

Canadian Council for Accreditation of Pharmacy Programs

BY-LAWS

1.0 NAME

The name of this corporation shall be:

THE CANADIAN COUNCIL FOR ACCREDITATION OF PHARMACY PROGRAMS
PROGRAMS/LE CONSEIL CANADIEN DE L'AGRÉMENT DES PROGRAMMES DE PHARMACIE

2.0 MISSION, VISION AND GOALS

2.1 Mission

The Canadian Council for Accreditation of Pharmacy Programs sets standards for pharmacy and pharmacy technician education programs; grants accreditation awards to programs that meet the standards; and promotes continuous improvement of accredited programs.

2.2 Vision

To be a world leader in pharmacy and pharmacy technician program accreditation.

2.3 Goals

- (a) To formulate the educational, scientific, and professional principles and standards that an approved school, college or faculty of pharmacy or pharmacy technician program is expected to meet, and to maintain and to revise these principles and standards as necessary.
- (b) To appraise any school, college or faculty of pharmacy or pharmacy technician program that requests the approval of this corporation.
- (c) To publish a list of approved schools, colleges and faculties of pharmacy and pharmacy technician programs and to revise such list annually or as frequently as may be deemed desirable.
- (d) To satisfy itself that schools, colleges and faculties of pharmacy and pharmacy technician programs that have been approved maintain the required standards, and to withdraw approval of any school, college or faculty failing to maintain standards formulated by the corporation.
- (e) To assist in the advancement and improvement of pharmaceutical education.

3.0 DEFINITIONS AND INTERPRETATION

3.1 Definitions

- (a) "COUNCIL" or "CCAPP" means The Canadian Council for Accreditation of Pharmacy Programs/Le Conseil canadien de l'agrément des programmes de pharmacie; a corporation without share capital incorporated under the Canada Corporations Act by letters patent.
- (b) "BOARD" means the Board of Directors of the Council.
- (c) "DIRECTOR" means a member of the Board of Directors of the Council.
- (d) "MEMBERS" means members of the Council.
- (e) "ACT" means the *Canada Not-for-profit Corporations Act*.

3.2 Interpretation

In all by-laws, regulations and resolutions of the CCAPP, unless the context otherwise requires:

- (a) The singular shall include the plural and the plural the singular;
- (b) The English version of the by-laws shall be recognized as the official version, and the French version shall be acknowledged.

4.0 MEMBERSHIP

- (a) The following organizations shall advance nominees to serve as representatives (number) to attend and participate at meetings of the Members:
- The Association of Faculties of Pharmacy of Canada (two representatives).
 - The Canadian Pharmacists Association (one representative).
 - The Canadian Society of Hospital Pharmacists (one representative).
 - The National Association of Pharmacy Regulatory Authorities (one representative).
 - The Pharmacy Examining Board of Canada (one representative).
 - The Canadian Pharmacy Technician Educators Association (one representative).

- (b) There shall be no membership fees or dues unless otherwise directed by the Board of Directors.
- (c) Any member or organization referenced in 4a may resign from membership at any time by giving notice to the President of the CCAPP.
- (d) Any member or organization may be removed for any reason. A two-thirds (2/3) majority of members must approve the resolution for removal at a general meeting of the CCAPP. The Board may establish rules or policies relating to discipline and removal of members. A member subject to discipline or removal will have the right to provide an explanation in writing for Board consideration.
- (e) Any member may be removed by the organization referenced in 4a. The organization must notify the Chief Executive Officer of the CCAPP in writing of the removal of the representative and the names and addresses of new nominees to replace the member removed. Removal is effective on the date the Chief Executive Officer receives such notice.
- (f) If a member or organization referenced in 4a resigns or is removed in accordance with these by-laws, they automatically cease to be a director or officer of the CCAPP.
- (g) Other nominees may become members upon unanimous agreement of the members.

4.1 Voting Rights

Only those members appointed as per by-law 4.0 (a) shall have voting status.

5.0 REGISTERED OFFICE

The registered office of the CCAPP shall be at such place in Canada as the Board may determine by resolution from time to time.

6.0 SEAL AND SYMBOL

The corporate seal and symbol of the CCAPP shall be in such forms as shall be prescribed by the Board of Directors, provided that the seal shall bear the words "The Canadian Council for Accreditation of Pharmacy Programs/Le Conseil canadien de l'agrément des programmes de pharmacie". Custody of the seal shall be entrusted to the Chief Executive Officer or another officer whom the Board may designate. The seal shall be in the form impressed hereon.

7.0 ORGANIZATION

7.1 Administrative Structure

The CCAPP shall consist of a general assembly, a board of directors and four (4) officers, these being the President, the President-Elect, the Immediate Past- President and, ex-officio, the Chief Executive Officer.

7.2 Professional Staff

(a) Establishment of Positions

Establishment of professional staff positions, such as Chief Executive Officer, shall be approved by a vote of the Board of Directors.

(b) Appointment to Positions

Appointment to fill established professional staff positions shall be made by the Board. Remuneration and terms of service shall be stated in contracts between the Council and those appointed.

(c) Job Descriptions

Duties of all professional staff employees shall be stated in specific job descriptions for each position. These shall be approved by the Board and may be varied from time to time by mutual agreement of the Board and staff concerned. Job descriptions may include some duties assigned in these by-laws to one or more officers of the Council.

8.0 BOARD OF DIRECTORS

8.1 Powers, Duties and Responsibilities

The affairs of the CCAPP shall be governed by the Board of Directors which shall oversee all activities of the Council, committees, and publications, disbursement of funds and determination of policies. The Board shall actively pursue the purposes of CCAPP and may adopt such rules for the conduct of its business as deemed advisable and to the extent permitted by law. The Board may delegate to any committee or officer any or all powers, duties and authority of the Board which may be lawfully granted.

Board members shall act in the best interest of the CCAPP using personal best judgment and initiative after hearing and participating in debate on issues within the lawful authority of the Board.

8.2 Standard of Care

All directors and officers of the CCAPP shall exercise the powers and discharge the duties of their office honestly, in good faith and in the best interest of the Council, and in connection therewith shall

exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.3 Composition of Board

The Board shall consist of seven (7) or eight (8) members elected by the members of the CCAPP referred to in By-law 4.0 (a). The Board shall also include one non-pharmacy academic approved by the members of CCAPP. The Chief Executive Officer shall not be an ex-officio director, but shall be entitled to attend and participate but not vote in meetings of the Board, except if a conflict of interest requires the Chief Executive Officer to be absent from Board deliberations.

8.4 Term of Office

(a) Directors shall hold office for a term of three (3) years and may serve no more than two (2) consecutive terms. The President, President-Elect, Immediate Past-President and Chief Executive Officer shall serve, without interruption (subject to the limitation on terms of office stated in by-law 9.3). The term of office of directors shall commence immediately following the CCAPP annual general meeting at which they are elected as directors and shall conclude upon the appointment of their successors.

8.5 Board Vacancies

(a) Should a vacancy occur on the Board by virtue of death, resignation, removal or ineligibility of a director, such vacancy shall be filled by the Board with a member representing the same organization as the director being replaced. A director so appointed shall be eligible for election in accordance with by-law 8.4.

(b) The Board may act notwithstanding that vacancies may occur in the number of directors from time to time.

8.6 Removal

Directors may be removed before the expiration of their term for any reason including absence from two (2) consecutive meetings of the Board without reason deemed by the Board to be adequate. A two-thirds (2/3) majority of the members of the CCAPP must approve the resolution for removal at a meeting to which the person concerned has been invited to make a statement. Directors are automatically removed from the Board in accordance with by-law 4.0.

9.0 OFFICERS

9.1 Number of Officers

The officers of the CCAPP shall be the President, President-Elect, Immediate Past-President and Chief Executive Officer.

9.2 Duties of Officers

- (a) The President shall preside at all meetings of the CCAPP and Board; shall ensure that all orders and resolutions of the Board are enacted; and, shall perform such other duties as the Board may direct.
- (b) The President-Elect shall, in the absence of the President, perform the duties and exercise the powers of the President; be responsible for the investment and disbursement of all funds and securities of the CCAPP, prepare a proposed budget for consideration at the annual general meeting, present the report of the auditor to the annual general meeting, and perform such other duties as the Board may direct.
- (c) The Chief Executive Officer shall be responsible for the management of the CCAPP in accordance with policies and procedures established by the Board, and shall manage the day-to-day operations of the CCAPP, including the CCAPP office and staff.
- (d) The President and Chief Executive Officer shall be members, ex-officio, of all standing and special committees of the CCAPP.

9.3. Term of Office

The officers shall remain in office for one (1) year or until their successors shall be elected, with the exception of the Chief Executive Officer, whose term, by resolution of the Board, shall be subject to terms and conditions of employment. In no event shall an elected officer remain in the same office for more than two (2) consecutive years, nor continue as an officer if they cease to qualify as per by-law 8.3.

9.4 Vacancies

Should the office of President become vacant, it shall be filled by the President- Elect. If a vacancy occurs in the office of Immediate Past-President, it shall be filled by the most immediate eligible predecessor in office able to serve for the remainder of the term. Vacancies in any other elected offices shall, on recommendation from the Nominating Committee, be filled by the Board from among its members for the balance of the term thereof or until the next regular election of officers.

9.5 Removal of Officers

Officers may, by resolution of the Board, be removed before the expiration of their term for any reason including absence from two (2) consecutive meetings of the Board without reason deemed by the Board to be adequate. A two-thirds (2/3) majority of the Board must approve the resolution for removal at a meeting to which the officer has been invited to make a statement.

10.0 STANDING AND SPECIAL COMMITTEES

10.1 Standing Committees

- (a) Standing committees of the CCAPP shall be established by the Board to conduct such business and perform such duties as may from time to time be determined and shall report annually to the Board.
- (b) Chairs of standing committees shall be appointed annually by the President from among the directors and shall normally serve a one-year (1) term, subject to ratification by the Board.
- (c) Other members of standing committees may be appointed by the Chair in consultation with the President, and may, but need not be, members of the CCAPP.
- (d) Standing committees shall serve until discharged or until successors have been appointed.
- (e) Standing Committees of the CCAPP shall include but are not limited to the following:
 - By-laws Committee
 - Executive Committee
 - Nominating Committee
 - Pharmacy Technician Programs Committee
 - Standards and Guidelines Committee

10.2 Special Committees

- (a) The Board may establish special committees and their terms of reference as required. Any committee so established shall serve until submission of its report.
- (b) Chairs of special committees shall be appointed by the President from among the directors of the CCAPP, subject to ratification by the Board.
- (c) Other members of special committees may be appointed by the Chair, in consultation with the President, and may, but need not be, members of the CCAPP.

10.3 Removal

A member of any committee, may be removed before expiration of that person's term. A two-thirds (2/3) majority of the Board must approve a resolution for removal.

11.0 NOMINATIONS AND ELECTIONS

11.1 Appointment and Composition of Nominating Committee

The Board shall annually appoint a Nominating Committee, chaired by the Immediate Past-President, which shall include one (1) additional representative of a member of the CCAPP who shall not be standing for nomination.

11.2 Duties of Nominating Committee

The duties of the Nominating Committee shall be set forth in terms of reference which shall be established by the Board, such duties to include:

- (a) Recommendation to the Annual General Meeting of names of candidates for election to the Board, and candidates from among the members of the Board for the office of:
 - (i) President (for ratification only)
 - (ii) President-Elect
 - (iii) Immediate Past-President (for ratification only)
- (b) Recommendation to the Board naming candidates to fill vacancies in elected offices pursuant to By-law 9.4.

11.3 Nominating Procedure

At least sixty (60) days before the annual general meeting the Nominating Committee shall:

- (a) Inform the membership of all vacant positions for officers;
- (b) Invite nominations for members to stand for election to these positions;
- (c) Receive an expression of acceptance by the nominee to serve if elected;
- (d) Provide a list of nominees to accompany the notice of the annual general meeting;

Nominations may also be accepted from floor during the annual general meeting.

11.4 Election of Officers

The election/ratification of officers shall take place at the annual general meeting, by ballot if required, and only members in attendance shall have the right to vote.

12.0 MEETINGS

12.1 Annual General Meeting

The Annual general meeting of the CCAPP shall be held each year at such time and place as may be designated by the Board. The meeting shall be held in Canada unless otherwise resolved by the members. The President may invite any person to attend the meeting as an observer or to report on any matter of interest to the members.

12.2 Board Meetings

The Board shall meet at least once in each year and at such other times as may be required to effectively conduct the business of the CCAPP. Meetings shall be held in Canada unless otherwise resolved by the Board. The President may invite any person to attend a meeting of the Board as an observer or to report on any matter of interest to the Board.

12.3 Calling and Notice

General meetings (Annual or Board) shall be called by the President by giving at least twenty-one (21) days written or electronic notice of the date, time, place, and agenda for the meeting. Notice of such meeting or any irregularity in the calling or conduct thereof, can only be waived by the unanimous consent of all members entitled to attend such meeting.

12.4 Special Meetings

(a) Special General Meetings

Special general meetings of the CCAPP may be held upon the call of the Board of Directors at such time and place as it may designate. The President shall call a special general meeting upon the written request of at least one-third (1/3) of the voting members of the CCAPP within 60 days after the filing of such request with the President. Notice of such special general meetings shall contain sufficient information to permit members to form a reasoned judgment on the decision to be taken, and no other business may be considered at those meetings.

(b) Special Board Meetings

Special meetings of the Board may be called by the President or at the written request of a majority of the directors. At least fourteen (14) days notice shall be given of the date, time, place, and agenda for a special meeting. Such notice shall contain sufficient information to permit directors to form a reasoned judgment on the decision to be taken. Additions to the agenda must be approved by a majority of members in attendance at the meeting.

12.5 Quorum

At any meeting, a quorum shall consist of a simple majority of those entitled to be present and vote unless otherwise specifically provided in these by-laws.

12.6 Order of Business

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not contained in these by-laws, procedure shall be in accordance with the current edition of Bourinot's Rules of Order. Adherence to the CCAPP Code of Conduct policy will be enforced.

12.7 Voting Rights and Procedures

- (a) Each individual voting representative of the CCAPP shall have one vote at annual general meetings or special meeting of members and in all elections and other ballots. Only those voting representatives in attendance at annual or special general meetings may vote.
- (b) Each officer and director shall have one vote at meetings of the Board of Directors.
- (c) Proxy votes are not accepted at any meetings.
- (d) The President, when chairing, may only cast the deciding vote at annual general and Board meetings when required.
- (e) A motion to grant accreditation status to a school, college or faculty of pharmacy shall require a two-thirds (2/3) affirmative vote of all members of the Board of Directors. Directors must be present, in person or through teleconferencing, for discussions concerning the granting of accreditation and at the time the vote is taken.
- (f) Motions at all meetings shall be decided by a majority of votes cast, unless otherwise required by these by-laws, the statutes governing incorporation, or the Rules of Order referred to in by-law 12.6.
- (g) A resolution in writing agreed to by a majority of officers and directors shall be effective as if passed at a regularly convened meeting of the Board of Directors. Such a resolution and its outcome shall be recorded in the minutes of the next meeting of the Board of Directors.

12.8 Teleconferencing

If all the directors of the Board consent, anyone or more directors may participate in a Board meeting by any audio, video, or other electronic means, or any combination thereof, that provides two-way communication between the director(s) and the other participants in the meeting in a manner in which the decision to vote is capable of being recorded. A director participating by such means shall be deemed to be present at that meeting.

Any person entitled to attend a meeting of members may participate in the meeting by means by any audio, video, or electronic means, or any combination thereof that permits all participants to communicate adequately with each other during the meeting, if the Board makes such communication facility available. A member representative participating in a meeting in this way shall be deemed present at that meeting and entitled to vote in accordance with the regulations.

13.0 INDEMNIFICATION

All directors, officers and members of standing or special committees of the CCAPP and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of funds of the CCAPP from and against:

- (a) All costs, charges and expenses whatsoever which such directors, officers or committee members sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices;
- (b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

14.0 INSURANCE

The CCAPP may purchase and maintain insurance for the benefit of any or all of its directors, officers and committee members, and other persons except insurance against a liability, cost, charge or expense of a director, officer, committee member or other person incurred as a result of a contravention of by-law 8.2 hereof.

15.0 FINANCIAL MATTERS

15.1 Financial Year

The financial year of the CCAPP shall commence on the first day of April in each year.

15.2 Annual Report

An audited statement of the accounts of the past financial year, prepared by an auditor appointed under by-law 15.3, together with a budget for the following year, shall be prepared by the President-Elect for approval at the annual general meeting of the CCAPP.

An Annual Report shall be sent to the:

- Association of Faculties of Pharmacy of Canada
- Canadian Pharmacists Association
- Canadian Society of Hospital Pharmacists
- National Association of Pharmacy Regulatory Authorities
- Pharmacy Examining Board of Canada
- Canadian Pharmacy Technician Educators Association

and be made available upon request to other interested parties.

15.3 Auditor

An auditor shall be appointed each year at the annual general meeting of the CCAPP. The auditor shall have access at all reasonable times to the books and accounts of the CCAPP and all receipts, document and vouchers relating thereto, and shall conduct an audit thereof for report to the annual general meeting of members of the CCAPP.

15.4 Accreditation Fees

Fees for accreditation of schools, colleges or faculties of pharmacy shall be prescribed, and may be altered or repealed by resolution of the Board.

15.5 Remuneration

No director, officer or committee member shall receive any remuneration for duties performed on behalf of the CCAPP, with the exception of the Chief Executive Officer whose remuneration shall be established by the Board of Directors as per by-law 7.2 (b). Directors or officers may be reimbursed for reasonable expenses incurred while performing duties in accordance with policies established by the Board. Nothing herein contained shall be construed to preclude any director from serving the CCAPP as an officer or in any other capacity and receiving compensation therefor.

15.6 Contribution and Gifts

The funds to meet the budget and other expenses shall be provided by fees from schools, colleges or faculties of pharmacy and by contributions from other sources interested in promoting the mission and goals of the CCAPP. The Board of Directors may accept on behalf of the CCAPP any contribution, gift, bequest, or device for the general purposes or for any special purpose of the CCAPP.

15.7 Surplus Funds

The Board may set aside a reserve for contingencies from the surplus of the CCAPP or may invest surplus funds of the CCAPP in a manner determined by resolution.

16.0 SIGNING AUTHORITY

16.1 Execution of Documents

Contracts, documents, cheques, and other instruments made in the name of the CCAPP shall be binding on the CCAPP when signed by the President and one other member of the Board of Directors, except when specific authority to sign contracts is granted to a designated officer, director, or staff member by resolution of the Board.

17.0 AFFILIATIONS

The CCAPP may affiliate itself with any other organization with similar aims and objectives as determined by resolution of the Board.

18.0 DISSOLUTION

In the event that the CCAPP is dissolved, and after payment of all indebtedness of the CCAPP, it is specifically provided that the remaining funds, investments, and other assets shall be distributed equally among the participating pharmacy and pharmacy technician schools, colleges and faculties in Canada.

19.0 AMENDMENTS

- (a) By-laws of the CCAPP may be amended or repealed by a two-thirds (2/3) majority vote of the members present and voting at any annual or special general meeting called for that purpose.
- (b) Notice in writing of any change in the by-laws of the CCAPP to be proposed at any annual or special general meeting must be received by the President at least sixty (60) days prior to such meeting and must be made known to the members at least thirty (30) days prior to such meeting.

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