



The Constitution of CARIBBEAN CANADA HEART HEALTH EDUCATION

“For the Promotion of Cardiovascular Health in the Caribbean.”

Charting the mandate of the International Academy of Cardiovascular Sciences, The Caribbean Canada Heart Health Education Incorporated hereinafter called the CCHHE INC.

Is a Winnipeg founded (centred) and Incorporated organisation, involving the Caribbean Community, for the promotion of Cardiovascular Health in the Caribbean Countries, and for developing strategies for prevention of cardiovascular disease in the Caribbean.

The office of the CCHHE shall be located in Winnipeg, Manitoba, Canada.

1. MISSION STATEMENT

CCHHE INC. is a Winnipeg centred organisation encouraging people of Caribbean descent to actively promote cardiovascular health in the Caribbean, to organise symposia workshops and public forums through the International Academy of Cardiovascular Sciences, (IACS) to develop a Caribbean Section of the International Academy of Sciences, to engage in dialogue, cooperate and collaborate with other Caribbean community organisations in Canada and Internationally for promoting Cardiovascular Health.

2. VISION

To actively foster, through knowledge and understanding

- a. That the risk of cardiovascular disease is a global health concern for both women and men.

- b. That individuals can take preventative action against cardiovascular disease by changing lifestyle habits.
- c. That ongoing education and research will be vital for improving future therapy and treatment.

2.1 Work of the CCHHE INC.

The CCHHE INC. is currently not a registered organisation but works through the International Academy of Sciences a registered charity which promotes the education, and research of heart health throughout the world. Donations are received and welcomed by the IACS on behalf of CCHHE INC until the organisation is registered. Annual Fund raisers are held by CCHE INC which benefits CCHHE INC. and IACS to promote education workshops and Symposia by Cardiovascular specialists, for the general public and medical personnel (professionals).

3. MEMBERSHIP

3.1 General

All members are subject to a membership fee.

Member classification:

- a) CCHHE INC. 2016/2017 board were elected from the Foundation (charter) members.
- b) Alumnae members shall be former members of the CCCHE INC. board (no vote).
- c) Network members shall be all other members who are not CCHHE INC. Board nor alumnae members (via the web, no vote).

3.2. Privileges

- a) All CCHHE INC. members in good standing shall be eligible for nomination to the Board..
- b) Any member may withdraw from the CCHHE INC. board by delivering to the President a written resignation. Should the president resign, his\her written resignation shall be delivered to the First-Vice President.
- c) The number of CCHHE INC. Board Members shall be Nine (9).
- d) A member may be elected to the Board for two (2) consecutive two (2) - year terms.

- e) Membership on CCHHE INC. board shall not exceed three (3) two (2) year terms, unless the member is completing his/her term as First Vice President, and this extension has been previously approved by secret ballot.
- f) Former members of CCHHE INC. shall be eligible to serve for one additional second four (4) -year term after an absence of two (2) years from the CCHHE INC. Board.

3:3 Membership Fees

3.3.1 The membership of the CCHHE INC. shall consist of those persons residing within the City of Winnipeg.

Life (individual): \$100	Life (2 spouses): \$150
Individual: \$20.00	Family Spouses and Children (<18 yrs) \$35.00

Both spouses (for annual family and life membership will receive separate membership.

3.3.2 Membership fees must be paid up in order to vote.

3.3.3 Membership fees must be paid up in order to seek nomination to the board.

4. GOVERNANCE BOARD OF DIRECTORS-OFFICERS

The property and business of the CCHHE INC. shall be governed by the Nine (9) member Board of Directors (“the Board”).

The Board consists of Six (6) Officers and Three (3) Director- Secretaries with portfolio.

The Officers consist of President, First Vice President, Second Vice president Past President, Treasurer and Secretary- General.

- 4.1 The officers shall comprise the Executive Committee.
- 4.2 The three (3) directors of the Board shall be the designated Secretary (responsible for) Public Relations, Hospitality, and Education.

- 4.3 Each Secretary will chair the respective Committee.
- 4.4 Secretary Public Relations will ensure that-
 - a. There is an active web site to publish all activities of the organisation.
 - b. Have available the biographies of members of the Board
 - c. Inform the public of the resumes of guest lecturers.
- 4.5 Secretary Hospitality will be responsible for hospitality component of meetings and that of visiting faculty in conjunction with the Secretary-General.
- 4.6 Secretary Education will be responsible for:
 - a. articles on website which will highlight Visiting Speaker or named lecture resume and brief synopsis of the lecture.
 - b. Any relevant Journal article which will have a broad breath of interest.

5. ELECTION AND TERM of BOARD MEMBERS

- 5.1 The election of directors shall take place at the annual general meeting of members.
- 5.2 Each director shall be elected for a two (2) year term, but, if qualified, shall be eligible for re-election. The term of the past president is two years. No person may be a director for more than three (3) consecutive terms unless s/he holds the office of First Vice President in which case her/his term as a director may be extended until completion of his/her term as past president.
- 5.3 The number of directors to be elected at any time shall be 5 (five) of the number of directors then in office (excluding the Secretary-General) unless the directors otherwise determine within the minimum and maximum number specified in Section 5. The election shall be by simple majority of secret ballots. If an election of a director is not held at the proper time, the incumbent director shall continue in office until her successor is elected.
- 5.4 The position of a director shall be automatically vacated:

- a) if the director resigns by delivering a written resignation to the president.
 - b) if a director misses two (2) consecutive meetings of the Board without due cause.
 - c) if the person ceases to hold the position which qualified her to be a director.
 - d) if the director ceases to be a member of Council.
 - e) if the director is found by a court to be of unsound mind.
 - f) if the director dies.
- 5.5 If any vacancy shall occur, the Board may appoint a member within one month (four weeks) as director to fill the vacancy until the next annual general meeting of members.
- 5.6 If the vacancy is in the office of the President, the first Vice President automatically and immediately assumes the position of President. If the remainder of the term is more than one (1) year, the New President may serve for one (1) additional year. If the remainder of the term is less than one (1) year, the President may be eligible to serve an additional two (2) years.
- 5.7 If the vacancy is in the office of the First of President, elected to complete this term at the next annual general meeting. This position shall not be replaced by appointment.

6. OFFICERS

The officers shall be the President, First Vice President, Second Vice President the Past President, Treasurer and the Secretary-General.

- 6.1
- a) Election of officers shall take place at the Annual General Meeting.
 - b) The term of office shall be defined as a two (2) year period.
 - c) No person may serve more than three consecutive terms in any office.
- 6.2 The Officers with the exception of the Secretary-General shall be elected by the members.
- 6.3 The Secretary-General (Executive director) shall be an officer on the Council and shall be appointed by the Board.

President

The President shall:

- a) Serve as the official representative of CCHHE INC.
- b) Preside at all meetings and be responsible for the agenda.
- c) Be a signing officer for all official documents.
- d) Submit to the annual meeting a written report of the affairs of CCHHE INC. on behalf of the outgoing officers.
- e) Be ex-officio of all committees.

Vice President

The Vice-President shall:

- a) In the absence or inability of the President assume the duties of the President.
- b) Be the Coordinator for the shipment of medical supplies.

Secretary General

The Secretary shall:

- a) Record the minutes of all meetings and retain them as a permanent record all official documents.
- b) Maintain up-to-date membership lists and other confidential material as situations necessitate or as required.
- c) Provide minutes to Executive, Board and other Committees.
- d) Coordinate programs or Activities with the respective Secretary Communications, or Hospitality or Education for CCHHE INC. members.

Treasurer

The Treasurer shall:

- a) Keep accurate official financial records of the organization.
- b) Receive, record and disburse all income as authorized.
- c) Present financial report at regular meetings.
- d) Be a signing officer for official documents as required.
- e) Prepare and present year-end financial report at the Annual General Meeting.
- f) Ensure that all cheques are signed by the treasurer and one (1) of the two (2) other designates
- g) Purchase of Directors and Officers Liability

Past President

The Past President shall:

- a) Serve in a consultative capacity.
- b) Chair the Nominations and Elections Committee.

SIGNING AUTHORITY

- a) Signing officers shall be the President, Treasurer and Secretary-General.
- b) All cheques must be signed by two (2) of the signing officers.

7. COMMITTEES

- 7.1 The Board may appoint such committees as it may, from time to time, consider appropriate. Each such committee shall have a chair and members and have duties as the Board may determine.
- 7.2 All committee chairs shall report on their committee activities in writing to the Board at each meeting.
- 7.3 All committees shall be advisory only and no committee shall have the power to bind the Board with respect to any matter.

8. REMOVAL OF MEMBERS

- 8.1 A member may be removed if his/her conduct is found to be contrary to the vision and mission of Council.
- 8.2 The chair shall call an in-camera meeting of the Board through the Secretary-General for such purpose.
- 8.3 A member must be given at least fifteen (15) days' notice of any disciplinary hearing or termination of membership. The notice must give reasons and must explain that the member has the right to provide a written explanation of his/her conduct.
- 8.4 The Board may, by at least two-thirds (2/3) majority vote there passed, remove any member from the Board/Council. A member's removal from the Board may or may not include removal from Council.
- 8.5 The decision of the Board shall be forwarded to the member in question and to all Council members.
- 8.6 The decision of the Board is final.

9. MEETINGS

9.1 Notice of Meetings

- a) Meetings of the Board or Council shall be called by the Secretary-General on the direction of the President. Notice of any such meeting by electronic mail, web posting telecommunications, or Canada Post shall be given to all applicable members at least forty-eight (48) hours prior to the date of the meeting. If notice is given by overland mail, it shall be given/posted at least twenty-one days prior to the date of the meeting.
- b) Failure of a member to receive notification of meeting will not invalidate any proceedings taken thereat.

9.2 Conduct of Meetings

- 9.2.1 Roberts Rules of Order will prevail for conduct of meetings/proceedings.
- 9.2.2 All decisions taken at meetings are decisions of “The Board “and are final.

10. Location of Meetings

The Board meetings shall be held at such time and in such place in Winnipeg as the Board may decide. Additional meetings may be called as determined via conference call.

11. Frequency of Meetings

- 11.1 The Board of Directors, including the Executive Committee, will meet at least five (5) times per year except during the months of July and August. Meetings during these two (2) months will be held at the discretion of the Executive Committee. Notice of the meeting, including minutes of the previous meeting, a preliminary agenda, will be sent via electronic mail by the Secretary-General at least three (3) days prior to each meeting.
- 11.2 The Executive Committee will meet at the call of the President. Minutes of the Executive Committee meeting will be presented at the next Board of Directors meeting. Notice of the meeting will be provided to the Executive Officers at least seven (7) days prior to the meeting, via electronic mail.

11.3 **Special General Meetings** may be convened by the President, or by a minimum of one-third (1/3) of the Board of Directors or by fifteen (15) members in good standing of the CCHHE INC. Written requests for such a meeting must be acted upon within thirty (30) days of receipt of the request. Such requests must state clearly the nature of the business proposed to be transacted. A Special Meeting shall consider only those matters which are identified in the notice of the meeting. Notice of the meeting, including the agenda, shall be given to the membership at least fourteen (14) days prior to the meeting. Such notice may be given by electronic mail or website post or Canada post.

11.4 **Annual General Meeting**

The Annual General meeting will be held during the month of May in each calendar year.

11.4.1 The Annual General Meeting shall be convened for the purpose of reporting the year's activities, (written reports from President, Vice President, Committee Chairs) receipt of Audited financial statements by Treasurer, Budget for following fiscal year, appointment of the Auditor, and the election of Board. Notice of the meeting will be given by way of Electronic mail, Web site posting or Canada post to the membership at least thirty (30) days prior to the meeting.

12. **Quorums**

12.1 A majority (50% plus one) of the number of members of a committee shall constitute a quorum.

12.2 Annual General Meeting, a minimum (50% plus one) is required to conduct a duly constituted Meeting.

13. **Voting**

13.1 Decisions shall be made by motion and vote. Every question shall be determined by a majority (more than 50%) of votes cast unless otherwise specifically provided by these by-laws.

13.2 At all CCHHE INC. Board meetings, each director shall be entitled to one vote per motion.

13.3 In the case of a tie, the President shall cast a deciding vote.

13.4 Alumnae members and network members are non-voting members.

14. FINANCIAL

14.1 THE FISCAL YEAR of the CCHHE INC shall end on (March 31st)^t or next business day in each year.

14.2 Securities held by the CCHHE INC., together with such documents as the Board may deem advisable, shall be deposited for safekeeping as determined from time to time by the Board. Access thereto shall be limited to such officers of the CCHHE INC. as the Board shall from time to time determine. Any such securities may be deposited by and held by such depositories or investment counsel as the Board may from time to time determine and any such securities may be held by such depository or investment counsel in “street” (unregistered) form.

14.3 An auditor shall be appointed annually by the members to examine and certify in each year the accuracy of the financial statements, and to make such general recommendations as to the financial conduct of the CCHHE INC. as may seem appropriate.

14.4 The auditor shall be appointed by the Annual general meeting to hold office until the next Annual general meeting and to report to the members at the annual general meeting. The Board may fill any casual vacancy in the office of the auditor.

15. REMUNERATION

Members shall serve (as such) without remuneration and no member shall indirectly or directly receive any profit from membership, provided that the member may receive reasonable expenses incurred in the performance of his/her duties.

16. INDEMNITIES

Every director, (officer or committee chair) of the CCHHE INC. or other person who has undertaken or is about to undertake any liability on behalf of the Council and their heirs, executors and administrators and estate and effects, respective,

shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the CCHHE INC. from and against:

- a) all costs, charges and expenses which he/she sustains or incurs in or about any actions, suit or proceeding which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted him/ her, in or about the execution of the duties of office or in respect of any such liability; and
- b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof:
- c) except such costs, charges or expenses as are occasioned by his/her wilful neglect or default.

17. EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring execution by the CCHHE INC. shall be signed by two directors and all such documents so signed shall be binding on the CCHHE INC. without any further authorization or formality. The Board shall have power, from time to time, by resolution to appoint an officer or officers on behalf of the CCHHE INC. to have signing authority. The Board may give officers of the CCHHE INC, by written resolution, limited power of attorney for the purpose of transferring or otherwise dealing with any securities of the CCHHE INC.

18. AMENDMENTS

- a) The Constitution of the CCHHE INC. may be amended by a majority of at least two-thirds of directors present and voting at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present and voting at the next annual general meeting.
- b) Within six (6) months of the confirmation of any Constitution changes, a copy of the amended Constitution must be sent to Corporations Canada.
- c) The Constitution should be reviewed every five (5) years.

19. DISSOLUTION OR WINDING UP:

In the even of dissolution of the organization, all of its remaining assets including all funds, after payments of its liabilities/debts, if any, shall be distributed to one or more registered charitable organisation in Canada. Members of the organisation shall not have personal interest in the Association's assets now or in the future.

Dated this 25th day of May 2017



Kamta Roy Singh, President



Paramjit S. Tappia Secretary-General