

**CANADIAN ASSOCIATION OF EMERGENCY PHYSICIANS
ASSOCIATION CANADIAN DES MEDECINS D'URGENCE
(the "Association")**

BY-LAW NO. 1

Board Approved: May 11, 2016

Member Approved: June 6, 2016

TABLE OF CONTENTS

1.	Interpretation	3
2.	Corporate Seal	5
3.	Head Office and Place of Operation	5
4.	Membership	5
5.	Members' Meetings	9
6.	Board of Directors	11
7.	Directors	13
8.	Election of Directors	14
9.	Meetings of the Board	15
10.	Indemnity to Directors, Officers and Others	17
11.	Officers	18
12.	Election and Appointment of Officers	19
13.	Duties and Requirements of Officers	20
14.	Removal/Resignation From Office	23
15.	Replacements for Vacated Offices and Directorships	24
16.	Elections for Other Positions	24
17.	Committees	25
18.	Sections	29
19.	Conflict of Interest	30
20.	Books and Records	30
21.	Minutes of Board of Directors (and Executive Committee)	31
22.	Execution of Documents	31
23.	Financial Year	31
24.	Auditors	31
25.	Banking	31
26.	Surplus Funds	32
27.	Trust Funds	32
28.	Grants and Other Funding	32
29.	Amendment of By-Laws	32
30.	Dissolution	33

1. INTERPRETATION

1.1 In these By-Laws and in all other By-Laws of the Association hereafter passed unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and associations.

1.2 Whenever reference is made to these By-Laws or any Section thereof, such reference shall be deemed to extend and apply to any amendments to such By-Law or Section thereof, as the case may be.

1.3 In the operations of the Association, equal recognition shall be given to Canada's two official languages. Both the English and French versions of these By-Laws are official however for purposes of interpretation in the event of a conflict between the two versions, the English version of the By-Laws shall prevail.

1.4 In this By-Law and all other By-Laws of the Association, unless the context otherwise specifies or requires:

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, any act statute or regulations that may be substituted, as amended from time to time;
- (b) "Annual General Meeting" means an annual general meeting of the Members of the Association held in accordance with the Act and these By-Laws, including without limitation Section 5;
- (c) "Articles" means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Association;
- (d) "Association" means the Canadian Association of Emergency Physicians;
- (e) "Board" means the board of directors of the Association as constituted in accordance with the Act and these By-Laws, including Subsection 6.2;
- (f) "Board Code of Conduct" means any code of conduct adopted by the Association in accordance with applicable laws and these By-Laws to govern the conduct of the Board of the Association or its Committees or Sections;
- (g) "Board Observers" means observers of meetings of the Board as permitted by the Board pursuant to Section 9.5;
- (h) "By-Laws" means any and all By-Laws of the Association from time to time in force and effect;

- (i) “Chair” means a chairperson of any of the Association’s Board, Committees and Sections, as the case may be;
- (j) “Director” means a person occupying the position of a director of the Association in accordance with applicable laws and Section 7;
- (k) “Executive Director” means the person occupying the position of Executive Director of the Association as described in Section 13.7. The Executive Director is not an Officer as defined in Section 1.4(o);
- (l) “General Code of Conduct” means any code of conduct adopted by the Association in accordance with applicable laws and these By-Laws to govern the conduct of any Member, Director, Officer of the Association;
- (m) “Head Office” means the registered head office of the Association as required under the Act and provided for in Subsection 3.1;
- (n) “Member” means any member as provided for in section 4.2, in good standing with the Association;
- (o) “Officer” means an officer of the Association as provided for in Section 11;
- (p) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- (q) “Past-President” shall mean the person occupying the position of past-president of the Association as described in Section 13.3;
- (r) “President” shall mean the person occupying the position of president of the Association as described in Section 13.1;
- (s) “President-Elect” shall mean the person occupying the position of president-elect of the Association as described in Section 13.2;
- (t) “Regions” shall consist of five (5) regions of Canada: i) the West, consisting of British Columbia and the Yukon; ii) the Prairies, consisting of Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut; iii) Ontario, consisting of the Province of Ontario; iv) Quebec, consisting of the Province of Quebec; and v) the East, consisting of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland/Labrador;
- (u) “Residents Section” means the residents section as may be established by the Board pursuant to Section 18;

- (v) “Section of Pediatric Emergency Medicine ” means the pediatric section as may be established by the Board pursuant to Section 18;
- (w) “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- (x) “Secretary” shall mean the person occupying the position of secretary of the Association as described in Section 13.4;
- (y) “Secretary-Treasurer” shall mean a person occupying the position of both Secretary and Treasurer of the Association as provided for in Section 13.6;
- (z) “Special General Meeting” means a special general meeting of the Members of the Association held in accordance with the Act and these By-Laws, including without limitation Section 5; and
- (aa) “Treasurer” shall mean the person occupying the position of treasurer of the Association as described in Section 13.5.

2. CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association. The Executive Director of the Association shall be responsible for the safe custody of the seal.

3. HEAD OFFICE AND PLACE OF OPERATION

3.1 Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario.

3.2 The operations of the Association may be carried on throughout Canada and elsewhere as determined by the Board.

4. MEMBERSHIP

4.1 Ethics and Pledge of Membership

Membership in the Association is a privilege, not a right. As a condition of membership in the Association, each Member pledges and agrees to accept, uphold and be governed by the By-Laws, rules, regulations, codes of ethics and policies of the Association when engaged in any activities with or for the Association. Each Member further pledges and agrees to abide by and accept the rulings, decisions and proclamations of the properly constituted authorities of the Association. Acceptance of membership in the Association shall constitute acceptance by such Member of such terms.

4.2 Categories of Membership

The categories of membership in the Association are as follows, provided that the Board may from time to time establish other categories and criteria of membership subject to approval by the Members:

- (a) **Active Members** - Active Members of the Association shall be physicians resident in Canada who devote a significant portion of their medical endeavors to Emergency Medicine. Active Members of the Association shall also be registered practitioners licensed and in good standing with a college of physicians and surgeons or equivalent governing body within Canada. Active Members shall be entitled to receive notice of, attend and vote at all meetings of the members, including Annual or Special General Meetings of the Association and shall enjoy the privileges of membership as defined by the Board. Active Members may hold appointed or elected office, sit as members on all committees and sections and may also chair all committees and sections.
- (b) **Affiliate Members** - Affiliate Members of the Association shall be physicians, resident in Canada, who are registered practitioners licensed and in good standing with a college of physicians and surgeons or equivalent governing body within Canada, and interested and/or involved in Emergency Medicine. Affiliate Members shall be entitled to receive notice of and attend meetings of the members, including Annual or Special Meetings of the Association, and shall enjoy all the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote or hold appointed or elected office. Affiliate Members may sit as members on all committees and sections and they may also chair all committees and sections.
- (c) **International Members** – International Members of the Association shall be physicians who reside and/or practice outside of Canada who are interested in furthering the purposes of the Association. International Members shall be entitled to receive notice of and attend meetings of the Members and shall enjoy all the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. International Members shall not have the right to hold appointed or elected office, to Chair Committees or Sections, but shall have the right to sit as a member on all Committees and Sections.
- (d) **Associate Members** – Associate Member status will be considered for individuals with an interest furthering the purposes of the Association but are not physicians and who reside in Canada. Associate Members shall be entitled to receive notice of and attend meetings of the Members and shall enjoy all the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Associate Members shall not have the right to hold office, to Chair Committees or Sections, but shall have the right to sit as a non-voting member on all Committees and Sections.

- (e) **Resident Members** - Resident Members of the Association shall be Canadian physicians engaged in post-graduate training in Canada who plan to practice Emergency Medicine. Resident Members shall be entitled to receive notice of and attend all meetings of the Members and shall enjoy the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Resident Members shall not have the right to hold appointed or elected office, or the right to Chair all Committees. Resident Members may sit as members on all Committees and Sections.
- (f) **Student Members** - Student Members of the Association shall be medical students resident and enrolled in a program in Canada who are interested in furthering the purposes of the Association. Student Members shall be entitled to receive notice of and attend all meetings of Members and shall enjoy the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Student Members shall not have the right to hold appointed or elected office, or the right to Chair all Committees and Sections. Student Members may sit as non-voting members on all Committees and Sections.
- (g) **Retired Members** – An Active Member who retires from the practice of the profession may, on application to the Executive Director or such other person as designated by the Executive Director or the Board, become a Retired Member of the Association. Retired Members shall be entitled to receive notice of and attend all meetings of the members including Annual or Special Meetings of the Members, and shall enjoy the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Retired Members shall not have the right to hold appointed or elected office, or the right to Chair all Committees and Sections. Retired Members may sit as members on all Committees and Sections.
- (h) **Honorary Life Members** - Honorary Life Membership shall be awarded to Members who have rendered outstanding service in Emergency Medicine. Candidates for this form of membership may be proposed to the Board pursuant to Section 4.3.2 of these By-Laws. Honorary Life Members shall have all the rights and privileges of Active Members and all subsequent references to Active Members herein shall be deemed to include Honorary Life Members.

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-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.3 Application for Membership

4.3.1 Application for membership in the Association shall be in writing in such form and accompanied by such required documentation and fees as the Board may from time to time prescribe.

4.3.2 Other than applications for Honorary Life Members, which shall be subject to approval by the Board, the Executive Director, or such other person as designated by the Executive Director or the Board, shall review each application for membership and approve those that are eligible for membership and acceptable to the Association in its sole discretion. In the event that the Association requests proof of eligibility for membership, it is the responsibility of the applicant to provide satisfactory proof. Membership shall not be denied on the basis of age, race, religion, country of origin, political beliefs or sexual orientation.

4.3.3 In the event an application for membership is rejected, the applicant may appeal to the Board, the decision of which shall be final and binding and there shall be no further appeal therefrom.

4.4 Membership Dues, Fees and Levies

4.4.1 The membership year shall be from January 1st to December 31st in each year.

4.4.2 The Board shall from time to time determine the amount of dues, fees and levies payable by each category of membership, and the date by which payment is due.

4.4.3 The Board, in its discretion, may waive any dues, fees or levies, or portion thereof, owing to the Association by a Member.

4.5 Resignation or Termination of Membership

4.5.1 Any Member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Executive Director of the Association.

4.5.2 Membership shall automatically terminate if the Member ceases to meet the eligibility criteria for membership or dies.

4.5.3 Membership shall automatically terminate if a Member's dues, fees or levies, or any portion of them, are not paid within sixty (60) days of the due date, unless otherwise determined by the Board.

4.5.4 The Board, by unanimous vote, may terminate the membership of any Member who fails to abide by his or her pledge of membership, the Articles or By-Laws of the Association or whose membership in the Association brings, in the opinion of the Board in its sole discretion, the reputation of the Association into disrepute, provided that a Member whose membership is terminated may appeal the termination of membership to

the general membership at the next Annual General Meeting. A two thirds (2/3) majority will be required to reverse a decision of the Board on a termination.

4.5.5 The Members may terminate the membership of a Member by a vote of three quarters ($\frac{3}{4}$) of the Members present at an Annual or Special General Meeting of the Members.

4.5.6 A Member whose membership has been resigned or terminated shall remain liable for payment of any membership dues or other assessments outstanding at the time of resignation. All right, title and interest, legal and equitable, of a Member in and to the property of the Association shall cease in the event of the death of the Member or the termination or resignation of his or her membership.

5. MEMBERS' MEETINGS

5.1 Annual General Meeting

An Annual General Meeting of the Association shall be held once each year. Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held at such time and place in Canada as shall be determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

5.2 Special General Meetings

The Board or the Executive Committee may at any time, call a Special General Meeting of the Members. In accordance with Section 167 of the Act, the Board shall call a Special General Meeting upon the written request of Members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting. The business to be transacted at such Special General Meetings shall be stated in the notice thereof, and no other business may be considered at those meetings. Any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.

5.3 Notice of Annual or Special General Meetings

Notice of the time and place of a meeting of members shall be given to each Member entitled to vote at the meeting by the following means:

- i. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- ii. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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 Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.

5.4 Adjournments

Any Annual or Special General Meeting of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting at which such adjournment took place. No notice shall be required for any such adjournment. Such adjournment may be made, notwithstanding that no quorum is present.

5.5 Quorum

A quorum at both Annual and Special General Meetings of the Association shall consist of fifty (50) voting Members present in person. The President or his designate shall chair meetings.

5.6 Voting

5.6.1 Each voting Member of the Association shall at all meetings of Members receive one (1) vote on all matters in which they are entitled to vote. No Member shall be entitled to vote at meetings of the Association unless all outstanding dues or assessments have been paid. Proxies are not permitted.

5.6.2 At all meetings of Members every question, except in the case of elections which shall be handled as otherwise specifically provided for in these By-Laws, shall be decided by a majority vote of eligible voting Members. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. In the event of an equality of votes at any Annual or Special General Meeting, whether upon a show of hands or at a poll, the motion shall be lost.

5.6.3 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 Association has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

5.6.4 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 Association to change this method of voting by Members not in attendance at a meeting of Members.

5.7 Agenda and Order of Business

5.7.1 At every Annual General Meeting, in addition to any business concerning the Association that has been properly brought before it, the report of the Directors, the financial statements and the report of the auditors shall be presented. No resolution or motion may be brought before the Annual General Meeting unless the Secretary has been so advised at least ten (10) days prior to the meeting and the Board has approved its addition to the agenda.

5.7.2 The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not otherwise governed by these By-Laws, procedures shall be in accordance with Robert's Rules of Order.

6. BOARD OF DIRECTORS

6.1 Powers of the Board

6.1.1 The property and business of the Association shall be managed by a Board of Directors hereinafter referred to as the Board. The Board shall be responsible for the direction of affairs of the Association between meetings of the Members.

6.1.2 The Board of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

6.1.3 The Board shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer, Officers or the Executive Director of the Association, the right to disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and employing and paying salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.

6.1.4 The Board is hereby authorized, from time to time:

- i. to borrow money upon the credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at

such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

- ii. to limit or increase the amount to be borrowed; and
- iii. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

6.1.5 The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Association.

6.1.6 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

6.1.7 A Director may be removed from the Board for a contravention of the General or Board Code of Conduct upon recommendation by the Board to the Members and confirmation by the Members by way of Special Resolution.

6.1.8 The Board shall actively pursue the purposes of the Association and may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association, as they may deem expedient.

6.1.9 The Board may delegate to any committee or Officer any or all powers, duties and authority of the Board that may lawfully be granted including the right to employ and pay salaries to employees of the Association.

6.1.10 The Board shall take the initiative in preparing general policies and actions for consideration by the Members.

6.2 Composition of Board

6.2.1 The Board shall consist of the number of directors specified in the Articles. If 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.

6.2.2 Subject to the election provisions in section 8, there is to be at least one Director on the Board from each of the five (5) Regions. For clarity, the Directors elected in this

section 6.2.2 do not represent the Region in which they reside but simply reside in said Region.

6.2.3 The Treasurer shall be elected by the Members as both the Treasurer and a Director and can be elected from any of the five (5) Regions.

6.2.4 The President-Elect shall be elected by the Members as both the President-Elect and a Director and shall serve a term of four (4) years. For the first two (2) years of the term, the Director shall hold the office of President-Elect and for the second two (2) years the Director shall hold the office of President.

6.2.5 The Resident Members shall elect a representative from the Residents Section to act as both the Chair of the Residents Section and a Director of the Association. The representative elected as the Chair of the Pediatric Section and Director of the Association may come from any of the five Regions.

6.2.6 The Academic Section Members shall elect a representative from the Academic Section of Emergency Medicine to act as both the Chair of the Academic Section of Emergency Medicine and a Director of the Association. The representative elected as the Chair of the Academic Section and Director of the Association may come from any of the five Regions.

6.2.7 The representative from the Section of Pediatric Emergency Medicine shall be the Chair of the Section of Pediatric Emergency Medicine. The Chair of the Section of Pediatric Emergency Medicine is not elected a Director of the Association but shall be appointed by the Board to attend meetings of the Directors as a Board Observer. The representative elected as the Chair of the Pediatric Section may come from any of the five Regions.

6.2.8 Representatives from the Association des medecins d'urgences du Quebec ("AMUQ") shall be appointed by AMUQ and shall have the right to attend meetings of the Directors as a Board Observer. For clarity, representatives appointed by AMUQ are not Directors of the Association.

6.2.9 The Past-President is not a Director but shall have the right to attend meetings of the Directors as a Board Observer.

7. DIRECTORS

Each Director, at the time of election and throughout the term of office, shall be a Member in good standing of the Association and shall not be less than eighteen (18) years of age, with power under law to contract.

7.1 Term of Office

7.1.1 Except as otherwise provided for in these By-Laws, Directors shall be elected for a term of two (2) years from the date of the Annual General Meeting at which they were elected and may serve up to three (3) consecutive terms of office.

7.1.2 The Chair of the Residents Section shall serve as the Chair of the Residents Section and a Director of the Association for a term of one (1) year pursuant to Section 18.7.

7.1.3 Board Observers shall serve for a period of one (1) year or until the date of the next Annual General Meeting.

7.1.3 In no event shall a Member be appointed as a Board Observer for more than four (4) consecutive terms.

7.2 Remuneration and Expenses

7.2.1 The Directors shall serve as such without remuneration.

7.2.2 No Director shall directly or indirectly receive any profit or financial gain from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

7.2.3 Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefore subject to any applicable law.

7.2.4 Notwithstanding any of the foregoing, the Board may establish or approve an honorarium to be paid to any Director or Officer under such terms and conditions as may be approved by the Board from time to time subject to any applicable law.

8. ELECTION OF DIRECTORS

8.1.1 Nominees for Directors may be any Active Member.

8.1.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a full slate of candidates nominated for election by the Nominating Committee for election as Directors at the Annual General Meeting, and shall also include (a) a call for nominations for the vacant Director positions to be filled by election at the Annual General Meeting; (b) the Region in which each of the nominated candidates resides; (c) a brief curriculum vitae of each of the nominated candidates; and/or (d) a statement from the nominated candidate outlining their platform. Members may only nominate regional nominees from within their own regions. Nominations from Active Members for the vacant Director position(s) must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual

General Meeting and must include the Region in which the nominee resides, the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association who reside in the same Region as the nominee.

8.1.3 If a nomination from a member is received, at least forty five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates for election as Directors at the Annual General Meeting and shall include along with (a) a brief curriculum vitae of each of the applicants; and/or (b) a statement from the candidate(s) outlining their platform.

8.1.4 Any vacancy of a Director's position, shall cause notice to be given to all Active Members of an election for vacant position(s) on the Board, such election to be held within one hundred and ten (110) days of the vacancy occurring. Notwithstanding Section 9.8.5 such election shall be conducted in accordance with Section 8 hereto with the exception that ballots may be sent to all Active Members via mail, facsimile, or other electronic means and such Active Members may return the completed ballot to the attention of the Chair of the Nominating Committee via mail, facsimile, or other electronic means; such ballots, in order to be valid, must be received by the Chair of the Nominating Committee within forty-five (45) days of the date on which the said ballots were sent to all Active Members by the Chair of the Nominating Committee. The ballots shall be tallied and the Chair of the Nominating Committee shall inform the membership of the results via regular or electronic mail. Should the above-noted election result in no willing candidates being identified by the Nominating Committee or no Director being properly elected in accordance with Section 8 the Board can appoint a Director at its sole discretion.

9. MEETINGS OF THE BOARD

9.1 The Board shall meet at least twice (2) annually in addition to the Annual General Meeting. Meetings of the Board can be held face-to-face, via teleconference or via other electronic means at the Board's discretion.

9.2 Additional meetings of the Board may be called by the President. The Board shall receive notification of any and all meetings at least thirty (30) days prior to the date of the meeting.

9.3 No immaterial or inadvertent error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting may ratify, approve and confirm any or all proceedings taken or had thereat.

9.4 Meetings by Teleconference and Other Electronic Means

9.4.1 Telephone Participation

The Directors of the Association may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Directors of the Association.

9.4.2 Meetings by Other Electronic Means

The Directors of the Association may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- i. the Board of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- ii. each Director has equal access to the specific means of communication to be used; and
- iii. each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

9.5 Board Observers

The Board may invite the Past President, Chairs of Committees and/or Sections or other Members or any other party to attend meetings of the Board as observers on such terms and conditions as the Directors may determine.

9.6 Quorum

At any meeting of the Board, a majority of the Directors of the Board shall constitute quorum. Such quorum of Directors present shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. Quorum must remain throughout the meeting in order to continue the business of the meeting. Directors who have declared a conflict of interest on a particular matter or question shall be counted in determining a quorum.

9.7 Adjournments

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at the resumption of such adjourned meeting as might have been transacted at the original meeting at which such adjournment took place. No notice shall be required to resume such adjourned meeting. Such adjourned meeting may resume, provided that quorum is present.

9.8 Voting

9.8.1 Questions arising at any Board meeting shall be decided by a majority of votes. All Directors who are eligible to vote shall be entitled to only one (1) vote.

9.8.2 In the case of an equality of votes, the Chair shall cast a second and deciding vote.

9.8.3 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

9.8.4 A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.8.5 Mail ballots or proxy voting are not accepted in lieu of or at meetings of the Board or any Committee of the Board.

10. INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

10.1 Every Director and Officer of the Association, and any other person who has undertaken or is about to undertake any liability on behalf of the Association, and the heirs, executors, administrators, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- i. All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- ii. All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default;

provided that the power exercised and the duties discharged by the Director or Officer or other person were honestly performed and in good faith with a view to the best interests of the Association and with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance.

10.2 The indemnity granted herein shall apply notwithstanding any fees or any other remuneration paid to the Director or Officer while that person is a Director or Officer of the Association subject to any applicable law.

10.3 Nothing in these By-Laws shall relieve the Director or Officer from the duty to act in accordance with the provisions of the Act, as amended or replaced from time to time by legislation of similar nature and substance, and the regulations thereunder or from liability for any breach thereof.

11. OFFICERS

11.1 The Officers of the Association, save and except for the Past-President, shall be Directors and shall consist of a President, President-Elect, Past-President, Secretary and Treasurer (or Secretary-Treasurer) and any such other Officers as the Board may by by-Law determine. The same person may hold any two offices.

11.2 The Executive Director shall be appointed as an Officer of the Association without vote in accordance with the terms and conditions of employment.

11.3 When the installation of the President has taken place, the person who held the office of President for the preceding term shall become the Past-President and the person who held the office of Past-President for the preceding term shall retire as an Officer unless otherwise determined in accordance with Subsection 11.4.6.

11.4 Term

11.4.1 Except as otherwise noted in these By-Laws, the Officers of the Association shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers, with the exception of the President-Elect, the President, Past-President and Treasurer, shall be subject to removal by resolution of the Board at any time.

11.4.2 The Treasurer of the Association shall be elected by the Active Members of the Association and shall hold office for a term of two (2) years. A Director elected Treasurer may serve up to three (3) consecutive terms.

11.4.3 The President shall take office after the completion of a term of President-Elect. The President may hold office for one (1) term of two (2) years. In the event that the Board deems an additional term of two (2) years appropriate, and votes unanimously in favor of such an additional term, a Special General Meeting of the membership will be called and on approval by a resolution of the membership at the Special General Meeting a President may serve an additional term. The resolution must be approved by two-thirds (2/3) of the Members entitled to vote at the Special General Meeting. The President may serve only one additional term of two (2) years.

11.4.4 The President-Elect of the Association shall be elected as both the President-Elect and as a Director of the Association and shall hold office for a single four (4) year term.

11.4.5 In the event that the President is continuing for more than one (1) term, the President-Elect may continue to serve as President-Elect. However, at the end of the four (4) year term, the President-Elect will need to be re-elected as a Director and President. If the President-Elect chooses to resign then a new President-Elect and President will be elected.

11.4.6 The Past-President of the Association shall hold office for a single two (2) year term. The Past-President shall begin the term of office at the conclusion of his term as President and Director. At the end of his term as Past-President, if the President is continuing for more than one (1) term, the Past-President may continue to hold the office if there is the unanimous approval of the Board.

11.4.7 Except as otherwise provided in these By-Laws, Officers may serve more than one (1) consecutive term of office, but, with the exception of the Treasurer, in no event shall an Officer serve in the same capacity for more than two (2) consecutive terms. The Treasurer may serve up to three (3) consecutive terms of office.

12. ELECTION AND APPOINTMENT OF OFFICERS

The Active Members of the Association shall elect an Active Member as the President-Elect and Treasurer of the Association and shall also be elected as a Director of the Association. Officers other than President-Elect, President and Treasurer of the Association shall be appointed from among the Board by resolution of the Board at the first meeting of the Board following an election of a President-Elect.

12.1 Election of President-Elect and Treasurer

12.1.1 Nominees for President-Elect and Treasurer may be any Active Member.

12.1.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a candidate nominated for election by the Nominating Committee as President-Elect and Treasurer at the Annual General Meeting, and shall also include (a) a call for nominations for the vacant President-Elect or Treasurer position; (b) a brief curriculum vitae of the nominated candidate; and/or (c) a statement from the nominated candidate outlining their platform. Nominations from Active Members for the vacant President-Elect and Treasurer positions must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association.

12.1.3 If an existing Director is nominated for the position of President-Elect or Treasurer, and should the nominated Director accept the nomination, they will be deemed to have resigned from the Board as of the start of the Annual General Meeting

at which the new President-Elect or Treasurer is to be announced if they have not been elected.

12.1.4 At least forty five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates nominated for election at the Annual General Meeting as President-Elect and Treasurer, and shall include along with (a) a brief curriculum vitae of each of the applicants; and/or (b) a statement from the candidate outlining their platform.

12.1.6 Each voting Member of the Association shall have one (1) vote.

13. DUTIES AND REQUIREMENTS OF OFFICERS

13.1 The President shall:

- (a) Be an Active Member in good standing of the Association and an ex-officio member of all Committees and Sections;
- (b) Be an elected member of the Board;
- (c) Shall serve as Chair at Board meetings and at Annual and Special General Meetings;
- (d) Oversee the general management of the affairs of the Association;
- (e) Represent, or appoint a designate to represent, the Association in all its official contacts with medical, scientific or other bodies;
- (f) See that all orders and resolutions of the Board of Directors are carried into effect;
- (g) Enforce the due observance of the By-Laws;
- (h) Perform such other duties as may from time to time be directed by the Board.

13.2 The President-Elect shall:

- (a) Be an Active Member in good standing of the Association;
- (b) Be an elected member of the Board;
- (c) In the absence of the President, preside at meetings of the Board or at Annual and Special General Meetings;

- (d) In the event of the death or resignation or removal of the President during his term of office or if the President shall for any reason be unable or unqualified to serve, succeed to the office of President for the unexpired portion of the President's term;
- (e) Automatically succeed to the office of President at the Annual Meeting in which the President becomes Past-President; and
- (f) Perform such other duties as may from time to time be directed by the Board.

13.3 The Past-President shall:

- (a) Be a Member in good standing of the Association.
- (b) Be a Board Observer;
- (c) Chair the Nominating Committee; and
- (d) The Past-President will be called upon, from time to time as the case may be, to offer advice and guidance to the Board as required. Regular attendance at Board meetings is not required, however, the Past-President shall make himself available as is reasonably required to fulfill the duties listed herein. This may include, but is not limited to: attendance at board meetings and consultations with the President and Board.
- (e) Perform such other duties as may from time to time be directed by the Board.

13.4 The Secretary shall:

- (a) Be an Active Member in good standing of the Association;
- (b) Be an elected member of the Board;
- (c) In the absence of the President and President-Elect, act in their stead;
- (d) Cause to keep accurate accounts of the affairs of the Association, including the minutes of the Board, Annual and Special General Meetings;
- (e) Be responsible for communicating to the Association Members the affairs of the Association;
- (f) In the event of the death, resignation, removal or incapacity of both the President and President-Elect, assume the President's role until an election pursuant to Section 12.1 is held. The Secretary shall submit his

resignation as a Director to the board immediately prior to assuming the President's role;

- (g) Be elected by the Board from among the Members elected Directors at the first meeting after the Annual General Meeting;
- (h) Shall give or cause to be given notice of all meetings of the Members and of the Board of Directors; and
- (i) Perform such other duties as may from time to time be directed by the Board.

13.5 The Treasurer shall:

- (a) Be an Active Member of the Association;
- (b) Be an elected member of the Board;
- (c) Keep the financial records, funds and securities of the Association;
- (d) Submit a financial report at each Board meeting;
- (e) At the Annual Meeting present a financial statement to the membership for the preceding fiscal year and the approved budget for the current fiscal year;
- (f) Oversee full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
- (g) Deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (h) Disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements;
- (i) Perform such other duties as may from time to time be directed by the Board; and
- (j) Be elected by the Active Members at the Annual General Meeting;

13.6 In the case that the Treasurer assumes the dual offices of Secretary-Treasurer, the Treasurer assumes the roles, duties and responsibilities of both Secretary and Treasurer.

13.7 The Executive Director shall:

- (a) Be a Board Observer with no voting rights;
- (b) Be appointed ex-officio member of all Committees and Sections;
- (c) Be responsible for the management of the Association in accordance with the policies and procedures established by the Board and subject to any terms and conditions of employment;
- (d) Serve as Chief Operating Officer of the Association responsible for the Association's staff;
- (e) Be custodian of the seal of the Association, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and
- (f) At all times devote full effort to the fulfillment of the objectives of the Association and to the welfare of its Members.

14. REMOVAL/RESIGNATION FROM OFFICE

14.1 Removal of an Officer

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 except the President-Elect, President or Treasurer. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed,
- ii. the officer's resignation,
- iii. such officer ceasing to be a director (if a necessary qualification of appointment); or
- iv. 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.

14.2 Removal of a Director

The office of a Director shall be automatically vacated:

- i. if a Director resigns his office by delivering a written resignation to the Association;
- ii. if a Director is found by a court to be of unsound mind;

- iii. if a Director becomes bankrupt, or suspends payment or compounds with his creditors;
- iv. if the Members pass a Special Resolution at the Annual General Meeting or a Special General Meeting to remove the Director;
- v. on the death of the Director; or
- vi. if a Director is no longer a Member in good standing.

15. REPLACEMENTS FOR VACATED OFFICES AND DIRECTORSHIPS

- (a) If the office of President is vacant, the President-Elect shall resign as President-Elect and assume the office of the President at which time the office of President-Elect shall be filled by election, such election being consistent with Section 12.1 of these By-Laws
- (b) If the office of President-Elect is vacant, but not the office of the President, the office of President-Elect shall then be filled by election, such election being consistent with Section 12.1 of these By-Laws.
- (c) If both the offices of President and President-Elect are vacant simultaneously, the offices of President and President-Elect shall be filled by an election. The election process shall be conducted in the same manner set out in Section 12.1 of these By-Laws. The Past-President shall assume the office of President until the election for President is completed.

16. ELECTIONS FOR OTHER POSITIONS

The election process for the three (3) voting members of the Nominating Committee (see Section 17.4.1 of these By-Laws) and any other elected positions that may be created by the Association in accordance with these By-Laws in relation to other activities, committees, documents or functions of the Association shall be consistent with this Section.

16.1 Nominees for other elected positions must be Active Members.

16.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a candidate(s) nominated for election by the Nominating Committee for the other elected position(s) at the Annual General Meeting, and shall also include (a) a call for nominations for the election of other elected positions at the Annual General Meeting; (b) a brief curriculum vitae of the nominated candidate(s); and/or (c) a statement from the nominated candidate(s) outlining their platform. A description of the duties and requirements of the other elected position(s) will also be circulated with the above materials. Nominations from Active Members for the vacant position(s) must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the consent

of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association.

16.3 At least forty five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates nominated for election to the other position(s) at the Annual General Meeting, and shall include along with (a) a brief curriculum vitae of each of the applicants; and/or (b) a statement from the candidate outlining their platform.

16.4 Each voting Member of the Association shall have one (1) vote.

17. COMMITTEES

17.1 Establishment of Committees

17.1.1 All Committee members must be CAEP members

17.1.2 All committees shall report to the Board.

17.1.3 The Board may appoint committees whose members will hold their offices at the will of the Board or the Members. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

17.1.4 Standing Committees shall be established by the Board to carry out the activities of the Association, where appropriate, and to conduct such business and perform such duties as may from time to time be determined. Standing Committees may include, but not be limited to, the Executive Committee, Committee on Financial Audit, By-Laws Committee, Membership Committee, Nominating Committee, CPD Committee, Public Affairs Committee, CJEM Editorial Committee, Conference Organizing Committee and Website Committee.

17.1.5 Emergency Medicine Practice Committees may be established by the Board to focus attention and facilitate professional communication and development in specific areas of Emergency Medicine as well as any other objectives the Board may declare from time to time. Emergency Medicine Practice Committees' areas of focus may include but may not be limited to: critical care, EMS, stroke, trauma, illness and injury prevention, international emergency medicine, patient safety, medical toxicology, emergency ultrasound, bioethics, women in emergency medicine, undergraduate education and disaster medicine.

17.1.6 The Board may appoint special ad-hoc committees or task forces from time to time to undertake specific projects on behalf of the Members of the Association as required.

17.1.7 Committees shall not publicly enunciate any policy or position on behalf of the Association without first consulting with and obtaining the approval of the President and the Executive Director.

17.1.8 Standing and Special Committees shall report in writing to the Board at least annually and at such times and in such manners as may be directed by the Board at the time of their appointment.

17.1.9 Standing or Special Committees shall be funded in whole or in part, where necessary, by such sponsorships or grants as the Board may approve upon written submission by such Standing or special Committees of a budget for their activities. Committees and committee members must work with Association staff when seeking funding from an outside source. The Association shall not be liable for any expenses incurred or obligations undertaken by Standing or Special Committees without the prior approval of the Board.

17.2 Executive Committee

17.2.1 The Executive Committee shall consist of the Officers and two Directors who are appointed annually by and from the Board. The President shall chair the Committee.

17.2.2 Any Executive Committee member may be removed by a majority vote of the Board.

17.2.3 The Executive Committee shall meet at the call of the Chair.

17.2.4 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Meetings of the Executive Committee can be held face-to-face, via teleconference or via other electronic means at the Executive Committee's discretion.

17.2.5 No immaterial or inadvertent error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

17.2.6 Four (4) members of the Executive Committee shall constitute quorum.

17.2.7 The Executive Committee shall deal with all matters requiring attention between meetings of the Board.

17.2.8 Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

17.3 Committee on Financial Audit

17.3.1 Roles and Responsibilities

- (a) review the planning of the external audit and confirm the qualifications and independence of the external auditor;
- (b) review all audited financial statements and other financial information that is provided to the Board or the membership;
- (c) advise the Board as to whether all audited financial statements are presented fairly and in accordance with Canadian generally accepted accounting principles;
- (d) review the system of internal financial controls and processes that management has established for adequacy;
- (e) monitor and report to the Board Executive Director compliance to the financial policies approved by the Board;
- (f) present to the AGM the audited financial statements for the previous fiscal year;
- (g) recommend to the AGM the annual appointment or reappointment of the auditors;
- (h) monitor the Association's compliance with legal and regulatory requirements that may have a material impact on the financial statements;
- (i) provide advice to the Board and/or management on any financial or related matter; and
- (j) take direction from and report to the Board with respect to additional duties that the Board may ask the Committee to perform from time to time.

17.3.2 Accountability

- (a) The Committee on Financial Audit shall be accountable to the Board and the Members at the Annual General Meeting.
- (b) The Committee on Financial Audit will record minutes of all of its meetings and circulate the minutes to the Board in a timely and accurate manner.

17.3.3 Membership

- (a) The Committee on Financial Audit shall be composed of three (3) members appointed annually by the Board, with consideration being given to selecting the Past-President as one of the three members of the committee. No member of the Committee on Financial Audit shall be a Board member or Chair of a Committee or Section of CAEP except the Past-President who shall Chair the Nominating Committee.
- (b) The Chair shall be appointed by the Board from the Committee members, and shall hold office for a three year term. No chair may serve more than two consecutive three year terms.
- (c) The committee members will be expected to invite a consultant chartered accountant to meetings of the committee.
- (d) Two members of the committee, one of who shall chair the meeting, shall constitute a quorum.
- (e) Association management will be invited to participate as required.

17.3.4 Meetings

- (a) The Committee on Financial Audit will meet at least two (2) times each year. One of those meetings will take place at least four (4) weeks in advance of the Annual General Meeting.

17.4 Nominating Committee

17.4.1 The Nominating Committee shall be composed of five (5) members consisting of the Past-President as Chair, one (1) Director appointed by the Board, and three (3) voting Members elected in a manner consistent with Section 16 of these By-Laws in accordance with the following provisions:

- a) The Membership, in accordance with Section 16 of these By-Laws, will nominate members to fill any of the three (3) vacant Nominating Committee positions.
- b) an election will be held at the Annual General Meeting to fill the vacant Nominating Committee positions. The winner will be the Member elected by majority vote of the voting Members present at the AGM. Proxy voting shall not be permitted.
- c) In the event that the vacant positions cannot be filled in accordance with the above, any remaining vacant positions on the Nominating Committee shall be filled by appointment from the Board.

17.4.2 The Chair of the Nominating Committee shall serve for a two (2) year term consistent with his/her term as Past-President. The appointed Board member shall serve a term of one year, and may be re-appointed at the Board's discretion. Elected

committee members shall serve for a one (1) year term beginning at the Annual General Meeting at which they are elected and ending at the next Annual General Meeting.

17.4.3 The Nominating Committee will meet at least once per year. Meetings of the Nominating Committee can be held face-to-face, via teleconference or via other electronic means at the Nominating Committee's discretion

17.4.4 Three (3) members of the Committee, one (1) of whom shall be the Chair, shall constitute a quorum.

17.4.5 The Committee shall:

- (a) Identify candidates for election to the Board of Directors and for election to the position of President-Elect and approach those candidates with respect to running;
- (b) Identify candidates for any other elected positions that may arise in relation to other Association activities, committees, documents or functions;
- (c) Prepare a slate of nominees for circulation to the Members along with a call for nominations;
- (d) Oversee the collection of the nominations and the ballots;
- (e) Prepare a full and final slate of nominees, if necessary, and circulate to the Members;
- (g) Self assess, on an annual basis, the Committee's effectiveness.

18. SECTIONS

18.1 Sections shall report to the Board.

18.2 Sections may be established to represent the interests of the physicians practicing in a particular branch of medicine by submitting an application to the Board.

18.3 Application for recognition as a Section shall be sponsored by no fewer than twenty-five (25) Members and the application shall be presented to the Board not less than six (6) months before the scheduled Board meeting at which the application is to be considered.

18.4 The Sections of the Association will include but shall not be limited to a Section of Rural and Small Urban Emergency Physicians, a Section of Pediatric Emergency Medicine, a Section of Emergency Resident Physicians, and a Section of Academic Emergency Medicine. The Board may combine, subdivide or discontinue such sections

at its discretion and shall so notify the Members accordingly in an official publication of the Association.

18.5 Each Section so established shall serve as a forum for the interchange of ideas and the development of policies and goals for consideration by the Board regarding areas of specific interest.

18.6 Terms of reference for Sections shall ordinarily be prepared by each Section Chair and shall be submitted to the Board for approval.

18.7 Chairs of any given Section shall be elected annually by the Members of the respective Section and shall serve a one (1) year term, subject to re-election. The Chairs of the Resident Section and the Academic Emergency Medicine Section in addition to being elected as Chairs of the Section also become voting Directors of the Association.

18.8 A Section shall not publicly enunciate any policy or position on behalf of the Association without first consulting with and obtaining the approval of the Board.

18.9 The Chair of each Section shall report at least annually by providing a written report to the Board prior to each Annual Meeting. At the discretion of the Board, such report may be delivered verbally at the Annual Meeting or published in an official publication of the Association.

18.10 Sections shall be funded in whole or in part, where necessary, by such sponsorships or grants as the Board may approve upon written submission by such sections of a budget for their activities. Sections will work with staff of the Association when seeking funds. The Association shall not be liable for any expense incurred or obligations undertaken by sections without the prior approval of the Board.

19. CONFLICT OF INTEREST

Directors, Officers, Committee members and Section members are bound to act honestly, in good faith and in the best interests of the Association and to adhere to the Articles, By-Laws, rules, regulations, codes of conduct and policies of the Association when engaged in any activities with or for the Association. Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately.

20. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and properly kept.

21. MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)

The minutes of the Board (and the minutes of the Executive Committee) shall be available to the general membership of the Association at the discretion of the Board, but shall always be available to the members of the Board, each of whom shall receive a copy of such minutes.

22. EXECUTION OF DOCUMENTS

22.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) of the Directors, Officers and/or Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

22.2 The Board shall have power from time to time by resolution to appoint an Officer or Officers or the Executive Director on behalf of the Association to sign specific contracts, documents and instruments in writing.

22.3 The Board may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association.

22.4 The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

23. FINANCIAL YEAR

Unless otherwise ordered by the Board, the fiscal year end of the Association shall be December 31st of each year.

24. AUDITORS

24.1 An auditor or auditors shall be elected by the Members at each Annual General Meeting of the Association to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual General Meeting.

24.2 The auditor shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the auditor.

24.3 The remuneration of the auditor shall be fixed by the Board.

25. BANKING

25.1 Any one (1) of such Officers, employees or agents appointed by the Board may endorse cheques for deposit with the Association's bankers for the credit of the Association.

25.2 Any one (1) of such Officers, employees or agents so appointed by the Board may arrange, settle, balance and certify all books and accounts between the Association's bankers and the Association and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and released or verification slips.

26. SURPLUS FUNDS

Subject to any and all applicable laws, funds of the Association not needed for immediate purposes shall be deemed surplus and may be invested in such ways and in such securities as the Board may direct. The Board may authorize a committee of the Board to make such decisions and to undertake the sale, transfer or deposit of such securities.

27. TRUST FUNDS

The Board shall have the power to enter into a trust arrangement with a recognized financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Association in accordance with such terms and conditions as the Board may prescribe. The Board may appoint a Board of Trustees to have custody of and to exercise all the powers that it would normally grant to itself with respect to such a trust fund.

28. GRANTS AND OTHER FUNDING

The Board shall take such steps as they may deem expedient to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

29. AMENDMENT OF BY-LAWS

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Association. 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. 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.

30. DISSOLUTION/LIQUIDATION

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

ENACTED this ____ day of _____, 20__

President

Secretary