

**BY-LAW NO. 1**

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

**CANADIAN PAEDIATRIC SOCIETY**

**SOCIÉTÉ CANADIENNE DE PÉDIATRIE**

Approved by the CPS Board of Directors

June 23, 2014

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**CANADIAN PAEDIATRIC SOCIETY**  
**SOCIÉTÉ CANADIENNE DE PÉDIATRIE**  
(the “**Society**”)

BE IT ENACTED as a By-law of the Society as follows:

### **ARTICLE 1** **INTERPRETATION**

**1.1 Definitions.** In this By-law and all other By-laws and resolutions of the Society, unless the context otherwise requires:

- (a) “**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;
- (b) “**Appointed Director**” means a Director of the Society appointed in accordance with Subsection 5.4(d) of the By-laws;
- (c) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (d) “**Associate Member**” has the meaning ascribed to it in Subsection 3.3(c) of the By-laws;
- (e) “**Board**” means the Board of Directors of the Society;
- (f) “**By-laws**” means this By-law and all other By-laws of the Society as amended and which are, from time to time, in force and effect;
- (g) “**Director**” means a member of the Board and includes a Fellow Director, the Vice-President, the President-Elect, the President, the Past-President, a Resident Director and an Appointed Director;
- (h) “**Fellow Director**” means a Director of the Society elected in accordance with Subsection 5.4(a) of the By-laws;
- (i) “**Fellow Member**” has the meaning ascribed to it in Subsection 3.3(a) of the By-laws;

- (j) “**Honorary Member**” has the meaning ascribed to it in Subsection 3.3(d) of the By-laws;
- (k) “**Meeting of Members**” includes an annual meeting of Members and a special meeting of Members;
- (l) “**Members**” means Fellow Members, Resident Members, Associate Members and Honorary Members;
- (m) “**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (n) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (o) “**Resident Director**” means a Director of the Society elected in accordance with Subsection 5.4(c) of the By-laws;
- (p) “**Resident Member**” has the meaning ascribed to it in Subsection 3.3(b) of the By-laws;
- (q) “**Special Business**” shall have the meaning ascribed to it in Paragraph 4.2(b)(iv) of this By-law;
- (r) “**Special Meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members; and
- (s) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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

- (a) except where specifically defined in the By-law, words, terms and expressions appearing in this By-law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated Society or organization; and
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

**ARTICLE 2**  
**GENERAL**

- 2.1 Registered Office.** The registered office of the Society shall be situated in the City of Ottawa, in the province of Ontario, or, subject to the Act, such other place as the Board may determine by resolution from time to time.
- 2.2 Corporate Seal.** The Society may adopt a corporate seal, which shall be in the form approved from time to time by the Board.
- 2.3 Public Accountant and Financial Year**
- (a) Subject to the By-laws, the Members shall appoint the public accountant yearly in accordance with Paragraph 4.2(b)(iii) of this By-law.
  - (b) The Board shall fix the remuneration of the public accountant.
  - (c) The financial year of the Society shall end on December 31<sup>st</sup> of each year or on such other date as the Board may from time to time determine by Ordinary Resolution.
- 2.4 Execution of Documents.**
- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by:
    - (i) the Executive Director or his or her designate, together with any one (1) Director; or
    - (ii) any two (2) Directors.
  - (b) The Board may also 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 to the document.
- 2.5 Banking.** The banking business of the Society 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 by resolution. The banking business or any part of it shall be transacted by one or more officers of the Society and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 2.6 Annual Financial Statements.** The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, give notice in the manner referred to in Section 4.4 of this By-law to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any Member

may, on request, obtain a copy of such documents free of charge at the registered office or by prepaid mail.

- 2.7 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.

### **ARTICLE 3** **MEMBERS**

- 3.1 Membership Transition:** Upon the coming into force of these By-laws:

- (a) individuals who were known as “Fellows”, “Emeritus Members” and “Life Members” shall become “Fellow Members”;
- (b) individuals who were known as “Resident Members” shall continue as “Resident Members”;
- (c) individuals who were known as “Corresponding Fellows”, “Associate Physician Members”, “Associate Health Care Professionals”, “Associate Medical Students” and “American Academy Members” shall become “Associate Members”;
- (d) individuals who were known as “Honorary Members” shall continue as “Honorary Members”;

subject to, and as further described in, Sections 3.2 and 3.3 of these By-laws.

- 3.2 Membership Classes.** The Society is authorized to establish four (4) classes of membership, namely Fellow Members, Resident Members, Associate Members and Honorary Members.

- 3.3 Membership Eligibility.** Membership in the Society shall be available to those individuals who are interested in furthering the purposes of the Society and whose application for admission and eligibility as a Member in one of the following classes has received the approval of the Board. Eligibility is reviewed annually.

- (a) Fellow Members: Fellow Members shall consist of the following individuals:
  - (i) Full Fellows: Paediatricians or Paediatric Subspecialists with Canadian or American certification or equivalent international certification and a valid license to practise paediatrics, or the relevant subspecialty, in Canada shall be eligible as Full Fellows.
  - (ii) Emeritus Fellows: Any Fellow Member (in good standing) who has reached the age of 65 years and who has been a Member for twenty (20) years shall be eligible as an Emeritus Fellow. Emeritus status is also available to Fellow Members at any age for reasons of exigencies of health or other circumstances; the Membership Subcommittee, or such other

committee as the Executive Committee shall designate, will consider and approve such requests.

- (iii) **Life Members:** Members of the Society who, by reason of meritorious services to the Society, are eligible for nomination as Life Members.
- (b) **Resident Members:** Graduate physicians engaged in postgraduate training in paediatrics shall be eligible to be Resident Members.
- (c) **Associate Members:** Associate Members shall consist of the following individuals:
  - (i) **Associate Physician, Surgeon and Dentist Members:** Physicians, surgeons and dentists with Canadian certification other than paediatrics and who have a valid license to practise in Canada shall be eligible as Associate Physician, Surgeon and Dentist Members.
  - (ii) **Corresponding Fellows:** Paediatricians who are currently not working as paediatricians in Canada, who have been certified in paediatrics by a certifying body that is not Canadian or American, shall be eligible as Corresponding Fellows.
  - (iii) **American Academy Members:** Paediatricians with American Board of Pediatrics certification who are members of the American Academy of Pediatrics, practising outside Canada shall be eligible as American Academy Members.
  - (iv) **Associate Health Care Professionals:** Certified health care professionals, working in Canada, who are members of a provincial/territorial regulated health profession and residents in programs other than paediatrics shall be eligible as Associate Health Care Professionals.
  - (v) **Associate Medical Students:** Students enrolled in an accredited medical school shall be eligible as Associate Medical Students.
  - (vi) **Residents from non-paediatric programs** shall be eligible to be Associate Members.
- (d) **Honorary Members:** Eminent individuals in any field who support the mission of the Society and have made significant contributions to advancing the health of children and youth by nurturing excellence in health care, advocacy, education or research, shall be eligible for nomination as Honorary Members.

### **3.4 Rights and Restrictions – Fellow Members.**

- (a) Subject to these By-laws and the Articles, the Fellow Members shall be entitled to receive notice of and to attend all meetings of the Members and each Fellow

Member shall have one (1) vote at each such meeting, except for meetings at which only Members of another class are entitled to vote separately as a class.

- (b) The Fellow Members shall not be entitled:
  - (i) to vote separately as a class on an amendment, or proposal to make an amendment, to:
    - (A) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
    - (B) create a new class of members having rights equal or superior to those of the Fellow Members.

### **3.5 Rights and Restrictions – Resident Members.**

- (a) Subject to these By-laws and the Articles, the Resident Members shall be entitled to receive notice of and to attend all meetings of the Members and each Resident Member shall have one (1) vote at each such meeting, except for meetings at which only Members of another class are entitled to vote separately as a class.
- (b) The Resident Members shall not be entitled:
  - (i) to vote separately as a class on an amendment, or proposal to make an amendment, to:
    - (A) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
    - (B) create a new class of members having rights equal or superior to those of the Resident Members.

### **3.6 Rights and Restrictions – Associate Members.**

- (a) Subject to these By-laws and the Articles, the Associate Members:
  - (i) are entitled to Society services and privileges as determined by the Board;
  - (ii) may serve on committees of the Society as determined by the Board, but are not eligible to hold elective office in the Society as a Director or an officer; and
  - (iii) have the right to receive notice of and attend Meetings of Members, but do not have the right to vote thereat.
- (b) The Associate Members shall not be entitled:
  - (i) to vote separately as a class on an amendment, or proposal to make an amendment, to:

- (A) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
- (B) create a new class of members having rights equal or superior to those of the Associate Members.

### **3.7 Rights and Restrictions – Honorary Members.**

- (a) Subject to these By-laws and the Articles, the Honorary Members:
  - (i) are entitled to Society services and privileges as determined by the Board;
  - (ii) may serve on committees of the Society as determined by the Board, but are not eligible to hold elective office in the Society as a Director or an officer; and
  - (iii) have the right to receive notice of and attend Meetings of Members, but do not have the right to vote thereat.
- (b) The Honorary Members shall not be entitled:
  - (i) to vote separately as a class on an amendment, or proposal to make an amendment, to:
    - (A) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
    - (B) create a new class of members having rights equal or superior to those of the Honorary Members.

**3.8 Membership Application.** Applications for membership shall be submitted to the Society with the required fees and supporting documentation as required by the appropriate membership class.

### **3.9 Membership Dues**

- (a) The Board may require Members to make an annual contribution or pay annual dues, which shall be subject to approval by the Members at the annual meeting of Members. The Board may determine the manner in which the contribution is to be made or the dues are to be paid.
- (b) In the event that membership dues are levied, Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of receiving final notice, the Members in default shall thereupon cease to be Members of the Society.

**3.10 Transferability of Membership.** The interest of a Member in the Society is not transferable.

### **3.11 Termination of Membership.**

- (a) Subject to the Articles and Section 3.13 of this By-law, the rights of a Member lapse and cease to exist when the Member's membership terminates for any of the following reasons:
  - (i) the Member dies or, in the case of a corporation, is dissolved;
  - (ii) the Member withdraws or resigns from the Society in accordance with Section 3.12;
  - (iii) the Member is removed in accordance with Section 3.13 below or the Member's membership is otherwise terminated in accordance with the By-laws;
  - (iv) the Member's license to practice medicine or practice in another health profession is revoked, where such license is a requirement in order to be eligible for membership in the class in which the individual is a Member;
  - (v) in the case of a Resident Member, it has been one (1) year since such Resident Member's certification in paediatrics or completion of subspecialty training or a postgraduate education program;
  - (vi) in the case of an Associate Medical Student, such student has completed or exited his or her university program;
  - (vii) the Member's term of membership, if any, expires; or
  - (viii) the Society is liquidated or dissolved pursuant to the Act.

### **3.12 Withdrawal.**

- (a) Any Member may withdraw from the Society by delivering a written resignation to the Society.
- (b) A withdrawal shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later, provided that in either case the withdrawing Member shall remain liable for the obligations set out in Section 3.14 below.

### **3.13 Discipline of Members.**

- (a) The Board shall have the authority to suspend or terminate any Member for any one or more of the following grounds:
  - (i) violating any provision of the Articles, By-laws, or written policies of the Society;

- (ii) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion;
  - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.
- (b) In the event that the Board determines that a Member should be suspended or removed from membership in the Society, the President shall provide twenty (20) days' notice of suspension or expulsion to such Member and shall provide reasons for the proposed suspension or expulsion.
- (c) The Member may make written submissions to the President in response to the notice received within such twenty (20) day period.
- (d) In the event that no written submissions are received by the President, the President may notify the Member that the Member is suspended or terminated from membership in the Society. If 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.
- (e) The Board's decision shall be final and binding on the Member, without any further right of appeal.

**3.14 Effect of Termination:** A Member whose membership has been or will be terminated for any reason set out in Section 3.11 above or suspended in accordance with Section 3.13 above:

- (a) shall pay to the Society, on or before the date on which the termination takes effect, all dues payable to the Society levied up to the effective date of the termination, if any; and
- (b) shall not be entitled to vote at any Meeting of the Members that takes place on or after the date on which the termination takes effect.

#### **ARTICLE 4**

#### **MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** Meetings of Members shall be held at the head office of the Society or at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada, and, subject to Section 4.2, on such day or days and at such time or times as the Board shall appoint.

## 4.2 Annual Meetings.

- (a) The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Society's preceding financial year.
- (b) The Board shall call an annual meeting of Members for the purpose of:
  - (i) considering the financial statements and reports of the Society required by the Act to be presented at the meeting;
  - (ii) electing Directors;
  - (iii) appointing a public accountant, if required under Part 12 of the Act; and
  - (iv) conducting other business ("**Special Business**"), if any, provided that the requirements of Subsection 4.4(c) have been complied with.

## 4.3 Special Meetings.

- (a) The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act on written requisition of Members carrying not less than five per cent (5%) of the voting rights.
- (b) If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition referred to in Subsection 4.3(a), any Member who signed the requisition may call the meeting.

## 4.4 Notice of Meetings.

- (a) Notice of the time and place of a Meeting of Members shall be sent to the following:
  - (i) to each Member entitled to vote at the meeting;
  - (ii) to the public accountant of the Society; and
  - (iii) to such other persons entitled to attend a Meeting of Members and receive notice thereof in accordance with the By-laws.
- (b) Notice of the time and place of a Meeting of Members shall be given to each of the persons set out in Subsection 4.4(a) by the following means:
  - (i) by mail, courier or personal delivery, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- (ii) by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (c) Notice of a Meeting of Members at which Special Business is to be transacted shall:
  - (i) state the nature of the Special Business in sufficient detail to permit the Members entitled to vote at such meeting to form a reasoned judgment on the business to be transacted; and
  - (ii) provide the text of any Special Resolution or By-law to be submitted to the meeting.
- (d) Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

**4.5 Waiving Notice.** A person entitled to notice of 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.

**4.6 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 Society and such other persons who are entitled or required under any provision of the Act or By-laws of the Society to be present at the meeting. Any other person may be admitted with the consent of the Society.

**4.7 Chair of the Meeting.** In the event that the President, President-Elect, Vice-President and Past-President are absent, the Members who are present and entitled to vote at the meeting shall choose another Director to chair the meeting, and if no Director is present or if all the Directors present decline to chair the meeting, then the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**4.8 Quorum:**

- (a) A quorum at any Meeting of the Members shall be thirty (30) Fellow Members entitled to vote at the meeting, who are present in person or deemed to be present in person in accordance with Subsection 4.9(b) below.

- (b) No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **4.9 Participation at Meetings by Telephone or Electronic Means.**

- (a) Any person entitled to attend a Meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility.
- (b) A person participating in the meeting by any such means shall be deemed present at that meeting.
- (c) A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how a particular Member or group of Members voted.

**4.10 Meeting Held by Electronic Means.** If the Directors or Members call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**4.11 Adjournment:** The chair may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**4.12 Votes to Govern:** Subject to the Act and the By-laws, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to the vote to which the chair may be otherwise entitled.

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

**4.14 Ballots:** For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member entitled to vote may demand a ballot. If at any meeting a ballot is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a ballot is demanded on any other question or as to the election of Directors, the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

**4.15 Resolution in Lieu of Meeting.**

- (a) Subject to Subsection 4.15(b):
  - (i) a resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of Members; and
  - (ii) a resolution in writing dealing with all matters required by the Act to be dealt with at a Meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that Meeting of Members.
- (b) A resolution of Members in lieu of a meeting shall not be permitted where a Director or the public accountant of the Society submits a written statement that is required to be considered at a Meeting of Members in accordance with subsections 131(1) or 187(4) of the Act.
- (c) A copy of every resolution referred to in Subsection 4.15(a) above shall be kept with the minutes of Meetings of Members.

**ARTICLE 5**  
**DIRECTORS**

**5.1 Duty to Supervise Management.** Subject to the Act and the Articles, the Board shall supervise the management of the activities and affairs of the Society.

**5.2 Number.** The Board shall be comprised of a minimum of seventeen (17) and a maximum of twenty-two (22) Directors. The precise number of Directors shall be determined from time to time by Ordinary Resolution of the Board, provided that the Members have delegated such power to the Board.

**5.3 Board Composition:** The Board shall be comprised of the following Directors:

- (a) eleven (11) Fellow Directors;
- (b) the Vice-President;

- (c) the President-Elect;
- (d) the President;
- (e) the Past-President;
- (f) two (2) Resident Directors; and
- (g) up to five (5) Appointed Directors.

#### **5.4 Election of Directors.**

- (a) Fellow Directors. Eleven (11) Directors, who may be known as “Fellow Directors”, shall be elected from among the Fellow Members by the Fellow Members and Resident Members at the annual meeting of Members on the basis of nominations put forward in accordance with the Society’s nominations policy, as follows:
  - (i) Two (2) Directors residing in the province of Quebec shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province;
  - (ii) Two (2) Directors residing in the province of Ontario shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province;
  - (iii) One (1) Director residing in the province of British Columbia or the Yukon shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in those provinces;
  - (iv) One (1) Director residing in the province of Alberta or in the Northwest Territories shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province or territory;
  - (v) One (1) Director residing in the province of Saskatchewan shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province;
  - (vi) One (1) Director residing in the province of Manitoba or in Nunavut shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province or territory;

- (vii) One (1) Director residing in the province of New Brunswick or Prince Edward Island shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in those provinces;
  - (viii) One (1) Director residing in the province of Nova Scotia shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province;
  - (ix) One (1) Director residing in the province of Newfoundland and Labrador shall be elected from the list of nominees put forward by Fellow Members (and such other Members as may be set out in the nominations policy) residing in that province.
- (b) Vice-President, President-Elect, President, Past-President.
- (i) One (1) Director shall be elected from among the Fellow Members by the Fellow Members and Resident Members at the annual meeting of Members to serve as Vice-President. Such Director shall be elected from a list of nominees put forward in accordance with the Society's nominations policy.
  - (ii) One (1) Director shall be elected from among the Fellow Members by the Fellow Members and Resident Members at the annual meeting of Members to serve as President-Elect. Such Director shall be elected from a list of nominees put forward in accordance with the Society's nominations policy.
  - (iii) One (1) Director shall be elected from among the Fellow Members by the Fellow Members and Resident Members at the annual meeting of Members to serve as President. Such Director shall be elected from a list of nominees put forward in accordance with the Society's nominations policy.
  - (iv) One (1) Director shall be elected from among the Fellow Members by the Fellow Members and Resident Members at the annual meeting of Members to serve as Past-President. Such Director shall be elected from a list of nominees put forward in accordance with the Society's nominations policy.
- (c) Resident Directors. Two (2) Directors, who may be known as "Resident Directors", shall be elected from among the Resident Members by the Fellow Members and Resident Members on the basis of nominations put forward in accordance with the Society's nominations policy.
- (d) Appointed Directors. Up to five (5) additional Directors, who may be known as "Appointed Directors", shall be appointed by the Board from among members of

the public in accordance with the Society's nominations policy and Section 5.5 of these By-laws.

**5.5 Appointment.** The Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual general meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual general meeting of Members.

**5.6 Qualifications.**

- (a) The following persons are disqualified from being a Director:
  - (i) anyone who is less than 18 years of age;
  - (ii) anyone who has been declared incapable by a court in Canada or in another country;
  - (iii) a person who is not an individual;
  - (iv) a person who has the status of bankrupt;
  - (v) a person who is not a Member of the Society or who fails to become a Member of the Society within ten (10) days after becoming a Director, as the case may be;
  - (vi) in the case of a Fellow Director, a person who is not among the list of nominees put forward in accordance with Subsection 5.4(a) of these By-laws;
  - (vii) in the case of the Vice-President, a person who is not among the list of nominees put forward in accordance with Paragraph 5.4(b)(i) of these By-laws;
  - (viii) in the case of the President-Elect, a person who is not among the list of nominees put forward in accordance with Paragraph 5.4(b)(ii) of these By-laws;
  - (ix) in the case of the President, a person who is not among the list of nominees put forward in accordance with Paragraph 5.4(b)(iii) of these By-laws;
  - (x) in the case of the Past-President, a person who is not among the list of nominees put forward in accordance with Paragraph 5.4(b)(iv) of these By-laws;

- (xi) in the case of a Resident Director, a person who is not among the list of nominees put forward in accordance with Subsection 5.4(c) of these By-laws; and
- (xii) in the case of an Appointed Director, a person who is not among the list of nominees put forward in accordance with Subsection 5.4(d) of these By-laws

**5.7 Term.** A Director's term of office shall be from the date of the meeting at which the Director is elected until the first annual meeting next following (i.e. 1 year) or until that Director's successor is elected. Directors may be elected for a maximum of six (6) consecutive terms.

**5.8 Consent.** A Director who is elected or appointed must consent to hold office as a Director by any of the following means:

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

**5.9 Vacation of Office.** A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or ceases to meet the qualifications set out in Section 5.6 of this By-law.

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

**5.11 Removal.**

- (a) The Fellow Members and Resident Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director, with the exception of an Appointed Director, from office before the expiration of such Directors' terms and, subject to Subsections 5.13(d), 5.13(e) and 5.13(f) of this By-law, may elect a qualified individual to fill the resulting vacancy and to hold office for the remainder of the term left vacant, failing which such vacancy may, subject to Subsections 5.13(d), 5.13(e) and 5.13(f) of this By-law, be filled by the Board.
- (b) The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Appointed Director from office before the expiration of such

Director's term and, subject to Subsection 5.13(g) of this By-law, may elect a qualified individual to fill the resulting vacancy and to hold office for the remainder of the term left vacant, failing which such vacancy may, subject to Subsection 5.13(g) of this By-law, be filled by the Board.

**5.12 Director's Statement.** A Director is entitled to submit to the Society a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a Meeting of Members is called for that purpose. If a Director submits such a statement, the Society shall, in accordance with Section 131 of the Act, immediately give notice to the Members of the statement and immediately send a copy of the statement to Corporations Canada.

**5.13 Filling Vacancies.**

- (a) Subject to the Act, to Section 5.11, and to Subsections 5.13(d), 5.13(e) and 5.13(f) of this By-law, the Directors, with the exception of the Appointed Directors, may, by Ordinary Resolution, appoint a qualified individual to fill a vacancy occurring in a position held by any Director, with the exception of an Appointed Director, and to hold office for the remainder of the term left vacant, otherwise such vacancy shall be filled at the next annual meeting of Members.
- (b) Subject to the Act, and to Section 5.11, and to Subsection 5.13(g) of this By-law, the Directors may, by Ordinary Resolution, appoint a qualified individual to fill a vacancy occurring in a position held by an Appointed Director and to hold office for the remainder of the term left vacant, otherwise such vacancy shall be filled at the next annual meeting of Members.
- (c) Notwithstanding Subsections 5.13(a) and 5.13(b) of this By-law, if there is not a quorum of Directors or if a vacancy results from either (i) a change to the minimum or maximum number of Directors provided in the Articles or (ii) a failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall call a Special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (d) Any vacancy occurring in a position held by a Fellow Director shall be filled as follows:
  - (i) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(i), only an individual residing in the province of Quebec and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in that province, may be selected to fill the vacancy;
  - (ii) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(ii), only an individual residing in the province of Ontario and put forward by the Fellow Members (and such other Members as may be set

- out in the Society's nominations policy) residing in that province, may be selected to fill the vacancy;
- (iii) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(iii), only an individual residing in the province of British Columbia or the Yukon and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in those provinces, may be selected to fill the vacancy;
  - (iv) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(iv), only an individual residing in the province of Alberta or in the Northwest Territories and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in that province or territory, may be selected to fill the vacancy;
  - (v) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(v), only an individual residing in the province of Saskatchewan and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in that province, may be selected to fill the vacancy;
  - (vi) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(vi), only an individual residing in the province of Manitoba or in Nunavut and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in that province or territory, may be selected to fill the vacancy;
  - (vii) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(vii), only an individual residing in the province of New Brunswick or Prince Edward Island and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in those provinces, may be selected to fill the vacancy;
  - (viii) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(viii), only an individual residing in the province of Nova Scotia and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in that province, may be selected to fill the vacancy;
  - (ix) in the case of a Fellow Director elected in accordance with Paragraph 5.4(a)(ix), only an individual residing in the province of Newfoundland and Labrador and put forward by the Fellow Members (and such other Members as may be set out in the Society's nominations policy) residing in that province, may be selected to fill the vacancy.
- (e) Any vacancies occurring in the positions held by the Vice-President, the President-Elect, the President and the Past-President shall be filled from among

the Fellow Members from a list of nominees put forward in accordance in with the Society's nominations policy.

- (f) Any vacancy occurring in a position held by a Resident Director shall be filled from among the Resident Members on the basis of nominations put forward in accordance with the Society's nominations policy.
- (g) Any vacancy occurring in a position held by an Appointed Director shall be filled from among members of the public in accordance with the Society's nominations policy and Section 5.5 of these By-laws.

**5.14 Remuneration and Expenses.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. The Board may, by Ordinary Resolution, fix the reasonable remuneration of the officers of the Society, if any, except that no officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Director or officer of the Society may be reimbursed for reasonable expenses incurred in performing his or her duties on behalf of the Society in his or her respective capacity as a Director or officer.

**5.15 Borrowing Powers.**

- (a) The Board may, without authorization of the Members:
  - (i) borrow money on the credit of the Society;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
  - (iii) give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
  - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.
- (b) Subject to the Articles and By-laws, the Directors may, by resolution, delegate the powers referred to in Subsection 5.15(a) to a Director, a committee of Directors or an officer.

**ARTICLE 6**  
**COMMITTEES**

**6.1 Executive Committee:**

- (a) The Board shall establish an Executive Committee comprised of such individuals as the Board may from time to time appoint, and delegate to such 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.

- (b) Subject to the By-Laws and any resolution of the Board, the Executive Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (c) Members of the Executive Committee shall serve as such without remuneration, but may be reimbursed for reasonable expenses incurred in performing their duties.

## **6.2 Nominating Committee.**

- (a) The Board shall establish a Nominating Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Nominating Committee shall exercise such powers as are authorized by the Board.
- (c) Subject to the By-Law and any resolution of the Board, the Nominating Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Members of the Nominating Committee shall serve as such without remuneration, but may be reimbursed for reasonable expenses incurred in performing their duties.

**6.3 Other Committees:** The Board may from time to time appoint any other committee or 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 such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. Committee members shall serve as such without remuneration, but may be reimbursed for reasonable expenses incurred in performing their duties.

## **ARTICLE 7**

### **MEETINGS OF DIRECTORS**

**7.1 Place and Frequency of Meetings.** Meetings of the Board may be held at any time and place within or outside of Canada as the Board may determine.

**7.2 Regular Meetings:** The Board may appoint, by Ordinary Resolution, a day or days in any month or months for regular meetings of the Board at a place or hour to be named, provided that the Board shall meet at least two (2) times per financial year. A copy of any resolution of the Board fixing the place and time of 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 meetings except if the purpose of the meeting or the business to be transacted thereat relates to a matter specified in Section 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving

financial statements, amending By-laws and establishing contributions to be paid by Members), in which case a notice setting out the purpose of the meeting or the business to be transacted shall be given in accordance with Section 7.4 of the By-laws.

**7.3 Calling of Meetings.** Meetings of the Board may be called by the President or any two (2) Directors at any time.

**7.4 Notice of Meeting.**

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 11.1 to every Director, and to any other person entitled to receive such notice, not less than forty-eight (48) hours before the time when the meeting is to be held.
- (b) Notice of a meeting of the Board 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.
- (c) Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Section 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving financial statements, amending By-laws and establishing contributions to be paid by Members).

**7.5 Waiver of Notice.** A Director may waive notice of the meeting, and attendance of a Director at the meeting is a waiver of notice of the meeting, except if the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**7.6 First Meeting of New Board.** Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

**7.7 Quorum.** A majority of the number of Directors shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.10, by teleconference and/or by other electronic means.

**7.8 No Alternate Directors.** No person shall act for an absent Director at a meeting of the Board.

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

- 7.10 Participation at Meeting by Telephone or Electronic Means.** A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. The Board shall be responsible for ensuring that the means of communication being used is sufficiently secure given the matters under consideration, determining that a quorum is present and establishing how votes are to be recorded.
- 7.11 Chair of the Meeting.** In the event that the President, President-Elect, Vice-President and Past-President are absent, the Directors who are present shall choose one of their number to chair the meeting.
- 7.12 Votes to Govern:** At all meetings of the Board, each Director shall have one (1) vote and every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 7.13 Show of Hands.** Subject to Section 7.14 of these By-laws, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Directors shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 7.14 Ballots:** For any question proposed for consideration at a meeting of Directors, either before or after a vote by show of hands has been taken, any person entitled to vote at the meeting may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Directors on the question shall be determined by the result of such ballot.

## **ARTICLE 8** **OFFICERS**

### **8.1 Officers**

- (a) The officers of the Society shall include:
- (i) the President;
  - (ii) the President-Elect;
  - (iii) the Vice-President;
  - (iv) the Past-President; and

(v) the Executive Director;

and may include such other officers as the Board may appoint in accordance with Subsection 8.2(f) of this By-law.

## **8.2 Election and Appointment**

- (a) The Vice-President shall be elected by the Fellow Members and Resident Members in accordance with Paragraph 5.4(b)(i) of this By-law.
- (b) The President-Elect shall be elected by the Fellow Members and Resident Members in accordance with Paragraph 5.4(b)(ii) of this By-law.
- (c) The President shall be elected by the Fellow Members and Resident Members in accordance with Paragraph 5.4(b)(iii) of this By-law.
- (d) The Past-President shall be elected by the Fellow Members and Resident Members in accordance with Paragraph 5.4(b)(iv) of this By-law.
- (e) The Executive Director shall be independently retained by the Society as an employee pursuant to Paragraph 8.4(c)(i).
- (f) The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

## **8.3 Term & Removal:**

- (a) The term of office of the Vice-President, President-Elect, President and Past-President shall be in accordance with Subsection 5.7. Such officers shall be subject to removal by Ordinary Resolution of the Board at any time, provided such removal is ratified by an Ordinary Resolution of the Fellow Members and Resident Members.
- (b) Officers appointed by the Board, if any, other than the Executive Director, shall hold office for a term of one (1) year from the date of their appointment or until their successors are appointed. Such officers shall be subject to removal by Ordinary Resolution by the Board at any time, with or without cause.
- (c) The term of office of the Executive Director shall be in accordance with the agreement referenced in Paragraph 8.4(c)(i). The Executive Director may be removed from office in accordance with the agreement referenced in Paragraph 8.4(c)(i) and applicable law.

#### 8.4 Description of Officers.

- (a) All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.
- (b) The duties of the officers shall include:
  - (i) **President:** Subject to the authority of the Board, the President shall, when present, preside at all meetings of the Board, meetings of the committees of Directors, if any, and Meetings of Members. The President shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
  - (ii) **President-Elect:** The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
  - (iii) **Vice-President:** The Vice-President shall, in the absence or disability of the President-Elect, perform the duties and exercise the powers of the President-Elect and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
  - (iv) **Past-President:** The Past-President shall, in the absence or disability of the Vice-President, perform the duties and exercise the powers of the Vice-President and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
- (c) **Executive Director:**
  - (i) The Executive Director shall be retained as an employee of the Society by the Board on such terms as the Board deems appropriate. Such terms and conditions of employment of the Executive Director shall be set out in a written employment agreement entered into between the Executive Director and the Society.
  - (ii) Notwithstanding Paragraph 8.4(c)(i) above, the Executive Director shall be entitled to receive notice of and, subject to being excused by the chair of the meeting, to attend all meetings of the Directors, committees of the Board and Meetings of Members but shall not have the right to vote thereat. The Executive Director shall enter or cause to be entered in the Society's minute book minutes of all proceedings at such meetings. Subject to the authority of the Board, the Executive Director shall be responsible for the general and active administration, organization and management of the affairs of the Society and to employ and discharge

agents and employees of the Society. The Executive Director shall give, or cause to be given, notices to Members, Directors, the public accountant, members of committees and any other person entitled to receive such notices. The Executive Director shall be the custodian of the corporate seal the custodian of all books, papers, records, documents and other instruments belonging to the Society. The Executive Director shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

#### **8.5 Vacancy in Office:**

- (a) Unless removed in accordance with Section 8.3, an officer shall hold office until the earlier of:
  - (i) the expiration of the officer's term;
  - (ii) the officer's successor being appointed;
  - (iii) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Executive Director or at the time specified in the resignation, whichever is later;
  - (iv) such officer ceasing to be a Director (if a necessary qualification of appointment); or
  - (v) such officer's death.
- (b) Vacancy in office of President, President-Elect, Vice-President or Past-President. If the office of any officer listed in Paragraphs 8.1(a)(i) to 8.1(a)(iv) of this By-law becomes vacant, the vacancy shall be filled in the manner set out in Subsection 5.13(e).
- (c) Other vacancies. If the office of an officer appointed in accordance with Subsection 8.2(f) becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

**8.6 Remuneration of Officers.** The remuneration of any officer appointed by the Board shall be determined in accordance with Section 5.14.

**8.7 Delegation of Duties of Officers.** In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, and subject to the Act, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

**ARTICLE 9**  
**CONFLICT OF INTEREST**

**9.1 Disclosure of Interest:** A Director or an officer of the Society shall disclose to the Society, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, 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 Society, if the Director or officer

- (a) is a party to the contract or transaction;
- (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

**9.2 Time of Disclosure for Director:** The disclosure required by Section 9.1 shall be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in Subsection 9.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

**9.3 Time of Disclosure for Officer:** The disclosure required by Section 9.1 shall be made, in the case of an officer who is not a Director,

- (a) immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

**9.4 Time of Disclosure for Director or Officer:** If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the

Society's activities, would not require approval by the Directors or Members, a Director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Society, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

**9.5 Voting:** A Director required to make a disclosure under Section 9.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

- (a) relates primarily to the Director's remuneration as a Director, an officer, an employee, an agent or other legal representative of the Society or an affiliate;
- (b) is for indemnity or insurance under Section 151 of the Act; or
- (c) is with an affiliate.

**9.6 Continuing Disclosure Section:** For the purposes of this Article 9, a general notice to the Directors declaring that a Director or an officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or officer is a Director or an officer, or acting in a similar capacity, of a party referred to in Subsection 9.1(b) or 9.1(c);
- (b) the Director or officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the officer's interest in the party.

**9.7 Access to Disclosures:** The Members of the Society may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this Article 9, and of any other documents that contain those disclosures, during the Society's usual business hours.

**9.8 Avoidance Standards:** A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and the Director or officer is not accountable to the Society or its Members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if

- (a) disclosure of the interest was made in accordance with this Article 9;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Society when it was approved.

**9.9 Confirmation by Members:** Even if the conditions of Section 9.8 are not met, a Director or an officer, acting honestly and in good faith, is not accountable to the Society or to its Members for any profit realized from a contract or transaction for which disclosure is required under Section 9.1, and the contract or transaction is not invalid by reason only of the interest of the Director or officer in the contract or transaction, if

- (a) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
- (b) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Society when it was approved or confirmed.

**9.10 Application to Court:** If a Director or an officer of the Society fails to comply with this Article 9, a court may, on the application of the Society or any of its Members, set aside or annul the contract or transaction on any terms that it thinks fit, require the Director or officer to account to the Society for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

## **ARTICLE 10**

### **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **10.1 Indemnification of Directors and Officers.**

- (a) The Society shall indemnify a Director, an officer of the Society, a former Director or officer of the Society, or another individual who acts or acted at the Society's request as a Director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that Society with the Society or other entity if:
  - (i) the person acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Society's request; and
  - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.
- (b) The Society shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law.

Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

- 10.2 Insurance.** Subject to the Act, the Society shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Society pursuant to Section 10.1 against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Society; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

## **ARTICLE 11**

### **NOTICES**

#### **11.1 Method of Giving Notices.**

- (a) Subject to Subsection 4.4, any notice (which term includes any communication or document) to be given pursuant to the Act, the Articles, the By-laws or otherwise to a Member, a Director, an officer, a member of a committee of the Board, the public accountant or any other person entitled to receive notice in accordance with the By-law shall be sufficiently given:
  - (i) 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 Society or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Society to Industry Canada in accordance with section 128 or 134; or
  - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
  - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) 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.
- (c) The Executive Director (or such other officer or employee who is acting in similar capacity) may change or cause to be changed the recorded address of any Member, Director, officer, public accountant any other person entitled to receive notice in accordance with the By-law or member of a committee of the Board in accordance with any information believed by the Executive Director to be

reliable. The declaration by the Executive Director 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 Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

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

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

## **ARTICLE 12**

### **SPECIAL RESOLUTIONS**

**12.1 Special Resolution.** For greater certainty and subject to the Articles, to Sections 3.4, 3.5, 3.6 and 3.7 of this By-law and to section 199 of the Act, a Special Resolution of the Members is required to make any amendment to this By-law or to the Articles for the purpose of:

- (a) changing the Society's name;
- (b) changing the province in which the Society's registered office is situated;
- (c) adding, changing or removing any restriction on the activities that the Society may carry on;
- (d) creating a new class or group of Members;
- (e) changing a condition required for being a Member;
- (f) changing the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) dividing any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) adding, changing or removing a provision respecting the transfer of a membership;

- (i) subject to Section 133 of the Act, increasing or decreasing the minimum and maximum number of Directors fixed by the Articles;
- (j) changing the statement of the purpose of the Society;
- (k) changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Society;
- (l) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (m) changing the method of voting by Members not in attendance at a Meeting of Members; or
- (n) adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE 13**  
**BY-LAWS, EFFECTIVE DATE AND RULES**

**13.1 By-laws and Effective Date:**

- (a) Subject to Sections 12.1 and 13.1(c) of this By-law, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Society. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.
- (b) 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.
- (c) Notwithstanding Subsection 13.1(a), this By-law shall be effective from the date that the Society continues under the Act.

**13.2 Previous Act, etc.**

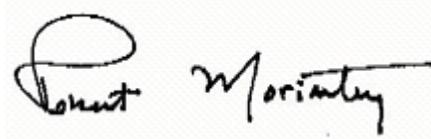
- (a) Upon the enactment of these By-laws, all previous By-laws of the Society shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the Society obtained pursuant to, any such By-law pursuant to its repeal.

- (b) All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

**13.3 Rules and Regulations:** The Board may prescribe from time to time such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Society and other matters provided for in these By-Laws as it may deem expedient.

**13.4 Rules of Order:** The meetings of the Board, committees of the Board and Meetings of the Members shall be conducted, subject always to the By-laws, in accordance with the most recent edition of *Robert's Rules of Order*, unless following such rules of order is, in the discretion of the chair of the meeting, impractical given the requirements of the By-laws.

**ENACTED** by the Board on the 10<sup>th</sup> day of October, 2014.



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President



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Executive Director

**CONFIRMED** by the Members on the 14<sup>th</sup> day of October, 2014 and to be effective on the date that the Society continues under the Act.