

**THE CANADIAN FERTILITY AND ANDROLOGY SOCIETY /  
LA SOCIÉTÉ CANADIENNE DE FERTILITÉ ET D'ANDROLOGIE**

**BY-LAW NUMBER 1,**  
being the general by-laws of the Corporation.

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

**1. DEFINITIONS AND INTERPRETATION**

1.1 **DEFINITIONS.** Unless there exists an express provision to the contrary or unless the context clearly indicates otherwise, in these By-laws:

“**Act**” shall mean the *Canada Not-for-profit Corporations Act, S.C. 2009, c.23*, and any amendment thereto, either past or future, and shall include the regulations under the Act, as amended from time to time;

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

“**Board of Directors**” shall mean the body of the Corporation made up of all the directors;

“**Business Day**” means any day other than a Saturday, Sunday or any statutory holiday in the Province of Québec;

“**By-laws**” shall mean the present By-laws as well as any other By-laws of the Corporation which are in force;

“**Corporation**” shall mean the Canadian Fertility and Andrology Society / La société canadienne de fertilité et d'andrologie;

“**director**” shall mean any individual holding the office of director whatever title may be ascribed to such person;

“**Honorary Member**” shall mean any individual satisfying the requirements for the class of Honorary Members;

“**Life Member**” shall mean any individual satisfying the requirements for the class of Life Members;

“**meeting of members**” shall include an annual meeting of members and a special meeting of members;

“**member**” shall mean any individual satisfying the requirements for any of the

classes of membership in the Corporation;

“**ordinary resolution**” shall mean a resolution passed by a majority of the votes cast by the members who voted in respect of that resolution;

“**person**” includes any natural person, legal person, partnership, limited partnership, joint venture, unincorporated association or other organization, trust, trustee, executor, administrator or liquidator, regulatory body or agency, government or governmental agency, authority or entity, however designated or constituted and whether or not a legal entity.

“**Regular Member**” shall mean any individual satisfying the requirements for the class of Regular Members;

“**special resolution**” shall mean a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution.

- 1.2 **HEADINGS.** The inclusion of headings in these By-laws is for convenience of reference only and shall not affect the construction or interpretation hereof.
- 1.3 **GENDER AND NUMBER.** In these By-laws, unless there be something in the context inconsistent therewith, words importing the singular include the plural and vice versa, and words importing gender include all genders.
- 1.4 **COMPUTATION OF DELAYS.** In computing any delay under these By-laws, the first day of the delay is not included, but the last day is; in addition, any day that is not a Business Day is counted. However, if the last day of the delay is a day that is not a Business Day, the delay is extended to the next succeeding day which is a Business Day.
- 1.5 **PRECEDENCE.** In the event of a contradiction between the Act, the Articles or the By-laws of the Corporation, the Act shall prevail over the Articles and over the By-laws of the Corporation, and the Articles shall prevail over the By-laws of the Corporation.
- 1.6 **INVALIDITY OF ANY PROVISIONS OF THESE BY-LAWS.** The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

## 2. HEAD OFFICE

- 2.1 **REGISTERED OFFICE.** The registered office of the Corporation shall be located in the province specified in the Articles, at such address as the Board of Directors may

determine.

### 3. BOOKS AND REGISTERS

3.1 **BOOKS AND REGISTERS OF THE CORPORATION.** The Corporation shall keep one (1) or more books in which the following documents are to be kept:

- a) A copy of the Articles of the Corporation;
- b) The By-laws of the Corporation and any amendments thereto;
- c) The minutes of all meetings of members, directors and of committees of the Board of Directors, as well as any written resolutions in lieu of meetings adopted by same;
- d) A register of the persons who are or have been directors of the Corporation indicating the name, address and the profession of each one of them as well as the date of the commencement and, as the case may be, of the end of their term of office; and
- e) For each class of members, a register of the members indicating the name and address of each member and, if applicable his occupation or profession, as well as the date of his registration as member and, if such be the case, the date when he ceased to be a member.

3.2 **SAFEKEEPING.** The books and registers of the Corporation shall be kept at the head office of the Corporation or at any other place determined by the Board of Directors.

### 4. MEMBERS

4.1 **CLASSES.** There shall be three (3) classes of members in the Corporation, namely, Regular Members, Honorary Members and Life Members. Membership in the Corporation shall be available only to individuals satisfying the conditions for membership set forth herein who have applied for and been accepted into membership in the Corporation by resolution of the Board of Directors.

4.2 **REGULAR MEMBERS.** Each Regular Member is entitled to receive notice of, attend and vote at all meetings of members and each Regular Member shall be entitled to one (1) vote at such meetings. Admission as a Regular Member shall be limited to physicians, lab professionals, scientists, nurses and any other individual interested in furthering the statement of purpose of the Corporation.

- 4.3 **HONORARY MEMBERS.** The Board of Directors may from time to time accept and designate individuals as Honorary Members of the Corporation in recognition of their exceptional contribution to the fields of fertility or andrology. Admission as an Honorary Member shall be limited to physicians, lab professionals, scientists, nurses and any other individual interested in furthering the statement of purpose of the Corporation. Each Honorary Member is entitled to receive notice of and attend at all meetings of members but he shall have no vote. An Honorary Member is not eligible to serve as a director of the Corporation nor is he subject to the payment of any dues.
- 4.4 **LIFE MEMBERS.** The Board of Directors may from time to time accept and designate as Life Members of the Corporation individuals who have been Regular Members of the Corporation in good standing for at least five (5) years and are into retirement or have reached the age of seventy (70) years. Admission as a Life Member shall be limited to those individuals who are currently or were during their career physicians, lab professionals, scientists, nurses, as well as any other individual interested in furthering the statement of purpose of the Corporation. Each Life Member is entitled to receive notice of and attend at all meetings of members but he shall have no vote. A Life Member is not eligible to serve as a director of the Corporation nor is he subject to the payment of any dues.
- 4.5 **NON-TRANSFERABILITY OF MEMBERSHIP.** A membership may not be transferred to any other person.
- 4.6 **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 or resigns;
  - b) the member is expelled or the member's membership is otherwise terminated in accordance with paragraph 4.8 of these By-laws;
  - c) the member has failed to pay the membership dues within sixty (60) days of the membership renewal date;
  - d) the member fails to maintain any qualifications for membership described in, where applicable, paragraphs 4.1 to 4.4 of these By-laws; or
  - e) 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, if any, automatically cease to exist.
- 4.7 **RESIGNATION.** Any member may resign as a member by delivering a written

resignation to the Board of Directors of the Corporation. A resignation shall be effective from the date specified in the resignation.

- 4.8 **DISCIPLINE.** The Board of Directors of the Corporation may, by resolution passed at a meeting of the Board of Directors, expel a member of the Corporation where the member (i) violates any provision of the Articles, By-laws, or written policies of the Corporation or (ii) carries out any conduct that is judged by the Board of Directors to be detrimental to the Corporation, provided that the member shall be given the opportunity to be heard at such meeting.

## 5. DUES

- 5.1 **AMOUNT.** Dues for Regular Members shall be set annually by the Board of Directors. The Board of Directors may allow for a sliding scale with respect to the dues owed, such that reduced dues may be offered to Regular Members: (a) based on the profession of the Regular Member in question; or (b) if the Regular Member in question resides outside of Canada. Dues as proposed by the Board of Directors shall not be effective until sanctioned by ordinary resolution of the Regular Members at an annual or special meeting.

- 5.2 **PAYMENT.** Dues shall be payable on or before January 1<sup>st</sup> of each year.

## 6. MEETINGS OF MEMBERS

- 6.1 **ANNUAL MEETING.** Annual meetings of the members of the Corporation shall be held within six (6) months following the end of the financial year of the Corporation, on the date and at the time determined by the Board of Directors. At such meetings, the members shall receive and take notice of the financial statements of the Corporation and of the public accountant's report, appoint the public accountant of the Corporation, elect directors, as the case may be, and take notice of, and decide on, any other matter which the annual meeting may legally consider. Furthermore, all annual meetings may constitute a special meeting that may take notice of, and decide on, any other matter that could be decided at a special meeting.

- 6.2 **SPECIAL MEETING.** A special meeting of the members may be called by the Board of Directors for the transaction of any business which may properly be brought before the members.

- 6.3 **CALLING OF SCPECIAL MEETING BY MEMBERS.** The Board of Directors shall call a special meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights, provided the purpose of the request i) relates in

a significant way to the business and affairs of the Corporation; ii) is not to enforce a personal claim or redress a personal grievance against the Corporation, its directors, officers or members; or iii) is not to secure publicity. Such request shall set out, in general terms, the purpose of the meeting so requested, be signed by all the petitioners and be sent to the Board of Directors of the Corporation. If the Board of Directors does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

- 6.4 **VENUE AND ELECTRONIC PARTICIPATION.** Meetings of members may be held at any place within Canada as determined by the Board of Directors or, if all of the Members entitled to vote at such meeting agree, outside Canada.

The Board of Directors or members of the Corporation calling a meeting of members may determine that the meeting shall be held 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.

**NOTICE OF MEETINGS.** Notice of the time and place of a meeting of members shall be sent not less than 21 days and not more than 60 days before the meeting is to take place for notice by mail, courier or personal delivery; and not less than 21 days and not more than 35 before the meeting is to take place for telephonic, electronic or other communication facility notice. Notice of a meeting of members shall be given 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 of Directors or failing which, in accordance with the Act);
- b) to each director; and
- c) to the public accountant of the Corporation.

Such notice shall be provided in accordance with the requirements of Section 10 of these By-laws. Notice of a Special Meeting of Members 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 resolution or By-law to be submitted to the meeting.

- 6.5 **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 Honorary Members, the Life Members, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

- 6.6 **CHAIRPERSON OF THE MEETING.** In the event that the chairperson of the Board of Directors and the vice-chairperson of the Board of Directors are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 6.7 **QUORUM.** Unless the Act or the Articles of the Corporation dictate otherwise, the attendance in person or, where applicable, by telephonic, electronic or other communication facility, of five percent (10%) of the Regular Members shall constitute a quorum at any meeting of the members. Where quorum is attained at the opening of a meeting of members, the Regular Members present may proceed with the business of the meeting, notwithstanding the fact that the quorum is not maintained throughout the entire meeting.
- 6.8 **ADJOURNMENT.** If a quorum is not present at a meeting of the members, those Regular Members present shall have the power to adjourn the meeting 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 (30) days of the original meeting. Any business may be brought before or dealt 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.
- 6.9 **PARTICIPATION AT MEETINGS BY TELEPHONE, ELECTRONIC OR OTHER MEANS.** Any person entitled to attend a meeting of members may participate in the meeting using telephonic, electronic or other communications means permitting all participants to have equal access to such communication facility and to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility permits to establish the quorum and 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 a particular member or group of members voted.
- 6.10 **ABSENTEE VOTING.** Subject to compliance with the Act, where a member does not, either in person or in accordance with paragraph 6.9, attend a meeting of members, such member is entitled to vote at a meeting of members and may vote by any of the following means:

- a) 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; or
  - b) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- 6.11 **VOTES TO GOVERN.** Subject to the Act and the Articles, 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 chairperson of the meeting in addition to an original vote shall have a second or casting vote.
- 6.12 **SHOW OF HANDS.** Subject to the Act and paragraphs 6.10 and 6.11 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.
- 6.13 **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 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, subject to paragraphs 6.10 and 6.11 of these By-laws, determined by the result of such ballot.
- 6.14 **NO PROXY.** Members shall not be entitled to vote by proxy.
- 6.15 **SCRUTINEERS.** The chairperson at any meeting of the members may appoint one or more persons, whether or not they are members of the Corporation, to act as scrutineers at any meeting of the members.
- 6.16 **RESOLUTION IN LIEU OF MEETING.** Except where, pursuant to Section 166 of the Act, a written statement is submitted to the Corporation by a director or 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 meetings of members.

## 7. BOARD OF DIRECTORS

- 7.1 **POWERS.** Subject to the Act and the Articles, the Board of Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- 7.2 **NUMBER AND COMPOSITION.** Until changed in accordance with the Act, the Board of Directors shall consist of a minimum of three (3) and a maximum of eleven (11) directors. The numbers of directors of the Corporation and the number of directors to be elected at the annual meeting of the members of the Corporation shall be such number as shall be determined by resolution of the Board of Directors.
- 7.3 **QUALIFICATIONS.** Each director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a director. If a director acquires the status of a bankrupt or becomes incapable and is so found, such person shall immediately cease to be a director. Every director shall be a Regular Member of the Corporation.
- 7.4 **ELECTION AND TERM.** Subject to the Act, at each annual meeting at which an election of directors is required, the members of the Corporation shall elect, from among the list of candidates produced by the nominating committee pursuant to Section 7.12b) hereof, directors to hold office for a term expiring not later than the close of the third annual meeting of members following the election. 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 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.
- 7.5 **STAGGERED TERMS.** The directors of the Corporation shall be elected and shall retire in rotation. At each annual meeting of members of the Corporation, one third (1/3) of the directors shall be elected to hold office until the close of the third annual meeting of the members after that date. Subsequently at each annual meeting of the members of the Corporation there shall be elected a number of directors equal to the

- number of directors whose term of office expires at the close of such meeting and each director so elected shall hold office until the close of the third annual meeting of members of the Corporation after such director's election.
- 7.6 **CONSENT.** A director who is elected or appointed must consent to hold office as a director by:
- a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place;
  - b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting; or
  - c) by acting as a director pursuant to such person's election or appointment.
- 7.7 **END 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.
- 7.8 **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.
- 7.9 **REMOVAL.** Subject to the Act, 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 of Directors.
- 7.10 **VACANCIES.** Subject to paragraph 7.9 of these By-laws and the Act, a vacancy on the Board of Directors may be filled for the remainder of the term by a qualified individual by the directors. If there is not a quorum of directors or if a vacancy results from the 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.
- 7.11 **COMMITTEES.** The Board of Directors 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 of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. Any committee

member may be removed by resolution of the Board of Directors. The Board of Directors may fix any remuneration for committee members who are not also directors of the Corporation.

7.12 **STANDING COMMITTEES.** The Corporation shall have three (3) standing committees: the finance committee, the nominating committee and the scientific program committee. The functions, duties, responsibilities and composition of each standing committee are herein stated. The president of the Corporation shall be an *ex-officio* member of each standing committee. The Board of Directors may from time to time create other standing committees and determine their functions, duties, responsibilities and composition.

- a) **Finance Committee** - The finance committee shall be composed of the president of the Corporation, the treasurer of the Corporation and, at the option of the Board of Directors, one (1) or two (2) Regular Members designated by the Board of Directors. The treasurer shall chair the finance committee. The finance committee shall prepare an annual operating budget to be approved by the Board of Directors. It shall inform and report regularly to the Board of Directors on the financial condition of the Corporation. It shall also recommend to the Board of Directors long-term financial planning and other sources of revenue for the Corporation.
  
- b) **Nominating Committee** - The nominating committee shall be composed of the past president of the Corporation, or, if he is unwilling or unable to act, a suitable replacement chosen by resolution of the Board of Directors and two (2) directors designated by the Board of Directors. The past president of the Corporation, or his replacement, shall chair the nominating committee. The nominating committee shall, at least three (3) months prior to the expected date of the next annual meeting of members, draw up a list of candidates for directors to be elected by the members in accordance with Section 7 of these By-laws. The nominating committee shall use best efforts to include in the list of candidates those individuals who meet the following criteria:
  - i. Four (4) directors who are physicians;
  - ii. Two (2) directors who are scientists;
  - iii. One (1) director who is a nurse; and
  - iv. One (1) director who is not a physician, scientist or nurse.

The nominating committee shall submit the list of candidates together with, as the case may be, the nominating committee's recommendations of certain candidates chosen from the list, to the members of the Corporation at its

annual meeting.

- c) **Scientific Program Committee** - The scientific program committee shall be composed of the president of the Corporation, the vice-president of the Corporation and the national director of education and continuing professional development of the Corporation, plus a number of Regular Members designated by the Board of Directors that represent the special interest groups, being groups that reflect the scientific interest of the members of the Corporation. The president of the Corporation shall chair the scientific program committee. The scientific program committee shall organize the annual scientific program of the Corporation. The annual scientific program and its operating budget shall be subject to approval by the Board of Directors.

7.13 **REMUNERATION AND EXPENSES.** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties.

7.14 **CHAPTERS.** The Board of Directors may authorize chapters of the Corporation and chapter membership, with or without election, all in such manner and subject to such regulations as it may from time to time determine and prescribe.

## 8. MEETINGS OF DIRECTORS

8.1 **PLACE OF MEETINGS.** Meetings of the Board of Directors may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board of Directors may determine.

8.2 **CALLING OF MEETINGS.** Meetings of the Board of Directors may be called by the president of the Corporation, the vice-president of the Corporation or any two (2) directors at any time.

8.3 **NOTICE OF MEETINGS.** Notice of the time and place for the holding of a meeting of the Board of Directors shall be given to every director of the Corporation not less than fourteen (14) days before the date of the meeting, if the notice is given by mail, and not less than forty-eight (48) hours before the date and time of the meeting, if the notice is given other than by mail. 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. No notice of any meeting of the Board of Directors need specify the purpose or the business to be transacted at the meeting, except if Section 136(3) of the Act requires the purpose thereof of the business to be transacted to be specified in the notice. Notice shall be provided in accordance with the requirements of Section 10 of these By-laws.
- 8.4 **FIRST MEETING OF NEW BOARD OF DIRECTORS.** Provided that a quorum of directors is present, a newly elected Board of Directors may, without notice, hold its first meeting immediately following the meeting of members at which such Board of Directors is elected.
- 8.5 **REGULAR MEETINGS.** The directors shall use their best efforts to ensure that meetings of the Board of Directors are held at least three (3) times a year. The Board of Directors may also appoint a day or days in any month or months for regular meetings of the Board of Directors at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of such regular meetings of the Board of Directors 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) of the Act requires the purpose thereof of the business to be transacted to be specified in the notice.
- 8.6 **QUORUM.** A majority of the number of directors constitutes a quorum at any meeting of the Board of Directors. For the purpose of determining quorum, a director may be present in person, or, if authorized under paragraph 8.8 of these By-laws, by telephonic, electronic or other communication facility.
- 8.7 **VOTE.** Each director has the right to one (1) vote. At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote.
- 8.8 **PARTICIPATION AT MEETINGS BY TELEPHONE OR ELECTRONIC MEANS.** Subject to the Act, a director may, if all directors are in agreement and have provided their consent, participate in a Board of Directors meeting using telephonic, electronic or other 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. A consent pursuant to this section may be given before or after the meeting to which it relates and may be a "blanket" consent, relating to all meetings of the Board of Directors and/or committees of the Board of Directors.
- 8.9 **CHAIRPERSON OF THE MEETING.** In the event that the chairperson of the Board of Directors and the vice-chairperson of the Board of Directors are absent, the directors

who are present shall choose one of their number to chair the meeting.

8.10 **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, is as valid as if it had been passed at a meeting of directors or committee of directors.

8.11 **DISCLOSURE OF INTEREST.** A director of the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors or committees of directors, the nature and extent of any interest that the director has in any material contract or material transaction whether made or proposed, with the Corporation if the director:

- a) is a party to the contract or transaction;
- b) is a director or 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.

Disclosure shall be made at the time and in the manner required by the Act, and a director so having an interest in a contract or transaction shall, unless expressly permitted by the Act, not vote on any resolution to approve the contract or transaction.

## 9. OFFICERS

9.1 **APPOINTMENT.** The Board of Directors may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

9.2 **DESCRIPTION OF OFFICES.** Unless otherwise specified by the Board of Directors (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **Chairperson of the Board of Directors** - The chairperson of the Board of Directors shall be the president of the Corporation. The chairperson of the Board of Directors shall, when present, preside at all meetings of the Board of

Directors and of the members.

- b) **Vice-Chairperson of the Board of Directors** - The vice-chairperson of the Board of Directors shall be the vice-president of the Corporation. If the chairperson of the Board of Directors is absent or is unable or refuses to act, the vice-chairperson of the Board of Directors shall, when present, preside at all meetings of the Board of Directors and of the members.
- c) **President** - The president, who shall be a director, shall be the chief executive officer of the Corporation. The president shall, subject to the authority of the Board of Directors, have general supervision of the affairs of the Corporation.
- d) **Vice-president** - The vice-president, who shall be a director, shall perform all the duties of the president if the president is absent or unable to act.
- e) **Secretary** - The secretary, who does not have to be a director, when in attendance, shall be the secretary of all meetings of the Board of Directors, members and committees of the Board of Directors and, whether or not the secretary attends, 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 the corporate seal as well as all books, registers, papers, records, documents and other instruments belonging to the Corporation.
- f) **Treasurer** - The treasurer, who shall be a director, shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the Board of Directors an account of all such person's transactions as treasurer and of the financial position of the Corporation.
- g) **National Director of Education and Continuing Professional Development** - The national director of education and continuing professional development of the Corporation, who shall be a director, shall, subject to the authority of the Board of Directors, have general supervision on the education and continuing professional development programs of the Corporation.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

- 9.3 **REMOVAL AND VACANCY.** In the absence of a written agreement to the contrary, the Board of Directors 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 Board of Directors may, by resolution, appoint a person to fill such vacancy.

- 9.4 **REMUNERATION OF OFFICERS.** The officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from occupying the position of officer; provided that an officer may be reimbursed for reasonable expenses incurred by the officer in the performance of the officer's duties.
- 9.5 **EXECUTIVE DIRECTOR.** The Corporation may appoint an individual as an executive director of the Corporation. For greater certainty, the executive director hereby contemplated shall not be a managing director provided for at Section 138 of the Act. The executive director shall have such duties and obligations and shall receive such benefits and remuneration as may be determined by the Board of Directors, except for such powers which the Act specifies may not be delegated. The executive director shall be considered to be an officer of the Corporation for the purposes of these By-laws. The executive director shall be entitled to receive notice of and to attend all meetings of the Board of Directors, standing committees and committees of the Board of Directors and of the members as an invitee but shall not have the right to vote thereat.
- 9.6 **AGENTS AND ATTORNEYS.** The Board of Directors may authorize any officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board of Directors considers fit.
- 9.7 **DISCLOSURE (CONFLICT OF INTEREST).** An officer shall have the same duty to disclose such officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon directors pursuant to the provisions of the Act and paragraph 8.11 of these By-laws.



## 10. NOTICES

10.1 **METHOD OF GIVING ANY NOTICE.** Except as otherwise provided in the By-laws, any notice given, sent, delivered or served pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer, member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the recorded address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 or Section 134 of the Act and received by the director, and such notice shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;
- b) if mailed to the recorded address by prepaid ordinary or air mail, and such notice shall be deemed to have been given when deposited in a post office or public letter box;
- c) if sent by telephonic, electronic or other communication facility at the recorded address for that purpose, and such notice shall be deemed to have been given when dispatched to the recipient thereof; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act, and such notice shall be deemed to have been given when delivered to the recipient thereof.

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 these By-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer 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.

10.2 **OMISSIONS AND ERRORS.** The accidental omission to give any notice to any member, director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such individual 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.

10.3 **ELECTRONIC DOCUMENTS.** Subject to the Act, any requirement in the By-laws to provide a person with information in a notice or other document is not satisfied by the

provision of an electronic document unless the addressee has consented in writing and has designated an information system for receipt of the electronic document as follows:

- a) the electronic document is provided to the designated information system; or
  - b) the document is posted on or made available through a generally accessible electronic source, such as a website and the addressee is provided with notice in writing of the availability and location of that electronic document.
- 10.4 **WAIVER OF NOTICE.** Any member, director, officer, member of a committee of the Board of Directors or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the Board of Directors or of a committee thereof, which may be given in any manner.

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

- 11.1 **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 Articles and these By-laws.
- 11.2 **LIMITATION OF LIABILITY.** Provided that the standard of care required of the director or officer under the Act and these By-laws 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.

11.3 **INDEMNITY OF DIRECTORS AND OFFICERS.** Subject to the Act, the Corporation shall indemnify a director or 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, and such person's heirs and legal representatives, 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 individual 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 individual had reasonable grounds for believing that the conduct was lawful.

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

11.4 **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 paragraph 11.3 against any liability incurred by the individual

- a) in the individual's capacity as a director or an officer of the Corporation; or
- b) 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.

11.5 **ADVANCES.** With respect to the defense by a director or officer 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 of Directors is authorized on behalf of the Corporation to advance to the director or officer 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 paragraph 11.3 of these By-laws.

## **12. FINANCIAL YEAR, PUBLIC ACCOUNTANT AND FINANCIAL STATEMENTS**

- 12.1 **FINANCIAL YEAR.** Until changed by the Board of Directors, the financial year of the Corporation shall end on May 31 of each year.
- 12.2 **PUBLIC ACCOUNTANT.** The members of the Corporation shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the next following annual meeting. No director, officer or employee of the Corporation, or associate of a director, officer or employee of the Corporation may be appointed public accountant without the consent of all members. The Board of Directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by ordinary resolution of the members, or if not so fixed, shall be fixed by the Board of Directors. Notwithstanding the foregoing, the members of the Corporation may resolve not to appoint a public accountant by way of resolution consented to by all of the members entitled to vote at an annual meeting of members.
- 12.3 **ANNUAL FINANCIAL STATEMENTS.** The Corporation shall send to the members a copy of the Corporation's annual financial statements prepared in accordance with the Act, together with such other documents required by the Act. As an alternative to the transmission of the documents referred to in the preceding sentence, the Corporation may (i) send the members a copy of a publication of the Corporation containing the aforementioned information; (ii) send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge; or (iii) publish a notice to its members stating that the documents are available at the registered office of the Corporation and that any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. The Corporation is not required to send the documents or a summary thereof to a Member who, in writing, declines to receive such documents.

## **13. FINANCIAL AND BANKING MATTERS; EXECUTION OF DOCUMENTS**

- 13.1 **FINANCIAL MATTERS.** The directors of the Corporation may, 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 to secure performance of an obligation to any person; and

- 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.

13.2 **EXECUTION OF DOCUMENTS.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its directors and officers. The Board of Directors 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 (if any) of the Corporation to the document.

13.3 **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 of Directors 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 of Directors may by resolution from time to time designate, direct or authorize.

13.4 **BILLS OF EXCHANGE.** Cheques or other bills of exchange drawn, accepted or endorsed in the name of the Corporation shall be signed by any two (2) of its directors, officers and employees duly authorized by the Board of Directors. Any one of such directors, officers and employees may alone endorse the bills of exchange in the name of the Corporation, for depositing into the account of the Corporation or for collection on account of the Corporation through its bankers. Any one of such authorized directors, officers and employees may discuss, settle, balance and certify all account books with the Corporation's bank or financial institution and in its name; such directors, officers and employees may also receive all paid cheques and vouchers and sign all of the bank's forms of settlement of balances and release or verification slips.

## 14. DECLARATIONS

14.1 **DECLARATIONS.** The president, the vice-president, the secretary-treasurer and any other officer or person authorized by the Board of Directors are authorized to appear for and to answer for the Corporation for any brief, ordinance or discovery issued out of any court, to answer in the name of the Corporation on any attachment in which the Corporation is garnishee and to make any affidavit and sworn declaration in connection therewith or in connection with all other proceedings to which the Corporation is a party, to make demands of abandonment or petitions for winding-up or bankruptcy orders upon any debtor of the Corporation, to attend and vote at all meetings of creditors of the debtors of the Corporation, to grant proxies and to undertake any act or gesture that may be in the best interests of the Corporation.

**15. AMENDMENTS AND FUNDAMENTAL CHANGES**

15.1 **AMENDMENT.** Subject to the Articles, the Board of Directors may make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members. 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 such meeting.

15.2 **FUNDAMENTAL CHANGES.** Notwithstanding the foregoing, a special resolution of the members — or, if Section 199 of the Act applies, of each applicable class or group of members — is required to make any amendment to the Articles or the By-laws set out in Section 197(1) of the Act. Any such amendment shall be effective from the date of its adoption by the members in accordance with the preceding sentence.

**16. EFFECTIVE DATE**

16.1 **EFFECTIVE DATE.** These By-laws shall come into force as of the date of issuance of the Certificate of Continuance of the Corporation.

CONFIRMED by the members on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary