

CRAC CONSTITUTION 2011



CLINICAL RESEARCH ASSOCIATION OF CANADA Constitution Amendment

The CRAC constitution has been amended to encompass the following:

- i) Recognize the importance of biotechnology as well as pharmaceutical industry
- ii) Modernize several aspects
- iii) Update executive committee position descriptions

Listed below is a summary of the changes made:

Applicable Section	Changed From	Change To
Article II	pharmaceutical clinical research	Pharmaceutical, biotechnology and device clinical research
Article IV, Section 4	term of office ... shall be a period of one year commencing January ...	term of office ... shall be a period of three years commencing January ...
Article V, Section 2	--	Meeting Chairperson Accreditation Exam Chairperson
Article V, Section 3 – Programs Committee Chairperson	--	Two positions at this level.
Article V, Section 3 – Programs Committee Chairperson	He or she shall	They shall
Article V, Section 4 – Public Relations Chairperson	for publishing the CRAC newsletter on a quarterly basis.	for publishing the CRAC newsletter on a regular basis (approximately 3-4 per year).
Article V, Section 4 – Public Relations Chairperson	Add to end of section.	The CRAC newsletter will be available on-line for all CRAC members and will not be published in hard-copy, except upon request.
Article V, Section 5 – Secretary	The Secretary shall communicate with the Membership to ensure the timely distribution of upcoming programs.	Delete this sentence
Section 8 – Meeting Chairperson	New section	The Meeting Chairperson will book all meeting dates with the chosen venue in advance. This includes choosing the meal, booking the audio visual aids and

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		any other items related to the smooth running of an Association meeting.
Section 9 – Accreditation Exam Chairperson	New section	The Accreditation Exam Chairperson works closely with the partnering company administrating the accreditation exam. He or she will track members who have completed the exam and their subsequent Continuing Education units towards recertification. They will also ensure funds are appropriately disbursed between the Association and the partner.
Section 8 – Procedure Manual	Each committee Chairperson shall be responsible for the development of a manual outlining the scope of duties in their respective committees as to the procedures to be used. These procedures shall be approved by the Executive Committee before implementation	Section deleted.
Article VI – Section 4	Two months before the Annual General Meeting,	This part of sentence deleted.
Article VI – Section 4	the General Meeting with	This part of sentence deleted
Article VI – Section 4	during the Annual General Meeting	electronically via e-mail
Article VI – Section 6	shall be one year	shall be three years
Article VII – Section 1	fees shall be levied by person	fees shall be levied electronically or by person
Article VIII – Meetings. Section 1 – General Meetings	minimum of four (4) meetings	minimum of five (5) meetings
Article VIII – Meetings. Section 1 – General Meetings	The annual General Meeting will take place during the month of June.	The Annual General Meeting will take place at the last meeting prior to July, usually in June.
Article VIII – Meetings. Section 2 - Quorum	10% attendance	5% attendance
Article VIII – Meetings. Section 3	All disbursements shall be done by cheque, signed by two individuals, who shall be the Treasurer and either the President, Past-President or Secretary.	This section deleted – redundant as repeated under Article IX

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Article VIII – Meetings. Section 4	and should be invited by a member in good standing.	This part of sentence deleted
Article IX – Finance. Section 2	Items under \$25.00	Items under \$75.00
Article X - Amendments	two-thirds vote of the quorum at the Annual General Meeting,... at least one month in advance of the meeting.	two-thirds vote of the quorum of the membership, ... at least one month in advance of the vote.
Article XI – General	membership list is available for the sole conduct of Association business	membership list is available to the Executive Committee for the sole conduct of Association business
Article XII - Dissolution	voting members of the Association in good standing	members in good standing of the Association



CLINICAL RESEARCH ASSOCIATION OF CANADA CONSTITUTION

Article I - Name

The association shall be known and designated as the Clinical Research Association of Canada, hereafter called the 'Association'.

Article II - Objectives/Mission Statement

To provide a forum for discussion and exchange of ideas relevant to all aspects of pharmaceutical, biotechnology and device clinical research.

Article III - Membership

A 'member' is defined as any individual who is interested in clinical research and in the objectives of the Association.

Article IV - Executive Committee

Section 1

The governing body of the association will be the Executive Committee. The Executive Committee shall manage the affairs of the Association and in addition to the powers expressly given in the Constitution, shall have full power to act, except in matters which the constitution requires to be decided by vote of the Association as a whole. The decision of the Executive Committee in all Association matters shall be final, subject only to an appeal to the Association's membership by a vote.

Section 2

The Executive Committee shall consist of the officers hereinafter provide for:

President
Past President (s)
Membership Committee Chairperson
Programs Committee Chairpersons
Public Relations Committee Chairperson
Secretary

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Treasurer
Montreal Area Representative
Meeting Chairperson
Accreditation Exam Chairperson

Section 3

Vacancies developing in the Executive Committee shall be appointed by the Executive Committee from the Association, subject to a two-thirds majority vote of the Executive Committee.

Section 4

Except as stated below, the term of office for the members of the Executive Committee shall be a period of 3 (three) years commencing January 1, or if they are forced for any reason to vacate their office, until such time as their successor takes office. Persons appointed to the Executive Committee under Section 3 shall hold office for the balance of the term.

Section 5

Any member of the Executive Committee whose membership is considered to be of insufficient benefit to the Executive Committee may be dismissed from the Executive Committee by a two-thirds majority vote of the Executive Committee.

Article V – Duties of the Officers

Section 1 – President

The President shall preside at all meetings of the Association and perform the duties normally pertaining to that office. He or she shall not vote on any matter at meetings over which he or she presides except on an equal division, when he or she shall have the deciding vote. He or she shall decide all questions of order.

Section 2 – Membership Committee Chairperson

The Membership Committee Chairperson shall keep an accurate record of the Association Membership and shall assist the Secretary in the distribution of informational items to the members of the Association.

Section 3 – Programs Committee Chairpersons

Two positions at this level. The programs Committee Chairpersons shall be responsible for organizing, arranging and coordinating educational/informational programs. They shall inform members of the ongoing events and communicate with external organizations.

Section 4 – Public Relations Chairperson

The Public Relations Chairperson is responsible for the promotion of the Association. He or she shall be responsible for publishing the CRAC newsletter on a regular basis (approximately 3-4 per year). He or

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she may out-source articles that would be a general interest to the membership or would ask individuals to submit articles that would help keep members current on relevant topics and issues. The CRAC newsletter will be available on-line for all CRAC members and will not be published in hard-copy, except upon request.

Section 5 – Secretary

He or she shall take the minutes at all executive, general and annual meetings, and shall prepare the minutes for distribution. He or she shall coordinate the preparation of Executive Committee meetings and will also be responsible for the safe keeping of documents.

Section 6 – Treasurer

The Treasurer shall take charge of all funds belonging to the Association. He or she shall keep account of all moneys paid out and to whom, and all moneys received, and for what purpose, and shall be responsible for banking all funds in a chartered bank or trust company designated by the Executive Committee. He or she shall prepare an Annual Financial Statement at the end of each fiscal year, and a budget at the beginning of each fiscal year.

Section 7 – Montreal Area Representative

The Montreal Area Representative shall be a liaison with Montreal area members, representing their interests to the Executive Committee, promoting the Association membership in the Montreal area and organizing or assisting in organizing Association events in the Montreal area.

Section 8 – Meeting Chairperson

The Meeting Chairperson will book all meeting dates with the chosen venue in advance. This includes choosing the meal, booking the audio visual aids and any other items related to the smooth running of an Association meeting.

Section 9 – Accreditation Exam Chairperson

The Accreditation Exam Chairperson works closely with the partnering company administrating the accreditation exam. He or she will track members who have completed the exam and their subsequent Continuing Education units towards recertification. They will also ensure funds are appropriately disbursed between the Association and the partner.

Article VI – Elections

Section 1

The executive Committee shall appoint one of its members as Nominations Committee Chairperson.

Section 2

Any member of the Association in good standing shall have the privilege of nomination any other full member in good standing for election as an officer.

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Section 3

Consent of the candidate to stand for election must be obtained by the member submitting the nomination.

Section 4

Nominations for the Executive Committee shall be the responsibility of the Nominations Committee. The Nominations Committee will solicit names from the voting members of the Association in order to provide a list of candidates. In the event that no nominations are received, it is the responsibility of the Nominations committee to provide at least one candidate for each office. Elections will take place electronically via email and each nomination must be supported by another member.

Section 5

Each member will be given one vote for each vacant position

Section 6

Except as stated below, the term of office for each member of the Executive Committee shall be three years.

Article VII – Fees

Section 1

Membership fees shall be levied either electronically or by person.

Section 2

Membership fees shall be such amount as may, from time to time, be determined by the Executive Committee. No increase in the fees shall be effective until ratified by the Executive Committee of the Association.

Article VIII – Meetings

Section 1 – General Meetings

A minimum of five (5) meetings will be held during the year. The Annual General Meeting will take place at the last meeting prior to July, usually in June.

Section 2 – Quorum

At a general meeting of the association, 5% attendance of members shall constitute a quorum. At an Executive Committee meeting, three (3) members of the committee shall constitute a quorum.

Section 3

Motions shall be passed by two-thirds majority of the quorum.

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Section 4

Every non-member shall pay a minimum fee (to be determined by the Executive Committee) to attend a meeting.

Article IX – Finance

Section 1

All Association funds shall be deposited in the name of the Association in a chartered bank or trust company as instructed by the Executive Committee.

Section 2

The Treasurer shall prepare a budget covering the estimated receipts and proposed expenditures of the current fiscal period for approval by the Executive Committee. Items under \$75 each may be grouped as 'miscellaneous'. The approval shall be noted in the minutes and the budget signed by the President on behalf of the Executive Committee. Anticipated expenditures for any project in excess of budgeted levels shall be approved by the Executive Committee before such expenditures shall be committed.

Section 3

All disbursements shall be done by cheque, signed by two individuals, who shall be the Treasurer and either the President, Past-President or Secretary.

Section 4

The Treasurer shall follow good accounting practices in preparation for audit at any time.

Section 5

The fiscal year of the Association shall extend for a twelve (12) month period beginning January 1 of each year.

Article X – Amendments

This constitution may be amended by two-thirds vote of the quorum of the membership, provided that notice of any proposed amendments be given in writing to the Executive, and that such notice shall have been communicated by the Executive to all members of the Association at least one month in advance of the vote.

Article XI – General

Section 1

One copy of the constitution will be made available to each member of the Association at the time of membership application.

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Section 2

The membership list is available to the Executive Committee for the sole conduct of Association business.

Article XII - Dissolution

Section 1

This Association may be dissolved at any Annual General Meeting by the resolution duly passed by four-fifths of the members in good standing of the Association, provided that notice of motion for dissolution shall have been communicated by the Executive to all members at least one month in advance of the meeting or referendum.

Section 2

In the event of the dissolution of the Association, the disposal of all moneys and other assets of the Association shall be decided by the Executive Committee according to the relevant taxation legislation.

May 1988

Amended June 5, 1989

Amended June 24- 1991

Amended September 27, 1993

Amended June 16, 1997

Amended October 14, 2011