

# FIRST NATIONS HEALTH MANAGERS ASSOCIATION

## BY-LAW NO. 1

### ARTICLE I – NAME

The name of the association shall be the First Nations Health Managers Association, hereinafter referred to as the “Association”.

### ARTICLE II - DEFINITIONS AND INTERPRETATION

#### SECTION 1 - DEFINITIONS

In the by-laws of the Association, unless the context otherwise requires, the following words shall have the following meanings:

“**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;

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

“**Board**” means the Board of Directors of the Association and “**director**” means a member of the board;

“**by-law**” means this by-law and all other by-laws of the Association from time to time enacted by the Association and being in force and effect;

“**Certified Member**” shall mean those members that have completed the requirements to obtain the professional designation and are in good standing.

“**Member**” shall mean any person who is registered in the members’ register.

“**Member in good standing**” shall mean a member who is registered as such in the members’ register and who is not in arrears in respect of the amount owing to the Association and whose membership is not under suspension for any reason.

"**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;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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

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

#### SECTION 2 - INTERPRETATION

All terms which are contained in the By-laws of the Association and which are defined in the Act, but not defined in any by-law, shall have the meanings given to such terms in the Act; words importing the singular number include

the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

In the event of any dispute arising as to the true intent or meaning of any present or future By-laws and Regulations of the Association, the interpretation thereof by the Board shall be final and conclusive.

### **ARTICLE III – MEMBERSHIP**

#### *SECTION 1 – CLASSES OF MEMBERS*

Subject to the articles, there shall be two classes of members in the Association, namely, Class A members and Class B members. The board of directors of the Association may, by resolution, approve the admission of the members of the Association. 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:

(a) Class A Members

Certified Membership.

- (i) Certified Membership may be conferred by the Board on such persons who have met the standards and policies for Certification;
- (ii) The term of membership of a Certified Member shall be annual, subject to renewal in accordance with the policies of the Association; and
- (iii) As set out in the articles, each Certified Member is entitled to receive notice of, attend and vote at all meetings of members and each such Certified Member is a voting member entitled to (1) one vote at such meetings.

Candidate Membership.

- (i) Candidate Membership may be conferred by the Board on persons who working in health management or have completed several courses that relate to the competency standards;
- (ii) The term of membership of a Candidate Member shall be annual, subject to renewal in accordance with the policies of the Association; and
- (iii) As set out in the articles, each Candidate Member is entitled to receive notice of, attend and vote at all meetings of members and each such Candidate Member is a voting member and entitled to (1) one vote at such meetings.

Honorary Membership.

- (i) Honorary Members may be conferred by the Board on such persons as it may think deserve such recognition for services in relation to the purpose of the Association or who otherwise have made a substantial contribution to the advancement of First Nations health management or a substantial contribution to the Association;
- (ii) The term of membership of an Honorary Member shall be in accordance with the policies of the Association; and
- (iii) As set out in the articles, each Honorary Member is entitled to receive notice of, attend and vote at all meetings of members and each such Honorary Member is a voting member and entitled to (1) one vote at such meetings.

(b) Class B Members

Corporate Membership.

- (i) Corporate Membership may be conferred by the Board on persons or organization who have an interest in First Nations health management and support the purpose of the Association and who are not granted Candidate or Certified Membership;
- (ii) The term of membership of a Corporate Member shall be annual, subject to renewal in accordance with the policies of the Association; and
- (iii) A Corporate Member shall not be entitled to receive notice of, attend or vote at meetings of members, unless otherwise provided in articles or the *Canada Not for Profit Corporations Act*.

Student Membership.

- (i) Student Membership may be conferred by the Board on persons who have and interest in pursuing a career in First Nations health management and support the purpose of the Association and who are not eligible for Candidate or Certified Membership.
- (ii) The term of membership of a Student Member shall be annual, subject to renewal in accordance with the policies of the Association; and
- (iii) A Student Member shall not be entitled to receive notice of, attend or vote at meetings of members, unless otherwise provided in articles or the *Canada Not for Profit Corporations Act*.

Pursuant to subsection 197(1) 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).

#### *SECTION 2 – MEMBERSHIP REGISTER*

The Executive Director shall maintain a register of the names of all members. Only those members whose names are entered in the register and who are members in good standing, shall be entitled to the privileges of membership in the Association unless otherwise provided by these By-laws.

#### *SECTION 3 – APPLICATION FOR MEMBERSHIP*

- (a) Application for membership in the Association shall be addressed in writing to the Executive Director, in such form as the Board may from time to time prescribe.
- (b) Applicants may appeal the refusal of membership to the Board, the decision of which shall be final and binding and there shall be no further appeal therefrom.

#### *SECTION 4 – PROFESSIONAL CONDUCT*

All members of the Association are required to comply with the Standards of Ethical Conduct as established from time to time by the Board and the administration thereof. Failure to comply may be cause for censure, suspension and probation, or termination of membership in the association.

#### *SECTION 5 – TERMINATION OF MEMBERSHIP*

A membership in the Association is terminated when:

- (i) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (ii) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- (iii) the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- (iv) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- (v) the member's term of membership expires; or
- (vi) the Association is liquidated or dissolved under the Act.

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

#### *SECTION 6 – REINSTATEMENT OF MEMBERSHIP*

Policies governing the reinstatement of membership shall be as specified from time to time by the Board.

#### *SECTION 7 – TRANSFERABILITY OF MEMBERSHIP*

A membership may only be transferred to the Association. Pursuant to Section 197(1) 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.

#### *SECTION 8 – CERTIFICATION OF MEMBERS*

The association Board may certify members who meet the certification requirements as determined from time to time by the Board in the practice of health management and shall authorize members so certified to use the professional designation granted so long as the person remains a member in good standing.

## **ARTICLE IV – DUES**

### *SECTION 1 – AMOUNT OF DUES*

The annual dues payable by members of the Association shall be those fixed from time to time by resolution of the Board.

### *SECTION 2 – WHEN DUE*

The dues shall be paid prior to the dates established by resolution of the Board.

### *SECTION 3 – DELINQUENCY AND CANCELLATION*

A member who fails to pay annual invoiced dues within the period established by the Board shall cease to be a member and shall be so notified by the Executive Director by ordinary mail.

## **ARTICLE V – BUSINESS OF THE ASSOCIATION**

### *SECTION 1 - HEAD OFFICE*

The head office of the Association shall be located at such place as the Board may from time to time determine by resolution.

### *SECTION 2 – SEAL*

The corporate seal of the Association shall be in such form as shall be prescribed by the Board, provided that the seal shall bear the words First Nations Health Managers Association. The custody of the seal shall be entrusted to the Secretary-Treasurer or another officer whom the Board may designate.

### *SECTION 3 – FINANCIAL YEAR*

The financial year end of the Association shall be determined by the Board.

### *SECTION 4 – SIGNING AUTHORITY AND CERTIFICATION*

- (a) All cheques issued or endorsed in the name of the Association shall be signed by such officers, employees or agents of the Association in such manner as shall be determined from time to time by resolution of the Board.
- (b) The Board shall have authority to appoint any member of the Board or any staff member to certify a specific document.

### *SECTION 5 – BANKING*

- (a) That all acts and things done and documents executed on behalf of the Association, as herein before authorized and relied upon by the Bank shall be valid and binding upon the Association and whether or not the corporate seal of the Association has been affixed to any such document.
- (b) All cheques, bills or exchange or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the Association, shall be signed by such officers, or agents of the Association in such manner as shall from time to time be determined by resolution of the Board, and any such officers or agents may endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- (c) The Board may from time to time:
  - (i) Borrow money on the credit of the Association; or
  - (ii) Issue, sell or pledge securities of the Association; or
  - (iii) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation
- (d) From time to time the Board may authorize any director or officer of the Association to make arrangement with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as the securities to be given therefor, with power to vary or modify such arrangements, terms and

conditions and to give any additional securities for any moneys borrowed or remaining due by the Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

#### *SECTION 6 – SURPLUS FUNDS OF THE ASSOCIATION*

The Board may set aside a reserve for contingencies from the surplus funds of the Association or may invest the surplus funds in the Association in those securities authorized by law for trust funds and also, at their discretion, in those securities in which life insurance companies may by law invest their funds.

#### *SECTION 7 – ANNUAL FINANCIAL STATEMENTS*

The Association 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 Association reproducing the information contained in the documents. Instead of sending the documents, the Association 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 Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

### **ARTICLE VI – BOARD OF DIRECTORS**

#### *SECTION 1 – DUTIES AND RESPONSIBILITIES*

- (a) The affairs of the Association shall be governed by a Board of Directors that shall supervise, control and direct the affairs and business of the Association. The Board may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these by-laws and actively pursue the mission and goals of the Association. Directors must be individuals, 18 years of age, with power under law to contract.
- (b) The Board may appoint a Chief Staff Officer, to be known as the Executive Director of the Association to carry out the management of the Association. The Executive Director is accountable to the Board for the performance of his duties.
- (c) The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully granted.

#### *SECTION 2 – COMPOSITION*

The board shall consist of a minimum of five (5) Directors and a maximum of fifteen (15) Directors as specified in the articles. The fixed number of directors shall be determined from time to time by the members by ordinary resolution.

- (a) The Board shall comprise of one director elected from each region of the Association
- (b) The region from which officers are elected may have one additional director appointed to the Board.
- (c) The Board may also comprise of up to three directors at large who may be non-members.

#### *SECTION 3 – TERM OF OFFICE*

The term of office for an elected director shall be three years and one year for an appointed director at large. The term of office for directors shall commence immediately following the Association's annual meeting.

#### *SECTION 4 – BOARD VACANCIES*

- (a) The office of a director shall be automatically vacated:
  - (i) if a director shall resign his office by delivering a written resignation to the Executive Director of the Association;
  - (ii) if a director is found to have become of unsound mind;
  - (iii) if a director becomes bankrupt, or suspends payment or compounds with his creditors;
  - (iv) if the director is convicted in Canada of any criminal offense which, in the opinion of the Board, reflects on the ability of such director to perform his or her duties or which may adversely reflect on the Association;
  - (v) on the death of the director;
  - (vi) if a director is no longer a member in good standing;

- (vii) if a director is absent from three consecutive Board meetings, the director may have his or her elected position on the Board declared vacant if so recommended by the President and confirmed by action of the Board;
  - (viii) if an elected director moves from the constituency for which the director was appointed;
  - (ix) if at a special general meeting of members, a resolution is passed by two-thirds of the votes cast in favour of the removal of the director.
- (b) In the event a director is unable to complete the term of office, the Board shall appoint another director. If an officer is unable to complete the term of office an election by the Board will be held to fill the vacancy.

#### *SECTION 5 – MEETINGS*

- (a) The Board shall meet and organize as soon as practicable following the Association annual meeting to elect the officers of the Association. It shall meet at least four times in each year at such times and places and using whatever communication methods as the President may designate.
- (b) The Board of Directors of the Association may meet by teleconference provided that either a majority of the Board of Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Board of Directors of the Association.
- (c) The Directors of the Association may meet by other electronic means that permits each director to communicate adequately with each other, provided that: the Board of Directors 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; each director has equal access to the specific means of communications to be used; and each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- (d) Notice of meetings shall be given to the Board at least two weeks prior to the date of the meeting, provided however that the Board may meet by unanimous consent at any time or place without notice, and provided further that the President shall call a meeting of the Board upon receipt of a request for the same from a minimum of (2) two directors.
- (e) The notice of meeting 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.
- (f) No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting, or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

#### *SECTION 6 – QUORUM*

At any meeting of the Board of Directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote.

#### *SECTION 7 – RESOLUTIONS AND VOTING*

Questions arising at any meeting of directors shall be decided by a majority of votes. All Board members who are in good standing, shall be entitled to one vote only. 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. A declaration by the President 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 the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### *SECTION 8 – REMUNERATION*

No director shall receive any remuneration for duties performed on behalf of the Association unless such remuneration is authorized by resolution at the Annual General Meeting. Approval of the resolution requires the support of two-thirds (2/3) of those voting. Directors may be reimbursed for reasonable expenses while performing such duties.

#### *SECTION 9 – CONFLICT OF INTEREST*

Each director of the Board shall at all times comply with such rules relating to conflict of interest prescribed by the Act and as the Board may from time to time establish.

Each director of the Board shall be bound to immediately disclose to the Board the existence of any actual or potential conflict of interest in which he is involved. The Board director whose private interest may conflict with his public duty shall not vote on the subject matter, and may be directed by the Board to leave the meeting for the period of time during which the Board is discussing the subject.

### *SECTION 10 – INDEMNIFICATION*

Every director and officer of the Association and their heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless out of the funds of the Association from and against. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an action when acting as a Director or Officer of the Council, unless the act is fraud, dishonesty, or bad faith.

Directors or Officers can rely on the accuracy of any statement or report prepared by the Council's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

### *SECTION 1 – POSITIONS FOR ELECTION*

The Association shall have regions as established by the Board and subject to the limits as provided in Article VII Section 2, each region shall be entitled to elect a director.

### *SECTION 2 – NOMINATIONS AND ELECTION PROCEDURE*

- (a) The members from a region will nominate and elect a director to the Board in accordance with the policy approved by the Board.
- (b) Where a director from a region is elected an officer, the Board may appoint an additional director from the region.
- (c) In the event no director is nominated from a region for election to the Board, the Board shall have the authority to appoint a director from the region.
- (d) Nominations for directors at large, who may be non-members, shall be presented by directors and appointed by the Board by resolution.

## **ARTICLE VIII - OFFICERS**

### *SECTION 1 – NUMBER OF OFFICERS AND ELIGIBILITY*

There shall be a President, Vice-President, Secretary-Treasurer and Executive Director, and such other officers as the Board may determine by by-law from time to time.

### *SECTION 2 – DUTIES OF OFFICERS*

The duties of the officers are prescribed as follows:

- (a) President  
The President shall be the chief elected officer of the Association and shall preside at all meetings of the Association and of the Board of Directors at which he/she is present. The President shall see that all orders, resolutions and Regulations of the Board are implemented.
- (b) Vice-President  
The Vice-President shall generally assist the President in his/her duties and perform such other duties and exercise such powers as the President or the board may delegate to them. During the absence, inability or unwillingness to act of the President, the Vice-President shall perform the duties and exercise the powers of the President.
- (c) Secretary-Treasurer  
As Secretary-Treasurer ensure that
  - (i) notices, agenda and minutes of meetings of the membership and the Board are prepared, circulated and maintained;
  - (ii) the seal, register of membership and Letters Patent and By-Laws and other records are maintained and kept safely;

- (iii) funds of the Association are expended in accordance with the direction and the policies of the Board;
  - (iv) full and accurate accounts of all financial transactions are kept and reports on the financial standing of the association are presented to the Board; and
  - (v) other related duties as are required of him/her by the Board are complied with.
- (d) The Executive Director is a non-voting officer who shall be responsible for the management of the Association in accordance with the policies and procedures established by the Board.

#### *SECTION 3 – TERM OF OFFICE*

The officers shall remain in office for one year or until their successors shall be elected or appointed, with the exception of the Executive Director whose term, by resolution of the Board, shall be subject to terms and conditions of employment. In no event shall an elected officer remain in the same office for more than two consecutive years, or if the elected officer ceases to be a member in good standing.

#### *SECTION 4 – NOMINATION AND ELECTION PROCEDURE*

- (a) At the Board meeting immediately following the Annual General Meeting, the Board shall hold an election for vacant officer positions on the Board.
- (b) Each officer position shall be elected from the directors by a majority vote of the directors.
- (c) For those regions where directors are elected officers, the Board may appoint an additional director.

#### *SECTION 5 – VACANCIES*

- (a) In the absence or incapacity of an officer or more than one officer, the responsibility for the performance of such officer's duties and powers shall pass in succession from the President to the Vice-President, and to the Secretary-Treasurer respectively.
- (b) Vacancies in any elected office shall be filled by election by the Board from amongst its members for the balance of the term thereof or until the next regular election of officers.

#### *SECTION 6 – REMOVAL OF OFFICERS*

An officer, by resolution of at least two-thirds (2/3) the Board, may be removed before the expiration of his or her term, for cause.

#### *SECTION 7 – REMUNERATION*

The Executive Director as an appointed officer shall be paid such remuneration for their services as the Board may from time to time determine. No elected officer shall receive any remuneration for duties performed on behalf of the Association unless such remuneration is authorized by resolution at the Annual General Meeting. Approval of the resolution requires the support of two-thirds (2/3) of those voting. Officers may be reimbursed for reasonable expenses while performing such duties.

### **ARTICLE IX – COMMITTEES**

- (a) The committees of the Board shall be standing or special. The standing committee members shall be appointed annually and special committee members as required.
- (b) Standing Committee members shall serve until discharged or until their successors shall be appointed. The term of office of any special committee member shall be determined by the Board.
- (c) The membership and duties of such committees shall be as specified from time to time by the board.
- (d) No member of a standing or special committee shall receive remuneration for duties performed on behalf of the Association, but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.

### **ARTICLE X- ANNUAL AND SPECIAL GENERAL MEETINGS**

#### *SECTION 1 - ANNUAL MEETING TIME AND PLACE*

The annual meeting of the Association shall be held within six (6) months of the end of each fiscal year of the Association, at such time and place as may be designated by the Board.

#### *SECTION 2 – SPECIAL GENERAL MEETINGS*

Special general meetings of the Association may be held upon the call of the Board at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least five per cent of



the voting members within (21) twenty one days after the filing of such a request with the Executive Director. If the Board does not call a meeting within twenty-one (21) days of receipt of the request by the Executive Director, any member who signed the requisition may call the meeting.

### *SECTION 3 – NOTICE*

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 to each member entitled to vote at the meeting, at least (30) 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.

The notice shall stipulate the business to be transacted and no other business may be considered at those meetings.

The accidental omission to give any notice to any member or the non-receipt of any notice by any member where the Association 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.

Pursuant to subsection 197(1) 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.

### *SECTION 4 – QUORUM AND PARTICIPATION*

A quorum for the transaction of business at any annual or special general meeting of the members shall consist of not less than (20) twenty voting members present in person. 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.

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association 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.

### *SECTION 5 – ORDER OF BUSINESS*

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

### *SECTION 6 – VOTING*

- (a) Voting members of the Association shall have one vote at meetings. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless that person has paid all membership dues or fees, if any, then payable.
- (b) Unless otherwise specifically provided a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. In the event of a tie the motion shall be lost.
- (c) Any voting member may be represented by proxy at annual and special general meetings of the Association by another member, provided such proxy shall be in writing on the form provided by the Executive Director, or a facsimile thereof. Members eligible to vote shall be provided with the proxy form thirty (30) days before annual or special general meetings.
- (d) A proxy must be signed by the voting member and shall be valid only for the meeting for which it was specifically given, or for any adjournment thereof.
- (e) Proxies or notice of proxies held must be filed with the Secretary-Treasurer at least seven days before the meeting takes place.

### *SECTION 7 – CHAIR OF MEMBERS' MEETINGS*

The President shall act as the chair of member meetings and in his/her absence the Vice-President shall act as the chair of the meeting, but in the absence of the President and Vice-President, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### *SECTION 8 – VOTING*

- (a) Voting members of the Association shall have one vote at meetings. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless that person has paid all membership dues or fees, if any, then payable.
- (b) Unless otherwise specifically provided a majority of members present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. In the event of a tie the motion shall be lost.
- (c) Any voting member may be represented by proxy at annual and special general meetings of the Association by another member, provided such proxy shall be in writing on the form provided by the Executive Director, or a facsimile thereof. Members eligible to vote shall be provided with the proxy form thirty (30) days before annual or special general meetings.
- (d) A proxy must be signed by the voting member and shall be valid only for the meeting for which it was specifically given, or for any adjournment thereof.
- (e) Proxies or notice of proxies held must be filed with the Secretary-Treasurer at least one business day before the meeting takes place.
- (f) If a meeting is held entirely by electronic means that permits all participants to communicate adequately with each other during a meeting of members, then members shall vote by means of the telephonic, electronic, or other communication facility the Association makes available in accordance with section 74(1) (c) of the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

### *SECTION 9 – AUDITORS*

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

## **ARTICLE XI – MEDIATION AND ARBITRATION**

### *SECTION 1 – DISPUTES*

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association 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.

### *SECTION 2 – MECHANISM*

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association 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 Association) 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 Association 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.

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

## **ARTICLE XII – AMENDMENTS AND REPEAL OF BY-LAWS**

### *SECTION 1 - AMENDMENTS*

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 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.

### *SECTION 2 - REPEAL*

Upon the coming into force of this By-law, all prior by-laws of the Association inconsistent herewith are repealed.

**Approved at the September 2012 Annual Meeting and submitted with the Approved Articles of Continuance.**