

**BY-LAW NO. 1**

**A by-law relating generally to the conduct  
of the affairs of**

**THE CANADIAN PAIN SOCIETY  
(the "Corporation")**

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### THE CANADIAN PAIN SOCIETY

(the "**Corporation**")

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### ARTICLE I INTERPRETATION

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

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

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

"**Board**" means the board of directors of the Corporation;

"**By-Law**" 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;

"**Director**" means a member of the Board;

"**meeting of Members**" includes an annual meeting of Members and a special meeting of Members;

"**Member**" means a member of the Corporation;

"**Officer**" means an officer elected by the Members and shall include the President, President-Elect, Immediate Past-President, Secretary, and Treasurer;

"**ordinary resolution**" means a resolution passed by a majority of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a Member that meets the requirements of Section 163 (Shareholder Proposals) of the Act, as more particularly described in Section 4.3 hereof;

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

"**special meeting of Members**" means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue; and

**“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**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 this 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 association or organization;
- (d) the headings used in the By-Law 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-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

## **ARTICLE II GENERAL**

**2.1** Registered Office. The registered office of the Corporation shall be situated in the Regional Municipality of Durham, in the Province of Ontario, or as otherwise set by the Board.

**2.2** Corporate Seal. The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the Secretary of the Corporation shall be the custodian of the corporate seal.

**2.3** Fiscal Year. The fiscal year of the Corporation shall end on December 31, unless otherwise changed by resolution of the Board.

**2.4** Execution of Documents and/or Speaking on Behalf of the Corporation. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“**Documents**”) in writing, other than cheques, that require execution by the Corporation may be signed by any two Officers. Cheques under five thousand dollars (\$5,000) may be signed by any one of the Office Manager, the Treasurer, or the President. Cheques over five thousand dollars (\$5,000) may be signed by any one of the Treasurer, his/her designate, the President, or his/her designate, provided that the prior approval of the Treasurer or the President, as the case may be, has been given to the designate. The Board may also from time to time direct the manner in which and the person or persons by whom Documents generally and/or 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. No Member shall have the authority to execute any Document on behalf of the Corporation or to represent the Corporation in any manner (e.g. to speak on behalf of the Corporation) unless given prior authorization to do so by the Board.

**2.5** Banking. 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 by resolution. 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.

**2.6** 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.

**2.7** Parliamentary Procedure. Parliamentary procedure shall be followed at all Board, committee, and Member meetings in accordance with the latest version, at the time of such meeting, of Robert's Rules of Order.

**2.8** Audit. The Society shall have a financial audit conducted each fiscal year in accordance with Canadian generally accepted accounting principles by a qualified public accountant who:

- (a) is a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province;
- (b) meets any qualifications under an enactment of a province for performing any duty that the person is required to perform under the Act; and
- (c) is independent of the Corporation, its affiliates, and the Directors and Officers of the Corporation and its affiliates.

### **ARTICLE III MEMBERS**

**3.1** Entitlement. Membership in the Corporation shall be available only to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

**3.2** Membership Conditions. Subject to the Articles, there shall be five classes of Members in the Corporation, namely, Regular Members, Life Members, Retired Members, Trainee Members, and Honorary Members. The following conditions of membership shall apply:

#### **Regular Members**

1. Each Regular Member shall be:
  - (a) a scientist, health care professional, or other individual who is interested in the objects of the Corporation, who otherwise meets such other requirements as may be set by the Board, and who has applied for and been accepted by the Board as a Regular Member; or
  - (b) a former Trainee Member who has completed his or her course of study, who is interested in the objects of the Corporation, who otherwise meets such other requirements as may be set by the Board, and who has applied for and been accepted by the Board as a Regular Member.
2. As set out in the Articles, each Regular Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Regular Member shall be entitled to one (1) vote at such meetings.
3. The term of membership of a Regular Member shall be one (1) year.

4. A Regular Member may be required by the Board to pay membership fees or dues.

#### **Life Members**

1. Each Life Member shall be a Past President of the Society.
2. As set out in the Articles, each Life Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Life Member shall be entitled to one (1) vote at such meetings.
3. The term of membership of a Life Member shall be indefinite.
4. A Life Member may be required by the Board to pay membership fees or dues.

#### **Retired Members**

1. Each Retired Member shall be an individual who is interested in the objects of the Corporation, who otherwise meets such other requirements as may be set by the Board, and who has applied for and been accepted by the Board as a Retired Member.
2. As set out in the Articles, each Retired Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Retired Member shall be entitled to one (1) vote at such meetings.
3. The term of membership of a Retired Member shall be indefinite.
4. A Retired Member may be required by the Board to pay membership fees or dues.

#### **Trainee Members**

1. Each Trainee Member shall be:
  - (a) an individual at the pre-doctoral or pre-professional educational level of his/her career who is interested in the objects of the Corporation, who otherwise meets such other requirements as may be set by the Board, and who has applied for and been accepted by the Board as a Trainee Member; or
  - (b) a post-doctoral trainee who is interested in the objects of the Corporation, who otherwise meets such other requirements as may be set by the Board, and who has applied for and been accepted by the Board as a Trainee Member.
2. As set out in the Articles, each Trainee Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Trainee Member shall be entitled to one (1) vote at such meetings.
3. The term of membership of a Trainee Member shall be one (1) year.
4. A Trainee Member may be required by the Board to pay membership fees or dues.

#### **Honorary Members**

1. Each Honorary Member shall be an individual who has made outstanding contributions to the field of pain research, management, or treatment, who is interested in the objects of

the Corporation, who otherwise meets such other requirements as may be set by the Board, who has been nominated for Honorary Membership by a Director or Member, and who has been accepted by the Board as an Honorary Member.

2. As set out in the Articles, each Honorary Member shall be entitled to receive notice of, attend, and vote at all meeting of Members and each such Honorary Member shall be entitled to one (1) vote at such meetings.
3. The term of membership of an Honorary Member shall be indefinite.
4. No more than two (2) individuals per year shall be approved as Honorary Members, unless determined otherwise by a unanimous resolution of the Board.
5. An Honorary Member shall not be required by the Board to pay membership fees or dues.

**3.3** Transferability of Membership. A Membership is not transferable.

**3.4** Termination of Membership. The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a corporation, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or Section 3.6 below;
- (c) the Member's term of membership expires; or
- (d) the Corporation is liquidated or dissolved pursuant to the Act.

Upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. No membership due will be returned to a previous Member upon termination of such Member's membership.

**3.5** Resignation. Any Member may resign as a Member by delivering a written resignation to the Chair, in which case such resignation shall be effective from the date specified in the resignation. Any dues or assessment which have been paid by such member shall not be refunded.

**3.6** Discipline of Members. The Board shall have the authority to suspend or expel any member of the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-Law, or written 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;
- (c) for any other reason that the Board, the Members, or the committee, in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President or such other Officer as may be designated by the Board shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President or such other

Officer as may be designated by the Board, the President or such other Officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. 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. The Board's decision shall be final and binding on the Member, without any further right of appeal.

**3.7 Membership Dues.** The Board may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid. If any dues are not paid within one (1) calendar month of the Membership renewal date, the Member(s) in default shall automatically cease to be Members of the Corporation. Details regarding the reinstatement of Members, if any, shall be set out in a policy by the Board. A Member who has not paid his/her dues by the date of a meeting of Members shall not be eligible to vote at such meeting.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**4.1 Place of Meetings.** Meetings of the Members may be held at any place within Canada determined by the Board or any place outside Canada specified in the Articles.

**4.2 Annual Meetings.** 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 Corporation's preceding financial year.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) electing Officers;
- (d) appointing a public accountant, if required under Part 12 of the Act; and
- (e) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held.

**4.3 Proposals at Annual Meeting.** 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 5% of Members entitled to vote at the meeting at which the Proposal is to be presented. 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.

**4.4 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. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights.

If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**4.5** Notice of Meetings. Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the public accountant of the Corporation.

A notice shall be provided at least twenty-one (21) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XI of this By-Law and shall, subject to the Act, include any Proposal submitted to the Corporation under Section 4.3. Notice of a 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.

**4.6** 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.

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

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

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

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

**4.11** 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** Absentee Voting. In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that 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. In order for a mailed-in ballot to be valid, it must be received by the Corporation no later than ten (10) business days before the date of the meeting at which the ballot is to be cast. The procedures for collecting, counting, and reporting the results of any votes using mailed-in ballots shall be determined by the Board and set out in a policy.

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

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

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

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

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

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

**4.17** Annual Financial Statements. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Section 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in Section 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE V DIRECTORS**

**5.1** Powers. The Board shall manage or supervise the management of the activities and affairs of the Corporation.

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

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

- (a) anyone who is less than 18 years of age;

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

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

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

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

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

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

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

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

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

**5.9 Vacancies.** Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the Directors.

Notwithstanding the above, if there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number or minimum number of Directors provided in the Articles, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. If the Director who is

ceasing to hold office was elected by a particular class or group of Members, such vacancy shall only be filled by a vote of the Members of that particular class or group of Members.

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

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

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

## **ARTICLE VI COMMITTEES**

**6.1 Delegation.** The Board may appoint from their number a committee of Directors (which may be referred to as an executive committee) composed of the President, President-Elect, Immediate Past President, Treasurer, and Secretary, and delegate to the committee any of the powers of the Board except those which may not be delegated by the Board pursuant to Section 138(2) of the Act. For greater certainty, the following powers cannot be delegated by the Board:

- (a) The power to submit to the Members any question or matter requiring the approval of the Members.
- (b) The power to fill a vacancy among the Directors or in the office or public accountant or appoint additional Directors.
- (c) The power to issue debt obligations except as authorized by the Board.
- (d) The power to approve any financial statements of the Corporation.
- (e) The power to adopt, amend, or repeal by-laws of the Corporation.

- (f) The power to establish contributions to be made, or dues to be paid, by the Members.

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 procedures. Such committee can be composed entirely of the Officers of the Corporation provided that such Officers are also Directors.

**6.2 Other 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 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. The Board may fix any remuneration for committee members who are not also Directors of the Corporation. For greater certainty, the Board can only delegate its powers to a committee composed entirely of Directors; any committee whose membership consists of one or more individuals who are not Directors may function solely as an advisory body to the Board.

## **ARTICLE VII MEETINGS OF DIRECTORS**

**7.1 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.

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

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

**7.4 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.

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

**7.6 Quorum.** A majority of the number of Directors, but no less than three (3) Directors, shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 7.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

**7.7 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.

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

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

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

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

## **ARTICLE VIII OFFICERS**

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

## **ARTICLE IX DESCRIPTION OF OFFICES**

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

- (a) President – The President shall be a Director. The President shall, when present, preside as chair at all meetings of the Board and of the Members and at all business meetings of the Corporation. The President shall act as principal spokesperson for the Corporation and shall have such other duties and powers as the Board may specify. The President shall be a voting member of all committees of the Corporation. The President shall have the authority to sign cheques on behalf of the Corporation in accordance with Section 2.4 of this By-Law. The President shall be elected by the Members for a term of two (2) years. This position shall only be held by the prior President-Elect unless determined otherwise by resolution of the Members.
- (b) President-Elect – The President-Elect shall be a Director. If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside as chair at all meetings of the Board and of the Members and shall have such others duties and powers as the Board or President may specify. The President-Elect shall be elected by the Members for a term of two (2) years. The President-Elect must have been a Regular Member for at least one (1) year prior to his/her election as a President-Elect, unless determined otherwise by resolution of the Members.

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

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

**9.2 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 appointment); or
- (d) such Officer's death.

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

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

## ARTICLE X

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

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

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

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

- (a) the person acted honestly and in good faith with a view to the best interests of the Corporation 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 Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

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

**10.4** Insurance. Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 10.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation; 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 Corporation's request.

**10.5** Advances. With respect to the defence by a Director or Officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a

Director or Officer pursuant to the terms of the Act, the Board may authorize the Corporation to advance to the Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The Director or Officer shall repay the money advanced if the Director or Officer does not fulfill the conditions of Section 151(3) of the Act.

## **ARTICLE XI NOTICES**

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

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

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

In addition, if the Corporation has more than two hundred and fifty (250) Members, a notice may be given by publication at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the Members reside, or at least once in a publication of the Corporation that is sent to all the Members during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given 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.

**11.2** 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.

**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



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.

**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 XII  
BY-LAW AND EFFECTIVE DATE**

**12.1 By-Law and Effective Date.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law 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 the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Upon the enactment of this By-Law, all previous By-Laws of the Corporation 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 Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, Officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

**ENACTED** this 20th day of May, 2014

*Judy Watt-Watson*

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Chair of the Meeting

*Barbara*

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Secretary of the Meeting

**CONFIRMED** by the Members this 20th day of May, 2014.

*Judy Watt-Watson*

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Chair of the Meeting

*Bangor*

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Secretary of the Meeting