

A Constitution relating generally to the conduct
of the affairs of **VHL Canada** ("Charity"). **BE IT ENACTED** as a Constitution of the Charity as follows:





<p>1. Name and Purpose</p>	<p>a. The name of the organization shall be VHL Canada. It will be a registered Charity regulated by the Charities Directorate of Canada Revenue Agency (CRA). The Charity is registered under <i>The Income Tax Act</i>.</p> <p>b. VHL Canada is established exclusively for charitable purposes, i.e. <i>"To promote the health of VHL (von Hippel-Lindau Syndrome) patients in Canada by providing peer group support."</i></p>
<p>2. Not-for-profit Provision</p>	<p>a. VHL Canada will be operated without purpose of gain for its members, and that any profits or other assets of the charity will be used solely to promote its purposes or objectives.</p> <p>b. Moreover, no portion of any profits or other assets of the charity shall be distributed directly or indirectly to the members or volunteers of the organization except as compensation rendered for bona fide documented expenses incurred on behalf of the Charity.</p>
<p>3. Official logo</p>	<p>a. The Charity has a logo (e.g. used on letterhead) in the form approved from time to time by the Board. Any use of the logo requires authorization from the Charity as it reflects the Charity's endorsement. The current version will be held by one of the officers as decided by the Board.</p>
<p>4. Financial or fiscal year</p>	<p>a. The financial year end of the Charity shall be October 31 in each year.</p>
<p>5. Membership Conditions</p>	<p>a. The membership consists of the Board of Directors.</p>
<p>6. The Board of Directors</p>	<p>a. As a volunteer-run governing body, The Board of Directors is responsible for overall policy and direction of the Charity. The Board of Directors shall have general power to manage and control the affairs and property, including money, of the Charity and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board.</p> <p>b. The Board of Directors role is to identify and steward the organization's mission and purpose, select and support the Chair; ensure adequate resources; take fiduciary responsibility for the organization; and ensure legal and ethical accountability.</p>
<p>7. Number of Directors</p>	<p>a. The Board shall have up to 12, but not fewer than 4 members. The Board receives no compensation other than reasonable expenses.</p>
<p>8. Term of Office of Directors</p>	<p>a. All Board members shall serve two-year terms, but are eligible for re-election for up to three consecutive terms. A former Board member can re-apply to be back on the Board after a two year break.</p>
<p>9. Meetings of Board of Directors</p>	<p>a. The Board shall meet at least quarterly, at an agreed upon time and place - conference calls are acceptable. An official Board meeting requires that each Board member have written notice at least two weeks in advance.</p> <p>b. Meetings will be governed by the current version of "Robert's Rules of Order".</p>

10. Elections	<p>a. Directors shall elect Directors to replace those whose terms will expire at the last quarter of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of this Constitution.</p> <p>b. New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.</p>
11. Vacancies	<p>a. When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.</p> <p>b. Resignation, termination, and absences: Resignation from the Board must be in writing and received by the secretary. Board members shall be terminated from the Board due to excess absences, two unexcused absences from Board meetings in a year. A Board member may be removed, after reasonable notice, for other reasons by a unanimous vote of the remaining Directors.</p>
12. Quorum	<p>a. A quorum must be attended by at least a majority Board members for business transactions to take place and motions to pass.</p>
13. Votes to Govern at Meetings of the Board of Directors	<p>a. At all meetings of the Board by, every question or motion shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote. Note: Questions or motions on business matters can be decided by email voting in between meetings, but they have to be confirmed again at the next meeting. Non-responses will be treated as "excess absences" - see Article 11.</p>
14. Officers of Board of Directors	<p>a. At least 4 officers (directors who have extra responsibilities) will be nominated and elected as described in the elections section of the Constitution – except for the very first "founding" Board.</p> <p>b. Chairperson: The Chair of the Board shall have general charge and control of all its business affairs and properties. S/he shall have the power to call special meetings and to constitute special committees and make appointments to standing committees. S/he shall preside at all meetings of the Board of Directors; sign and execute all authorized bonds, contracts, and other obligations in the name of the Charity; and be an ex-officio member of all committees.</p> <p>c. Vice Chairperson(s) of the Board shall have such powers and shall perform such duties as may be assigned to him/her/them by the Board of Directors. S/he shall act in the role of Chair in the Chair's absence or disability.</p> <p>d. Secretary shall act as a secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings. S/he shall attend to the giving and service of all notices of the Charity and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall be assigned to him/her from time to time by the Board of Directors.</p> <p>e. Treasurer shall have custody of all funds and securities of the Charity which may come into his/her hands unless another arrangement is decided by the Board. In conjunction with other</p>

	<p>designates, shall prepare an annual budget (to be approved by the Board); shall prepare the CRA Annual Information Return, shall prepare Financial Statements, co-sign receipts, and be in charge of banking. S/he shall give brief status reports at quarterly meetings and exhibit the Charity's books and accounts at all reasonable times to any Officer or Director of the Charity. S/he shall perform all duties incident to the position of Treasurer subject to the direction of the Board of Directors.</p> <p>f. Note: The Charity also has the option to employ an Executive Director who would be subject to the direction and control of the Board of Directors. The Executive Director shall not be a voting member of the Board.</p>
15. Special meetings	a. Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.
16. Amendments	a. This Constitution may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.

Certification

This Constitution was approved by the Board of Directors:

Sign and print name	Date
 	MAY 25, 2016
 	May 25, 2016
	May 26, 2016.