

**INTERNATIONAL SOCIETY OF ADDICTION MEDICINE
being the General By-laws of the "Corporation"**

INTERPRETATION

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
 - a) "Act" means the *Canada Corporations Act, R.S. C. 1970, c. C-32* as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - b) "By-laws" means any By-law of the Corporation from time to time in force and effect;
 - c) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation; and
 - d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
 - a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
 - b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, clubs, societies or other organizations and any number or aggregate of persons; and
 - c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

CORPORATE SEAL

3. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation and shall reside with the Head Office Administrator

HEAD OFFICE

4. Head Office. The head office of the Corporation shall be in the City of Calgary, in the Province of Alberta or such other location as may, from time to time, be determined by the Board of Directors of the Corporation.

CONDITIONS OF MEMBERS

5. Entitlement. Membership in the Corporation shall be limited to those persons who are interested in furthering the objectives of the Corporation and whose application for admission as a member **has been accepted**. The Board of Directors may also pass membership **fees, rules, benefits, responsibilities, etc related to membership in the Corporation**.
6. Classes of Membership. There shall be three classes of membership in the Corporation, with the following rights and restrictions attached to each class:
 - a. Individual members. Each individual member shall be a Voting member entitled to notice of and to vote at all meetings of the members of the Corporation. Any physician, regardless of sex, race, colour or creed, over the age of eighteen years involved in addiction medicine, may, on application and **after paying the membership fee** be eligible for membership as an individual voting member.
 - b. Associate members. Each Associate member shall be entitled to notice of and to attend at a meeting of the members of the Corporation but shall not be entitled to vote at such meeting. Any healthcare professional involved in the field of addiction medicine may be eligible for membership as an Associate member.
 - c. Honorary members. Each Honorary member shall be entitled to notice of and to attend at a meeting of the members of the Corporation but shall not be entitled to vote at such meeting. Any person may be appointed an Honorary member by a majority decision of the board of directors by reason of outstanding service to the Corporation. A member who serves as an ISAM President will be given Honorary membership at the end of their term.

Honorary membership shall also be bestowed upon those members who have completed a minimum of 10 years involvement in ISAM and reached the age of 75 years of age.

7. Withdrawal. Any member may withdraw from the Corporation via a written resignation. A withdrawal shall be effective from acceptance thereof by the board of directors. In the case of withdrawal, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's withdrawal.
8. Termination of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist:
 - a. upon the death or dissolution of the member;
 - b. when the member's period of membership expires (if any);
 - c. when the member ceases to be a member by withdrawal or otherwise in accordance with the Bylaws;
 - d. if at a special meeting of members, a resolution is passed to remove the member by at least three-quarters (3/4) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

MEMBERS' MEETINGS

9. Time and Place of Meetings. The annual or any other general meeting of the members shall be held annually at such time and place as may from time to time be determined by the Board of Directors.
10. Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members. Board of Director terms will end at the general meeting and new ones appointed after the end of the 3-year term (renewable once) and the determination of the election process.
11. Participation at Annual or other Meetings by Telephone or Electronic Means. Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may only participate in a recorded vote (i.e. a secret ballot) by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted.
12. A Meeting Held by Electronic Means. If the Board or Members call a meeting of Members, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
13. Special Meetings. Other meetings of the members may be convened by order of the President or by the board of directors at any date and time and where the head office of the corporation is situated or at such other place as may from time to time be determined by the board of directors. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
14. Notice. Fourteen (14) days' written notice shall be given in the manner specified in item 13 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.
15. Waiver of Notice. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
16. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.
17. Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other By-law) shall be persons present being three in number and

being or representing by proxy eight members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of these Bylaws with regard to notice shall apply to such adjournment.

18. Chairing of Meetings. The President shall chair the ISAM Board of Directors and Annual Membership meetings. In the event that the President is absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting.
19. Adjournment. The chair of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
20. Voting of Members. At all in-person meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

21. Remote Voting. In addition to voting in person (including by voice vote of those Members participating in a meeting by electronic or telephonic), every Member entitled to vote at a meeting of Members may vote by any of the following means:
 - (a) by appointing a proxyholder
 - (b) by using a mailed-in ballot if applicable in the form provided by the Corporation provided that the Corporation has a system that when necessary: (i) enables the votes to be gathered in a manner that permits their subsequent verification; and (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted; or
 - (c) by means of a telephonic, electronic or other communication facility, if the facility, when necessary, enables (on a polled or ballot vote): (i) the votes to be gathered in a manner that permits their subsequent verification; and (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

22. Proxies at in-person meetings. Votes at meetings of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in-person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the member authorized in writing or, if the member is a body corporate or association, by an officer thereof duly authorized. A person appointed by proxy must be a member. A proxy may be in the following form:

The undersigned member of (name of Corporation) hereby appoints of - or failing the person appointed above, of as the proxy of the undersigned to attend and act at the meeting of the members of the said Corporation to be held on the day of ____ ,20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this ____day of ____A.D. 20 ____.

Signature of member

The Board of Directors may from time to time amend regulations regarding the lodging of proxies.

BOARD OF DIRECTORS

23. Duties and Number. The affairs of the Corporation shall be managed by a Board of Directors. The number of directors on the Board shall be a minimum of three (3). The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called such as the Annual General Meeting of the membership.
24. Qualifications. Every director shall be at least eighteen (18) years of age and shall be a member of the Corporation, or shall become a (physician) member of the Corporation within ten (10) days after election or appointment as a director. All Directors shall have vote and voice. The sole exceptions are the Head Office Administrator, who may be a non-physician member of the Board with voice but no vote; and any ex-officio members of the Board of Directors who will have voice but no vote.
25. First Directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members. The board of directors then elected shall replace the provisional directors named in the Letters Patent.
26. Election and Term. Unless otherwise determined by an annual meeting, the number of directors comprising the Board shall not be less than three (3). The directors elected at the first election following incorporation and at all annual meetings held after the first election of directors shall be elected for a term of three (3) years, renewable once. A Director may also move into an Executive position (President, President-Elect or Treasurer) and serve an additional 3-year term.
27. Vacancies. The office of a director shall automatically be vacated:
- a. if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
 - b. if the director fails to respond to communications over a period of six (6) months relating to the affairs of the Corporation or after receipt of two notices of board of directors meetings fails to participate in such meetings. At this point the Board shall notify the Director of the concern and if there is no response can move to remove the Director from the Board at the next Board meeting via a motion.
 - c. if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by Head Office of the Corporation or at the time specified in the notice, whichever is later;
 - d. if at a special meeting of members, a resolution is passed by at least three-quarters (3/4) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
 - e. if the director dies.
28. Filling Vacancies. A vacancy occurring in the board of directors shall be filled as follows:
- a. if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 27d above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office until the next annual general meeting;
 - b. any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
 - c. otherwise such vacancy shall be filled at the next annual meeting of the members, with the exception of a vote by the Board of Directors to allow a new director to fill in the remaining term and the subsequent term.
 - d. The membership will be advised of the new director selected after following the election process:
 1. Call out to the membership for expressions of interest in filling the vacancy
 2. Review by the Election committee of the submitted cv outlining work done for ISAM and the provided statement of vision for the role.
 3. Ranking by the Board of Directors of the applicants
 4. If a new vacancy arises within 6 months – the raking of the prior applicants will determine the next person to fill the vacancy.

If the number of directors is increased between the terms, a vacancy or vacancies to the number of directors authorized shall thereby be deemed to have occurred, which may be filled in the manner above provided.

If there is a request for a Leave of Absence or temporary leave from the role of member of the Board of Directors – the request shall be considered and an absence of no greater that three months may be granted.

29. Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director. The sole exception is the amount of \$3500 US

annually to be used by the President, at their discretion, to further the aims of the Corporation or offset expenses with representation at meeting. This amount is set by a vote of the Board of Directors and may be amended.

30. Retiring Director. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.

POWERS OF DIRECTORS

31. Administer Affairs. The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.
32. Expenditures. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
33. Fund Raising. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
34. Remuneration. Remuneration of all employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect as per the term of the contract.

DIRECTORS' MEETINGS

35. Place of Meeting. Meetings of the Board of Directors may be held at any place within or outside Canada.
36. Notice. A meeting of directors may be convened by the President, or any two directors at any time. The Head Office Administrator, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Twenty-four (24) hours notice of such meeting shall be given to each director before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

37. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
38. Adjournment. Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
39. Quorum. A majority of directors in office, from time to time, but no less than four directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
40. Voting. Each director is authorize to exercise one (1) vote with the exception of those ex-officio directors who have voice but no vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the President or chairperson of the meeting in addition to an original vote shall have a second or casting vote.

41. Telephone Participation. The directors may hold meetings by teleconference or by other electronic means that permit the directors to have equal access to such means of communication and to communicate adequately with each other provided a quorum is present by teleconference or other electronic means and each director participating in the meeting consents in advance to the holding of such meeting and agrees to the procedure to be used to hold the meeting. Any security issues which may arise at the meeting shall be referred to the chairperson who shall be responsible to satisfactory resolve such security issue or adjourn the meeting.

INDEMNITIES TO DIRECTORS AND OTHERS

42. Indemnities to Directors and Others. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
 - b. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default. The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

OFFICERS

43. Appointment. The Board of Directors may annually or more often as may be required, appoint a President, a Secretary, a President-Elect and a Treasurer, however, in the event the Board of Directors shall fail to appoint any of the aforesaid officers for the term of 3 years, a director may be appointed to any office of the Corporation. All of said officers need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The Head Office Administrator may fulfil the role of Secretary of the Corporation. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
44. Vacancies. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.
45. Remuneration of Officers. The officers shall serve as such without remuneration and shall not directly or indirectly receive any profit from occupying the position of officer.
46. Removal of Officers. Officers shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.
47. Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
48. Powers and Duties. The duties of the officers shall include:
- a. President. The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors and shall preside at all meetings of the Board of Directors, committees of directors, if any, and the members. The President shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chairperson of the Board and shall be an individual member in good standing of the Corporation.
 - b. Past-President. The immediate Past President will be the Chair of the Past Presidents' council, comprised of all the past presidents of the Corporation. The immediate past President will have voice and vote on the Board of Directors and represent the Past Presidents' Council at Board of directors' meetings.

- c. President-Elect. The President-Elect shall share duties designated by the President and work closely with them in all matters of the Corporation. The President-Elect shall be elected from among the members of the Board of Directors.
- d. Secretary. The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or committees of directors, if any, and members when directed to do so. The Head Office Administrator may fulfil this role.
- e. Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation. The term for the Treasurer shall be 3 years, renewable once. The Treasurer shall be the Chair of the External Funding Committee.

COMMITTEES, REGIONAL COUNCIL, AFFILIATES and COLLABORATING ORGANIZATIONS

- 49. The Board of Directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
- 50. Executive Committee:
An Executive Committee comprised of the President, President-Elect, Treasurer and Secretary will meet to discuss the matters of the Corporation as needed and bring the recommendations to the Board of Directors for approval. The duties and responsibilities of the Executive Committee will be determined by the approved Terms of Reference which may be amended/updated by the Board of Directors from time to time and by vote
- 51. Past President's Council:
A Past Presidents' Council will serve as an Advisory to the Board of Directors. The immediate Past President will be the Chair of the Past Presidents' council, comprised of all the past presidents of the Corporation. The immediate past President will have voice and vote on the Board of Directors. The duties and responsibilities of the Past Presidents' Council will be determined by the approved Terms of Reference which may be amended/updated by the Board of Directors from time to time and by vote.
- 52. ISAM Regional Council:
The Regional Council is comprised of:
 - 1) The Chair, for the Regional Council which will be appointed by the BOD for 3 years and will be directly accountable to the ISAM BOD. The Regional Council Chair shall be a member in good-standing of an ISAM Affiliate Society and represent the Regional Council on the ISAM Board of Directors.
 - 2) The Regional Council will additionally appoint and/or elect a co-chair for 3 years for the ISAM Regional Council.
 - 3) ISAM Regional representatives for specific geographical areas of influence. Currently there are 15 core regions, but areas may change depending on determining the need to facilitate developments in relevant regions. Any changes must be approved by the ISAM BOD.
 - 4) All members of the Regional Council must be full ISAM members and operate in accordance with ISAM mission, values, goals, and policies.
 - 5) ISAM Regional Council members will be involved, on an ad hoc basis, in face-to-face ISAM regional and international meetings, international workshops organized by UN and other agencies, and meetings/webinars organized by ISAM Affiliated Societies/Organizations and/or virtual equivalents with expectations that they provide their time and expertise without expecting financial benefits.
 - 6) A comprehensive activity plan for the regions must be conducted by the ISAM Regional Council in accordance with the ISAM mission, values, goals, and policies and again must be approved by the BOD.

7) The ISAM Regional Council may conduct their meetings online and/or during annual or regional ISAM meetings and will report on a regular basis to the ISAM Board of Directors.

53. Regional Council Chair

- The ISAM Regional Council Chair should be an individual, active ISAM member and member of an ISAM Affiliate society.
- The Regional Council Chair shall be a member of the ISAM Board of Directors with voice and vote.
- If necessary, and after the approval of the BOD President, the chair can be invited to the quarterly BOD conference calls.
- The ISAM Regional Council chair will be appointed/ elected every 3 years through a fair and open process organized by the ISAM office.

54. ISAM Regional Representatives

- All ISAM regional representatives need to be registered and individual, active ISAM members
- Nominations will be submitted to the ISAM Regional Council for submission and preparation to ISAM BOD which will approve (or not) these nominations.
- Nominations need to show sound regional professional affiliation, influence and reputation.
- Regional representative positions are reviewed every 3 years by the ISAM BOD and ISAM Regional Council

55. Affiliations: ISAM may enter into different categories of ISAM affiliation:

- (1) An Addiction Medicine Professional National Society
- (2) As a Governmental Funded National Organization in Addiction Treatment.
- (3) For profit-institutions in the field of Addiction Medicine

Process of Selection:

- 1- The interested party shall send an expression of interest to the ISAM Office when the process as per ISAM Standard Operating Procedure (SOP) will be activated.
- 2- Once processes completed, they will be reviewed, and finally accepted/rejected by the ISAM BOD.
- 3- The determination of the amount of annual dues will be determined through an algorithm approved by the ISAM BOD based on specific relevant categories. This arrangement including dues paid will be reviewed by both parties every three (3) years.
- 4- The arrangement is between ISAM and the applying society/organization and NOT with the individual members of the same applying societies/organization. However, all members of the specific society/organization will still be able to take advantage of discounts on ISAM products and services and/or can apply to become full ISAM members.
- 5- A Memorandum of Understanding will be signed by respective Presidents/Executive Officer confirming affiliation with ISAM
- 6- The annual Affiliation fees will be waived for one year if the Affiliate society/Organization is actively involved in the hosting of an ISAM Annual meeting in their country

56. Collaborating Organizations: ISAM may enter into a collaboration with organization in the field of Addiction Medicine usually as their mission is to support internationally professional bodies (e.g. WPA) and/or represent inter-governmental organizations (e.g. WHO, UN, EMCDDA).

A Memorandum of Understanding (MOU) will be signed between both parties to advertise respective educational offerings and participate in specific projects of benefit relevant stakeholders. These Collaborating Organizations will be acknowledged on the ISAM Home page.

The purpose of this collaboration is to leverage each organization's existing activities to support the other organization in its mission. This would include keeping each other updated on activities, educational offerings and processes.

The scope of this collaboration is limited by the budgetary and strategic considerations of both organizations. Neither organization is committing funding directly to this collaboration. Other specific activities will be agreed separately through correspondence between the nominated organisation appointees.

EXECUTION OF INSTRUMENTS

57. Execution of Instruments. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

58. Cheques. Drafts. Notes. Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

The Head Office Administrator has access to an online banking card to allow for financial transactions on behalf of the Corporation. All transactions will be reported monthly to the Treasurer.

Specific projects may be financially funded in total or in part through the approval of the Board of Directors as to amount and term/conditions of the project.

FELLOWS OF THE CORPORATION

59. For recognition of service to the Corporation, there will be two types of Fellowships awarded: ISAM Fellow (FISAM) and Distinguished ISAM Fellow (DFISAM).

60. ISAM Fellow. The designation of ISAM Fellow will be given to those membership with more than 5 years of participation in the Corporation. A certificate will be given by the ISAM President at the Gala dinner at the Annual General Congress

61. Distinguished ISAM Fellow. The status of Distinguished ISAM Fellow will be given to those recognized for their service in the field of Addiction Medicine and to the aims of ISAM. An application for nomination is completed and the applications will be reviewed by the past Presidents' council according to the criteria set out. The recommendations will then be sent to the Board of Directors for approval. Acknowledgement will be in the way of a certificate presented at the Gala dinner at the annual Congress by the ISAM President.

NOTICES

62. Service. Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile or other electronic means of communication to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
63. Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

MINUTES OF BOARD OF DIRECTORS

64. The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

65. Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be the 30th day of April.

AMENDMENT OF BY-LAWS

66. The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act, may, be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at an Annual General Membership meeting duly called. The Corporation's membership will be advised of the Bylaw changes and the vote coming up 30 days in advance. The membership will be able to vote either online or in-person at the AGM. For the purpose of considering the said by-law, the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

67. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The auditor may not be a director, officer or employee of the Corporation without the consent of all members.

BOOKS AND RECORDS

68. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

69. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

ENACTED this 9th day of November, 2000 AD
AMENDED the 30th day of November, 2022 AD
AMENDED the 11th day of November, 2024 AD

WITNESS the seal of the Corporation.