



Phage Canada (Non-Profit) 1st Annual General Meeting
December 18, 2024
12:30 PM to 14:00 Eastern Time
(30 min Board meeting to follow)

Virtual (Zoom): <https://bit.ly/PhageCanadaAGM2024>

Presiding officers (Dr. Greg German Acting Chair, Dr. Alex Hynes Acting Vice-Chair)

Agenda:

1. Call to order and Land Acknowledgement
2. Rules of Order (Bourinot's: See next page)
 - a. Voting members Change Zoom Name to V-Name
 - b. Official Voting will be with Yes (for affirmative), No (for dissent), "Slow down" (abstain).
One screen, one vote.
 - c. Appointment of acting Secretary (for Minutes) and acting parliamentarian
3. Report on Activities: (Document A), Presented by Dr. Hynes
4. Membership Report: (Document B), Presented by Dr. Hynes
5. Financial Report: (Document C), Presented by Dr. Hynes
6. Presenting the Bylaws "At a Glance", by Dr. Greg German
7. Motion 001: Adoption of the Proposed Bylaws (Document D)
8. Open Discussion: Proposed Directions, Priorities, and Initiatives
9. Motion 002: Authorization of the General membership to have a board of up to "9" members at any one time.
10. Motion 003: Slate of Candidates for Board Appointment as proposed by existing board.
(Document E)
11. Motion 004 (If Required): Acknowledgement / Election of Proposed Candidate(s) from the floor
12. Motion 005: Adjournment

1st Elected Board Meeting Agenda (Closed meeting):

1. Call to order: Election of a pro-tem Board chair.
2. Review of vision and mission
3. Consideration and if approved Appointment of Board members (if vacancies exist)
4. Determine process for Selecting Officers; electing officers.
5. Recommendations for future board meetings time / frequency.
6. Adjournment.

Agenda

To take this action:	You say:	May interrupt the speaker?	You must be seconded?	Is the motion debatable?	Is the motion amendable?	What majority is required?
Move a motion	I move...	No	Yes	Yes	Yes	Majority
Change a motion (you may not merely amend to negate)	I move that the motion be amended to read...	No	Yes	Yes	Yes	Majority
End debate on a motion	1. I call the question...	No	Yes	Yes	No	Motions on which question is called will be debated at the next meeting if the motion fails
	2. I move that Council proceed to the next order of business	No	Yes	No	No	Majority
Consider something out of its scheduled order	I moved the agenda be amended in order to deal with the following item....	No	Yes	No	No	Majority
Have a motion studied more before voting on it	I move that the motion be referred to...	No	Yes	Yes	Yes	Majority
Postpone further discussion on a motion until a more desirable/appropriate time	I move that the motion be deferred until.... (a specific time or indefinitely)	No	Yes	Yes, only to time	Yes	Majority
Postpone consideration of a motion so that more urgent business can be attended to	I move that the motion be tabled. (Consideration of motion may resume upon motion that the matter be taken from table.)	No	Yes	Yes	No	Majority
Raise a matter previously deferred (if at a different time from when was decided)	I move that the motion about _____, previously deferred be considered at this time.	No	Yes	No	No	Majority
Raise a matter previously tabled	I move that the motion about.... be lifted from table	No	Yes	No	No	Majority
Reconsider a motion that has failed	I move that the motion about... be reconsidered at the next meeting. (Written notice of motion must then be provided, advising that the matter will be readdressed at the next meeting).	No	Yes	Yes	No	2/3 Majority
Object to something which prevents your continued participation (e.g. excessive noise)	Point of Privilege	Yes	No	No	No	No vote taken, Chair rules
Seek clarification from the previous speaker	Point of Information	Yes, if urgent	No	No	No	No vote taken, Chair rules
Overturn the ruling of the Chair	I challenge the Chair on...	Yes	Yes	Yes	No	Majority
Enquire about procedure or consequences	Point of Order	Yes	No	Yes, only on the point	No	No vote taken, Chair rules
Object to incorrect procedure being used	Point of Order	Yes	No	Yes, only on the point	No	No vote take, Chair rules

Source: [Bourinot's "At A Glance"](#)

Rules of order are procedures by which meetings can be conducted in an orderly fashion, issues debated and motions passed according to the majority but with due regard to the rights of the minority. For the most part, Rules of Order are based on common sense and the need to move through an Agenda expeditiously.

Duties of the Chair: The Chair conducts meetings, preserves order and decorum, and interprets the Rules of Order. The Chair is impartial and may not take part in the debate nor vote.

Agenda and Minutes: The Agenda is the order of business for the meeting. It describes the items for consideration and gives the order in which they will be taken up. The Agenda must be passed or adopted before the meeting can commence. The adoption of the minutes of the last meeting ratifies any decisions taken at that time. Any changes in the Agenda or minutes must be proposed and considered before the Agenda and minutes are adopted. An item on the Agenda may be taken out of sequence and disposed of only by majority consent.

Motions: A motion is a proposal made pursuant to an item of the agenda that certain actions be taken, certain views become policy, etc. which is then debated, possibly amended and voted on. There are also motions that propose procedures for considering other motions, e.g. Motions to Table, to Divide the Question, to Put the Question, to Adjourn, to Amend. Any member may move a substantive or procedural motion as long as it is 'in order'. A substantive motion or "an important motion, or one containing a number of considerations, should be prepared in writing and given to the Chair, preferably in advance of the meeting." The mover of a motion is allowed to speak first on the motion followed by the seconder. Questions about the motion are directed to the Chair, thence to the mover or person to whom they are addressed. The mover may withdraw her/his motion with majority consent.

Amendments: A motion to amend a (main) motion must be relevant to that motion and properly moved and seconded. An amendment may propose: (a) to leave out certain words, (b) to insert or add certain words, (c) to leave out certain words in order to insert or add other words. When 'in order', an amendment takes precedence over the main motion and becomes the subject of debate. It must be accepted or rejected before debater everts to the main motion. If accepted, the main motion as amended is debated. If it fails, the main motion is unchanged. A sub-amendment may be proposed to an amendment under the same conditions as an amendment is moved to a main motion. At no time may there be more than one main motion, one amendment and one sub-amendment on the floor. When all three exist, the Chair submits them in the reverse order to which they were moved. A motion, once defeated, cannot be re-introduced as an amendment to some other motion. The mover, with the consent of the seconder, may incorporate a 'friendly' amendment into the main motion if the mover and seconder of the amendment are agreeable.

Quorum: The quorum of a meeting is the minimum number of members required by the Constitution to conduct business. When the absence of a quorum is brought to the attention of the Chair the meeting adjourns and sets a date for a future meeting. The agenda item then being considered dies for that meeting but may be re-introduced at the next meeting. Motions passed and items considered prior to the absence of a quorum being noticed are valid and may stand.



PHAGE Canada

Report on Activities: 2023 and 2024

Digital Asset Development:

Phagecanada.ca website. This was launched in 2023, and in 2024 saw >1.4 k visits, 50% more than in 2023. Most traffic is direct (765), or through google (516). Most traffic (>900) is from Canada. Its largest update this year was the Phage Therapy FAQ site, which has had 360 views since its launch. The wonderful content there was developed by Dr. Emma Finlayson-Trick and Dr. Gregory German, in collaboration with Dr. Alexander Hynes, Riley Alvarez, and Dr. Sasan Hosseini.

The YAPLA membership system and site was launched this year. It has been used to collect all membership payment and information to date. It includes a built-in-website system, that we aim to transition the main website to in order to save the Squarespace annual costs – primarily because it is easy (and cheap) to integrate a members-only section. We have piloted a workflow for a membership map to integrate in the YAPLA members-only section (see membership report).

The *ad hoc* mailing list previously constructed and maintained by Dr. Hynes from word of mouth and prior attendance at Phage Canada events was used to inform people of major developments (e.g. Phage Accelerator Grants, Phage Canada Formal Membership), but – as promised – has been phased out for the official Yapla-based mailing list as of Dec 2024.

Building the Organization:

The NPO was formally founded in 2023, with Dr. Greg German and Dr. Alexander Hynes as co-founders. Dr. Karen Maxwell was appointed as an inaugural board member.

The NPO opened accounts in Fall 2023 with RBC to manage its finances and record keeping.

Through email outreach to previous Phage Canada symposium attendees, converted the previously mailing list maintained by Dr. Hynes into >60 (see membership report) paying members.

The board collaborated with other societies (CSM, CSV) to establish good governance practices, and developed the bylaws (attached) for approval at the first Annual General Meeting.

Dr. Hynes applied for a 2024 Phage Accelerator Grant (50 k) to help fund Phage Canada events/training exchanges. The LOI was invited for a full proposal, which was not funded.

Phage Canada Events:

The aim was to build an event, “New Phages” centered around PIs across Canada that have started since the last Phage Canada event. Almost everyone reached out has agreed to present, and the format (regular seminars over multiple months) decided on. However, the organizer – Dr. Hynes – has not yet finalized the schedule and program, which should begin in early 2025.

Report on Activities

Outreach:

Dr. German in his capacity as board appointed clinical director in 2023 was the co-moderator of biobanking workshops at Virus of Microbes (Tbilisi) and Evergreen Phage Meeting (Olympia) led by Dr. Tobi Nagel (Phages for Global Health). A small honourarium (750 USD) was provided to Phage Canada for this work.

In November of 2023, at the request of Health Canada and the Public Health Agency of Canada, Dr. German served as an invited observer from Phage Canada and attended the Transatlantic Taskforce for Antibiotic Resistance.

On behalf of Phage Canada, and with Dr. Michael Parcey, Dr. German presented at the Global Clinical Phage Rounds in Dec 2023, to a group of 370+ attendees, primarily physicians.

Dr. Hynes was invited to serve as a representative of Phage Canada on Council of the Canadian Society of Microbiologists. He provides an annual report (2023, 2024) on Phage Canada, and maintains ties with that society.

Phage Canada invited to present an "Introduction to Phage Canada" to the Phage.fr Network in France. Dr. Hynes presented a 30 min talk (virtually) at the meeting in Sète, Nov 2024. Following the talk, their AGM discussed many ways to strengthen links between the two entities.

The board has been asked to serve in an advisory capacity to the PhageStar initiative based out of the NML in Manitoba. All three current members of the board serve on the advisory board, with Dr. Hynes and Dr. Maxwell representing Phage Canada.

The board was consulted on a phage documentary, and in partnering Phage Canada with launch events/other similar opportunities. After consideration of the content by all board members, we chose not to associate with the production at this time.

Board members continue to distribute Phage Canada pins as promotional material.

In 2024, Dr. German provided international outreach services for Phage Canada in Atlanta, Barcelona, Sydney, Cains (Session co-Chair and biobanking co-Moderator), Melbourne, Africa (Virtually), Brazil (International Coalition of Medicines Regulatory Authorities- ICMRA-Virtually, Keynote), Germany (Virtually). In Lyon France, he spoke at, chaired a session, and led a Canadian Delegation to the State of the Art Clinical Evidence for the Use of Phage Therapy in Clinical Practice: the Pathways for Efficacy.

As clinical director, Dr. German coordinated two workshop events with industry with bioMérieux and Phaxiam in Lyon.

Dr. German represents Phage Canada on the scientific phage susceptibility sub-committee of the European Committee on Antimicrobial susceptibility testing (EUCAST).

Photos are provided in a PowerPoint slide deck that will be shown at the AGM.

Upcoming: The nascent "Danish Viruses of Microbes" organization has invited Dr. Hynes to present about Phage Canada, in-person at their inaugural meeting in June 2025.

Membership Report

This summary prepared by Alexander Hynes, on Dec 6th, 2024, acting as Secretary. It is up to date as of that date.

We have 61 total active members, all in good standing. There are 0 lapsed memberships. As this is the first report, all memberships are “new” – there are no renewals.

Table 1: Overall Membership Types

Class	#	Type	#	Duration	#
A (Voting)	35	General	33	3 Y	24
				1 Y	9
		Emeritus	2	Life	1
B (Non-Voting)	26	Trainee	21	1Y	1
				3Y	12
		Public	5	1Y	9

Assessment: A strong first ‘conversion’ from non-paying mailing list (~400 people, not all Canadians) to paying members. Trainee representation still good, but low relative to Phage Canada past events. We should encourage PIs to enroll their trainees. Delighted to see general public category, we will have to work to ensure we deliver value to those members as well.

Table 2: Memberships by “Nature of Interest”

Nature of Interest	#
Business Owner/Employee	2
General Public	6
Health-Care Provider	3
Other	1
Researcher	49

Assessment: May be valuable to refine these categories (Gov vs Academic Researcher, Veterinary vs Human health care provider) for finer resolution – especially “Researcher” which seems too broad. Directed outreach to business and regulator(s)?

We have members from the following **21 Canadian institutional affiliations**; AAFC (2 sites), McGill University, McMaster University, Memorial University of Newfoundland, National Research Council of Canada, Ottawa Hospital Research Institute, Queen Biotechnologies, SickKids Hospital, SyntBioLab, University of Alberta, Unity Health (Toronto), Université de Sherbrooke, Université Laval, University of British Columbia, University of Calgary, University of Guelph, Université de Montreal, University of Ottawa, University of Toronto, University of Waterloo.

Membership Report

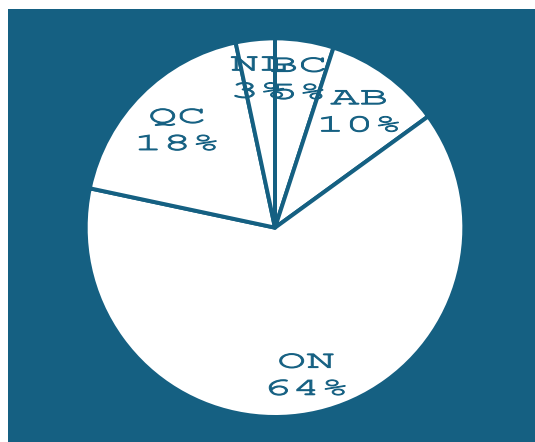


Figure 1: Memberships by Province. Provinces with no representation are omitted.

Assessment: Need targeted outreach, especially to SK (UofS/Vido), Mb (NML), and PEI (AVC) where new researchers are getting established.

Membership Directory/Membership Map: One service we must provide our membership with is access to the membership directory. This will be **members only**, and implemented through the YAPLA site. We have piloted an interactive membership map; see screenshot below. I encourage you to check out the pilot version by [clicking this link](#).

Note that the membership map only shares the work/institutional address, and only to within the first 3 characters of the postal code (members sharing those numbers are grouped together). The intent is for this to be a great tool to find page professionals near you.

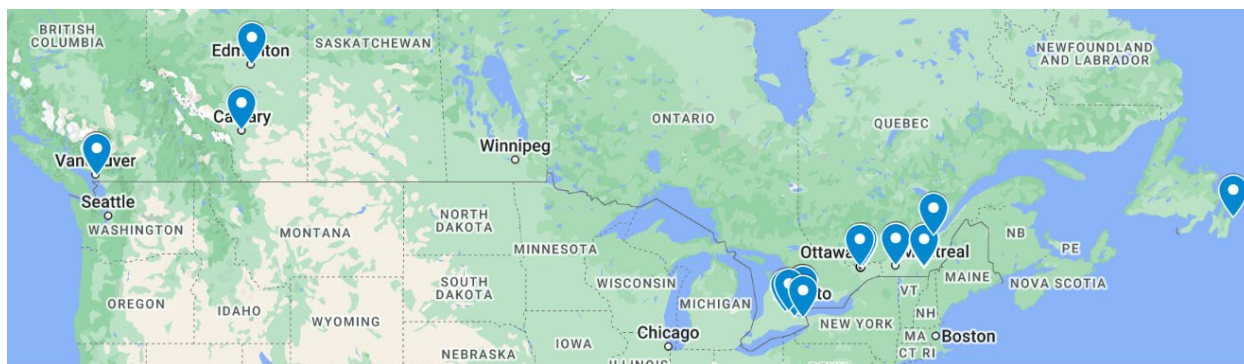


Figure 2: Screenshot of interactive membership map pilot.

Financial Report

This summary prepared by Alexander Hynes, on Dec 6th, 2024, acting as Treasurer. Because annual revenues are <10,000\$, a formal audit is not required. Any payments (reimbursements) made from funds were approved by 2 board members not otherwise involved in the transaction.

Category	Subcategory	Description	Year		Projected 2025
			2023	2024 (to Dec 6)	
Revenue		Membership Payments (Credit Card)		4535 ⁵	
		Membership Payments (Other)	570 ¹		
		Donation	200 ²		
		Consulting Work	1046.71 ³		
Expenses	Digital Services				
		Transaction Fees (Swipe)		189.18	
		RBC Fees	15.14	48	45
		Corporate Name Check	13.8		
		NPO Filings (Gov. of Can)	200		
	Digital Assets				
		Yapla Membership Site		671.22	732.24
		Squarespace Site	298.43	300.28	
		Domain Name (via Squarespace)	46.62	46.1	46.1
	Physical Assets				
	Lapel Pins (500)	766.99	766.99		
Physical Services					
	Shipping (Canada Post)	22.39			
Summary	Calculated Balance		453.34	2969.57	
	Bank Balance (Actual)		484.86	1909.38	
	SWIPE			1008.72	
	Discrepancy		31.52 ⁴	48.47 ⁵	

2023:¹Transactions preceded YAPLA, and handled by e-transfer to board. Two 3-y Class A, one Emeritus Lifetime.²One-time member donation. ³Phages for Global Health Consulting. ⁴Includes 47.46 owed to APH, paid out Dec 2024 and 15.91 owed by GG to be paid in 2024.

2024: ⁵YAPLA records include 3 “cash” membership payments. These represent the 2023 membership payments. ⁶Includes 61.02 owed to APH for Dec YAPLA, 15.91 still owing by GG from 2023, and 0.35\$ owed by APH for overpayment 2023.

Phage Canada By-Laws (Proposed)

(Incorporated January 1, 2023 under Canada Not-for-profit Corporations Act S.C. 2009, c.23)

Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and active;

"meeting of members" includes an annual meeting of all members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members;

"ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

32 Other than as specified above, words and expressions defined in the Act have the same
33 meanings when used in these by-laws.

34 **Execution of Documents**

35 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing
36 requiring execution by the Corporation may be signed by any two (2) of its officers. In
37 addition, the board may from time to time direct the manner in which and the person or
38 persons by whom a particular document or type of document shall be executed.
39 Transfer of a minimal amount of funds (per-encounter or per organization per time
40 period) can be processed under the direction of an officer without requiring a second
41 signature but will be validated by a second officer within 30 days as defined by the
42 board. Any person authorized to sign any document may affix the corporate seal (if
43 any) to the document. Any signing officer may certify a copy of any instrument,
44 resolution, by-law, or other document of the Corporation to be a true copy thereof. In
45 absence of officers to the board, board members shall have signing authority for the
46 above as per the policy of the board to address absences.

47 **Financial Year End**

48 The financial year-end of the Corporation shall be December 31st in each year.

49 **Banking Arrangements**

50 The banking business of the Corporation shall be transacted at such bank, trust
51 company or other firm or corporation carrying on a banking business in Canada. The
52 banking business or any part of it shall be transacted by an officer or officers of the
53 Corporation and/or other persons as the board of directors may by resolution from time
54 to time designate, direct, or authorize.

55 **Borrowing Powers**

56 If authorized by the Board the directors of the corporation may from time to time:

57 i borrow money on the credit of the corporation;

58 ii issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and

59 iii mortgage, hypothecate, pledge or otherwise create a security interest in all or any
60 property of the corporation, owned or subsequently acquired, to secure any debt
61 obligation of the corporation.

62 The Board may provide for the delegation of such powers by the directors to such
63 officers or directors of the corporation to such extent and in such manner as may be set
64 out the Board.

65 Nothing herein limits or restricts the borrowing of money by the corporation on bills of
66 exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of
67 the corporation.

68 **Annual Financial Statements**

69 The annual financial statements will be presented to the membership at each annual
70 general meeting. The need for professional including independent review or audit will
71 be according to Canada Not-for-profit Corporations Act and Board Policy.

72 **Membership Conditions**

73 The Society shall consist of Full members (Class A), which can include categories such
74 as General, Retired/Emeritus and Honorary, as well as Non-voting members (Class B),
75 which includes categories such as Community, Postdoctoral, Graduate Student, and
76 Undergraduate Student members. The dues for membership shall be established
77 annually by the Board.

78 **Full Member.** Any person who has obtained a terminal professional degree (M.D. /
79 Ph.D or equivalent) or has more than 5 years of work after a Master's or equivalent
80 degree are eligible for Full membership. Full members are the permitted to serve on the
81 board as voting directors and vote at meetings. The Board has the authority to declare
82 any member with at least 3 years of membership as eligible as a full member on a
83 yearly basis.

84 **Honorary Member.** Any person who has made a distinctive contribution to phage
85 research, innovation, or advocacy shall be eligible by membership for election as an
86 Honorary member as resolved by the board. The number of Honorary members shall
87 not exceed five (5) percent of the Class A membership at any time. Honorary Members
88 are permitted to vote and serve on the board as voting directors. Honorary members
89 shall be exempt from the payment of all dues and assessments, including registration
90 fees for conferences organized by the Society. The board has the authority to remove
91 the Honorary status by resolution which would otherwise renew in perpetuity until
92 resignation or death.

93 **Academic Research Professional Member.** Any person who is interested in the
94 discipline of phage, and who is, at the time of application for or renewal of membership,
95 an employee on grant-supported research positions in an academic research
96 laboratory, such as a technician, research assistant, research associate or any other
97 professional status but principal investigator, undergraduate or graduate student, or
98 post-doctoral fellow, shall be eligible for academic research professional membership.
99 His/her academic research professional status must be certified by his/her principal
100 investigator or division head. The dues for academic research professional membership
101 shall be established yearly by the Board. Academic research professional membership
102 members are the permitted to serve on the Board as voting directors and vote at
103 meetings.

104 **Emeritus/Emerita Member.** Any person who has reached normal retirement age of 65
105 years old and has been a Full member of the Society for ten or more consecutive years
106 or has been designated an Emeritus/Emerita faculty member of a Canadian University,
107 shall be eligible for Emeritus/Emerita membership. Emeritus/Emerita members are the
108 permitted to serve on Board as voting directors and vote at meetings.

109 **Community Member.** Any person who is interested in the discipline of phage shall be
110 eligible for Ordinary membership. Community members do not hold voting status and
111 cannot be elected to the Board.

112 **Trainee Member.** Any person who is interested in the discipline of phage, and who is,
113 at the time of application of membership, a bona fide undergraduate, graduate, or post-
114 doctoral trainee in a Canadian postsecondary institution will be eligible for membership
115 at special discounted rate. Their student status must be certified by a faculty member at
116 that institution. Trainees do not hold voting status and cannot regularly be elected to the
117 Board.

118 **Other members.** Other types of membership may be instituted on the advice of the
119 Board, including, but not limited to, sustaining memberships or corporate memberships.
120 Fees for such memberships will be approved by the Board.

121 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of
122 the members is required to make any amendments to this section of the by-laws if those
123 amendments affect membership rights and/or conditions described in paragraphs
124 197(1)(e), (h), (l) or (m).

125 **Notice of Members Meeting**

126 Notice of the time and place of a meeting of members shall be given to each member
127 entitled to vote at the meeting by telephonic, electronic, or other communication facility
128 to each member entitled to vote at the meeting, during a period of 14 days before an
129 annual or special meeting.

130 **Members Calling a Members' Meeting**

131 The board of directors shall call a special meeting of members in accordance with
132 Section 167 of the Act, on written or electronic requisition of members carrying not less
133 than 50% of the voting rights. If the directors do not call a meeting within twenty-one
134 (21) days of receiving the requisition, any member who signed the requisition may call
135 the meeting.

136 **Absentee Voting at Members' Meetings**

137 Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a
138 meeting of members may vote by means of a telephonic, electronic or other
139 communication facility if the Corporation has a system that enables the votes to be

140 gathered in a manner that permits their subsequent verification, and pursuant to
141 subsection 197(1) (Fundamental Change) of the Act, a special resolution of the
142 members is required to make any amendment to the by-laws of the Corporation to
143 change this method of voting by members not in attendance at a meeting of members.

144 **Membership Dues**

145 Members shall be notified by electronic means of the membership dues at any time
146 payable by them. Voting members will be considered not in good standing if
147 membership dues are not paid and will not have voting privileges until paid as defined
148 by board policy. Voting member not in good standing can be removed from
149 membership as defined by board policy. Non-voting members without dues paid shall
150 automatically cease to be members of the Corporation.

151 **Termination of Membership**

152 A membership in the Corporation is terminated when:

- 153 i. the member dies or resigns;
- 154 ii. the member is expelled, or their membership is otherwise terminated in
155 accordance with the articles or by-laws;
- 156 iii. the member's term of membership expires including as defined in the
157 membership dues section;
- 158 iv. the Corporation is liquidated and dissolved under the Act.

159 Resignation of membership requires a verifiable written or electronic notice to at least
160 one officer of the corporation and in the absence as defined by board policy.
161 Resignation is effective from the date processed by the corporation.

162 Expulsion of Voting Member requires a special motion with at least 2/3 board members
163 voting to expel and not in conflict or greater than 50% of all eligible voting board
164 members in attendance and voting to expel. The corporation can expel non-voting
165 members by the Board through a regular motion.

166 **Effect of Termination of Membership**

167 Subject to the articles, upon any termination of membership, the rights of the member,
168 including any rights in the property of the Corporation, automatically cease to exist,
169 including forfeiture for fees paid for future years. The officers and the board will have
170 discretion over reimbursements to members who have since become non-members.

171 **Persons Entitled to be Present at Members' Meetings**

172 All members can attend members meetings. Items requiring voting can be done with all
173 members present, or at an "in camera" session at the discretion of the chair or from a
174 motion from the floor. Other attendees and guests are permitted upon prior invitation of

175 the board, or the chair of the members meeting as well as those that have been tasked
176 to do work for the corporation and present at the meeting.

177 **Chair of Members' Meetings**

178 In the event that directors of the board are not present, the members who are present
179 and entitled to vote at the meeting shall choose one of their number to chair the
180 meeting.

181 **Quorum at Members' Meetings**

182 Binding decisions for the Society shall be made by a simple majority of those members
183 of the Society present at the annual general meeting.

184 **Votes to Govern at Members' Meetings**

185 At any meeting of members every question shall, unless otherwise provided by the
186 articles or by-laws or by the Act, be determined by a majority of the votes cast on the
187 questions. In case of an equality of votes either on a show of hands or on a ballot or on
188 the results of electronic voting, the chair of the meeting in addition to an original vote
189 shall have a second or deciding vote.

190 **Participation by Electronic Means at Members' Meetings**

191 If the Corporation chooses to make available a telephonic, electronic, or other
192 communication facility that permits all participants to communicate adequately with each
193 other during a meeting of members, any person entitled to attend such meeting may
194 participate in the meeting by means of such telephonic, electronic, or other
195 communication facility in the manner provided by the Act. A person participating in a
196 meeting by such means is deemed to be present at the meeting. Notwithstanding any
197 other provision of this by-law, any person participating in a meeting of members
198 pursuant to this section who is entitled to vote at that meeting may vote, in accordance
199 with the Act, by means of any telephonic, electronic, or other communication facility that
200 the Corporation has made available for that purpose.

201 **Members' Meeting Held Entirely by Electronic Means**

202 If the directors or members of the Corporation call a meeting of members pursuant to
203 the Act, those directors or members, as the case may be, may determine that the
204 meeting shall be held, in accordance with the Act and the Regulations, entirely by
205 means of a telephonic, electronic, or other communication facility that permits all
206 participants to communicate adequately with each other during the meeting.

207 **Number of Directors**

208 The fixed number of directors should be determined from time to time by the members
209 by ordinary resolution or, if the ordinary resolution empowers the directors to determine
210 the number, by resolution of the board. The number should respect the minimum and
211 maximum numbers indicated in the articles of the corporation (minimum 3; maximum
212 15).

213 **Directors**

214 The Board will select the officers of the society from within the Board who will serve as
215 the executive. The rules of the board will explain situations where executives may, in
216 exceptional circumstances, be selected.

217 **Term of Office of Directors**

218 Directors shall be eligible for re-election by the membership. There are no established
219 term limits for officers or directors.

220 **Calling of Meetings of Board of Directors**

221 Meetings of the board may be called by the President of the Board or any two (2)
222 directors at any time; provided that for the first organization meeting following
223 incorporation, such meeting may be called by any director or incorporator.

224 **Notice of Meeting of Board of Directors**

225 Notice of the time and place for the holding of a meeting of the board shall be given in
226 the manner provided in the section on giving notice of meeting of directors of this by-law
227 to every director of the Corporation not less 5 working days before the time when the
228 meeting is to be held. Notice of a meeting shall not be necessary if all directors are
229 present, and none objects to the holding of the meeting, or if those absent have waived
230 notice of or have otherwise signified their consent to the holding of such meeting.

231 **Regular Meetings of the Board of Directors**

232 The board may appoint a day or days in any month or months for regular meetings of
233 the board at a place and hour to be named or as indicated by board policy.

234 **Votes to Govern at Meetings of the Board of Directors**

235 At all meetings of the board, every question shall be decided by a majority of the votes
236 cast on the question. In case of an equality of votes, the chair of the meeting in addition
237 to an original vote shall have a second or casting vote.

238 **Committees of the Board of Directors**

239 The board may from time to time appoint any committee or other advisory body as it
240 deems necessary or appropriate for such purposes and, subject to the Act, with such
241 powers as the board shall see fit. Any such committee may formulate its own rules of
242 procedure, subject to such regulations or directions as the board may from time to time
243 make. Any committee member may be removed by resolution of the board of directors.

244 **Appointment of Officers**

245 The board may designate the offices of the Corporation, appoint officers on an annual
246 or more frequent basis, specify their duties and, subject to the Act, delegate to such
247 officers the power to manage the affairs of the Corporation. A director may be appointed
248 to any or multiple offices of the Corporation.

249 **Description of Offices**

250 Unless otherwise specified by the board (which may, subject to the Act modify, restrict,
251 or supplement such duties and powers), the offices of the Corporation, if designated
252 and if officers are appointed, shall have the following duties and powers associated with
253 their positions:

254 **President** – The president shall be the chief executive officer of the Corporation
255 and shall be responsible for implementing the strategic plans and policies of the
256 Corporation. The president shall, subject to the authority of the board, have
257 general supervision of the affairs of the Corporation. The president shall preside
258 as appointed chair at all meetings of the board of directors and of the members.

259 **Vice-President** – The Vice-President of the board shall act and perform the
260 duties of President in the absence of the President and serve as the acting chair
261 and other duties as the board may specify.

262 **Secretary** – The secretary shall attend and be the secretary of meetings of the
263 board members and committees of the board. The secretary shall enter or cause
264 to be entered in the Corporation's minute book, minutes of all proceedings at
265 such meetings; the secretary shall give, or cause to be given, as and when
266 instructed, notices to members, directors, the public accountant and members of
267 committees; the secretary shall be the custodian of all books, papers, records,
268 documents and other instruments belonging to the Corporation. The secretary
269 shall have other such powers and duties as the board may specify. In the
270 absence of the secretary, an acting secretary shall be assigned as per board
271 policy.

272 **Treasurer** – The treasurer shall have the custody of the corporate funds and
273 securities and shall keep full and accurate accounts of receipts and
274 disbursements in books belonging to the corporation and should deposit all
275 money and other valuable effects in the name and to the credit of the corporation
276 and in such depositories as may be designated by the board of directors. They

277 shall disburse the funds of the corporation as may be ordered by the board,
278 taking proper voucher for such disbursements and shall render to the president
279 and directors at the regular meeting of the board or whenever they may require it,
280 an account of all the transactions or of the financial position of the corporation.
281 The treasurer shall have other such powers and duties as the board may specify.

282 The powers and duties of all other officers of the Corporation shall be such as the terms
283 of their engagement call for or the board or president requires of them. The board may
284 from time to time and subject to the Act, vary, add to, or limit the powers and duties of
285 any officer.

286 **Vacancy in Office**

287 The board may remove, whether for cause or without cause, any officer of the
288 Corporation. Unless so removed, an officer shall hold office until the earlier of:
289 - the officer's successor being appointed,
290 - the officer's resignation,
291 - such officer ceasing to be a director (if a necessary qualification of appointment)
292 or
293 - such officer's death.
294 - If the office of any officer of the Corporation shall be or become vacant, the
295 directors may, by resolution, appoint a person to fill such vacancy.

296 **Method of Giving Any Notice**

297 Any notice (which term includes any communication or document), other than notice of
298 a meeting of members or a meeting of the board of directors, to be given (which term
299 includes sent, delivered, or served) pursuant to the Act, the articles, the by-laws or
300 otherwise to a member, director, officer or member of a committee of the board or to the
301 public accountant shall be sufficiently given:

302 a. if sent to such person by telephonic, electronic, or other communication facility at
303 such person's recorded address for that purpose; or

304 b. if provided in the form of an electronic document in accordance with Part 17 of the
305 Act.

306 The secretary may change or cause to be changed the recorded address of any
307 member, director, officer, public accountant, or member of a committee of the board in
308 accordance with any information believed by the secretary to be reliable. The
309 declaration by the secretary that notice has been given pursuant to this by-law shall be
310 sufficient and conclusive evidence of the giving of such notice. The signature of any
311 director or officer of the Corporation to any notice or other document to be given by the
312 Corporation may be written, physically or virtually stamped, type-written or printed or
313 partly written, stamped, type-written or printed.

314 **Invalidity of any Provisions of this By-law**

315 The invalidity or unenforceability of any provision of this by-law shall not affect the
316 validity or enforceability of the remaining provisions of this by-law.

317 **Omissions and Errors**

318 The accidental omission to give any notice to any member, director, officer, member of
319 a committee of the board or public accountant, or the non-receipt of any notice by any
320 such person where the corporation has provided notice in accordance with the by-laws
321 or any error in any notice not affecting its substance shall not invalidate any action taken
322 at any meeting to which the notice pertained or otherwise founded on such notice.

323 **Mediation and Arbitration**

324 Disputes or controversies among members, directors, officers, committee members, or
325 volunteers of the Corporation are as much as possible to be resolved in accordance
326 with mediation and/or arbitration as provided in the section on dispute resolution
327 mechanism of this by-law.

328 **Dispute Resolution Mechanism**

329 In the event that a dispute or controversy among members, directors, officers,
330 committee members or volunteers of the Corporation arising out of or related to the
331 articles or by-laws, or out of any aspect of the operations of the Corporation is not
332 resolved in private meetings between the parties, then without prejudice to or in any
333 other way derogating from the rights of the members, directors, officers, committee
334 members, employees or volunteers of the Corporation as set out in the articles, by-laws
335 or the Act, and as an alternative to such person instituting a law suit or legal action,
336 such dispute or controversy shall be settled by a process of dispute resolution as
337 follows:

338 The dispute or controversy shall first be submitted to a panel of mediators whereby the
339 one party appoints one mediator, the other party (or if applicable the board of the
340 Corporation) appoints one mediator, and the two mediators so appointed jointly appoint
341 a third mediator. The three mediators will then meet with the parties in question in an
342 attempt to mediate a resolution between the parties. The number of mediators may be
343 reduced from three to one or two upon agreement of the parties.

344 If the parties are not successful in resolving the dispute through mediation, then the
345 parties agree that the dispute shall be settled by arbitration before a single arbitrator,
346 who shall not be any one of the mediators referred to above, in accordance with the
347 provincial or territorial legislation governing domestic arbitrations in force in the province
348 or territory where the registered office of the Corporation is situated or as otherwise
349 agreed upon by the parties to the dispute. The parties agree that all proceedings
350 relating to arbitration shall be kept confidential and there shall be no disclosure of any

351 kind. The decision of the arbitrator shall be final and binding and shall not be subject to
352 appeal on a question of fact, law or mixed fact and law.

353 All costs of the mediators appointed in accordance with this section shall be borne
354 equally by the parties to the dispute or the controversy. All costs of the arbitrators
355 appointed in accordance with this section shall be borne by such parties as may be
356 determined by the arbitrators.

357 **By-laws and Effective Date**

358 Subject to the articles, the board of directors may, by resolution, make, amend or repeal
359 any by-laws that regulate the activities or affairs of the Corporation. Any such by-law,
360 amendment or repeal shall be effective from the date of the resolution of directors until
361 the next meeting of members where it may be confirmed, rejected or amended by the
362 members by ordinary resolution. If the by-law, amendment or repeal is confirmed or
363 confirmed as amended by the members it remains effective in the form in which it was
364 confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted
365 to the members at the next meeting of members or if it is rejected by the members at
366 the meeting.

367 This section does not apply to a by-law that requires a special resolution of the
368 members according to subsection 197(1) (fundamental change) of the Act because
369 such by-law amendments or repeals are only effective when confirmed by members.

370 Approved by Members by voting at the members assembly held in _____ on DATE.

371



Board Recommend Slate of Candidates for AGM 2024

Candidates and Location (Alphabetical) Followed by Picture and statement

- Dr. Hany Anany (Guelph)
- Dr. Jonathan Dennis (Edmonton)
- Dr. Greg German (Maple)*
- Dr. Alex Hynes (Hamilton)*
- Dr. Karen Maxwell (Toronto)*
- Dr. Sylvain Moineau (Quebec City)
- Dr. Danielle Peters (Ottawa)

*Designates 2023/2024 board member

Dr. Hany Anany (Guelph)



About Me:

Since 2006, I have been engaged in research projects focused on using bacteriophages to enhance food safety. In 2017, I established my own phage research group at Agriculture and Agri-Food Canada, where I lead research on bacteriophage biology, taxonomy, host interaction and applications. My work aims to develop phage-based biocontrol tools and detection methods for foodborne pathogens to enhance food safety from Farm-to-Fork.

To date, I have published 32 peer-reviewed journal articles, seven book chapters, and seven taxonomical proposals for the ICTV's Bacterial Viruses Subcommittee. I also serve as an Associate Editor for *Frontiers in Microbiology* and *Viruses*, and as an Adjunct Professor at the University of Guelph, where I supervise both graduate and undergraduate students. Beyond research, I have organized major scientific conferences and currently serve as Vice President of the International Society for Viruses of Microbes (ISVM) and Treasurer for the Canadian Society

I envision PhageCanada becoming the leading voice for phage researchers in Canada, advocating for the growth of the field and fostering collaboration across academia, industry, and government. A key goal is to advance the application of phages in Canada, particularly in agriculture, environmental management, and healthcare. PhageCanada can play a pivotal role in facilitating the approval process for phage-based commercial products, bridging the gap between innovative research and practical applications. As a dedicated member of the Canadian phage community and PhageCanada, I aim to support initiatives that promote resource-sharing, mentorship programs, and networking opportunities for early-career researchers. Strengthening PhageCanada's international connections is another priority. I would work to establish partnerships with organizations such as ISVM, where I currently serve as Vice President, and the Phagebiotics Research Foundation. By aligning with global initiatives and organizing international events like Virus of Microbes meetings and Evergreen Phage Meetings in Canada, we can elevate the global presence of Canadian phage research. In collaboration with Dr. Greg German and with the support of several Canadian phage researchers and PhageCanada, we plan to submit a bid to host VoM 2028 in Canada.

By fostering innovation, inclusivity, and advocacy, I hope to help PhageCanada grow into a leading society for phage researchers and practitioners, driving advancements and enabling impactful applications across Canada and beyond.



Dr. Jonathan Dennis (Edmonton)

- Phage Canada seeks to advance the study of bacteriophages in all aspects, and to facilitate the interchange of ideas between phage biologists, in order to address microbiological problems affecting health, the environment, climate, and food & agriculture. By connecting Canadian knowledge and expertise for worldwide impact, we will advance an understanding of phage biology, and champion the contributions made by our members and their work in addressing global challenges.

Professor Faculty of Science –
Biological Sciences
University of Alberta

Link to bio:
<https://apps.ualberta.ca/directory/person/dennisj>



Dr. Greg German (Maple)

Phage Canada has so much potential to unite and energize the Canadian community from bench to bedside. Canada with its breadth of phage knowledge, its three ocean geography, its linkages to cultures and health systems, its focus on sustainability and innovation will train and prepare the leaders of tomorrow. Phage Canada with its focus on phage science and therapeutics across one health domains is already a dynamic force for global health.

Professor of Bacteriophage Therapy Research and Innovation, Associate Professor Laboratory Medicine and Pathobiology, University of Toronto

Global clinical phage rounds, Chair

Link to bio:

<https://imp.utoronto.ca/faculty/greg-german>

While serving as the Clinical Director for Phage Canada and as an international ambassador in my multiple roles nationally and internationally I recognize we have a clear need and only finite resources to study, innovate, and actualize phage technology. Thank you for your support!



Associate Professor
Farncombe Family
Chair in Phage Biology
Farncombe Family
Digestive Health
Research Institute
McMaster University,

Link to bio:

<https://farncombephage.org/dr-alexander-p-hynes>

Dr. Alexander Hynes (Hamilton)

Alexander Hynes is a basic scientist who launched Phage Canada through a series of symposia in 2020. He had two main reasons; combatting a perception that there were very few phage researchers in Canada, and ensuring trainees had ways of sharing their work and connecting with peers at a time where regular conferences were denied them. He later co-founded it as a formal NPO, and his interest remains as it was in 2020; ensuring the community is connected - with all the benefits that entails. His main goals are to ensure the sustainability of the organization, so that it can outlast him - and increasing outreach, trying to expand membership to regions, professions, and populations currently underrepresented.



Professor, Department of Biochemistry
Canada Research Chair in
Bacteriophage Biology and Therapeutics
Director of Research, Temerty Faculty
of Medicine
University of Toronto

http://individual.utoronto.ca/maxwell_lab/

Dr. Karen Maxwell (Toronto)

I am committed to bringing together the Canadian phage community from bench to bedside. By fostering interactions and collaborations among researchers, clinicians, and other innovators, Phage Canada is uniquely positioned to tackle pressing challenges impacting health care, food systems, and the environment within a One Health framework. With Canada's extensive phage expertise and strong global connections, we have the opportunity to cultivate the next generation of leaders while advancing groundbreaking innovations in phage science and therapeutics. My vision is to position Canada as a global leader in phage therapy innovation, broaden access for underrepresented communities, and create a lasting, transformative impact on global health.



Dr. Sylvain Moineau (Quebec City)

I am committed to advancing phage research both in Canada and internationally, while also exploring opportunities to connect Phage Canada with other global phage networks. Additionally, I aim to highlight the significance of maintaining and promoting phage collections.

Sylvain Moineau O.C., O.Q., Ph.D., MSRC

Professeur titulaire

Chaire de recherche du Canada sur les bactériophages

Curateur du Centre de référence pour virus bactériens Félix d'Hérelle

Directeur du certificat en biotechnologie

Département de biochimie, de microbiologie et de bio-informatique

Faculté des sciences et de génie

Université Laval

Web: <http://www.moineau.bcm.ulaval.ca>

Phage collection: <http://www.phage.ulaval.ca/>

Dr. Danielle Peters (Ottawa)



Research Officer at the
National Research Council
Human Health and
Therapeutics

Danielle is an accomplished microbiologist specializing in bacteriophage research and antimicrobial resistance. She earned her Ph.D. in Microbiology and Biotechnology from the University of Alberta in 2019, publishing six peer-reviewed articles on bacteriophages targeting pathogens such as *Stenotrophomonas maltophilia* and the *Burkholderia cepacia* complex. During her graduate studies, Danielle trained 11 students and received 17 academic awards, including the Governor General's Academic Gold Medal.

In 2021, Danielle joined the Human Health Therapeutics Research Centre at the National Research Council of Canada to lead the development of phage-based therapeutics for drug-resistant bacteria. In this role, she has mentored eight highly qualified personnel, published five peer-reviewed articles, and secured funding to advance the engineering and bioanalytics of phage-based therapeutics. Currently, Danielle leads a team of technical officers, a postdoctoral fellow, and students while collaborating with industry and academia. Her research focuses on bacteriophages targeting *Acinetobacter baumannii*, *Pseudomonas aeruginosa*, and *Escherichia coli*.

Danielle envisions Phage Canada as a catalyst for expanding phage-focused research across the nation and advancing phage therapeutics within a One Health framework. Her goal is to position Canada as a global leader in phage therapy innovation.