

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

**CANADIAN ASSOCIATION OF RESEARCH ETHICS BOARDS / ASSOCIATION
CANADIENNE DES COMITES D'ETHIQUE DE LA RECHERCHE
(the "Association")**

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(the “Association”)

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

**~~ARTICLE 1~~ARTICLE I
INTERPRETATION**

1.1 Definitions. In this by-law and all other by-laws and resolutions of the Association, 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 therefore, 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 Association;

“**Board**” means the board of directors of the Association;

“**By-Law**” means this by-law and all other by-laws of the Association 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 ~~general~~ meeting of Members and a special meeting of Members;

“**Member**” means a member of the Association;

~~“**Member at large**” means ?~~

~~“**Officer**” means a member of the Board who has been elected to hold a particular Office;~~

“**officer**” means any of the President, the Vice-President, the Past President, the Secretary and the Treasurer and any other individual who performs functions for the Association similar to those normally performed by an officer listed above;

“**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;

“**Research Ethics Board**” means a board that has been duly constituted and functions in compliance with the Tri-Council Policy Statement: Ethical Conduct for Research Involving Humans, or Health Canada regulations, or Plan d’action ministériel en éthique de la recherche et en intégrité scientifique, and such other regulations or guidelines as may be identified by the Board from time to time;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual ~~general~~ 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 Association to use electronic communication whenever possible.

1.3 Rules of 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.

~~ARTICLE 2~~ **ARTICLE II** GENERAL

2.1 Registered Office. The registered office of the Association shall be ~~set by~~in the ~~Board-~~province of Canada specified in the Articles. [Note: Section 20 of the Act provides that the Association shall at all times have a registered office in the province of Canada specified in its Articles.]

2.2 Corporate Seal. The Association 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 Association shall be the custodian of the corporate seal.

2.3 Fiscal Year. The fiscal year of the Association shall end on last day of December of each year or as otherwise set by the Board.

2.4 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other documents and instruments (“Documents”) in writing requiring execution by the Association may be signed by the President, Treasurer, and any one of its other officers. 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.

2.5 Banking. The banking business of the Association shall be transacted at such bank, trust company or other firm or Association 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 Association 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.

~~ARTICLE 3~~
~~ARTICLE III~~
MEMBERS

3.1 Entitlement. Membership in the Association shall be available only to persons interested in furthering the Association’s purposes and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. A Member must be a member of a Research Ethics Board or must be engaged in the administration of a Research Ethics Board or must be otherwise engaged in research ethics research, administration or practice or in the ethical conduct of research involving humans. If an institution or organization has duly constituted more than one Research Ethics Board, each board shall be treated as a separate Research Ethics Board ~~for purposes of recognition and access to the services of the Association.~~ The Board of the Association ~~may establish~~ may establish a limit on the number of Members from ~~any one (1)~~ any one (1) Research Ethics Board. [Note: Members may be individuals or corporations/other types of entities, but it must be set out in the By-Law in accordance with Section 154 of the Act, which provides that the By-Law shall set out the conditions required for being a Member of the Association, including whether a corporation or other entity may be a member.]

3.2 Membership Conditions. Subject to the Articles, there shall be one class of members in the Association. Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings. Regional chapters of the Members may be formed, subject to the approval of the Board, to facilitate communication and professional interaction within geographical areas. The definition of a region, the application process for recognition, and the guidelines for structure and operation will be determined by the Board from time to time.

3.3 Transferability of Membership. A membership is non-transferable. [Note: Section 154(8) of the Act provides that unless the By-Law otherwise provides, a membership may be transferred only to the Association.]

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 the Association, is dissolved;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or ~~Section 3.6~~ **Error! Reference source not found.** ~~below~~ the By-Law;
- (c) the Member's term of membership expires; or
- (d) the Association is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist. No membership dues will be returned to a previous Member upon termination of such Member's membership.

3.5 Resignation~~3.6~~. Any Member may resign as a Member by delivering a written resignation to the President, in which case such resignation shall be effective from the date specified in the resignation.

3.6 ~~3.6~~ **Expulsion of Members.** The Members may, by ~~S~~special ~~R~~resolution passed at a special meeting of Members, expel a Member where the Member carries out any conduct which may be detrimental to the Association, provided that the Member shall be given the opportunity to be heard at such meeting and to be represented by counsel.

3.7 Membership Dues. The Board ~~may~~shall 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. ~~Members shall [Note: Details to be notified dealt with in writing of the policy. This is a general provision that allows the Board to be flexible regarding membership contribution or dues at any time payable by them and, if any are not paid within [one (1) calendar month] of the membership renewal date, as the case may be, the Members in default shall automatically cease to be Members of the Association.]~~

~~ARTICLE 4~~ **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, if all of the Members entitled to vote at such meeting so agree, outside Canada.

4.2 Annual ~~general meetings~~ Meetings. The Board shall call an annual ~~general~~ meeting no later than fifteen (15) months after the last preceding annual ~~general~~ meeting but not later than six (6) months after the end of the Association's preceding financial year. [Note: It is called an annual meeting to line up with the Act.]

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

- (a) considering the financial statements and reports of the Association required by the Act to be presented at the meeting;
- (b) electing directors;
- (c) appointing a public accountant, if required under Part 12 of the Act; and

- (d) transacting such other business as may properly be brought before the meeting or is required under the Act.

Any ~~other matters of~~ business transacted under (d) shall constitute special business ~~and a special meeting will need to be held.~~

4.3 Proposals at Annual ~~General~~ Meeting.

~~(a)~~ (a) A Member entitled to vote at an annual ~~general~~ meeting may submit to the Association notice of any matter that the Member proposes to raise at the annual ~~general~~ 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.

(a) ~~(b)~~ The Association 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.

(b) ~~(e)~~ 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 President or 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 Association.

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 ~~XII~~ 7 of this By-Law and shall, subject to the Act, include any Proposal submitted to the Association 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 ~~S~~ special ~~R~~ 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 Association. Any other person may be admitted only on the invitation of the President or with the consent of the members present at the meeting.

4.8 President of the Meeting. In the event that the President and Vice-President(s) are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to preside 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 twenty-percent of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member must be present in person.

4.10 Participation at Meetings. Any person entitled to attend a meeting of Members must participate in the meeting in person. Participation by telephonic, electronic or other communication facility is not permitted whether the meeting of Members is called by Board or by members.

4.11 Adjournment. The President 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 appointing a proxy-holder or one or more alternate proxy-holders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

~~(a)~~ (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment and only if deposited in writing with the Secretary two weeks before the meeting in question;

~~(b)~~ (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member in accordance with the process set by the Board from time to time;

(a) ~~(c)~~ the form of a proxy shall be provided by the Association and if a form of proxy is otherwise created it shall comply with the Act;

(b) ~~(d)~~ the proxy-holder or an alternate proxy-holder shall have the same rights as the member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy-holder or an alternate proxy-holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands; and

~~(e)~~ (e) a proxy-holder or alternate proxy-holder shall not hold more than 10 (ten) proxies.

[Note: We can provide a form of proxy as needed.]

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 President 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 President 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 President of the meeting, or any Member or proxy-holder may demand a ballot, in which case the ballot shall be taken in such manner as the President 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 Association by a director or representations in writing are submitted to the Association by a public accountant:

~~(a)~~ (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)~~ (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 Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 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 subsection 172(1) are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office, by prepaid mail, or electronically.

~~ARTICLE 5~~ **ARTICLE V** **DIRECTORS**

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

5.2 Number and Composition. Since 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. The composition of the Board shall be representative, to the extent possible, of the diversity of the Membership. No more than one director may be from a private sector Research Ethics Board. No more than one director may be from a government agency. A director must be a Member.

5.3 Qualifications. The following persons are disqualified from being a director of the Association:

- (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; and
- ~~(d)~~ (d) a person who has the status of bankrupt.

5.4 Election and Term. Members shall elect by ordinary resolution, at each annual ~~general~~ meeting at which an election of directors is required, directors to hold office for a term of one (1), two, (2) or three (3) years. ~~The Treasurer and Secretary, regardless of whether the latter is a director, will hold five-year terms. 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 ~~general~~ 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. A director is eligible to serve for a maximum of three consecutive terms, with the exception of the past-president, who may serve longer if needed. Directors who have served the maximum three (3) consecutive terms will be eligible for re-election to the Board after an absence of one year.

As set out in the Articles, the directors may appoint additional directors to hold office until the next annual ~~general~~ meeting of Members.:

[Note: The general rule, under the Act, that the Members must elect the directors means that it is not permissible to have ex officio directors (that is, persons who hold office “ex-officio” or “as of right”, without the need to be elected by members). In addition, all directors should be voting directors.]

5.5 Elections of Directors.

- (a) ~~(a)~~ The Nominating Committee shall ~~consist~~ be composed of five (5) members appointed by the Board ~~of Directors. These will include:~~ , including the Past-President who will act as Chair, one ~~member of the Board of Directors~~ (1) director who is in the final year of his/her term and three (3) Members ~~from the general membership~~. In the absence of a Past-President, the Board ~~of Directors~~ will appoint two ~~members from the Board~~ (2) directors. In making the selection of members for the Nominating Committee, the Board ~~of Directors~~ shall give consideration to geographic location and activity in the Association. Members of the Nominating Committee shall be appointed after the ~~Annual General Meeting~~ annual meeting, serve for one (1) year and the Nominating Committee shall be disbanded after the next ~~Annual General Meeting~~ annual meeting.
- (b) The Nominating Committee shall vet applicants and shall provide the Secretary with a slate of candidates for the Board ~~at least one~~ (1) month before the date of the annual ~~general~~ meeting in each year. All candidates included on the slate must have indicated their willingness to allow their names to be put forward to the Members. The slate of candidates, with appropriate descriptive material, will be distributed to the ~~m~~Members with the agenda for the annual ~~general~~ meeting.

- (c) Meetings of the Nominating Committee may be conducted by telephone, electronic or other communications facilities, which enables all participants to hear and speak to each other simultaneously. Selection of a slate of candidates may be conducted among the members by electronic transmission.

~~(b) If there are no additional candidates, the directors shall be acclaimed by a vote of the Members. If there are additional candidates on the slate, one vote of the Members will be held by secret ballot or by another appropriate anonymous means of voting. The Secretary and Past-President will act as scrutineers and the candidates will be elected on the basis of the greatest number of votes attributed to each. The Secretary will announce the successful candidates. Any ten members may petition in writing for a recount of the ballots by an independent auditor within one month after the date of the election.~~

- (d) [Note: Section 128(3) of the Act provides that Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period, as set out above. Due consideration must also be given to the minimum and maximum number of directors set out in the Articles. It would be preferable to keep the Nominating Committee terms of reference in a policy rather than incorporating it into the By-Law. It is easier to make changes needed from time to time if it is not subject to Member confirmation.]

5.6 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:
- (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days following the appointment; or
- (ii) by acting as a director after such person's election or appointment.

5.7 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.

5.8 Resignation. A director may resign from office by giving a written resignation to the Association [Note: This is in accordance with the Act.] and such resignation becomes effective when received by the Association or at the time specified in the resignation, whichever is later.

5.9 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.

5.10 Vacancies. Subject to Section ~~5-85.9~~, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors.

- (a) 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.

5.11 Remuneration and Expenses. The directors shall serve as such without remuneration and no directors shall directly or indirectly receive any profit from their position as such. The directors of the Association may, by resolution, fix the reasonable remuneration of the officers and employees of the Association. Any director, officer or employee of the Association may receive reimbursement for their expenses incurred on behalf of the Association 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 Association that are performed in a capacity other than as a director or officer. [Note: The Act provides that subject to the Articles, the By-Law and any unanimous member agreement, the directors of a corporation may fix the reasonable remuneration of the directors, officers and employees of the Association.]

5.12 Borrowing Powers. The Board of the Association may, without authorization of the Members:

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

~~ARTICLE 6~~ **ARTICLE VI** COMMITTEES

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

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 Association.

~~ARTICLE 7~~**ARTICLE VII**
MEETINGS OF DIRECTORS

7.1 Place of Meetings. Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada. Meetings of the Board may also be held by telephonic, electronic or other communication means. The Board must meet quarterly. The Board shall meet in conjunction with the ~~Annual general~~annual meeting of the Members, and at such other times as deemed necessary at the discretion of the President. Unless determined otherwise by the Board, meetings of the Board will be held by telephonic, electronic, or other communication means in accordance with Section 7.8.

7.2 Calling of Meetings. Meetings of the Board may be called by the President at any time. The President must call a meeting of the Board whenever three directors request a meeting in writing.

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 ~~XII~~7 of this By-Law to every director of the Association not less than fourteen (14) days 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. A notice of meeting need not 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.

7.6 Quorum. A majority of the number of directors constitutes 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 Meetings 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 President of the Meeting. In the event that the President and the Vice-President are absent, the directors who are present shall choose one of their number to President 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 President shall have a second or casting vote. Directors may not appoint proxies to attend meetings in their stead.

ARTICLE 8 OFFICERS

8.1 Appointment.

- (a) The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties, and delegate to such officers the power to manage the affairs of the Association.
- (b) An officer, other than the Secretary, must be a director.
- (c) Two or more offices may be held by the same person.

8.2 Removal. An officer may be removed at any time by an affirmative vote of two-thirds of the Board, provided that four weeks written notice has been given to all directors and the said officer has had an adequate opportunity to state his/her position. If the meeting of the Board at which the officer's removal is on the agenda is held in person, the officer may be accompanied by personally retained counsel.

ARTICLE 9~~ARTICLE VIII~~ **DESCRIPTION OF OFFICES**

9.1 ~~8.1~~ **Description of Offices.** Unless otherwise specified by the Board, the officers of the Association shall have the following duties and powers associated with their positions:

- (a) ~~President of the Board:~~
 - (i) The President ~~of the Board~~ must be a director.
 - (ii) The President shall be elected for a two (2) or three (3) year term.
 - (iii) The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.

- (iv) If the President is unable to complete his/her term, the Board shall appoint one of the Vice-Presidents or the Past President to serve as President until the next ~~Annual general~~annual meeting of Members.

- (b) Vice-President ~~of the Board~~:
 - (i) There ~~shall~~may be up to three (3) Vice-Presidents at all times.
 - (ii) Each Vice-President must be a director.
 - (iii) The Vice-Presidents should serve ~~staggered~~~~two~~-(2) year terms. If a Vice-President is selected to fill the remainder of the term of the President in the current year, he/she will serve as President only until the next ~~Annual general~~annual meeting.
 - (iv) If the President is absent or is unable or refuses to act, a Vice-President shall, when present, preside at all meetings of the Board and of the Members and shall have such others duties and powers as the Board may specify. ~~(v) ———~~
 - (v) ~~(vi)~~ In the event that a Vice-President is unable to complete his/her term, the ~~b~~Board shall appoint a replacement from among the directors for the remainder of the year until the next ~~Annual general~~annual meeting.

- (c) Past-President ~~of the Board~~:
 - (i) The Past-President must be a director.
 - (ii) The Past-President shall serve in such office for a two-(2) or three-(3) year term.
 - (iii) The Past-President shall have such duties and powers as the Board may specify.
 - (iv) If the outgoing president cannot or does not accept to serve as past-president, a previous past-president may take on this position.

- (d) Secretary:
 - (i) The Secretary need not be a director.
 - (ii) The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. This responsibility can be delegated to another member of the Board when necessary. The Secretary or delegate shall enter or cause to be entered in the Association'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 Association.
 - (iii) The Secretary shall serve for a five- year term.

- (iv) In the event that the office of Secretary is vacated by resignation, death, or any other reason, the Board shall appoint a replacement from among the Members for the remainder of the year until the next ~~Annual general~~annual meeting.
- (e) Treasurer:
 - (i) The Treasurer ~~would normally~~must be a director.
 - (ii) The Treasurer shall serve for a five-year term.
 - (iii) The Treasurer shall prepare an annual budget for approval by the Board and shall make recommendations on annual dues, program budgets, and special assessments as appropriate. The Treasurer shall have charge of the collection of annual dues and other revenues, shall disburse the Association's funds in accordance with the requirements of the Board, shall keep full and accurate accounts of the transactions of his/her office in records belonging to the Association, shall render to the Board and the Members such reports of the transactions and financial condition of the Association as may be required, and shall have such other powers and duties as the Board may specify.
 - (iv) In the event that the office of Treasurer is vacated by resignation, death, or any other reason, the Board shall appoint a replacement from among the directors for the remainder of the year until the next ~~Annual general~~annual meeting.

~~(f) Members at Large:~~

~~(i) There shall be up to five Members at Large at all times.~~ Note: Consider how to deal with Members at Large at all times.

~~(ii) Each Member at Large must be a director.~~

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board ~~or Executive Director~~ 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 8.2-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 Association. 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 Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

9.3 ~~8.3~~ **Remuneration of Officers.** The remuneration of all officers appointed by the Board shall be determined in accordance with Section ~~5.10~~5.11.

~~ARTICLE IX~~ **OFFICERS**

~~9.1~~ **Appointment.**

- ~~(a) The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties, and delegate to such officers the power to manage the affairs of the Association.~~
- ~~(b) An officer, other than the Secretary, must be a director.~~
- ~~(c) Two or more offices may be held by the same person.~~
- ~~(d)~~

~~9.2~~ **Removal.** An officer may be removed at any time by an affirmative vote of two thirds of the Board, provided that four weeks written notice has been given to all directors and the said officer has had an adequate opportunity to state his/her position. If the meeting of the Board at which the officer's removal is on the agenda is held in person, the officer may be accompanied by personally retained counsel.

~~ARTICLE X~~ **CONFLICT OF INTEREST**

10.1 Conflict of Interest.

[Note: The provisions below mirror the Act. Can also simplify By-Law by including only that "The directors and officers shall comply with the conflict of interest provisions of the Act and any policies or codes of conduct." Consider whether it is more desirable to be able to see the requirements set out in full.]

- (a) Any director or officer of the Association who:
 - (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the Association, or
 - (ii) is a director or officer of or has a material interest in any body corporate or business firm who is a party to a material contract or material transaction or proposed material contract or material transaction with the Association, or
 - (iii) has a personal or professional connection with any body corporate or business firm who is a party to material contract or material transaction or proposed material contract or material transaction with the Association

shall disclose in writing at the directors' meeting or have entered in the minutes, the nature and extent of such director or officer's interest in such actual or proposed material contract or material transaction with the Association.

- (b) The disclosure required by (a) above, shall be made, in the case of a director:
 - (i) at the directors' meeting at which a proposed contract or proposed transaction is first considered;
 - (ii) if the director was not then interested in a proposed contract or proposed transaction, at the first directors' meeting after such director becomes so interested;
 - (iii) if the director becomes interested after a contract or transaction is made, at the first directors' meeting held after the director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a director, at the first directors' meeting held after the individual becomes a director.
- (c) The disclosure required by (a) above, shall be made, in the case of an officer who is not a director:
 - (i) immediately after the officer becomes aware that the contract, transaction, proposed contract, or proposed transaction is to be considered or has been considered at a directors' meeting;
 - (ii) if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.
- (d) If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of carrying on the Association's activities, would not require approval by the directors or Members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Association or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.
- (e) A director required to make a disclosure under Section 10.1(a)(i) above shall not vote on any resolution to approve the contract or transaction unless the contract or transaction
 - (i) relates primarily to the director's remuneration as a director, an officer, an employee, or an agent of the Association or an affiliate;
 - (ii) is for indemnity or insurance under Section 151 of the Act; or
 - (iii) is with an affiliate.
- (f) For the purposes of this Section 10.1, a general written notice to the directors declaring that a director or officer is to be regarded as interested, for any of the following reasons,

in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (i) the director or officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 10.1(a)(ii);
 - (ii) the director or officer has a material interest in the party; or
 - (iii) there has been a material change in the nature of the director's or the officer's interest in the party.
- (g) A contract or transaction for which disclosure is required is not invalid, and the director or officer is not accountable to the Association or its Members for any profit realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction if:
- (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Association when it was approved.
- (h) Even if the conditions under Section 10.1(g) above are not met, a director or an officer, acting honestly and in good faith, is not accountable to the Association or to its Members for any profit realized from a contract or transaction for which disclosure is required, and the contract or transaction is not invalid by reason only of the interest of the director or officer in the contract or transaction, if:
- (i) the contract or transaction is approved or confirmed by ~~S~~special ~~R~~resolution at a meeting of the Members;
 - (ii) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed by the Members; and
 - (iii) the contract or transaction was reasonable and fair to the Association when it was approved or confirmed by the Members.
- ~~(i)~~ (i) A contract is not void by reason only of the failure of a director or officer to comply with the provisions of this Section 10.1 but a court may upon the application of the Association or a Member, set aside or annul the contract or transaction on any terms that it thinks fit, require the director or officer to account to the Association for any profit or gain realized on the contract or transaction, or make any other order that the court thinks fit.

~~ARTICLE 11~~ **ARTICLE XI**
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Standard of Care. Every director and officer of the Association, 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 Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Association shall comply with the Act, the regulations, Articles, and By-Law.

11.2 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 Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the money of the Association 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 Association 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 Indemnification of Directors and Officers. The Association shall indemnify a director, an officer of the Association, a former director or officer of the Association, or another individual who acts or acted at the Association'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 Association or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the Association 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 Association'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 Association 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.

11.4 Insurance. Subject to the Act, the Association shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to Section 11.3 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Association; 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 Association's request.

11.5 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 Association is liable to indemnify a

director or officer pursuant to the terms of the Act, the Board shall authorize the Association 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 Association 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 12~~ ~~ARTICLE XII~~
NOTICES

12.1 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 ~~S~~pecial ~~R~~esolution of the Members is required to make any amendment to the By-Law of the Association 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.2 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 Association 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.

12.3 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 13~~ ~~ARTICLE XIII~~
DISPUTE RESOLUTION

13.1 Mediation and Arbitration. Disputes or controversies among Members, directors, or officers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 13.2.

13.2 Dispute Resolution Mechanism. In the event that a dispute or controversy among Members, directors, or officers of the Association arising out of or related to the Articles or By-Law, or out of any aspect of the operations of the Association, is not resolved in private meetings between the parties then

without prejudice to or in any other way derogating from the rights of the Members, directors, or officers of the Association as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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

~~ARTICLE 14~~ ~~ARTICLE XIV~~ SPECIAL RESOLUTIONS

14.1 Special Resolutions. For greater certainty, a ~~S~~special ~~R~~resolution of the Members is required to make any amendment to these By-Laws or to the Articles to:

- (a) change the Association's name;
- (b) change the province in which the Association's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Association may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of directors fixed by the Articles;

- (j) change the statement of the purpose of the Association;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

~~ARTICLE XV~~

ARTICLE 15

BY-LAW AND EFFECTIVE DATE

15.1 ~~15.1~~ By-Law and Effective Date. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the Association. 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.

As set out in Article ~~XIV~~14, this Section does not apply to a By-Law amendment that requires a ~~S~~special Resolution because such By-Law amendments are only effective when confirmed by Members.

Upon the enactment of this By-Law, all previous By-Laws of the Association 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 Association 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.

~~ARTICLE 16~~ **ARTICLE XVI**
DISSOLUTION

16.1 ~~16.1~~ **Dissolution.** Any property remaining on liquidation after the discharge of any liabilities of the Association shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act* (Canada).

ENACTED this _____ day of _____.

Chair

Secretary

CONFIRMED by the Members this _____ day of _____.

Chair

Secretary

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Split/Merged cell	
Padding cell	

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