

Constitution and By-Laws of dravetCANADA (amended June 23, 2018)

This is the Constitution of dravetCANADA (also known as Dravet.ca and Dravet Canada)
Our legal and common name is dravetCANADA; formerly Dravet.ca

Our contact information is:

dravetCANADA 6 - 2400 Dundas St. West Suite# 211, Mississauga, Ontario L5K 2R8

email: info@dravet.ca

website: <http://dravet.ca>

ARTICLE 1 - PURPOSES:

1.1: To educate the public about Dravet spectrum disorders by providing conferences, family retreats, and lectures to the medical community, and by collecting and disseminating information on this topic;

1.2: To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees as defined at section 149.1(1) of the *Income Tax Act* (Canada); and

1.3: To undertake activities ancillary and incidental to the attainment of the above charitable purposes.

ARTICLE 2 - ORGANIZATIONAL STRUCTURE:

2.1: OFFICERS The Officers of the dravetCANADA Board (hereinafter “Board”) shall be the Chair, Vice Chair, Secretary, Treasurer, Medical Advisory board, and up to eight Directors. Ex-officio position with voice but no vote will be the Past Chair. The Medical Advisory Board will be appointed by the Board.

2.2: OFFICERS’ DUTIES

Chair: The Chair shall lead in building Board involvement for all activities and ensures the visionary and strategic planning of the organization. Other duties of the Chair include developing agendas for meetings, as well as developing and strengthening relationships with government, related organizations, professionals and other stakeholders. The Chair acts as a Principal Officer

with organizational signing authority (subject to parameters as established by the Board). The Chair also calls and chairs meetings of the Board. Also, with the assistance of the Vice Chair, shall oversee management of the day-to-day operations of dravetCANADA. Day to day operations includes overseeing all active financial accounts and may also include signing contracts. All contracts require prior Board approval. The Chair may sign cheques in accordance with existing policies and procedures.

Vice Chair: The Vice Chair assumes the duties of the Chair in his or her absence or if he or she is unable to carry them out for any reason until such time that the Chair either returns or if a new Chair is appointed. The Vice Chair of the Board shall assist the Chair with his or her duties, and chairs Board meetings in the absence of the Chair.

Medical Advisory Board: The Medical Advisory Board is compiled of appointed members by the dravetCANADA Board and serves at the discretion of the Board for the purpose of providing professional guidance and advisement to the organization. The Medical Advisory Board shall be qualified professionals with expertise relevant to the needs of dravetCANADA and shall be knowledgeable about and committed to the mission and goals of the corporation. Medical Advisors may be removed, with or without cause, by an affirmative vote of a majority of members of the governing Board of Directors participating in a duly called meeting of the Board.

Secretary: The Secretary shall take the minutes at meetings of the Board and general membership meetings or may delegate this task, but then approve them. The Secretary also distributes minutes in a timely fashion, ensures that seven days' notice is provided to all Board members of upcoming meetings, and provides clarification regarding Roberts Rules of Order, as necessary.

Treasurer: The Treasurer shall ensure that all financial aspects are up to date, monitored, and that financial practices are based on generally accepted management standards that apply to charitable not-for-profit organizations. The Treasurer may also sign cheques. The Treasurer shall keep records, or cause such records to be kept, of the financial transactions and accounts of the corporation and provide them to its accountants or to auditors as required. The Treasurer will

take a leadership role in financial planning for the organization. The Treasurer will be responsible for maintaining records required by the Canada Revenue Agency.

Directors: Directors will be expected to assist other Board Officers in regular duties and/or lead sub-committees.

Honorary Board of Advisors: The Board, at its discretion, may also appoint Honorary Advisors. While members of the Honorary Board of Advisors do not have formal authority with regards to organizational governance, they may, upon request from the Board, assist with high level initiatives. It is anticipated that the Honorary Board of Advisors will convene biennially (although this is not required), and that they will provide advice as solicited throughout their tenure.

2.3: SELECTION OF BOARD MEMBERS

In July of each year, the Chair, with the advice and consent of the Board, shall appoint a Nominating Committee. This committee will provide recommendations for each position eligible for election the following September. The Nominating Committee shall be composed of a minimum of three members of Dravet.ca, as determined by the Board of Directors.

In September of even-numbered years, there will be an election for the positions of Chair, Treasurer and up to four Directors. In September of odd-numbered years, there will be an election for the positions of Vice Chair, Secretary and up to four Directors. All Board positions will serve for two years.

All Board Members shall be elected by the Board. Election for each position will be by majority vote of Board members. If no candidate runs for a given Board opening, said position may be filled via Board appointment.

The Board may appoint additional members in order to fill vacancies that occur between elections, or to create new specialized positions or modify existing positions, as long as the total number of Board members does not exceed ten.

2.4: DISMISSAL OF OFFICERS AND BOARD MEMBERS

Officers and Board members may be removed, with or without cause, by an affirmative vote of a majority of Board members participating in a duly called meeting of the Board.

2.5: VACANCIES

Vacancies on the Board or in any office shall be filled by the Board of Directors.

2.6: MEETINGS OF THE BOARD

The Board of dravetCANADA shall meet at least twice annually and may hold its meetings at such times and places and in such a fashion as a majority of the Board members in office determine. The Board may delegate this determination to the Chair. Notice of all Board meetings shall be given to all Board members not less than seven days prior to such meetings unless such meeting notice requirement is waived at the meeting via majority vote with quorum present. The Chair or another Officer that he or she delegates shall chair the meeting. Reasonable efforts will be made to include the participation of Board members unable to attend in person via telecommunications. At all meetings of the Board, a simple majority of the Officers then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by law, the articles, or this constitution, the affirmative vote of a majority of the Directors participating in a duly held meeting shall be sufficient for any action. Special meetings of the Board may be called at any time upon request of the Chair, Vice Chair, or any two other Board members, provided that any such request shall specify the purpose of the meeting. Such a meeting will be held within fifteen days of such a request, and notice of the meeting shall be provided to all Board members at least ten days prior to the meeting, unless said meeting notice requirement is waived at the meeting via majority vote with quorum present.

ARTICLE 3 – COMMITTEES

3.1: COMMITTEES The Board shall appoint such committees as it may deem necessary and may delegate such powers and duties to a committee as it deems fit.

3.2: COMMITTEE CHAIRS AND MEMBERS

Committee chairs may be members of the Board or other interested individuals. Committee members may be members of another organization with whom the corporation has agreed to collaborate.

ARTICLE 4 – REMUNERATION

4.1: The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 5 – ORDER AND CONDUCT OF BUSINESS

5.1: MEETING NOTICES

In accordance with this constitution, the Secretary shall provide notification of the date, time, location and method of meetings of the Board in advance. He or she will attach as many of the following items to the notice as possible:

Preliminary Agenda (prepared by the Chair) Minutes of the Previous Meeting Background Information on Important Items Officers' Reports Committee Reports

5.2: ORDER OF BUSINESS AT MEETINGS

Insofar as is practical, the order of business at any meetings of the dravetCANADA Board shall be as follows:

Determination of a Quorum, Amendments to and Approval of the Agenda, Approval of the Minutes of the Previous Meeting, Officers' Reports, Committee Reports, Old Business, New Business, Good and Welfare (Final Announcements or Comments), and Adjournment.

5.3: MEETING PROCEDURES

Business will be conducted using Robert's Rules of Order in all cases to which they are applicable, and in which they are not inconsistent with this constitution.

ARTICLE 6 – PROPERTY AND INDEBTEDNESS

6.1: PROPERTIES AND FUNDS

Properties and funds shall be in the name of dravetCANADA.

6.2: DEBT

No debt beyond the ordinary operating and maintenance expenses of dravetCANADA shall be created until the same has been approved by the Board of Directors.

6.3: CONTRACTS

All documents, including bank or savings account authorizations, requiring execution by dravetCANADA shall be executed on its behalf by at least two Officers. One of these two Officers must be either the Chair (or in his or her absence the Vice Chair) or the Treasurer.

6.4: FINANCIAL PRECEPTS

dravetCANADA shall be carried on without purpose of gain for its members, and any profits or other assets of the organization shall be used solely to promote its objectives.

6.5: FUNDRAISING

We will use the Internet and email solicitation as means of ongoing fundraising. We will seek financial partnerships for specific goals, such as providing Grand Rounds in hospital settings.

ARTICLE 7 – FISCAL YEAR AND ANNUAL REPORT

7.1: FISCAL YEAR

The fiscal year of dravetCANADA shall be from April 1 until March 31 of the following year.

7.2: ANNUAL REPORT

The Board shall cause a report of the activities of dravetCANADA to be prepared annually and sent to such persons as the Board shall determine.

ARTICLE 8 – AMENDMENTS

8.1: AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the dravetCANADA may be made at any Board meeting of the corporation by a vote of two thirds of the Board members voting. Notice of proposed amendments shall be furnished to the Secretary in time for him or her to cause the same to be sent to the Board members seven days before the date of such meeting. This notice requirement may be waived by majority vote of the Board members at the meeting where changes to the constitution are being voted on.

ARTICLE 9 – INDEMNIFICATION

9.1: Each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever and by whomsoever brought, including any such proceeding by or in the right of the corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Board member, Director, or Officer of the corporation, shall be indemnified by the corporation by an affirmative vote of a majority of the Directors present at a duly called meeting of the Board of Directors, against expenses, including attorneys’ fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action. The indemnification shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE 10 – DISSOLUTION

10.1: Upon dissolution and after the payment of all debts and liabilities, all remaining assets will be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act*.

Signed and approved by:

_____ Guida Clozza Chair
_____ Dawn Bellefeuille Treasurer
_____ Patti Bryant Director