##### 1.9.1. AIMS

- i) Establish a CMAT database consisting of medical volunteers (with cooperation of paramedics, nurses, physicians and other medical professionals) as well as skilled non-medical volunteers across Canada;
- ii) Establish field hospitals stored in regions across Canada which can be deployed with short notice on behalf of CMAT and in cooperation with CMAT;
- iii) Establish emergency medical relief projects, by deploying personnel and/or one or more mobile field hospitals for use during national or international disaster response;
- iv) Help build the capacity of local health care systems of developing countries, by establishing field medical missions specifically with a teaching environment, and in cooperation with local authorities;
- v) Establish and conduct training programs for CMAT team volunteers to ensure consistent, efficient and ethical delivery of humanitarian relief according to Sphere standards, and the Humanitarian Charter;
- vi) Establish volunteer team leader and field project manager training courses incorporating results-based-management principles;
- vii) Initiate and/or support development projects in cooperation with local charitable organizations which are compatible with the overall mission of CMAT both at home and abroad, in order to improve the living conditions and provide aid for marginalized populations, in particular needy women and children, irrespective of their race, religion, or ethnic/cultural background.

##### 1.9.2 VISION

Through its medical relief and development projects, CMAT seeks to improve the health and welfare of families both in Canada and in developing countries around the world.

### **1.9.3. MISSION STATEMENT**

By preserving human dignity, helping to reduce suffering and building capacity, CMAT aims to assist vulnerable communities most affected by poverty, conflict and natural disaster to heal their biological, psychological, and social wounds.

### **1.9.4. VALUES AND CODE OF CONDUCT**

Through its projects, CMAT ratifies the Humanitarian Charter signed originally in 1997, and aspires to attain the standards determined by the Sphere Project, which are based on two core beliefs:

- a) All possible steps should be taken to alleviate human suffering arising out of calamity and conflict; and
- b) Those affected by disaster have a right to life with dignity and therefore a right to assistance.

Moreover, CMAT strives to adhere to the International Code of Conduct and to the humanitarian principles of humanity, impartiality, neutrality, and solidarity in the implementation of its medical relief and development projects. \_\_\_\_

## **Article 2 - CONDITIONS OF MEMBERSHIP**

### **2.1 MEMBERSHIP**

- a) Membership in the organization shall be open to any Canadian citizen, regardless of race, religion, ethnic or cultural heritage, who is interested in furthering the objects of the organization.
- b) Individuals wishing to become members of CMAT, will register on the CMAT website. The initial screening will be followed up with a detailed paper application and approval of the board of directors of the Organization.
- c) The members of CMAT will be comprised primarily of medical (Registered Nurses, Nurse Practitioners, Paramedics, Physicians, Surgeons, Physiotherapists, Occupational Therapists and other medical professionals).and skilled non-medical volunteers, as listed in the organization's database.
- d) Members will be issued with official photographic identification which must be visibly worn at all times when representing CMAT in public.
- e) There shall be no membership fees or dues unless otherwise directed by the board of directors.
- f) Any member may withdraw from the organization by delivering to the Organization a written resignation. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
- g) Upon resignation, a member must return any and all CMAT property, including CMAT identification.

### **2.2 QUALIFICATION**

Non-Medical Members of CMAT must:

- i) Complete an online volunteer profile and resume on the CMAT website to be reviewed, approved and included in the database.
- ii) Participate in CMAT activities, including elections.
- iii) Ensure that contact information remains current, including email address.

In addition to the above, Medical Members of CMAT must:

- i) Annually submit all required supporting paper documentation, including certified copies of professional qualifications, copy of current passport, official police background check, and passport sized photos;
- ii) Don official CMAT identification at all times while on mission;
- iii) Represent Canadian Medical Assistance Teams in an appropriate and professional manner while on mission.
- iv) Remain registered in good standing with the regulatory body of their respective profession.
- v) Have no history of criminal convictions (excluding minor motor vehicle infractions)

### 2.3. NONTRANSFERABILITY

No member may transfer their membership or any right arising there from, and all rights of membership shall cease upon the member's death, resignation, or expulsion.

### 2.4 RESPONSIBILITY

All CMAT Members will be notified by the Canadian Response Coordinator (CRC) as soon as possible by email in the event of a major global natural disaster to remain on stand-by for further instructions.

### 2.5 CONSENSUS BUILDING - MEMBER MEETINGS

CMAT will hold an Annual General Meeting (AGM) of members as determined by the board of directors, on any such day as the said directors shall appoint. The Board of Directors, Chair or Vice-Chair shall have power to call at any time, a general meeting of the members of the organization. A minimum of five percent of the voting members are needed for voting members to requisition the directors to call a special general meeting.

All meetings, (AGM and other general meetings), will follow **Bourinot's rules of order**.

#### *2.5.1. MEETING LOCATION*

The annual or other general meeting of the members shall be held at the head office of the Organization or elsewhere in Canada as determined by Board of Directors, Chair or Vice Chair.

#### *2.5.1 QUORUM*

At any AGM, or other general meeting of members, twenty percent (20%) of the total active members present or by proxy, and no less than ten (10) active members present shall constitute a quorum.

#### *2.5.3 ANNUAL GENERAL MEETING (AGM)*

Every annual general meeting, in addition to any other business that may be transacted, will consist of a Chair's report, the treasurer's / auditor's report (providing an overview of the financial statements) and Deployment committee report.

Elections will be held bi-annually for positions on the Board of Directors.

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Organization for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

No public notice nor advertisement of members meetings' annual or general, shall be required.

Members will be notified by letter and/or electronic mail, no less than 14 days before the holding of such meeting, regarding the date, time and location of the AGM and/or any general meeting, and will be provided with an agenda for discussion, during which time elections will be held as

required. Any meetings of members may be held at any time and place with out such notice if all the members of the Organization are present there at or represented by proxy duly appointed, and at such meeting any business may be transacted by the organization. Notice of each meeting of members must include a reminder that the member that the member has the right to vote by proxy.

#### 2.6 VOTING FOR MEMBERS

Each member of the Organization shall, at all meetings of members, be entitled to one vote of which this vote may also be made by proxy. Such proxy need not himself be a member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No members shall be entitled either in person or by proxy to vote at meetings of the Organization unless all membership requirements are met, and all dues or fees owing, if any, have been paid.

At all meeting of members, every question shall be decided by a simple majority of the votes of the members present in person or represented by proxy unless the Act or these by-laws otherwise provide.

Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll by ballot is demanded, a declaration by the Chair that a motion has been carried or not carried, an entry to that effect in the minutes of the Organization shall be admissible in evidence as prima facie proof of the facts without proof of the number or proportion of the votes accorded in favor of or against such resolution.

The demand for a poll by ballot may be withdrawn, but if a poll by ballot be demanded and now withdrawn the question shall be decided by a simple majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the organization in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or deciding vote.

#### 2.7 PROXY VOTES

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the organization.

#### 2.8 RESIGNATION

A member may resign from CMAT in two ways:

- i) By stating their intentions in writing to the board of directors, effective upon receipt by the board, and indication in the minutes of the monthly meeting.
- ii) By non-participation for three (3) or more calendar years in CMAT activities, including deployments and/or Annual General Meetings of Members, either in person or by proxy.

#### 2.8 REMOVAL

Membership shall terminate upon the determination of the Board of Directors after hearing duly held by a committee with no fewer than two (2) Directors designated by the Board of Directors to make such determination, that the member has failed in a material respect to observe conduct befitting a member of the organization or has been deemed to jeopardize the safety, image or reputation of CMAT, either at home or while in the field as determined by the Board of Directors. Following the determination by the committee that a member should be expelled or suspended,

the member will be contacted by certified mail, setting forth the expulsion or suspension and reasons therefore.

Should it be found that the individual indeed acted inappropriately, or put the safety of themselves or other team members in jeopardy, the membership status of the member will be revoked, and the appropriate authorities notified in writing. The member would be required to return their ID badge to CMAT headquarters immediately.

The member will be given one opportunity to appeal such a decision in writing. The appeal will be reviewed by the entire Board of Directors. Following review of the appeal, the Board of Directors will vote. The vote will be determined by simple majority, after which the final decision of the Board of Directors will be rendered permanent.

Any action challenging an expulsion or suspension of membership must be commenced within six months after the date of the suspension or expulsion.

## 2.9 REINSTATEMENT

Suspended or expelled members may be reinstated at the discretion of the Board of Directors.

## **Article 3 - ORGANISATIONAL STRUCTURE AND BOARD OF DIRECTORS**

### 3.1 BOARD OF DIRECTORS COMPOSITION:

The property and business of the organization shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members of the Organization.

The applicants for incorporating this not-for-profit organization shall become the first directors of the organization, whose term of office on the board of directors shall continue until their successors are elected. At the first AGM, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the organization.

### 3.2 BOARD OF DIRECTORS TERM OF OFFICE:

Each director shall be elected to a term of office of two years, after which they either must run for re-election or step-down voluntarily.

#### *3.2.1 BOARD OF DIRECTORS PROBATIONARY PERIOD*

A mandatory three-month probationary period will apply after the election of all new directors, after which active directors must vote to confirm the incumbent as a full director of the CMAT board. Probationary board members may serve as board members in every aspect, except that they may not discuss or vote on their own confirmation. They agree to keep sensitive discussions by the board confidential during and after their service.

#### *3.3.3 BOARD OF DIRECTORS VACATION OF OFFICE*

The office of director shall be automatically vacated:

- a. if at a special general meeting of members, a resolution is passed by 50% + 1 of the votes cast in favour of the removal of the director;
- b. if a director has resigned his office by delivering a written resignation to the secretary of the organization;
- c. if he is found by a court to be of unsound mind;
- d. on death

Provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the organization.

### 3.3 BOARD OF DIRECTORS ELECTIONS:

Election of Board Members will occur biannually at the Annual General Meeting (AGM) of members. Elections may be by a show of hands, unless a secret ballot is demanded by any member.

Full and active CMAT Members may vote in one of three ways to elect the board of directors into power:

- By using the secure, online voting system on the CMAT Website;
- By mail-in ballot or proxy, or;
- By show of hands at the annual general meeting.

The members of the Organization may, in a motion passed by at least two-thirds of the votes cast at the AGM remove any director prior to the expiration of their term of office and may elect any person for the remainder of the term, provided notice specifying the intention to pass such resolution has been given to members, and the candidate meets the requirements for directorship.

### 3.4 BOARD OF DIRECTORS VACANCIES

Mid-term vacancies on the board of directors may be filled by the directors from among the qualified members of the Organization, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members. Should a vacancy be filled mid-term, the position will be put to re-election at the next AGM.

### 3.5 BOARD OF DIRECTORS QUORUM AND MEETINGS

A majority of the directors (50% +1) shall constitute a quorum for the transaction of business. Except as otherwise required by law, due to the national nature of the organization, the board of directors may hold its meetings at such places or by such means as it may from time to time determine. Meetings shall be either in person, via teleconferencing, or over real time Internet Chat. The board shall attempt to meet in person at least once a year.

No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

Directors' meetings will occur on a monthly basis, on the last Sunday of each month, unless the date is a statutory holiday, where the meeting will be postponed to the Sunday of the following week. These regularly scheduled meetings will require no advance notice of their occurrence.

Additional directors meetings may be formally called by the Chair or Vice Chair, by the Secretary on direction of the Chair or Vice Chair, or in writing by two directors. Notice and details of such meetings shall be delivered, telephoned or emailed to each director not less than ten days before the meeting is to take place or shall be posted to each director not less than fifteen days before the meeting is to take place.

The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. A directors' meeting may also be held without notice, immediately following the annual meeting of the Organization. The directors may consider or transact and any business either special or general at any meeting of the board.

The minutes of the board of directors shall not be available to the general membership of the organization, but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

### 3.6 BOARD OF DIRECTORS ERRORS IN NOTICE

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, provided quorum was met at the meeting. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

### 3.7 BOARD OF DIRECTORS VOTING

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or deciding vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote may be taken by assent or dissent. A declaration by the Chair that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favor of or against such resolution. In the absence of the Chair, the Vice-Chair, or any other director may be nominated to perform these duties.

### 3.8 BOARD OF DIRECTORS POWERS

The directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is by its charter or otherwise authorized to exercise and do.

The directors shall have power to authorize expenditures on behalf of the Organization from time to time and may delegate by resolution to an officer or officers of the Organization the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Organization in accordance with such terms as the board of directors may prescribe.

The board of directors shall take such steps as they may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Organization.

The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

### 3.9 BOARD OF DIRECTORS REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such. However, it is permissible for the Executive Director be both a voting member of the board of directors, and to receive remuneration for carrying out the business of the Organization.

A small monthly stipend can be approved for any director upon majority approval by the board in the event a director's participation requires the investment of a great deal of personal time or



resources. The final amount can be agreed upon by the board but should not exceed \$500 (five-hundred) Canadian dollars per month.

Expenses incurred by directors on behalf of the CMAT will be reimbursed in full, provided a receipt is produced for accounting purposes. Purchases of \$500 or more require approval of one additional director in writing, and where purchases of \$1000 or more, would require majority board approval.

### 3.11 BOARD OF DIRECTORS PRESS STATEMENTS

Press statements will be prepared by the Communications Officer, and proofread by at least one board member prior to public release. Should a press conference be requested or required, such as in the event of a field deployment, the responsibility would begin with the Board Chair and/or Canadian Response Coordinator. In their absence, the Vice Chair or Executive Director may take on this responsibility.

### 3.12 BOARD OF DIRECTORS REMOVAL

#### 3.12.1 REMOVAL WITH CAUSE

The Board of Directors may declare vacant the office of a Director who has:

- a. Been declared of unsound mind by a final order of court,
- b. Convicted of a felony (minor traffic violations notwithstanding)
- c. In case the organization is holding assets in charitable trust, been found by a final order or judgment to have breached any duty arising from Canadian law governing non profit organizations.
- d. Misrepresented the organization publicly, which put the image or reputation of CMAT into jeopardy.
- e. Failed to attend six (6) consecutive, regularly scheduled Board meetings.

#### 3.12.2 BOARD OF DIRECTORS REMOVAL WITHOUT CAUSE

Upon a two-thirds majority vote of the Board of Directors, a Director may be removed from the Board. The Director being removed will be given a reasonable opportunity to defend himself/herself before the vote.

#### 3.12.3 BOARD OF DIRECTORS DISCIPLINARY ACTION

In the event that a board member's actions or behaviors come into question, the board of directors may launch an investigation, and disciplinary action may be taken. Disciplinary action would consist of either suspension or expulsion from the board of directors, who may hold a vote of non confidence. Suspension would require a simple majority in favour, where expulsion would require a consensus of votes.

In addition, should it be found that the individual indeed acted inappropriately, or put the safety of themselves or other team members in jeopardy, the membership status of the member will also be revoked, and the appropriate authorities notified in writing if needed. The member would be required to return their ID badge to CMAT headquarters immediately.

The member will be given one opportunity to appeal such a decision in writing, after which the final decision of the Board of Directors will be rendered permanent.

### 3.13 INDEMNITIES TO DIRECTORS AND OTHERS

Every director of the Organization and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

- a) all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by

- him, in or about the execution of the duties of his office or in respect of any such liability;
- b) b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **Article 4 - OPERATIONS**

### 4.1 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Organization, shall be signed by any two directors and all contracts, documents and instruments in writing so signed shall be binding upon the organization without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the organization to sign specific contracts, documents and instruments in writing. The directors may give the organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the organization when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any director or officers appointed by resolution of the board of directors.

### 4.2 FINANCIAL YEAR

The financial year of the Organization shall be determined by the board of directors

### 4.3 RULES AND REGULATIONS

The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Organization as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Organization when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

### 4.4 AMENDMENT OF BY-LAWS

The by-laws of the Organization may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

### 4.5 INTERPRETATION

In these by-laws and in all other by-laws of the Organization hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

# CMAT Organizational Structure

Thursday, May 22, 2008

