

**BYLAWS OF THE CANADA YEW ASSOCIATION**  
**DRAFT of**  
**2009 January 27.**

**CORPORATE SEAL**

1. An impression of the organization's seal can be found in appendix 'A' of this document.

**NAME**

2. The name of the organization shall be the "Canada Yew Association" (herein referred to as the "Association") and abbreviated "CYA". The referral to person (s) in the form of masculine expression (he, him, his, man) shall mean to cover all genders.

**HEAD OFFICE**

3. The registered office of the Association shall be in Fredericton, New Brunswick, or at such address in Canada as determined by the elected Board of Directors.

**PURPOSE**

4. The Canada Yew Association is a volunteer, non-profit association dedicated to:
  - promoting the sustainable harvesting and use of Canada yew (*Taxus canadensis*), and its growth and development as an industrial feedstock for the global pharmaceutical sector,
  - developing stewardship/sustainability standards
  - providing a means to facilitate open and continuous communication and the exchange of information within the network of its members from industry, governments, academia and environmental NGO's, and to the public,
  - acting as the vehicle through which ongoing activities proposed by the Association's membership may be organized,
  - disseminating new legislation, concepts and technology relevant to Canada yew biology, ecology and industry,
  - transacting any and all other lawful business for which nonprofit organizations may be incorporated under the laws of the "Canada Corporations Act".

## Canada Yew Association By-laws

### MEMBERSHIP

5. Membership in the Association is open to all who are interested in furthering the purposes of the Association and who have paid an annual membership fee of CAD\$50.00.
6. Membership fees and requirements are to be reviewed annually and may be changed from time to time by the Association's Board of Directors.
7. A member shall be entitled to:
  - receive notice of general meetings.
  - attend general meetings of the Association and to move, second and speak to motions.
  - vote at all general meetings as provided for in these Bylaws. If he is not able to attend in person, to vote by proxy, provided that:
    - he notifies the Secretary in writing of his intention and of the name of the person who will exercise the proxy, and provided that such notification is in the hands of the Secretary provided before the time that the meeting is scheduled to start.
    - he is not designated as a non-voting member
  - have access to minutes of all meetings of the Board of Directors and General meetings.
  - hold office in the Association, if elected to do so.
8. In matters requiring a vote by the membership, each member shall have one vote, but no more than a single representative from any one organization may cast a vote.
9. Members, if they wish, may be designated as non-voting members by informing the Association Secretary.
10. Any member wishing to withdraw from membership may do so upon a notice in writing to the Secretary.
11. Failure to fulfill membership requirements and the suspension or loss of membership may be caused by:

### **Canada Yew Association By-laws**

- non-payment of membership dues within six months of the start of the fiscal year,
  - engagement in activities that are in conflict with the goals and aspirations of the Association,
12. The Board of Directors may, by three-quarters majority vote, suspend the membership and voting rights of any member, and recommend that their membership be revoked for conduct likely to bring discredit to the Association to the members at the annual general meeting. Permanent loss membership shall not be valid until confirmed by a majority vote of members at the general meeting after. The person who is the subject of proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

### **BOARD OF DIRECTORS**

13. The property and business of the Association shall be managed by a Board of Directors that shall include, but shall not be restricted to the following:

President  
Vice-President  
Secretary  
Treasurer  
Immediate Past President

14. The Directors who occupy the positions of President, Vice-President, Secretary and Treasurer (hereinafter referred to as the Officers) shall be elected to their positions by majority vote at the Association's Annual General Meeting. They shall serve as a Director for a period of two years, and may not be re-elected for more than one additional term without leaving the Board for a minimum of one year before standing for re-election.
15. The Officers of the Association shall be elected for the following two-year terms:
- The President and the Secretary for a period of two years in odd years.
  - The Vice-President and the Treasurer for a period of two years in even years.

## **Canada Yew Association By-laws**

16. Any member of the Board of Directors may be removed from office at any time for good cause by vote of no fewer than three-quarters of the Board of Directors, or by their own request.
17. In the event that a Director resigns from a position, is removed from office, or ceases to be a member of the Association, the vacancy thereby created may be filled with an Association member appointed by the Board of Directors for the unexpired portion of the term.
18. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of both the Board of Directors and the Association and shall perform such duties as determined by the Board of Directors. The President shall:
  - have charge of the general active management of the affairs of the Association,
  - act as the official voice of the Association
  - shall see to it that the orders and resolutions of the membership and the Board of Directors are carried into effect.
  - act as chairperson at the general and Board meetings.
19. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be conferred upon him by the Board of Directors.
20. The Treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of all of its assets, liabilities, receipts and disbursements. The Treasurer shall:
  - collect and receive all fees and money due or owing to the Association,
  - deposit all monies, securities and other valuables in a bank account in the name of the Canada Yew Association,
  - make payments out of the funds of the Association as may be directed by the Board of Directors on cheques or orders drawn by him/her and countersigned by the President or Vice President,
  - report to the President and the Board of Directors at regular meetings, or whenever they may require it, an accounting of such transactions

## **Canada Yew Association By-laws**

- and a statement of the financial position of the Association
- perform other duties as may be conferred upon by the Board of Directors.
21. The Secretary may be empowered by resolution of the Board of Directors to carry on the affairs of the Association generally under the supervision of the Officers. The Secretary shall:
- keep a copy of the current By-Laws on file.
  - act as clerk of all meetings and shall record all votes, resolutions and minutes of proceedings thereof.
  - be responsible for giving due notice of all meetings,
  - maintain an up-to-date list of members in good standing and their contact information,
  - have charge of all the correspondence of the Society under the direction of the Board,
  - be responsible for a website for the Association, seeing that the minutes and other items are posted it on a timely basis,
  - perform such other duties as may be conferred upon him by the Board of Directors.
22. The Immediate past President's term of office shall be limited to the first 2-year mandate of his successor, and he shall have voting rights while attending the Board of Directors meetings.

### **COMMITTEES**

23. Committees of the Association shall be established at the discretion of the Executive Committee. The Executive Committee shall set their mandate (*Terms of Reference*) and duration. Such committees must elect a Chair and report, through the Chair, to the Board and/or the Membership.
24. A Committee may also be established by the membership, by a majority vote, at any meeting of the Association.

### **FISCAL YEAR**

25. The fiscal year of the Association shall be the calendar year, January 1st to

**Canada Yew Association By-laws**

December 31st.

**MEETINGS**

26. An annual general meeting of the Association shall be held within three months after the end of the fiscal year. An extraordinary general meeting may be called by the President or by the Board of Directors at any time, and shall be called by the Board of Directors if requested in writing by 25 per cent of the members in good standing.
27. Thirty Calendar days notice shall be given by the Secretary to members of a general meeting.

Such notice shall be in writing and shall specify the time and place of the meeting and the nature of any special business to be transacted. Notice shall be sent by electronic mail or through the post by prepaid letter to the last known address of each member. The non-receipt of notice by any member shall not invalidate the proceedings of a meeting.

28. At each annual general meeting, the following business shall be dealt with, and shall be considered ordinary business:

- President's Opening Remarks
- Changes to, and the approval of, the agenda
- Minutes of the Previous Annual Meeting
- Business Arising from the Minutes
- Reports: Board of Directors, Committee(s)
- Treasurers Report
- Amendments to the Constitution/By-Laws
- Election of Officers
- New Business
- Adjournment

29. A quorum for the Annual General Meeting or any special meeting shall be no less than one-third of the Association's members in good standing.
30. At least one meeting of the Board of Directors shall be held each year. No business may be transacted at a meeting of the Board of Directors unless a

## **Canada Yew Association By-laws**

quorum of four Directors are present. Meetings may be carried out by way of telephone conference. A resolution signed by all of the Directors shall be valid as if it had been passed at a duly constituted meeting of the Board of Directors.

### **REMUNERATION**

31. Directors shall serve as such without remuneration, although they may be reimbursed for expenses incurred in conducting the business of the Association and in attending meetings.

### **EXECUTION OF DOCUMENTS**

32. The Board of Directors shall have the power to appoint, by resolution, an Officer or Officers to sign specific documents, contracts and instruments in writing on behalf of the Association, and any documents so signed shall be binding upon the Association.

### **RULES AND REGULATIONS**

33. The Board of Directors may prescribe rules and regulations not inconsistent with these bylaws relating to the management and operation of the Association. Such rules and regulations shall have effect only until the next annual or other general meeting, at which time they shall be confirmed and failing such confirmation, they shall thenceforth cease to have any force and effect.

### **AMENDMENT OF BYLAWS**

34. Subject to having proposed amendment changes circulated prior to the AGM or special meeting, bylaws may be amended at any annual general meeting, or at any general meeting called especially for that purpose, by a vote of not less than 60 per cent of the members, both those present and those voting by proxy. Editorial changes may be proposed but no changes to the intent will be accepted from the floor.

**Canada Yew Association By-laws**

**DISSOLUTION**

35. In the event of dissolution of this Association, all property and assets shall be distributed to a non-profit, charitable organization as defined in the Income Tax Act (Canada), to be selected by 2/3 majority of the Board of Directors, notice having been given to all Directors at least fifteen days prior to the meeting. In no event shall any of such property and assets be distributed to any member of the Association.