

## IAAH By-Laws

### Section 1

#### General

The **name** of the Association is: **International Association for Adolescent Health** or **IAAH**, which in this document is also referred to as the *Association*.

IAAH is a non-governmental, non-profit organization. Its membership is international and multi-disciplinary and composed of individual and organization level members.

IAAH is a registered not-for-profit corporation in Canada. These by-laws are intended to meet the requirements of Canada's Not-For-Profit Act (NFP Act). If there are any instances of conflict, the NFP Act supersedes these by-laws.

#### 1.1 Definitions

*Adolescent*: the *Association* follows the World Health Organization terminology and uses the term *Adolescent* to refer to people aged 10-19 years old. IAAH also includes a focus on youth (15-24 years old). When adolescents and youth are combined (10-24 years) the group is referred to as young people.

*Health*: defined as physical, mental, spiritual, and social well-being.

*Voting*: may occur in person, by proxy, electronically, or via written communication submitted by letter, fax, or e-mail.

*Communication*: communication with members, the IAAH council, or others may be conveyed using a variety of mediums (e.g., letter, fax, e-mail, web, etc.) and may be received in hard copy or electronically.

*Region*: defined as including at least two countries. Regions are broadly defined to be consistent with the delineations accepted by international health agencies. IAAH Council retains the right to make final decisions on regions as they relate to IAAH.

*IAAH Council*: defined as the Executive Committee (President, Immediate Past President, Treasurer, Secretary) and regional Vice Presidents.

*Assembly of members/meetings of members*: defined as an in-person meeting of members of the IAAH.

*Quorum for an Assembly of Members*: at least 10 members with voting rights who are in good standing with the association.

*Member in good standing*: a member whose dues are paid and not in arrears, and whose contact information is up to date to allow for useful communication.

## **1.2 Aims of the Association**

The **International Association for Adolescent Health** is a multidisciplinary *Association* with a mission to improve the health of adolescents worldwide. Its main goals are to:

Advocate for greater attention to be given to the health and development of young people through action at global, regional, and national levels, involving a range of sectors and collaborating with other organizations working to improve and maintain the health of young people.

Contribute to the development and implementation of evidence informed policies and programmes through support for national, regional, and global meetings and the dissemination of new publications, research findings, and programme support materials.

Strengthen national and regional capacity to improve and maintain the health of young people, through promoting and supporting the development of national and regional associations for adolescent health and facilitating the use of relevant training materials.

Ensure that young people are encouraged and supported to contribute to and benefit from the development and implementation of all activities carried out by the *Association*, including a special focus on young professionals.

## **1.3 Seal**

The corporate seal of the *Association*, an impression of which is affixed to the margin hereof, must be affixed to any document properly signed on behalf of the *Association* by the Officers. The seal shall be held in the custody of the Secretary, Treasurer, or delegate.

## **1.4 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

## **Section 2**

### **Membership Categories, Voting Procedures, and Matters Requiring Special Resolution**

Membership of the *Association* shall be by application and is subject to approval or rejection by the Council.

#### **2.1 Membership qualification and categories**

- 1) An individual, professional, or person engaged in the development and implementation of policies and programmes that aim to improve and maintain the health and development of young people, including practice, promotion, advocacy, teaching, organization, or research.

Individual applications shall include a statement of the individual's qualifications, activities in the field of adolescent and youth health and membership in other professional societies.

Application is subject to approval by the Council. For voting purposes, individual members will count as one vote.

2) A professional organization, association, or society, whose goals and/or interests are compatible with those of the Association. For membership at this level, the organization should have at least fifteen (15) individual members in good standing.

Organizational applications shall include submission of a copy of the organization's constitution, aims, goals, names and addresses of elected officers and whatsoever information shall be required by the Council. Application is subject to approval by the Council. For voting purposes, organizational members will count as two votes. The person(s) responsible for the organization will be designated as having the vote or shall inform the Secretary or Treasurer of the delegate who will express the vote.

3) An Adolescent Health Organization (Society). For an organization with membership, it should have at least fifteen (15) members in good standing.

Organizational applications shall include submission of a copy of the organization's constitution, aims, goals, names and addresses of elected officers and whatsoever information shall be required by the Council. Application is subject to approval by the Council. For voting purposes, organizational members will count as two votes. The person(s) responsible for the organization will be designated as having the vote or shall inform the Secretary or Treasurer of the delegate who will express the votes.

4) Honorary members

The Council can name a person engaged in practice, teaching, advocacy, or research within the field of adolescent health and welfare as an honorary member. Honorary members have no voting rights.

## **2.2 Voting Procedures**

Except for instances where a meeting is required by the NFP Act or other superseding regulation, the Secretary can send a notice to Members about a vote to be conducted exclusively by written or electronic communication (e-mail/electronic ballot). The voting period for exclusively electronic votes should be at least 2 weeks long. Members should be notified of the vote at least one week prior to the start of the voting period that is, 21 days prior to close of voting.

At any Assembly of the Members, only Members in good standing are permitted to vote. Votes sent through mail/fax/other means of written or electronic communication are also accepted, providing that the Secretary has sent (via written or electronic communications), at least 21 days in advance, the proposition to be voted on and the appropriate form has been returned in time for the beginning of the Assembly. Voting by proxy is permitted if the Member has signed the appropriate form of the *Association* and this has been returned in time for the beginning of the Assembly. No individual Member other than the Chairman of the meeting may hold more than three proxies for any Assembly.

At every Assembly, voting is done by a show of hands plus count of written/electronic votes sent in advance, including proxy votes. If 5 or more Members present so desire, the voting will be done by secret ballot.

A quorum of at least 10 members is required for an official Assembly of Members. For exclusively mail/electronic ballots, the quorum is 10% of members in good standing.

The Chairperson of the Assembly of the members does not vote. In the case of an even vote, the Chairperson is then entitled to cast a tie-breaking vote.

Unless specified otherwise in these by-laws or by an Act or Law that supersedes these by-laws, a simple majority is required in order to affect any resolution.

### **Section 3**

#### **Membership Dues, Termination, and Discipline**

##### **3.1 Membership Dues**

The membership dues and the scheduling of their payment are to be determined by the Council. Payment of the membership fee is compulsory for Members to be of good standing. Failure to pay the membership fee can result in termination of Membership.

##### **3.3 Membership list**

The Secretary shall prepare and keep a list of the Members and their addresses, which will be updated annually. This list will be available to Members of the *Association* upon written request, for legitimate reasons of networking, conference planning, and surveys. The Council will respond to such requests based on defined criteria.

It is the responsibility of the members to notify the Secretary of any changes in their addresses or contact information.

##### **3.4 Renewal and Termination**

The Membership of each Member shall be automatically renewed from year to year, unless and until:

The Member notifies the Secretary in writing that he/she is terminating his/her Membership.

The Member has not paid his/her annual Membership dues.

The Membership has been terminated by notice of a resolution to that effect passed by the Executive Committee for any act or conduct which the Committee, in its absolute discretion, deems to be detrimental to the best interests of the *Association*. The Member has the right to appeal this decision before the Council; he/she may be required to resign by a majority vote of the Council.

Members in arrears will lose their voting rights.

A terminated member or organization (society) membership may make no claim whatsoever on the *Association*.

## **Section 4**

### **Meetings of Members**

#### **4.1 General Assembly of the Members**

In accordance with the NFP Act the *Association* will hold annual meetings or pass written resolutions, in lieu of a meeting.

A General Assembly of the Members of the *Association* shall be held at least every four years. The General Assembly of the Members will be held in a venue selected by the Council, including, but not limited to Canada. At any time, a special Assembly of Members can be called by the Executive Committee or by a majority of Council members or on the written request of 5% of the Members. In the event of a meeting being required by requisition, the Executive Committee shall, within 30 days of the receipt of the requisition, cause a notice to be sent out convening the said Special Assembly of the Members.

Every Assembly of the Members will be called by a written notice mailed, e-mailed, or otherwise delivered at least 21 days in advance to each voting Member at the last address/FAX/e-mail address inscribed for him/her on the Membership list. This notice should specify the reason for calling an Assembly and indicate that proxy votes are allowed.

At the General Assembly of the Members, in addition to any specific business that may be transacted, the report of the President, the financial statement and the report of the auditors shall be presented. The members shall appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next General Assembly of the Members.

The Chairperson of the meeting is the President of the Association or another officer/Council member as appointed by the President.

## **Section 5**

### **Directors**

#### **5.1 Council Composition and Function**

The *Association* is governed by a Council, which shall be composed of a maximum of sixteen members in good standing of the *Association*. This includes: the President, Immediate-Past President, Secretary, Treasurer, and Vice-Presidents representing the different regions of the world as decided by the Council. Members of the Council are elected to office by the general members. Advisors to the president, and Members at Large may be appointed by the Council and permitted to attend Council meetings, but do not hold a vote in Council affairs and are not considered directors of the Association.

The Council will administer the affairs of the *Association* in all things and exercise all such powers of the *Association*, as are not by these by-laws required to be exercised by Members at the General Assembly of the Members. The Council shall have power to enact rules and regulations for the operation, administration, and management of the *Association*. Council may initiate changes to the Articles and By-Laws of the *Association* provided that any proposed changes are circulated to the membership at least 21 days in advance, and are subsequently ratified at the General Assembly or by a vote to be conducted exclusively by mail or other means of written or electronic communication (mail/electronic ballot). The Council shall take such steps as they may deem requisite to enable the *Association* to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests endowments and donations of any kind whatsoever for the purpose of furthering the *Association*.

The Council meets at regularly scheduled intervals, at least quarterly. A written notice delivered at least 21 days ahead of the Council meeting shall be sent to Council members. The quorum is 5 and all Council members have an equal vote. The President is allowed a second and deciding vote if needed. Conference calls or any electronic means of communication are allowed for Council meetings.

## **5.2 Officers and Executive Committee**

The Executive Committee shall comprise the following Officers:

The President  
Immediate Past President  
Secretary  
Treasurer

The Executive Committee shall exercise such powers as authorized by the Council and shall be responsible for the administration of all *Association's* affairs between Council meetings.

The Executive Committee shall meet at least 3 times a year. This may include meetings held in conjunction with the full Council. Conference calls or any electronic means of communication are allowed.

The positions of Secretary and Treasurer can be combined if it suits the needs of the *Association*. The Council will determine when separate positions are needed.

### **President**

The President may exercise all such powers authorized by the *Association* constitution, by-laws, and regulations. The President is the chief executive officer of the *Association*, has Membership in all committees, and presides over all meetings of the Executive Committee and Council and all meetings of the General Assembly of the Members.

Candidates nominated for the position of President should have at least 3 years' experience as a Council member. However, the Nominations Committee may open candidacy for the position of President to the general membership of the IAAH if there is a need to expand the slate of candidates. Eligible candidates should be members in good standing. The President is elected by a vote of the general members, which may be conducted exclusively by electronic means consistent with the procedure described in the by-laws for exclusive

electronic Voting Procedures. A candidate elected by electronic voting will be ratified at the next General Assembly. The President's term in office is 4 years. It is expected that the President will also serve as Immediate-Past-President for another 4 years.

### **Vice-Presidents**

With the President and the Executive Committee, the Vice-Presidents are responsible for taking the necessary decisions for the improvement and functioning of the *Association* and for ensuring that the perspectives and priorities of their regions are taken into consideration when decisions are made by the Council. The Vice-Presidents are elected by a vote of members, which may be conducted exclusively by electronic means consistent with the procedure described in these by-laws for exclusive electronic Voting Procedures. Candidates elected by exclusive electronic voting will be ratified at the next General Assembly. The term in office is four years.

In the absence or disability of the President, one of the Vice-Presidents elected by all the Council members shall perform the duties and exercise the powers of the President.

### **Secretary and Treasurer**

The Secretary and Treasurer are elected by a vote of members, which may be conducted exclusively by electronic means consistent with the procedure described in the by-laws for exclusive electronic Voting Procedures. The candidate(s) elected by electronic voting will be ratified at the next General Assembly. The term in office is four years. The roles of the Secretary and Treasurer are to perform all duties incidental to the office of Secretary and Treasurer as indicated throughout these by-laws and such other duties as may be assigned by the Executive Committee and Council.

The positions of Secretary and Treasurer may be combined if that is deemed by the Council to be beneficial to the smooth running of the *Association*.

### **5.3 General rules for Executive Committee and Council**

Officers and Council members are limited to two consecutive terms in the same office/position.

Officers and Council members who cannot complete their mandate may be replaced by appropriate candidates, nominated by the Executive Committee, who will serve the remainder of that term and be eligible for re-election.

The Council can terminate the mandate of an Officer or Council member at any time by an affirmative secret vote of two-thirds of all Council members, excluding the Council member or Officer in question. The Officer or Council member can appeal the decision before the General Assembly of the Members. He/she may be required to resign by a vote of two thirds of the Members present at the Assembly.

If at any meeting of the Executive Committee, Council or General Assembly of the Members, the President is absent or declines to act, a Member of the Council or of the Executive Committee, chosen by the Council/Officers present, replaces the President with full powers.

Every Council member and Officer of the *Association* or other person who has undertaken or is about to undertake any liability on behalf of the *Association*, shall be indemnified and saved harmless out of the funds of the *Association* from and against all costs, charges, and expenses which such Council members, Officers or other persons sustain or incur in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter, or 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, except such costs, charges, or expenses as are occasioned by his own wilful neglect, default, or that were not approved by the Council or Executive Committee.

## **Section 6**

### **International Congress, IAAH Sponsored Meetings**

The Congress of IAAH shall be held at intervals determined by Council, at least every 4 years on a date and at a place approved by Council.

IAAH sponsored or co-sponsored conferences can also be held at a regional level. The degree of support provided by IAAH for regional level meetings will be determined by the Council.

## **Section 7**

### **Committees**

The Executive Committee and/or Council may create such standing or ad hoc committees as may be desirable or necessary in the interest of the *Association* or for advancement of its activities, membership, finances, research, and programs.

#### **7.1 Nominating Committee**

The primary role of the Committee is to propose a slate of candidates for any positions in the Council and Executive Committee that become available.

The Nominating Committee shall consist of up to six duly voting Members of the Association, to include the Immediate-Past-President, and representation from at least 3 regions. The term of 4 years of the representatives on the Nominating Committee can be renewed consecutively for a maximum of two terms. A Past President, usually the Immediate Past President, is chairman of the Nominating Committee. The term of a Member of the Nominating Committee could be terminated by a vote of Members during a general assembly of the members or by a mail/electronic ballot, for any act or conduct that could be detrimental to the best interests of the *Association*. At least 25% of the Members other than Council Members should submit a written



or typed request to the Secretary for such a vote to take place. The notice of the Assembly or ballot should state clearly that a vote is being held to terminate the term of a member of the Nominating Committee.

## **Section 8**

### **Fiscal Year, Financial Consideration, Execution, of Documents**

The fiscal year of the *Association* will terminate on December 31<sup>st</sup> of each year.

The directors, (executive officers and council members) cannot borrow on money or grant security without authorization from the members.

The income and property of the *Association* shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Association.

There shall be no fixed remuneration paid to any Officers, Council members and Members of Committees. No Officers, Council Members, or Committee members shall directly or indirectly receive any profit from his or her position as such. If funds are available, Officers, Council Members, and Committee members may be reimbursed for reasonable expenses incurred in performing their duties. Officers, Council Members, or Committee members shall not be prohibited from receiving compensation for services provided to the *Association* in another capacity.

The Treasurer shall sign contracts, cheques, negotiable instruments, and other documents requiring the signature of the *Association*. A delegate designated by the Executive Committee will be authorized to sign the bank documents/cheques in case the Treasurer, for any reason, is unable to complete the task.

Every 4 years, the Council will determine a fixed dollar amount that can be dispensed by the Treasurer without approval from the full Council. For any cheques over this amount a notice of approval will be kept on file with the Secretary and/or Treasurer. Cheques, contracts, documents, and instruments in writing so signed shall be binding upon the *Association* without any further authorization or formality.

The Council and Officers shall see that all necessary books and records of the *Association* required by the by-laws or by any applicable statute or law are regularly and properly kept.

## **Section 9**

### **Amendments, Rules and Regulations, Interpretation**

The Executive Committee or Council may likewise repeal or amend the by-laws, but such additions or modifications must be approved by a vote at the next General Assembly of the Members with a two-thirds majority, including proxy votes; or affirmative vote of two-thirds of ballots received for an exclusive mail/electronic ballot. For exclusively electronic voting, the voting period should be at least 14 days long. A

notice of the vote or the mail/electronic ballot and the proposed changes should be sent in at least 7 days in advance of the start of the voting period.

The Executive Committee or Council may prescribe or amend such rules and regulations, as they deem expedient and necessary for the management and operation of the *Association*, provided that such amendments are not inconsistent with the by-laws for the *Association* and are accepted by a majority vote at the next General Assembly of the Members or by mail/electronic ballot.

#### **Section 10**

##### **Dissolution**

In the event of dissolution or winding-up of the *Association*, all its remaining assets after payments of its liabilities shall be distributed to one or more of the IAAH organization level members chosen by the Council.

#### **Section 11**

##### **Rules of Order**

All deliberation and meetings of the *Association* shall be governed by the parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the by-laws of the *Association*.

#### **Section 12**

##### **Effective Date**

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 27<sup>th</sup> day of October 2015 and will be confirmed by the members of the Association at the next General Assembly.

Dated as of the 27, October 2015.

\_\_See next page for signature\_\_\_\_\_

Bruce Dick, President

\_\_See next page for signature\_\_\_\_\_

Jean-Yves Frappier, Secretary Treasurer

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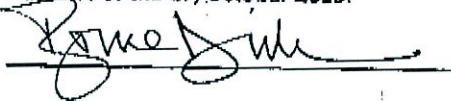
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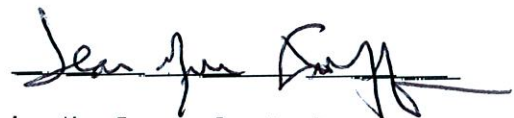
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