



## Corporation By-Law No. 1

### June 2024

Board Approval	Member Approval
June 21, 2024	June 21, 2024
Summary of Amendments	
<ul style="list-style-type: none"><li>• Revisions to align with the Canada Not-For-Profit Corporations Act (current as of 2023-10-17 and last amended on 2022-08-31) and regulations.</li><li>• Addition of language to recognize multi-profession regulatory bodies in alignment with changes to the regulation of health professions in British Columbia.</li><li>• Housekeeping updates.</li></ul>	

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A by-law relating generally to the conduct of the affairs of the  
**Canadian Alliance of Regulatory Bodies of  
Traditional Chinese Medicine Practitioners and Acupuncturists**  
(the "Corporation")

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

**1. GENERAL**

**1.1 Definitions**

- 1.1.1 In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- a. "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
  - b. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - c. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
  - d. "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
  - e. "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
  - f. "**membership dues**" means a membership fee which may be charged by the board and payable by a member pursuant to these by-laws;
  - g. "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
  - h. "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

- i. **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- j. **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- k. **"TCMA"** means Traditional Chinese Medicine and Acupuncture; and
- l. **"TCMPA regulatory body"** means any agency established under statute by Canadian, provincial, or territorial legislation to regulate the practice of TCMA, including government agencies and multi-profession agencies responsible for the regulation of TCMA.

## **1.2 Interpretation**

- 1.2.1 In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

## **1.3 Corporate Seal**

- 1.3.1 The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Executive Director of the Corporation shall be the custodian of the corporate seal.

## **1.4 Execution of Documents**

- 1.4.1 Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or any four (4) of its directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.5 Financial Year End**

- 1.5.1 The financial year end of the Corporation shall be determined by the board of directors.

## **1.6 Banking Arrangements**

- 1.6.1 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.

## **1.7 Borrowing Powers**

- 1.7.1 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, 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.

## **1.8 Annual Financial Statements**

- 1.8.1 The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may 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. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## 2. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

### 2.1 Membership Conditions

2.1.1 Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

#### 2.1.2 Class A Members

- a. Class A voting membership shall be limited to TCMPA regulatory bodies.
- b. Class A membership shall consist of any TCMPA regulatory body whose application has received the approval of the board and is confirmed by the Executive Director once such member's membership dues have been paid.
- c. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- d. As set out in the articles, each Class A voting member is entitled to receive notice of, attend, and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

#### 2.1.3 Class B Members

- a. Class B non-voting membership shall be limited to organizations which are: (a) based in provinces or territories where there is no legislation regulating TCMA, (b) recognized by a provincial or territorial government as representing practitioners of TCMA for the particular province or territory, and (c) approved by the board and confirmed by the Executive Director as a Class B member once such membership dues have been paid.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

- c. Subject to the Act and the articles, a Class B non-voting member shall be entitled to receive notice of and attend all meetings of the members of the Corporation but shall not be entitled to vote at meetings of the members of the Corporation.
- 2.1.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.2 Membership Transferability**

- 2.2.1 A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **2.3 Notice of Members Meeting**

- 2.3.1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 2.3.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.4 Calling a Members' Meeting**

- 2.4.1 The board shall have the power to call, at any time, a special meeting of the members.
- 2.4.2 The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.



## **2.5 Absentee Voting at Members' Meetings**

- 2.5.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
  - b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
- 2.5.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **3. MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE**

### **3.1 Membership Dues**

- 3.1.1 Membership dues payable by the members shall be determined by the board and shall be payable annually.
- 3.1.2 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within 90 days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

### **3.2 Termination of Membership**

- 3.2.1 A membership in the Corporation is terminated when:
- a. the member organization ceases to exist or is no longer a TCMPA regulatory body;
  - b. in the case of a member that is a corporation, the corporation is dissolved;

- c. a member fails to maintain any qualifications for membership described in the section on membership conditions of this by-law;
- d. the member resigns by delivering a written resignation to the chair of the board in which case such resignation shall be effective on the date specified in the resignation;
- e. the member is expelled in accordance with section 17;
- f. the member's term of membership expires; or
- g. the Corporation is liquidated or dissolved under the Act.

### **3.3 Effect of Termination of Membership**

- 3.3.1 Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

### **3.4 Expulsion or Suspension of Members**

- 3.4.1 The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
  - a. violating any provision of the articles, by-laws, or written policies of the Corporation,
  - b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion,
  - c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 3.4.2 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chair, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written

submissions are received by the chair, the chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

- 3.4.3 On the expulsion or suspension of a member, such member's nominees to the board shall be deemed to have ceased being directors as of the date of such expulsion or suspension.

## **4. MEETINGS OF MEMBERS**

### **4.1 Proposals Nominating Directors at Annual Members' Meetings**

- 4.1.1 Each member shall be entitled to nominate two (2) directors to the board at each annual general meeting. Any vacancy in the board may be filled by nomination of a replacement by the member whose nominee has ceased to act as a director.
- 4.1.2 Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of Class A members entitled to vote at the meeting at which the proposal is to be presented.

### **4.2 Cost of Publishing Proposals for Annual Members' Meetings**

- 4.2.1 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.

### **4.3 Place of Members' Meeting**

- 4.3.1 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, 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.

4.3.2 Pursuant to subsection 162(9) (Business) of the Act, all business transacted at a special meeting or annual meeting of members, except consideration of the financial statements, auditor's or public accountant's report, election of directors, and re-appointment of the incumbent auditor or public accountant, is special business. A notice of a meeting of members at which special business is to be transacted shall:

- a. state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business;
- b. state the text of any special resolution to be submitted at the meeting.

#### **4.4 Persons Entitled to be Present at Members' Meetings**

4.4.1 The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, and the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **4.5 Chair of Members' Meetings**

4.5.1 The chair of members' meetings shall be the chair of the board and, in the absence of the chair, the vice-chair of the board. In the event that the chair and the vice-chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.6 Quorum at Members' Meetings**

4.6.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **4.8 Voting at Members' Meetings**

4.8.1 At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **4.9 Participation by Electronic Means at Members' Meetings**

4.9.1 If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

## **4.10 Members' Meeting Held Entirely by Electronic Means**

4.10.1 If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

# **5. DIRECTORS**

## **5.1 Qualifications of Directors**

5.1.1 Pursuant to section 126 (Qualifications of Directors) of the Act, directors must be 18 years of age or older, must not be incapable as defined by the Act, must be an individual, and must not have a status of bankrupt.

- 5.1.2 A person is qualified to act as director if they are an officer, director, employee, or volunteer of a TCMPA regulatory body and have met the nomination requirements prescribed by the board by resolution.
- 5.1.3 A director shall automatically cease to be a director if they cease to be an officer, director, employee, or volunteer of a TCMPA regulatory body.

## **5.2 Number of Directors**

- 5.2.1 The articles provide for a minimum and maximum number of directors. The board shall be comprised 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. The minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

## **5.3 Term of Office of Directors**

- 5.3.1 The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

## **5.4 Ceasing to Hold Office**

- 5.4.1 Pursuant to section 129 (Ceasing to Hold Office) of the Act, a director of the corporation ceases to hold office when the director dies, resigns, or is removed or becomes disqualified in accordance with the Act. The resignation of a director must be submitted to the chair of the board in writing. The resignation becomes effective at the time the written resignation is sent to the chair or at the time specified in the resignation, whichever is later.
- 5.4.2 Pursuant to section 130 (Removal of Directors) of the Act, the members of the corporation may by ordinary resolution at a special meeting remove any director or directors of the board from office with a two-thirds majority vote. A vacancy created by the removal of a director may be filled at the meeting of the members at which the director is removed or in accordance with section 132 (Filling Vacancy) of the Act.
- 5.4.3 Pursuant to section 131 (Statement of Director) of the Act, a director is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the

director if a meeting is called for that purpose. The Executive Director shall immediately give notice to the members of the statement.

## **6. MEETINGS OF DIRECTORS**

### **6.1 Calling of Meetings of Board of Directors**

6.1.1 Meetings of the board may be called by the chair of the board, the vice-chair of the board in the absence of the chair, or by a majority of the directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

### **6.2 Notice of Meeting of Board of Directors**

6.2.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on the method of giving notice of meeting of this by-law to every director of the Corporation not less than 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.2.2 Pursuant to subsection 138(2) (Limits on Authority) of the Act, a notice of a board meeting must specify any of the following matters that are to be dealt with at the meeting:

- a. a decision to submit to the members any question or matter requiring the approval of members;
- b. the filling of a vacancy among the directors or in the office of the auditor or public accountant or the appointment of additional directors;
- c. the issuance of debt obligations except as authorized by the directors;

- d. the approval of any financial statements;
- e. the adoption, amendment, or repeal of by-laws; or
- f. the establishment of any dues to be paid by members.

### **6.3 Regular Meetings of the Board of Directors**

- 6.3.1 There shall be at least one meeting of the board each year.
- 6.3.2 The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.4 Proceedings at Meetings of Board of Directors**

- 6.4.1 Pursuant to subsection 136(2) (Quorum) of the Act, a majority of directors shall constitute a quorum for meetings of the board and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.
- 6.4.2 Pursuant to subsection 136(7) (Participation) of the Act, all or any of the directors, with the consent of all the directors in attendance, may participate in a meeting of the board or of a committee of directors by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Directors participating in such manner shall be deemed to be present at that meeting.
- 6.4.3 The board may in its absolute discretion request or accept an individual who is not a director to attend a meeting of the board as a guest. A guest may participate, subject to any restrictions imposed by the board, in a board meeting but may not bring any motion or vote on any manner.



## **6.6 Votes at Meetings of the Board of Directors**

- 6.6.1 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 6.6.2 Pursuant to section 165 (Voting) of the Act, voting at meetings of the board shall occur by a show of hands or by electronic participation and the chair shall declare the result of all votes. Notwithstanding the foregoing, at the request of any director, the chair shall require the voting to occur by secret ballot and the results will be counted and recorded. In the case of an equality of votes, the motion is defeated.

## **6.7 Committees of the Board of Directors**

- 6.7.1 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 of directors.

## **6.8 Duty to Oversee Management**

- 6.8.1 Subject to the Act, articles, and any unanimous member agreement, the board shall oversee the management of the activities and affairs of the Corporation and may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members when they shall be confirmed, and failing such confirmation at such annual general meeting of the members, shall at and from that time cease to have any force and effect.

## **6.9 Reimbursements**

- 6.9.1 Pursuant to subsection 143(1) (Remuneration) of the Act and subject to the articles, this by-law, and any unanimous member agreement, the board may establish reasonable remuneration of the directors, officers,

and employees of the Corporation in accordance with such policies as may be determined by the board from time to time.

- 6.9.2 Pursuant to subsection 143(2) (Remuneration) of the Act and subject to this by-law, a director, an officer, or a member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity, at such rates and in accordance with such policies as may be determined by the board from time to time.

## **7. OFFICERS**

### **7.1 Appointment of Officers**

- 7.1.1 The board 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.

### **7.2 Officers of the Corporation**

- 7.2.1 Unless otherwise specified by the board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated with their positions:
- a. Chair of the Board – The chair of the board shall be a director. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify. The Chair shall serve for a three-year term.
  - b. Vice-Chair of the Board – The vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify. The vice-chair shall serve for a three-year term.

- c. Executive Director – The executive director shall be the chief executive officer of the Corporation appointed by the board and shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members, and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the auditor or public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

7.2.2 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may, from time to time and subject to the act, vary, add to, or limit the powers and duties of any officer.

### **7.3 Officer Vacancies**

7.3.1 In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

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

## **8. NOTICES**

### **8.1 Method of Giving Notice**

8.1.1 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

8.1.2 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has

been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.2 Invalidity of Provisions of this By-law**

8.2.1 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.

## **8.3 Omissions and Errors**

8.3.1 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

# **9. DISPUTE RESOLUTION**

## **9.1 Mediation and Arbitration**

9.1.1 Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

## **9.2 Dispute Resolution Mechanism**

9.2.1 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws 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 (or if applicable the board of the Corporation) 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 parties agree that 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 provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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.

9.2.2 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.

## **10. EFFECTIVE DATE**

### **10.1 By-laws and Effective Date**

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

- 10.1.2 This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 21<sup>st</sup> day of June, 2024 and confirmed by the members of the Corporation by special resolution on the 21<sup>st</sup> day of June, 2024.

Dated as of the 21<sup>st</sup> day of June, 2024.

Joanne Pritchard-Sobhani  
Board Chair