
**CANADIAN PSYCHIATRIC ASSOCIATION
ASSOCIATION DES PSYCHIATRES DU CANADA**

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

**CANADIAN PSYCHIATRIC ASSOCIATION
ASSOCIATION DES PSYCHIATRES DU CANADA
(the "Corporation")**

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A By-law relating generally to the conduct of the affairs of

CANADIAN PSYCHIATRIC ASSOCIATION ASSOCIATION DES PSYCHIATRES DU CANADA (the "Corporation")

WHEREAS the Corporation was incorporated under *The Companies Act*, 1954 by Letters Patent dated the 1st day of June, 1951;

AND WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 19th day of November, 1963, the 8th day of September, 1971 and the 23rd day of February, 1994;

AND WHEREAS the Corporation has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Corporation to take effect in accordance with section 10.01 as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation.
- (g) "Officer" means an officer of the Corporation.
- (h) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.07 of this by-law.
- (i) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

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- (j) "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
 - (k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
 - (l) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- (e) In the operation of the Corporation, equal recognition shall be given to Canada's two official languages. Both the English and French versions of these By-Laws are official, if both versions exist. However, for purposes of interpretation in the case of a dispute, the English version of the By-Laws shall prevail.

SECTION II **FINANCIAL AND OTHER MATTERS**

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of May in each year.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may:

- (a) give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail; or
- (b) give notice to the Members stating that such documents are available electronically through a generally accessible electronic source, such as a website.

2.05 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province specified in the Articles. A Special Resolution of the Members is required in order to authorize an amendment to the Articles to change the province in which the registered office of the Corporation is situated.

2.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one (1) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.07 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III **MEMBERS**

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be limited to individuals who wish to further the purposes of the Corporation and who meet the conditions for membership in one of the categories for membership referred to below. Membership shall be divided into categories of membership for the purpose of assessing applicable membership fees, as more particularly described in this By-law and in the Corporation's Operating Policies.

Membership categories shall be Active, Life, Members-in-training (MIT), and Honorary Members as follows:

(i) Active Members:

Membership in this category is available to physicians who have received and continue to hold certification of fellowship in psychiatry from the Royal College of Physicians and Surgeons of Canada, or by a provincial college in the province in which they practice, or hold such other specialist qualifications in psychiatry as shall be acceptable to the Board.

(ii) Life Members:

Membership in this category is available to those Members in the Active category who have reached the age of seventy (70) and have been Active Members of the Corporation for the previous consecutive thirty (30) years. In special circumstances, the Membership Committee may recommend to the Board membership in the Life category for those who do not otherwise qualify under the above criteria.

(iii) Members-in-training:

Membership in this category is available to those physicians who are registered in an approved Canadian postgraduate training program in psychiatry. They may apply to become Members in the Members-in-training category and remain such, as long as they are registered in such a training program. Members-in-training who go on to further fellowship training, may extend their Member-in-training status by one year upon application and providing documentation of being enrolled in such a training program.

(iv) Honorary Members:

Honorary Members are individuals upon whom the Corporation wishes to bestow special recognition. There shall be no more than twelve (12) Honorary Members at any one time. Honorary members must also be eligible members of the Association, that is, either Active, Life or MIT

3.02 Affiliates

The Corporation may approve categories of Affiliates such as Associate, Affiliate, Inactive, International, International Resident, Honorary, and Medical Student, and other categories as may be set forth in the Operating Policies. For greater certainty, Affiliates are not Members of the Corporation for purposes of the Act. Upon payment of the appropriate fee, all non-Members shall have the privileges set out in the Operating Policies.

3.03 Membership Rights and being in Good Standing

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members. A Member must be in "good standing" in order to vote at meetings of the Members. A Member shall be considered to be in good standing if the Member:

- (a) became a Member of the Corporation at least thirty (30) days before the meeting of Members;
- (b) has paid his/her annual membership fees to the Corporation within three (3) months after their due date; and

(c) is not in the course of disciplinary action pursuant to section 3.08.

3.04 Transfer of Membership

A membership may only be transferred to the Corporation.

3.05 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the Board Chair in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.08;
- (e) the Member's term of membership expires, if any; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

3.06 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the member, including any right in the property of the Corporation, automatically cease to exist.

3.07 Membership Fees

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within three (3) calendar months of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation.

3.08 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Corporation, the Board Chair shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Board Chair in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Board Chair, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

SECTION IV **MEETINGS OF MEMBERS**

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

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. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery 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; or

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- (b) by telephonic, electronic or other communication facility 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.

Where the Corporation provides notice electronically as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.13.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 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, the Officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the Board Chair or the current President of the Board if the Board Chair is absent or unable to act. In the event that the Board Chair and the President of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be fifty (50) Members. 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. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

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- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
 - (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
 - (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.14 Resolution in Lieu of Meeting

A resolution in writing and 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, unless a

written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Corporation or its affiliates.

5.03 Board Composition

The Board of Directors of the Corporation shall consist of the following:

- (a) a Director from each province recognized by the Corporation
- (b) two (2) Directors-in-training;
- (c) one (1) Director who is an early career psychiatrist; and
- (d) one (1) Director from each Academy that has achieved subspecialty status with the Royal College of Physicians and Surgeons of Canada.

5.04 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Corporation. No person who has been declared by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director.

5.05 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required. Every election of Directors shall be carried out with reference to the report of the nominating committee and shall be in conformity with the requirements as to Board composition set forth in section 5.03.
- (b) The terms of office of Directors shall be three (3) years or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

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- (d) Unless a Director has been appointed as an Officer, Directors shall only be eligible for re-election for two (2) consecutive three (3) year terms for a maximum of six (6) consecutive years
 - (e) The Board shall establish a nominating committee, the details of which shall be set forth in the Operating Policies. The nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

5.06 Appointment of Directors

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors (the "appointed Directors") to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

5.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.04, as determined in the sole discretion of the Board. Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

5.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.09 Removal

The Members may, by Ordinary Resolution, passed at a 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.

5.10 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.11 Delegation to Managing Director or Executive Committee

Subject to the Act, the Board may appoint a director as a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.12 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members. The terms of reference and procedures relating to such committees shall be set forth in the Operating Policies.

5.13 Conflict of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

5.14 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.15 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

The Corporation may purchase and maintain insurance for the benefit of any present or past Director or Officer of any other person acting on behalf of the Corporation against any liability incurred by such person:

- i) in his capacity as a Director, Officer or agent except where the liability related to his failure to act honestly and in good faith with a view to the best interest of the Corporation, or
- ii) in his capacity as a Director or Officer of another body corporate where he acts or acted in that capacity at the Corporation's requirement, except where the liability related to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

5.16 Remuneration of Directors

Subject to the Articles and the By-laws, the Board may, by Special Resolution, fix the reasonable remuneration of Directors of the Corporation. Directors may be reimbursed for reasonable

expenses incurred in performing their duties and shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

5.17 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

SECTION VI
MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Board Chair or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 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 section 8.01 of this By-law to every Director of the Corporation not less than 48 hours 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. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 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 forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications 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. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors determined in accordance with section 5.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question shall fail.

6.08 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent to the Board Chair by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

6.09 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Board Chair by registered mail or delivers it to the registered office of the Corporation.

6.10 Resolutions in Writing

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

SECTION VII OFFICERS

7.01 Appointment and Election

The Board may designate the offices of the Corporation, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. With the exception of the Board Chair, Secretary-Treasurer and the Chief Executive Officer, the Members shall elect the Officers of the Corporation. A Director may be elected to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Board Chair** - The Board Chair shall not be a Director. The Board Chair shall, when present, preside at all meetings of the Board and of the Members. If the Board Chair is absent or is unable or refuses to act, the President, if any, shall, when present, preside at all meetings of the Board and of the Members.
- (b) **President** - The President shall be a Director. If the Board Chair is absent or is unable or refuses to act, the President shall, when present, preside at all meetings of the Board and of the Members.
- (c) **President-Elect** – The President-Elect shall be a Director. His or her term of office shall begin one year prior to his or her term as President. The Board shall delegate duties to the President-Elect or they may be set forth in the Operating Policies.
- (d) **Past-President** – The immediate Past President shall be a Director. His or her term of office shall begin at the conclusion of his or her term as President. Normally he or she shall be appointed chair of the Nominating Committee during his/her term of office. The Board shall delegate duties to the Past-President or they may be set forth in the Operating Policies.
- (e) **Secretary-Treasurer** - The Secretary-Treasurer shall be a Director. The Secretary-Treasurer shall attend and be the Secretary-Treasurer of all meetings of the Board and Members. The Secretary-Treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary-Treasurer shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the Secretary-Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

The Secretary-Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Secretary-Treasurer shall render to the Board an account of all such person's transactions as Secretary-Treasurer and of the financial position of the Corporation.
- (f) **Chief Executive Officer** - The Chief Executive Officer, if one is appointed, shall supervise the day to day operations and administration of the Corporation. The Board may delegate

to the Chief Executive Officer the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Chief Executive Officer shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair 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.

7.03 Term of Office

With the exception of the Board Chair, Secretary-Treasurer and Chief Executive Officer, Officers shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. The Board Chair and Secretary-Treasurer will hold the position for a three (3) year term and can serve two (2) consecutive terms. The Chief Executive Officer's term, by resolution of the Board of Directors, shall be subject to terms and conditions of employment.

7.04 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 Corporation. 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 this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII **NOTICES**

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or

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- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (d) if provided in the form of an electronic document in accordance with the Act.

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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary-Treasurer 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-Treasurer to be reliable. The declaration by the Secretary-Treasurer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

8.04 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 Corporation 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.

8.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant 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 except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

8.06 Invalidity of any Provisions of this By-law

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

SECTION IX
ARTICLES AND BY-LAWS

9.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Articles and section 9.04 of this By-law, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special 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.

9.04 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)

A Special Resolution of the Members is required to make any amendment to the Articles or the By-laws of the Corporation with respect to the matters listed in Subsection 197(1) of the Act. A By-law made, amended or repealed under Subsection 197(1) is effective from the date of the Special Resolution of Members confirming such By-law, amendment or repeal and need not be submitted to the Board for approval.

SECTION X
EFFECTIVE DATE

10.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation this 25th day of September, 2014.

Donald Addington
Chair

Fiona McGregor
Secretary-Treasurer

APPROVED by the Members of the Corporation this 25th day of September, 2014.

Fiona McGregor
Secretary-Treasurer

AMENDED by the Directors of the Corporation this 30th day of August, 2016.

Pamela Forsythe
Chair

Fiona McGregor
Secretary-Treasurer

APPROVED by the Members of the Corporation this 23rd day of September, 2016.

Fiona McGregor
Secretary-Treasurer