

## Policies and Procedures

REVISED 2018

### SECTION 1.0 GENERAL

- 1.1 Board of Directors' Travel
- 1.2 Code of Conduct for Board of Directors
- 1.3 Pharmaceutical and Device Industry Support
  - 1.3.1 Disclosure of Conflict of Interest Form
- 1.4 Co-Developed Symposia Policy and Guidelines
- 1.5 Specific Grant and Other Support Letters
- 1.6 External requests for financial or other partnerships with CPS
- 1.7 Use of CPS Membership List for Research Studies
- 1.8 Logo Use
- 1.9 Referral Requests from People in Pain

### SECTION 2.0 GOVERNANCE

- 2.1 Meetings of Members and Board of Directors
  - 2.1.1 Annual meetings and special meetings of Members
  - 2.1.2 Board of Directors' Meetings
- 2.2 Board of Directors
- 2.3 Descriptions of Directors
- 2.4 Notices
- 2.5 By-Law Changes
- 2.6 Special Interest Groups
- 2.7 Committees
  - 2.7.1 Scientific Program
  - 2.7.2 Awards & Grants
  - 2.7.3 Bylaws and Policies and Procedures
  - 2.7.4 Communications (Newsletter, Media, Newsletter)
  - 2.7.5 Endorsement
  - 2.7.6 Finance
  - 2.7.7 Nominations
  - 2.7.8 Canadian Journal of Pain

## **SECTION 1.0: General**

### **Section 1.1: BOARD OF DIRECTORS' TRAVEL**

Revision Date: 2018

---

#### TRAVEL TO ANNUAL MEETING

**If the CPS budget permits**, the Board of Directors will be reimbursed for some or all of the following when attending the Annual Meeting:

- Conference registration is complimentary, including social events.
- Economy Airfare or ground transportation, or if driving \$.55 per kilometer.
- Taxi fare.
- Hotel accommodations (economy rate) for 4 nights.
- Internet during the hotel stays for 4 nights.
- Meals to \$60.00 per day that are not included in the conference program.
- No reimbursement for any alcoholic beverages.
- All receipts must be the original receipt. Electronic and scanned copies are acceptable.
- Original receipts must be submitted within 30 days for reimbursement.
- Reimbursement form provided must be completed along with the return of the receipts.

#### TRAVEL TO OTHER MEETINGS

Travel to other meetings need to be approved by the Board. Once approved the Director will be reimbursed for:

- Economy class travel.
- Taxi fare, or if using own vehicle, 0.55¢ per kilometer.
- Accommodation (economy rate).
- Incidentals i.e. internet.
- Registration fees, if applicable.
- Meals outside the program (if applicable) are reimbursable up to \$60.00 per day.
- No reimbursement for any alcoholic beverages.

#### PROCESS

The Director shall:

1. Book his/her travel through the method advised by the CPS office.
2. Advise the office of accommodations required for the annual meeting.
3. Book his/her accommodation for meetings other than the meeting.
4. Shall register for the Annual Meeting, using the process outlined to them by the CPS office.
5. Shall register for any other meeting, using the process outlined to them by the CPS office.
6. Once travel and meeting(s) are completed, the Director shall complete the reimbursement form and receipts for travel, accommodations, registration, taxi and any other such receipt to the CPS office for reimbursement.
7. Reimbursement form must be submitted within 30 days of the meeting.

### **Section 1.2: CODE OF CONDUCT FOR BOARD OF DIRECTORS**

Revision Date: 2018

---

The Board of Directors have been entrusted by the CPS membership to oversee and manage the affairs of the CPS in the interests of the members and with the objectives set out in the CPS By-law No. 1. This policy sets out the code of conduct expected of the CPS Board of Directors in response to the trust placed in them by the CPS membership.

## GENERAL CONDUCT

A member of the Board of Directors, including Officers, must:

- a. be familiar with and comply with the Canada Not-for-profit Corporations Act under which CPS is constituted;
- b. avoid any behaviour that would bring CPS into disrepute;
- c. act with the utmost honesty and good faith and must always act in the best interests of CPS;
- d. exercise the care, diligence and skill of a reasonably prudent and informed person under comparable circumstances;
- e. not speak publicly on pain-related matters when or in such a way that the comments could be perceived to be an official representation of CPS unless authorized to do so by the Board or the President;
- f. be aware of the identity of CPS's sponsors and donors, and be supportive of their role as sponsors and donors;
- g. maintain the confidentiality of all information and records that are the property of CPS and that are treated as confidential by CPS and shall not reveal or make use of such information until it becomes a matter of general public knowledge;
- h. be aware that motions approved at Board of Director meetings are not confidential unless the Board so decrees, in which case he/she must abide by that decree;
- i. treat discussion at Board of Directors' meetings as confidential, as well as the number of votes cast for and against a resolution and how other Board members may have voted, except to the extent that such discussion and voting details are contained in the Board approved minutes.

## Section 1.3: PHARMACEUTICAL AND DEVICE INDUSTRY SUPPORT

Revision Date: 2018

---

The Canadian Pain Society (CPS) is a professional forum for science, practice, and education in the field of pain and needs a clear policy on relationships with industry. These relationships must be transparent and follow the policy procedures stated below. Industry-developed treatments can be important strategies in managing pain. However, conflict of interest concerns whether real or presumed can jeopardize the aims of the CPS and may reduce the confidence of the members and others in CPS as an autonomous scientific society. The following requirements provide a clear policy to support essential ethical future relationships of both the Society and its Officers to be available for external scrutiny.

*Conflict of interest (COI)* is defined, for the purpose of this document, as situations in which judgment and related decisions may be influenced by financial benefit from industry. COI includes any relationships with commercial interests and/or contracts involving the Society, its Board of Directors including Officers that could potentially influence the work of the Society, whether real or presumed. A COI includes any situation where personal interests, or those of a family member, close friend, business associate, corporation or partnership in which a member holds a significant interest, or a person to whom the member owes an obligation, could influence decisions and impair the ability of CPS Officers of the Board or Executive Committee to represent CPS fairly, impartially and without bias. Conflicts are undesirable because they potentially or apparently place the interests of others ahead of those of CPS as a scientific society. However, mere evidence of a COI does not imply wrongdoing, only that this needs to be disclosed and properly managed. To allow appropriate areas of mutual benefit while protecting our high ethical and professional integrity as a professional pain organization, the following are required:

1. Financial support by industry must be an unrestricted grant and not conditional on any real or implied quid pro quo. Industry monies or representation cannot influence CPS administration, policies, services, practices or educational activities. CPS Board of Directors including Officers must disclose, on candidacy and annually while in their CPS position, any direct financial relationship with industry with an existing or potential COI.
2. All society relationships with industry must be transparent to members and the public.
3. CPS Board of Directors are required to annually submit the Disclosure of COI Form attached.

4. Scientific meeting programmes must be free of commercial influence including selection and content of speakers, and be based on the best scientific evidence. Speakers must disclose any COI. All CPS scientific programmes must have approval from the CPS Board of Directors and meet accreditation requirements. Event sponsorship must come from multiple sources and funding be held in the central CPS office.
5. Projects representing CPS such as guideline development must have no industry funding for development (or initial distribution). Committee members developing such guidelines must disclose any COI and have no relevant current financial relationship with industry with an existing or potential COI.

Where a COI exists based on the opinion of the Board of Directors, the following process would be followed:

1. The Board of Directors must take steps to resolve the conflict or to demonstrate that no conflict exists to the satisfaction of the Board. If the Board in its judgment decides that a significant conflict still exists despite the member's attempt to resolve the conflict or demonstrate that no conflict exists, the Board will, in writing to the Officer of the Board or Director, require the member to resign from his/her position.
2. If, in the opinion of the majority of the Board, a conflict exists but will not as a practical matter have any significant impact on the Board, the President or designate appointed by the Board may, in writing to the Officer of the Board or Director, permit the disclosed conflict to continue.
3. If an undisclosed COI arises involving an Officer of the Board or Director, the President will investigate and either:
  - a. determine that a conflict or potential conflict exists and report his/ her findings to the Board;  
or
  - b. refer the question to the Board for determination.
4. A determination of the Officers of the Board that a COI exists or may exist shall be final and binding on CPS and each Officer of the Board or Director. In the event that a COI arises involving the President, the question will be determined by the Board.

### 1.3.1 DISCLOSURE OF CONFLICT OF INTEREST FORM

Canadian Pain Society

**All members of the Board of Directors must disclose annually** any real or apparent conflict(s) of interest in the past five years that may have a bearing on the activities of the Society. This pertains to relationships with industry, and particularly pharmaceutical companies, who may manufacture or distribute products used in the diagnosis and management of pain, and to work done on behalf of third parties such as insurance companies or workers compensation agencies. This document also pertains to developers of CPS position statements and clinical practice guidelines.

The intent of this disclosure is not to prevent any individual from participating in the activities of the Society but rather to be transparent about any actual or potential conflicts with the membership or any external scrutiny.

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

E-mail: \_\_\_\_\_

A. \_\_\_\_ I have no actual or potential conflict of interest

**OR**

B. \_\_\_\_ I have/had financial interest/arrangement or affiliation with the following organizations that could be perceived as possible or apparent conflict of interest. *(Please list the name of the organization(s) and the nature of your relationship. Please include: Grant or Research support, consultant or Honoraria, shareholding or any other financial or material support. Use back if needed)*

Affiliation/Financial Interest	Name of Organization
Grant or Research Support (PI or Co-investigator, any amount)	
Consultant or Honoraria (>\$1000 annually)	
Stock Shareholder (>\$5000) (excluding mutual funds)	
Other Financial/Material Support (>\$1000 annually)	
Other	

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## **Section 1.4: CO-DEVELOPED SYMPOSIUM ACCREDITED & MARKETED SYMPOSIA UNACCREDITED - GUIDELINES & POLICY**

Revision Date: 2018

---

### **CO-DEVELOPED SYMPOSIUM ACCREDITED**

This unrestricted grant provides an Organization with the opportunity to participate in the development of a Co-Developed Accredited Symposium with the Canadian Pain Society.

Co-Developed Accredited Symposium topics will be created with input from both the CPS Scientific Program Committee (CPS-SPC) and the Organization. Symposia will be considered part of the Scientific Program, will be scheduled as a concurrent session alongside other sessions and will be accredited using the same process used for the rest of the Scientific Program. The Organization may not promote the Symposium in any way. The CPS will recognize that an unrestricted grant has been received from the Organization for the conference as a whole. **Steps:**

1. An SPC representative with appropriate expertise will be appointed by CPS-SPC Chair and the Board to liaise between the SPC and the Symposium Partner to identify objectives and key learning points.
2. The CPS liaison will contact the Organization. Together, the Organization and the liaison will identify a topic of interest. The CPS liaison will bring the topic forward to the CPS-SPC for approval. This approved topic cannot duplicate a topic already included by the CPS-SPC in the education program.
3. The symposium format and material will be co-developed, with the CPS-SPC representative ensuring that evidence and slides presented maintain balance
4. The Organization and the CPS-SPC representative will agree on the Symposium speaker(s), and the CPS-SPC representative will book the speaker.
5. Funding for the speaker(s) will come from the unrestricted grant and be paid through the CPS-SPC and conference organizers.
6. The final version will be submitted as per CPS-SPC deadlines to ensure accreditation.
7. Co-Developed Symposia will be presented during normal conference education program hours and will be concurrent sessions, running alongside other scheduled sessions.
8. Co-Developed Symposia will be identified as such in the program.

### **MARKETED SYMPOSIUM UNACCREDITED**

A Marketed Symposia allows a commercial organization to discuss products and services and provides the opportunity to distribute material to attendees. Marketed Symposia topics will be developed with input from both the CPS Scientific Program Committee (CPS-SPC) and the Organization and must be approved by the SPC.

Marketed Symposia are not considered part of the Scientific Program and will be scheduled as a separate lunch on Wednesday or a separate breakfast on Thursday. Delegates may choose to attend the Marketed Symposia rather than the lunch or breakfast offered as part of their registration.

Marketed Symposia will not be accredited with the rest of the Scientific Program. By choosing this option, the Organization has the right to promote the Symposium. The CPS will recognize that a grant has been received from the Organization for the conference as a whole. **Steps:**

1. The CPS office will liaise with the Symposium Partner and report to the Board of Directors.
2. The CPS office will contact the Organization. Together, the Organization and the office will identify a topic of interest. The office will bring the topic forward to Board of Directors for approval. This approved topic cannot duplicate a topic already included by the CPS-SPC in the education program.
3. The symposium format, speakers and material will be developed by the Organization and are subject to Board approval.
4. Funding for the speaker(s) will come from the unrestricted grant and be paid through the CPS-SPC and conference organizers.
5. Marketed Symposia will be presented outside normal conference education program hours and will be scheduled as a separate lunch on Wednesday or a separate breakfast on Thursday, or as a pre- or post- event if appropriate and approved by the Board.
6. Marketed Symposia will be identified as such in the program.

## **Section 1.5: SPECIFIC GRANT AND OTHER LETTER REQUESTS FROM A CPS MEMBER OR GROUP**

Revision Date: 2018

---

When a CPS member or a group asks the CPS for a support letter for a specific study or project, the following policy will be enforced:

*The CPS will consider requests for letters of support on a case by case basis.*

## **Section 1.6: EXTERNAL REQUESTS FOR FINANCIAL OR OTHER PARTNERSHIPS WITH CPS**

Revision Date: 2018

---

The CPS does not participate as a society to support external requests for financial or other partnerships

- a.** from individual patient advocacy organizations,
- b.** from pain centres/ programmes/ companies or to promote their type of therapy or modality,
- c.** for participation in company research surveys or
- d.** Institutions or other research surveys

When CPS receives a letter or email request for any of the above, the following responses will be sent:

### **a) Patient advocacy organizations/networks**

*Congratulations on the work that you are doing to improve pain management for people in your region. Unfortunately, the CPS is not in a position to help with the many requests it receives to support worthy initiatives such as yours. We appreciate knowing about your organization and thank you for sharing the information about the work that you and your colleagues are doing. Best wishes.*

### **b) Pain centres/programmes/companies or the promotion of a type of therapy or modality**

*The Canadian Pain Society policies do not allow endorsement or promotion of any pain centre/ programme/companies or modalities. Our policies prevent us from promoting one particular type of therapy or modality as a method of pain relief.*

### **c) Company research survey**

*Thank you for your invitation but we are unable to participate. The Canadian Pain Society policies do not allow involvement in marketing consultancies. Best wishes with your project.*

### **d) Institution or other research surveys**

*Thank you for your invitation but the Canadian Pain Society is unable to participate in surveys.*

## **Section 1.7: USE OF CPS MEMBERSHIP LIST FOR RESEARCH STUDIES**

Revision Date: 2018

---

### **Requests to use the CPS membership list for studies.**

Requests received for access to our membership email addresses for use in recruiting research participants will not be provided to researchers for use as a recruitment tool. Privacy legislation does not allow for sharing of the membership lists (unless specifically approved for identified parties by each member whose name is on the list). Researchers will be informed of the option to purchase an advertisement in our Newsletter.

*It is the policy of CPS that requests received for access to our membership email addresses for use in recruiting research participants will not be granted. Our emails will not be provided to researchers for use as a recruitment tool, nor can we send a communication on your behalf. Privacy legislation does not allow for sharing of membership lists. If you wish, you can purchase an advertisement in our Newsletter. Please advise if you wish to receive information on this.*

## Section 1.8: USE OF CPS LOGO

Revision Date: 2018

---

The use of the CPS logo by any other group, organization or company must be approved by the CPS Office prior to use. The CPS logo must not appear on or be included in any video recordings taken during a sponsored symposium at the Annual Scientific Meeting, or any other CPS meeting. The CPS logo cannot appear on any published material without prior consent of the CPS office. When approved for use, the logo must also appear in a print format using eps format or jpeg format to ensure clarity and consistency.

Logo usage requests will be forwarded to the Endorsement Committee for their review and decision.

## Section 1.9: Referral Requests from People in Pain

Revision Date: 2018

---

The CPS office is unable to provide referrals for people with pain asking for help. The following is the procedure for handling these calls or emails:

Email statement:

*Thank you for contacting us. While we are unable to provide any references to clinicians or release any clinician names, there are patient advocacy groups across Canada that may be able to help you. Their websites are:*

<http://www.painbc.ca>

<http://www.chronicpaincanada.com>

Alberta

<http://www.actionontario.ca>

<http://www.douleurchronique.org>

Association québécoise de la douleur chronique

<http://actionatlantic.blogspot.ca>

Maritimes

## Section 1.10: Requests to post a conference/event on the CPS website:

Revision Date: 2018

---

The CPS office will manage these requests:

- Confirm with the group that has sent in the request that in return they will post the CPS meeting (or whatever we need them to) and enquire what costs are involved
- Office then verifies with the Communications Chair and CPS President that it ok to post the event and whether the organization making the request should be charged (for costs, refer to CPS Advertising Rates 2014)
- Once approval is received the office posts the event to the website and reaches out to the group organizing the event to advise.

Email statement:

*Many thanks for your inquiry. The Communications Committee will review your request and a CPS representative will respond.*



## SECTION 2.0 Governance

Note: relevant bylaw section is indicated at end of each procedure by [ ]

Revised: 2018

---

### 2.1 MEETINGS OF MEMBERS AND BOARD

#### 2.1.1 Annual Meetings and special meetings of members

The Board shall call an *annual meeting* no later than 15 months after the last preceding annual meeting but not later than 6 months after the end of the Society's preceding financial year. The purposes of the annual meeting are to:

- a. consider the financial statements and reports of the Society required by the Act to be presented at the meeting;
- b. confirm of election results for electing Directors;
- c. confirm of election results for electing Officers;
- d. appoint a public accountant for the year, if required under Part 12 of the Act; and
- e. transact such other business as may properly be brought before the meeting or is required under the Act.
- f. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Society shall be December 31st.

Any other matters of business shall constitute special business and a *special meeting* of Members will need to be held. [4.2]

In addition, the Board may at any time call a special meeting of Members for the transaction of any business, which may properly be brought before the Members. The Board shall call a special meeting of Members on written requisition of Members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting. [4.4]

**Place of Meetings.** Meetings of the Members may be held at any place within Canada determined by the Board or any place outside Canada in conjunction with another Pain Society meeting. [4.1]

**Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Society. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. [4.7]

**Chair of the Meeting.** In the event that the President and the President-Elect are absent and/or unable to chair the meeting, the Members of the Board of Directors who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting. [4.8]

**Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 5% of the voting Members or 15 voting Members, whichever is greater. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. [4.9]

**Participation at Meetings.** *A meeting of Members may only be held in person; no person shall be entitled to participate in a meeting of Members by using telephonic, electronic or other communications means.* [4.10]

**Adjournment.** The Chair 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 provided the adjourned meeting takes place within 31 days of the original meeting. 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. [4.11]

**Absentee Voting.** In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by using a mailed-in or electronic ballot in the form provided by the Society. The Society must use a system that enables the votes to be verified and presented to the Society without it being possible for the

Society to identify how each Member voted. In order for a ballot to be valid, it must be received by the Society no later than 10 business days before the date of at which the ballot is to be cast. The procedures for collecting, counting, and reporting the results of any votes using mailed-in ballots shall be determined by the Board and set out in a policy. [4.12]

**Votes to Govern.** Other than as otherwise required by the Act or this By-law, all questions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the Chair shall have a second or casting vote. [4.13]

**Show of Hands.** Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. [4.14]

**Ballots.** For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot. [4.15]

**Resolution in Lieu of Meeting.** Except where a written statement is submitted to the Society by a Director or representations in writing are submitted to the Society by a public accountant:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members. [4.16]

### **2.1.2 Board of Directors' Meeting:**

---

**Place of Meetings.** Meetings of the Board may be held at the registered office of the Society or at any other place within or outside of Canada as the Board may determine (including by telephone or electronically when needed). [7.1]

**Calling of Meetings.** Meetings of the Board may be called by the President, or the President-Elect, or any 2 Directors at any time. [7.2]

**Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article XI of this By-Law to every Director of the Society not less than 2 weeks if by hand delivery, facsimile, or e-mail, or 4 weeks by mail before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Every notice of meeting must specify the purpose or the business to be transacted at the meeting. [7.3]

**Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The Board shall meet at least two times per year and more often as necessary. [7.5]

**Quorum.** A majority of the number of Directors, but no less than 3 Directors, shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 0, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting. [7.6]

**Resolutions in Writing.** A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors. [7.7]

**Participation at Meeting by Telephone or Electronic Means.** A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. [7.8]

**Chair of the Meeting.** In the event that the President and the President-Elect are absent and/or unable to chair the meeting, the Directors who are present shall choose one of their number to chair the meeting. [7.9]

**Votes to Govern.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one vote. In case of an equality of votes, the chair of the meeting shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead. [7.10]

**Minutes.** The minutes of meetings of the Board, or any committee of the Board, shall not be provided to any person other than a Director, unless prior authorization has been provided by resolution of the Board. [7.11]

The Secretary shall be responsible for the preparation and distribution of the Meeting Agenda and Minutes of the meeting to the Board of Directors.

## 2.2 BOARD OF DIRECTORS

---

**Powers.** The Board shall manage or supervise the management of the activities and affairs of the Society. [5.1]. The directors shall see that all necessary books and records of the Society required by these Bylaws of the Society or by any applicable statute or law are regularly and properly kept.

**Number.** Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors as determined from time to time by the Members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director. [5.2]

**Qualifications.** The following persons are disqualified from being a Director of the Society:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) anyone who has the status of bankrupt; and
- (e) anyone who is not a Member. [5.3]

**Appointment.** The Members shall elect Officers on an annual or more frequent basis. The Board shall determine the offices necessary, specify the duties of the Officers, and delegate to such Officers the power to manage the affairs of the Society. A Director may be elected to any office of the Society. Each of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer shall also be a Director. Any other Officer may, but need not be, a Director unless By-Laws otherwise provide. Two or more offices, other than the offices of President, President-Elect, and Immediate Past-President, may be held by the same person. [8.1]

**Election and Term.** The Members shall elect by ordinary resolution, at each annual meeting at which an election of Directors is required, Directors to hold office for a term expiring not later than the close of the third annual meeting of Members following the election. Not all Directors elected at a meeting of Members need to hold office for the same term. A Director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following his/her election, but, if qualified, is eligible for re-election. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected.

At the annual general meeting, a motion is needed for Members to approve the election results as well as any Board-proposed appointees and current Officers who may be moving into new officer positions for the next year.

Information regarding each potential Director, as well as the Officer position that each such person is interested in, shall be provided to the Members with the notice of meeting.

As set out in the Articles, the Directors may appoint additional Directors to hold office until the next annual meeting of Members, but no more than one-third of the total number of Directors elected by the Members at the previous meeting may be appointed. [5.4]

**Consent.** A Director who is elected or appointed must consent to hold office as a Director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
- (c) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
- (d) by acting as a Director after such person's election or appointment. [5.5]

**Vacation of Office.** A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director. [5.6]

**Resignation.** A Director may resign from office by giving a written resignation to the Society and such resignation becomes effective when received by the Society or at the time specified in the resignation, whichever is later. [5.7]

**Removal.** The Members may, by ordinary resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. [5.8]

**Vacancies.** Subject to the above clause, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the Directors. Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. If the Director who is ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members. [5.9]

**Remuneration and Expenses.** The Directors of the Society shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. The Directors may, by resolution, fix the reasonable remuneration of the Officers and employees of the Society. Any Director, Officer or employee of the Society may receive reimbursement for their expenses incurred on behalf of the Society in their respective capacities as a Director, Officer or employee. In addition, a Director or Officer may receive reasonable remuneration and expenses for any services to the Society that are performed in a capacity other than as a Director or Officer. [5.10]

The remuneration of the auditor shall also be fixed by the Board of Directors. The auditor shall not be a director, officer or employee of the Society unless consented to by all of the Members voting at the annual meeting of Members.

**Borrowing Powers.** The Board of the Society may, on behalf of the Society, and without authorization of the Members:

- (a) borrow money on the credit of the Society;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
- (c) give a guarantee on behalf of the Society;
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society;
- (e) authorize expenditures on behalf of the Society and delegate, by resolution, to an Officer or Officers of the Society, such authority to such maximum amounts as determined by the Board,
- (f) employ and pay salaries to employees on behalf of the Society and delegate, by resolution, to an Officer or Officers of the Society such authority; and
- (g) for the purpose of furthering the mission of the Society, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the Society. [5.11]

**Standard of Care.** Every Director and Officer of the Society, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Society shall comply with the Act, the regulations, Articles, and By-Law. [10.1]

**Limitation of Liability.** Provided that the standard of care required of the Director or Officer under the Act and the By-Law has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the money of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act or the regulations. [10.2]

**Indemnification of Directors and Officers.** The Society shall indemnify a Director, an Officer of the Society, a former Director or Officer of the Society, or another individual who acts or acted at the Society's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Society or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Society's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Society may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in the CPS By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the By-Law. [10.3]

**Insurance.** Subject to the Act, the Society shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Society pursuant to Section 0 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Society; or in the individual's capacity as a Director or Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request. [10.4]

**Advances.** With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Society is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Society to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Society disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer

shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 151(3) of the Act. [10.5]

## 2.3 DESCRIPTION OF OFFICES

---

**Description of Offices.** Unless otherwise specified by the Board, the Officers of the Society shall have the following duties and powers associated with their positions:

- (a) **President** – The President shall be a Director. The President shall, when present, preside as chair at all meetings of the Board and of the Members and at all business meetings of the Society. The President shall act as principal spokesperson for the Society and shall have such other duties and powers as the Board may specify. The President shall be a voting member of all committees of the Society. The President shall have the authority to sign cheques on behalf of the Society in accordance with Section 2.4 of this By-Law. The President shall be elected by the Members for a term of two (2) years. This position shall only be held by the prior President-Elect unless determined otherwise by resolution of the Members.
- (b) **President-Elect** – The President-Elect shall be a Director. If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside as chair at all meetings of the Board and of the Members and shall have such other duties and powers as the Board or President may specify. The President-Elect shall be elected by the Members for a term of two (2) years. The President-Elect must have been a Regular Member for at least one (1) year prior to his/her election as a President-Elect, unless determined otherwise by resolution of the Members.
- (c) **Immediate Past-President** – The Immediate Past President shall be a Director. The Immediate Past-President shall assist the President and shall perform such other duties and powers as the Board or the President may specify. This position shall only be held by the just-retired President for a term of two (2) years unless determined otherwise by resolution of the Members.
- (d) **Secretary** - The Secretary shall be a Director. The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Society’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents (including the Policy and Procedure Manual) and other instruments belonging to the Society. The Secretary shall be elected by the Members for a term of three (3) years. The Secretary must have been a Regular Member for at least one (1) year prior to his/her election as Secretary, unless determined otherwise by resolution of the Members.
- (e) **Treasurer** – The Treasurer shall be a Director. The Treasurer shall ensure the safe custody of the Society’s funds and securities, shall ensure that a full and accurate account of receipts and disbursements of the funds belonging to the Society is kept, and shall ensure that all monies and other valuable effects in the name of and to the credit of the Society are deposited in such depositories as may be designated by a majority vote of the Board. The Treasurer shall ensure the delivery, facsimile, emailing, or mailing out of notices of annual dues to all members. He/she shall also be responsible for ensuring the delivery, facsimile, emailing, or mailing out of notices of forfeiture of membership in the Society. He/she shall also disburse funds of the Society as may be ordered by the Board or by the President and he/she shall render to the Board at its regular meetings, or as the President requires, an account of the financial condition of the Society. The Treasurer shall have the authority to sign cheques on behalf of the Society in accordance with Section 2.4 of this By-Law. If the Treasurer is unable to fulfill his/her responsibilities, or the position is vacated, the Board may designate another Officer to have and exercise the same authority and such other Officer shall assume the obligations of the Treasurer set out herein. The Treasurer shall be elected by the Members for a term of three (3) years, renewable for one (1) addition three-year term. The Treasurer must have been a Regular Member for at least one (1) year prior to his/her appointment as Treasurer, unless determined otherwise by resolution of the Members.

The powers and duties of all other Officers of the Society shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.[9.1]

**Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Society. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such Officer's death.

If the office of any Officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy. [9.2]

**Remuneration of Officers.** The remuneration of all Officers appointed by the Board shall be determined in accordance with Section 5.10. [9.3]

## 2.4 NOTICES

---

**Method of Giving Notices.** Any notice (which term includes any communication or document) to be given to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

- (a) Notice by mail, courier or personal delivery must be given to each member entitled to vote at the meeting during a period of 21 to 60 days before the day on which the meeting is to be held.
- (b) Notice by telephonic, electronic or other communication facility must be given to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

A notice may also, no later than 30 days before the day on which a meeting is to be held, be affixed to a notice board on which information respecting the Society's activities is regularly posted and that is located in a place frequented by Members.

In addition, if the Society has more than 250 Members, a notice may be given by publication at least once in each of the 3 weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the Members reside, or at least once in a publication of the Society that is sent to all the Members during a period of 21 to 60 days before the day on which the meeting is to be held.

A Special Resolution of the Members is required to make any amendment to the By-Law of the Society to change the manner of giving notice to Members entitled to vote at a meeting of Members.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed. [11.1]

**Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. [11.2]

**Waiver of Notice.** Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing. [11.3]

**Annual Financial Statements.** The Society may, instead of sending copies of the annual financial

statements and other documents (referred to in Section 172(1) (Annual Financial Statements) of the Act) to the Members, publish a notice to its Members stating that this material is available at the registered office of the Society and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. [4.17].

## 2.5 BY-LAW CHANGES

---

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Society. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Upon the enactment of this By-Law, all previous By-Laws of the Society shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Society obtained pursuant to, any such By-Law prior to its repeal. All Directors, Officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed. [12.1]

## 2.6 SPECIAL INTEREST GROUPS

---

**General.** As part of its mission to promote research and communication among basic and clinician scientists, and health professionals with specialized knowledge in different fields, the Association may charter Special Interest Groups (SIGs) to focus on specific areas. A Special Interest Group (SIG) provides participating Members with an opportunity to carry on intensive, in-depth discussion in certain areas of interest. A SIG promotes the educational and scientific purposes of the Association relevant to a specific area of interest. The Board of Directors shall establish policies and procedures outlining qualifications, requirements, benefits and obligations of the SIGs. The Board of Directors may take action to decertify a SIG for failure to comply with the requirements of the Society's bylaws and policies.

**Establishing and Maintaining a Special Interest Group.** A Terms of Reference proposal (1-2 pages) must be sent to the Canadian Pain Society office signed by 20 current members of the CPS. The proposal must include:

- a. Purpose, Goals and name of the proposed SIG.
- b. Name of the inaugural chair, and voting structure for succession.
- c. Brief outline of the proposed activities and scientific focus.

The Proposal will be reviewed by the Board of Directors of the Canadian Pain Society and voted on at the next available Executive Meeting, or via email dependent on timing. If approved, a final submission of the SIG Articles of Operation in the required format must be submitted to the CPS Office for posting on the website. A manual to facilitate this is posted on the CPS website. To maintain SIG status in CPS, SIGs must:

- a. Maintain a minimum of 25 CPS members.
- b. Hold an annual business meeting at the CPS Annual Scientific meeting.
- c. Annually or biannually elect a chair.
- d. Submit an annual report to the CPS Board of Directors by May 1.
- e. Open meetings to all CPS members on a space-available basis.
- f. Submit all proposals involving contracts and/or finances to the Office for approval to the CPS Board.

**Limitations.** Special Interest Groups shall maintain the multidisciplinary emphasis of the Canadian Pain Society and shall not consist of one professional group or discipline area, and only one Special Interest Group



will be permitted in a subject area. All Members of a Special Interest group must be Members of the Association. A Special Interest Group must have at least 25 Members to apply for and maintain its status.

**Debts and liabilities cannot be incurred by the Special Interest Group as they become the responsibility of the Society. The Society is liable for any financial or other obligations or liabilities incurred by any Special Interest Group, and all undertaking or events must be approved in writing in advance by the Board of Directors.**

Therefore, a Special Interest Group as a whole may not enter into a contract or agreement binding the Canadian Pain Society or purport to speak on its behalf. Such actions may only be taken upon a resolution adopted by the Board of Directors. No member of a Special Interest Group shall take action involving the Society's funds or prestige, nor use the Society's name to solicit funds, nor commit the membership or officers of the Society to a course of action without the prior approval by the Board of Directors. Nothing herein contained shall constitute the Special Interest Group as an agent for the Society for any purpose, and the Special Interest Group shall not have any right to incur liabilities (fiscal or legal) or obligations for or on behalf of the Society except as specifically approved by resolution adopted by the Board of Directors of the Society. The Special Interest Group shall not represent, by its conduct, express or implied, or in any other way indicate that it has any right, power or authority to incur liabilities or obligations for or on behalf of the Society. The Special Interest Group cannot speak on behalf of or representing the society without prior approval.

If a Special Interest Group wishes to enter into an obligation in respect of an undertaking or event which obligation requires a guarantee of the Society, or wishes to enter into such an obligation as agent for the Society, or desires that the Society enter into such an obligation on behalf or for the benefit of such Special Interest Group, it must provide the Society (in a timely manner well in advance of the date of such event or undertaking) with a written request for same, which request shall include a detailed description of the undertaking or event, budget and a copy of all documents which the Special Interest Group and/or the Society would be required to execute in respect of such undertaking or event. Any commitment which the Society decides to make in respect of any of the above must be in writing and approved by the Board of Directors of the Society. The request of the Special Interest Group and the accompanying documentation will be forwarded to the Board of Directors of the Society for consideration, who may refer the matter for to its advisors, legal, accounting and otherwise for review and advice.

The Society may collect Special Interest Group dues and may also charge an administrative fee to cost recover expenses related to dedicated office staff time spent on SIG-related event coordination. The Society will keep the Special Interest Group's dues under separate account.

**SIG Financial Policy approved May 2016:** SIGs are a vehicle for networking about research, education and clinical issues. SIGs may only run a ½ day study day at the CPS Annual Scientific Meeting if they wish. If so, SIG chairs are required to put forward a proposal to the CPS board, which must include a balanced budget, marketing plan and event proposal. Templates are provided. The board will consider the proposal and decide whether to approve the budget. If approved, the board will provide any agreed financial resources needed to initiate planning. After the Study Day, the SIG would have 70% of the net profit allocated to a budget line that would be available for reinvestment in SIG activities such as an award or reinvestment in a future Study Day etc. This is a line item not included in the CPS operating budget that will be carried forward for TWO fiscal years. Thirty percent of the net profit would go to the CPS operating budget.

**Meetings.** All Special Interest Groups hold an annual business meeting in conjunction with the Society's Annual Scientific meeting. Any Special Interest group may hold a professional meeting such as a study day, provided that these are organized with the approval of the Board of Directors. Such meetings must not conflict with the scientific or business. Meetings of the Society and must be open to all Society Members on a space-available basis.

**Termination:** Each Special Interest Group must submit an annual report of its activities during the previous year to the Secretary by May 1 of each year. Any Special Interest Group not submitting an annual report will be notified that if a report is not submitted within six (6) months, the Special Interest Group may be considered inactive and all Group funds will be distributed to the general Society budget. The Board of Directors may terminate a Special Interest Group for any other reason, including but not limited to the following: insufficient number of members, lack of interest in the Special Interest Group by the membership of the Society, or concerns that the Board has regarding the finances, management or activities of the Special Interest Group.

## 2.7 COMMITTEES

---

The Board of Directors may designate and appoint one or more standing, special or ad hoc committees and/or task forces for a tenure designated by resolution. The Board may designate and appoint one or more special or ad hoc committees and/or task forces for a tenure corresponding to the tenure of office of the President. The committees shall have and exercise the authority established by resolution or by these Bylaws. The creation of, delegation of authority to, or action by a committee, whether standing, special or ad hoc, shall not operate to relieve the Board of Directors of any responsibility imposed upon it or him or her by law.

**Composition.** Each committee shall consist of one or more Board of Director members in addition to any further membership requirements imposed by resolution and each committee shall be chaired by a Regular Member except as otherwise provided by the specific committee procedures. Any persons designated as *ex officio* members of a committee, either by resolution or these Bylaws, shall be non-voting members of that committee.

**Limitation on Powers.** Each committee shall serve at the request of the Board of Directors or President and shall act solely in an advisory capacity. Neither a committee member nor the committee as a whole may enter into a contract or agreement binding the Society or purport to speak on behalf of the Society. Such actions may only be taken upon a resolution adopted by the Board of Directors. Persons active in committee or task force work who are not Members of the Association are external consultants to the committee and shall not have the right of vote.

**Standing Committees.** The Association will have the following committees but may add other committees and task forces as needed; Finance, Membership, Communications, Nominations, Scientific Program, Awards & Grants, Endorsement, Bylaws and Policies & Procedures, Guidelines. All committees shall annually submit a written report of their activities. All committees' actions are subject to approval by the Board of Directors.

Policies and procedures are listed below for the following committees

- 2.7.1 Scientific Program
- 2.7.2 Awards & Grants
- 2.7.3 Bylaws and Policies and Procedures
- 2.7.4 Communications (Newsletter, Media, Newsletter)
- 2.7.5 Endorsement
- 2.7.6 Finance
- 2.7.7 Nominations
- 2.7.8 Pain Management and Research Journal Editorial Board

### 2.7.1: SCIENTIFIC PROGRAM COMMITTEE

Revision Date: 2018

---

The Scientific Program Committee (SPC) is charged with establishing the program content for the Annual Scientific Meeting as well as contacting Keynote Speakers, Plenary Speakers and Invited Speakers to speak at the Annual Scientific Meeting (ASM).

**COMPOSITION:**

The SPC is led by a Chair and Vice Chair (CPS Members appointed by the president who will serve a 2-year term as Vice-Chair followed by a 2-year term as Chair, non-renewable), The SPC is also made up of CPS members appointed by the SPC Chair that includes one MD from the Province in which the Annual Scientific Meeting is being held (for accreditation purposes), the CPS Trainee Representative, two Patient Representatives appointed by the SPC Chair, CPS President as Ex-Officio, and the CPS office manager.

**PROCESS:**

The SPC Chair (current and/or incoming) will:

1. Provide reports to the Board of Directors at scheduled board meetings including at the Annual Scientific Meeting to discuss meeting planning and related issues.
2. Recruit members of the SPC, and submit their names by July 30<sup>th</sup> for approval by the board of directors.
3. Work with the CPS Office and Scientific Committee to have invited keynote speakers for the meeting confirmed by September 1<sup>st</sup> of the year preceding the Meeting. The invited speakers must be approved by the Board of Directors.
4. Work with the CPS Office to release the Call for Symposia and Poster Abstracts by September 1<sup>st</sup> and collect all submissions through online submission process by October 15<sup>th</sup>. Specific submission deadlines for workshop and poster abstracts, review and decisions within this time period will be decided by the SPC Chair. The SPC Chair, in conjunction with the CPS office, will send the submissions to the SPC for review.
5. Submit a database containing accepted and not accepted symposia to be returned to the CPS Office by November 15<sup>th</sup>. Notifications of acceptances and rejections will be distributed by November 30<sup>th</sup>.
6. Submit a database containing accepted and not accepted symposia poster abstracts to be returned to the CPS Office by December 1<sup>st</sup>. Notifications of acceptances and rejections will be distributed by December 15<sup>th</sup>.
7. Pending confirmation of funding, in consultation with the CPS Board of Directors, select a speaker who meets the criteria for this Annual Mary Ellen Jean's Lecture.
8. Liaise with Awards Committee chair to help support the Trainee Travel Awards and Poster Awards beginning with the review of the first round of poster abstracts. The SPC Chair will be informed of the recipients of the Distinguished and Early Career winners by December 1<sup>st</sup> so that they may be integrated into the Scientific Program. Note, in years where there is a recipient of the Pain Awareness Award, the Awards and SPC Chairs will also liaise on how that recipient will be recognized in the Scientific Program.
9. Submit the Scientific Program to the board for approval Feb 1<sup>st</sup> to permit conference registration to be opened no later than Mar1<sup>st</sup>.
10. Identify Hot Topics and participants in February and notify the CPS Office by February 28<sup>th</sup>.
11. Determine with board approval whether a call for late breaking abstracts should be issued by February 1<sup>st</sup>. Calls should be reviewed and updated by SPC, with assistance of CPS office and distributed by February 15<sup>th</sup>.
12. Identify which poster presenters should be invited to participate in poster pitches. Notify CPS office by April 1<sup>st</sup>. Requests for participation will be sent after the late-breaking poster notifications are distributed.
13. Schedule a debrief call post-meeting in conjunction with the CPS office. Invite relevant stakeholders including SPC Board Liaison. Purpose is to evaluate the most recent Scientific Meeting.

The MD member of the committee will:

1. Work with the CPS Office to have the scientific program accredited by both the Royal College of Physicians and Surgeons of Canada (RCPSC) and the College of Family Physicians of Canada (CFPC), under direction of the SPC chair.

The Committee members will:

1. Be available to chair sessions at the Meeting as necessary.
2. Assist in reviewing all submissions received for symposia and posters.

**TERM LIMITS:** Committee members are appointed for two years with the option to be renewed for an additional two years. The Chair and other Committee members are excluded from serving on the committee again for 5 years after completion of their terms.

## 2.7.2: AWARDS & GRANTS COMMITTEE

Revision Date: Nov 2018

---

The CPS Awards Committee is charged with overseeing the CPS Awards and Grants, which includes soliciting nominations for all CPS standing and special awards, recruiting award reviewers and overseeing award review, and developing and implementing new awards as directed by the CPS Board.

The Committee shall consider the nominations submitted. The names of individuals recommended for awards will be provided to reviewers (minimum of 3 reviewers per competition) and upon their decision the CPS Awards Coordinator will be notified by the Awards Chair of the successful applicant(s). In the event of a tie vote, the President will make the final award(s) determination(s).

In regards to potential conflicts of interest for the review process, it is recognized that the Canadian pain community is small and some conflicts are inevitable. The Awards Chair may form a College of Reviewers, consisting of CPS members with varied expertise who are familiar with the Awards Portfolio, to serve as reviewers and/or to advise on alternate/ additional reviewers. It is the policy of the Awards Committee that no one who has provided a letter of support for an applicant/nominee can serve as a reviewer for that competition. For trainee awards, the current and/or proposed supervisor cannot serve as a reviewer for that competition. Reviewers can declare any other conflicts and in consultation with the Awards Chair determine whether it is appropriate for them to review for the competition. The Awards Chair cannot apply or be nominated for any CPS Award during his/her term as chair. The Awards Chair also cannot participate in nominating any members for CPS awards during his/her time as chair. This does not apply to trainees being supervised by the Awards Chair; they can apply. Persons serving on the Awards Committee will alert the Chair and Awards Coordinator of his/her intention to enter upcoming competitions such that strategies to avoid real or perceived Conflict of Interest will be established.

Although the Awards Committee shall be free not to make a given award in a given year if an appropriate candidate is not identified, it is desirable that each award be conferred annually. Award funds are intended to be used within one year of the date of issue. One year extensions can be requested in writing when there are extenuating circumstances. Approval can be given at the discretion of the Treasurer.

The Awards Committee promotes excellence in pain scholarship and its communication to professional and public audiences and promotes excellence in service to the Canadian Pain Society, by acknowledging accomplishments in various awards and grants. The list of awards and grants each year appears on the CPS website at: <http://www.canadianpainsociety.ca/page/AwardsGrant>

**COMMITTEE COMPOSITION:** The CPS Awards Committee is led by the Chair and Co-Chair of the Committee (CPS Members appointed by the president who will serve a 2-year term as Vice-Chair followed by a 2-year term as Chair, non-renewable), and supported by the CPS Awards Coordinator. The CPS Awards Committee is also made up of the CPS President, the CPS President-elect, the CPS Treasurer, the CPS Student Representative, two CPS Members (one Basic Science and one Clinical Science) and a trainee to serve as Communications Officer. When the term is not already defined by a position on the Board of Directors (e.g., President, Treasurer), the positions on the committee shall be 2 years, renewable. Members of the College of Reviewers will serve a 2 year term, renewable.

**CHAIR and Vice-CHAIR:** CPS members appointed by the president, who report to the Board of Directors.

**AWARDS COORDINATOR:** CPS Office

### **CHAIR and Co-CHAIR RESPONSIBILITIES:**

1. Solicits nominations for all CPS standing and special awards/grants.
2. Recruits award reviewers and oversees review process.
3. Develops and implements new awards as directed by the CPS Board of Directors.
4. Chairs Awards & Grants Committee meetings.
5. Liaises with reviewers and CPS office as necessary.
6. Provide reports to the Board of Directors at scheduled board meetings including at the Annual Scientific Meeting

### **AWARDS COORDINATOR RESPONSIBILITIES:**

1. Updates the annual awards and grants for release to the membership and website postings.
2. Provides email to membership announcing the awards/grants and deadline dates.
3. Receives all nominations for all awards/grants and distributes to the relevant reviewers.
4. Receives the final selection back from reviewers and provides recipient with notification and details of the award/grant.
5. Creates a plaque for the recipient which is presented at the annual CPS Meeting.
6. Prepares funding to the successful applicant(s).
7. Updates the website with yearly award recipients.
8. Updates the awards and grants as changes occur.

### **AWARDS COMMITTEE MEMBER RESPONSIBILITIES:**

1. Provides input on issues related to CPS Awards/grants at the request of the President and the CPS Board of Directors.
2. The Communications Officer is responsible for drafting content for scheduled eblasts and social media posts as discussed with the CPS office and Awards Committee Chair. The design and posting/distribution of the material will be done with the assistance of the CPS office.

### **2.7.4: COMMUNICATIONS COMMITTEE**

Revision Date: 2018

---

The communications committee is charged with overseeing communications from CPS including a) keeping the website up-to-date with information and current projects, meeting listings, general information, b) supporting the Newsletter Editor appointed by the Board, and c) reviewing material and opportunities with media, including interview opportunities, news releases, responding to announcements, and any other such media opportunity that may present itself.

Composition: Three CPS Board members including Past President as chair, Newsletter Editor, Trainee representative, an expert in pediatric pain, at least one francophone member, web master; Office Administrator Support.

#### **PROCESS**

1. Review the website bimonthly and forward changes, additions and updates to the Office on a regular basis.
2. Review requests for website links and messages to ensure consistency and conformity to CPS initiatives and the Website Link Policy below.
3. Develop and update key messages from CPS in any communication for the web, newsletter, and/or media.
4. Provide support to the Newsletter editor with regard to submissions and communications from CPS.
5. Review material and opportunities with media including interview opportunities, news releases, responding to announcements.
6. Develop position statements in critical areas needed for response to membership and/or media (position statements will be presented to the Board for approval and adoption and will then be posted on the website).
7. Provide a report on activities through the Past President at CPS Board of Directors meetings.

Term: Where the term is not already defined by the position on the Board the term shall be 2 years, renewable.

#### **Website Link Policy**

Website link requests shall first be provided to the Endorsement Committee Chair and if acceptable, will then be sent onto the Communications Committee for their final decision.

Website links would be accepted if:

1. The link is another pain organization that adheres to the goals and objectives of the CPS.
2. Outside meeting listing if a) it falls outside of 30 days of the annual CPS meeting, b) is a meeting relevant to CPS and within 30 days of the annual CPS meeting and is relevant and meets the criteria and standards that CPS has established.

3. Any other link that would provide information and resources to the Canadian Pain Society members, that meets the standards of the CPS.

Website links will not be accepted:

1. From any service providing organizations.
2. From any retail organization.
3. From any other source that is clearly in the market of selling goods and/or services.
4. From any source for research recruitment purpose.

### **CPS eNews Editor**

The eNews editor must be a current CPS member in good standing. The term is two years, with the option of adding one more year; new candidates are submitted bi-annually by CPS members via an online voting system. The elected candidate will be announced and endorsed by the membership at the society's Annual General Meeting.

Responsibilities:

- a. Act as primary contact for the eNews; vet requests from membership and external partners to post content in the eNews
- b. Liaise with the Communications Chair to discuss and review potential conflicts in content
- c. Assemble content for quarterly eNews and provide full content report to Office Manager at least one week prior to distribution deadline
- d. Edit content in eNews prior to distribution
- e. Provide the Office Manager with any advertising and/or sponsorship leads
- f. Attend executive meetings as scheduled

### **Trainee Representative**

The trainee representative represents the interests and perspectives of the trainee membership of the society. The duration of the term is two years and the individual may not succeed himself/herself. The Trainee Representative must have been a Trainee Member of the Society for no less than one year. This position is selected by Trainee members of the Society by an online voting system.

Responsibilities:

- a. Writing the Trainee Spotlight section of the quarterly CPS eNews
- b. Organizing and chairing the trainee session at the Annual Scientific Meeting
- c. Reviewing trainee and other awards applications as requested by the Awards Committee Chair
- d. Assisting as a member of the Scientific Program Committee
- e. Assisting as a member of the Communications Committee
- f. Writing and presenting a report to the CPS board meetings
- g. Bringing forward ideas and perspectives of trainees

## **2.7.5 ENDORSEMENT COMMITTEE**

Revision Date: 2018

---

For purpose of this Policy, "endorsement" shall be defined as a recommendation that the quality of the education activity to be implemented or the materials to be disseminated including on the CPS website, is of value to the CPS membership. Endorsement does not imply accreditation, co-sponsorship or joint sponsorship for funding and/or continuing education credits from CPS. In rare cases, endorsement will support the use of the CPS logo if approved by the CPS Board. A qualifying statement regarding endorsement will be given with any approved request<sup>1</sup>.

The CPS does not endorse specific pain clinics/centres, pain management strategies, commercial products or externally generated guidelines. The CPS does not provide support letters for individual operating grants but will support tri-council or major granting agency submissions which are programmatic in nature (i.e., beyond individual operating grants) targeting professional advocacy through pain education/training, policy, and

practice. Links to guidelines or educational resources with documented approval from international (e.g. IASP) or national (e.g. Canadian Anesthesia Society) societies may be posted on the website with CPS Board approval.

<sup>1</sup> *Disclaimer: Where links to resources or guidelines are provided, the CPS is not responsible for the accuracy, reliability or currency of the information provided in the links. Users wishing to rely on this information should consult directly with the source of the information.*

**PURPOSE:** To provide the requirements for a review process of requests from CPS members asking for endorsement of pain-related education activities or materials.

**COMPOSITION:** CPS President-Elect (Chair), CPS President, and two other CPS members appointed by the President Elect dependent on the content and nature of the material under consideration.

**REQUEST REQUIREMENTS:** Requests will be considered if they:

1. are submitted by a CPS member
2. involve CPS members in the development and/or implementation of the activity or materials.
3. relate to the field of pain management and/or research and be evidence-informed
4. fit within the IASP curricula
5. facilitate knowledge dissemination of pain management and/or research to the CPS membership.

#### SUBMISSION PROCEDURE

Requests must be in writing, submitted to CPS electronically and include:

1. educational objectives
2. material or activity outline including dates, location, fees if relevant
3. names and credentials of faculty involved
4. any university or Continuing Education Accreditation approvals if relevant
5. list of all sponsors, including commercial support and/or involvement.

#### REVIEW PROCESS

All requests will be reviewed by the Committee. Decisions require a minimum of 60 days for processing and final approval by the CPS Board. Requests for endorsement of CPS commissioned Guidelines/ Position Statements or Special Interest group Guidelines will require an additional review process. The final decision to allow web-site inclusion will be communicated in writing to the Chair of the CPS Communications Committee by the Endorsement Committee Chair.

The chair of the Endorsement Committee will formally notify the person/group requesting the endorsement of their final decision. If the decision is positive and changes are required, the requestor will be asked to work with the CPS Office Manager who will insure the final version is complete.

#### RELATED WEBSITE LINK POLICY (See Communications Committee (3.3))

Website link requests shall first be provided to the Endorsement Committee Chair and if acceptable, will then be sent onto the Communications Committee for their final decision.

Website links would be accepted if:

1. The link is another pain organization that adheres to the goals and objectives of the CPS.
2. Outside meeting listing if a) it falls outside of 30 days of the annual CPS meeting, b) is a meeting relevant to CPS and within 30 days of the annual CPS meeting and is relevant and meets the criteria and standards that CPS has established.
3. Any other link that would provide information and resources to the Canadian Pain Society members, that meets the standards of the CPS.

Website links will not be accepted:

1. From any service providing organizations (e.g. clinic).
2. From any retail organization.
3. From any other source that is clearly in the market of selling goods and/or services.
4. From any source for research recruitment purpose.

## 2.7.6 FINANCE COMMITTEE

Revision Date: 2018

---

The Finance Committee is charged with ensuring the accounting of the CPS and reporting mechanisms are audited as directed by the Bylaws and the Policy and Procedures Manual. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Society shall be December 31st.

COMPOSITION: Treasurer, Financial Advisor, CPS Office Manager, Office Accountant

### BUDGETS

1. The annual budget will be drafted and provided at the fall CPS Board of Directors Meeting for review and approval. The budget will be developed by the Committee and will use the year-to-date budget figures from each October.
2. Monthly budgets will be updated with current revenues and expenses and provided to the Treasurer by the Office Accountant.
3. A year-to-date monthly report will also be provided to the Treasurer.

### AMOUNT LIMITATIONS

1. The Association Manager or CE has the authority to issue and sign cheques up to and including \$5,000. For cheques over \$5,000, the Office Manager needs approval from the Treasurer for both the signing of the cheque and the expense. The approval (done by email) will be attached to the expense invoice for audit purposes.

### REVENUE AND EXPENSES

1. The Office Accountant is responsible for the day-to-day deposits of all revenues, and payment of all invoices, applying the correct account coding for each.
2. Revenue copies and expense invoices are maintained at the CPS office and matched with the monthly bank statement.
3. Copies of revenue back-up and expense invoices are also filed by account code.

### RECONCILIATION

1. Bank statements are reconciled and then given to the bookkeeper for entry into the accounting system.
2. The monthly reports (Trial Balance, Journal Entries, Balance Sheet, and Account Totals) are then produced.
3. From the monthly reports the annual budget is updated to reflect year-to-date figures.
4. The monthly report consisting of the year-to-date budget and Trial Balance are provided to the Treasurer.

### TREASURY BILLS

1. The Treasurer is charged with recommending to the Board, amounts that may be allotted to a Treasury Bill or GIC from year-to-year dependent on cash flow.

### ANNUAL AUDIT

1. The Office Accountant will engage the services of an auditor who has been formally appointed at the previous Annual General Meeting (AGM).
2. The Office Accountant will provide the Auditor with all bank statements, revenue copies, expense invoices and monthly bookkeeping statements.
3. The Office Accountant will make copies of the approved Annual Audit Report available at the Annual General Meeting where the membership will vote on acceptance of the report.

### ANNUAL TREASURER'S REPORT

1. The Treasurer will present at each AGM the Treasurer's report consisting of a summary of the Audited Financial Statements for the previous year, as well as the operating budget for the current year.
2. The draft Treasurer's report is prepared by committee and reviewed and approved by the CPS Board of Directors prior to presentation at the AGM.



**Authority for signing cheques.** The Treasurer shall have the authority to sign cheques on behalf of the Society. If the Treasurer is unable to fulfill his/her responsibilities or the position is vacated, the Board of Directors may designate another officer to have and exercise the same authority and such other officer shall assume the obligations of the Treasurer herein. The Board of Directors can permit the Treasurer to delegate the authority for cheque signing to a third party contracted to facilitate the financial management and administration of the Society. Notwithstanding that delegation, the authorization for signing cheques in an amount over five thousand dollars (\$5,000.00) (or in the aggregate for the same expense) must be pre-approved by the Treasurer by fax or email.

### **2.7.7: NOMINATIONS COMMITTEE**

Revision Date: 2018

---

The Nomination Committee is charged with recommending CPS members for Board of Director positions as they arise and working with the CPS office in putting out a Call for Nominations for those positions.

COMPOSITION: CPS Past-Past President (Chair), 4 CPS members as appointed by the Chair in consultation with the President

#### PROCESS

1. A Call for Nominations of Officer(s) will be sent from the CPS office via email to CPS members by January 1 of the election year with a submission deadline of February 1.
2. The CPS office will convey to the Nomination Committee the nominations submitted by members, so that the Committee can finalize the election ballot by the end of February.
3. The Nominations Committee shall determine from the nominations, the candidates to appear on the election ballot for each position. If possible, at least 2 candidates will be nominated for each position with a CV required for each.
4. A notice of the election ballot and online voting of candidates will be sent by the CPS office to the CPS membership normally by March 1, and not less than 60 days prior to the Annual General Meeting.
5. An online process will be set up by the CPS office to enable members to vote normally by March 1<sup>st</sup> of the election year, with a voting deadline of March 30.
6. The CPS office will tabulate the results and convey the results to the Nomination Committee and the CPS President who shall inform the elected Officer(s).
7. The election results will be announced at the Annual General Meeting.
8. The CPS office will update the CPS website to reflect the Officer changes.
9. The CPS office will notify the editor of Pain Research & Management to reflect the changes

### **2.7.8: CANADIAN JOURNAL OF PAIN EDITORIAL BOARD COMMITTEE**

Revision Date: 2018

---

COMPOSITION: Appointed by the Board of Directors

Appointment of the Editor-in-Chief of the Canadian Journal of Pain is jointly undertaken by the Board of Directors of the Canadian Pain Society and senior management of the publishers of the Journal, reflecting the ongoing agreement between the two organizations to cooperate in publication of the Journal. The current publisher, Taylor & Francis Group LLC is responsible for the regular publication, promotion and distribution of the Journal. The Society is and shall at all times remain the sole and exclusive owner of all rights, including the official title and both the printed and online rights, to the journal entitled *The Canadian Journal of Pain*.

The Editor-in-Chief shall be selected (and may be replaced) by the Society. The publisher shall accept the editorial directions of the Journal's Editor-in-Chief, or other decisions of the Editor-in-Chief as set forth herein, as being made on the society's behalf, and the society shall be ultimately responsible for ensuring the performance of the Editor-in-Chief as set for in their agreement. The Editor-in-Chief is responsible for the overall editorial management and development of the Journal including the coordination of refereeing and submissions. Should the Editor-in-Chief materially fail to or be unable to perform for any issue of the Journal the services specified in the agreement, the publisher shall give written notice to the Society of the Editor-in-Chief's failure to perform and thereafter the society shall make such arrangements as both the publisher and

Society deem appropriate with any other party to serve as the Editor-in-Chief. In the event a new Editor-in-Chief is thus appointed, the Publisher shall have no further obligation to the Editor-in-Chief.

**Editorial Board:** Members of the Editorial Board for the Journal will be selected on the basis of expertise and standing within the scientific discipline, knowledge of the subject matter and reflection of the actual or anticipated geographic scope of the scientific discipline of the journal. The Editor-in-Chief will nominate candidates for appointment to the Editorial Board (and may make recommendations regarding removals), which candidates will be officially appointed or removed by the Society.

The Editor-in-Chief of *The Canadian Journal of Pain* and the Editorial Board are charged with responsibility for regular publication of peer reviewed editorial content. The current description of the mandate of Journal, as published on the Journal website is as follows:

The Canadian Journal of Pain, the official journal of The Canadian Pain Society, is a peer-reviewed, open access journal that publishes original articles from all disciplines involved in the study of pain, including the clinical and basic sciences, epidemiology, and health policy and health systems. The Journal favors manuscripts presenting data from original experiments, studies, or clinical trials but will also feature scholarly review articles, meta-analyses, case series and reports, commentaries, editorials, and letters to the editor. The aims of the Journal are to advance the understanding and treatment of pain by providing clinicians, scientists and other health care professionals with an interdisciplinary forum in which to share cutting-edge information about new developments in the field of pain.