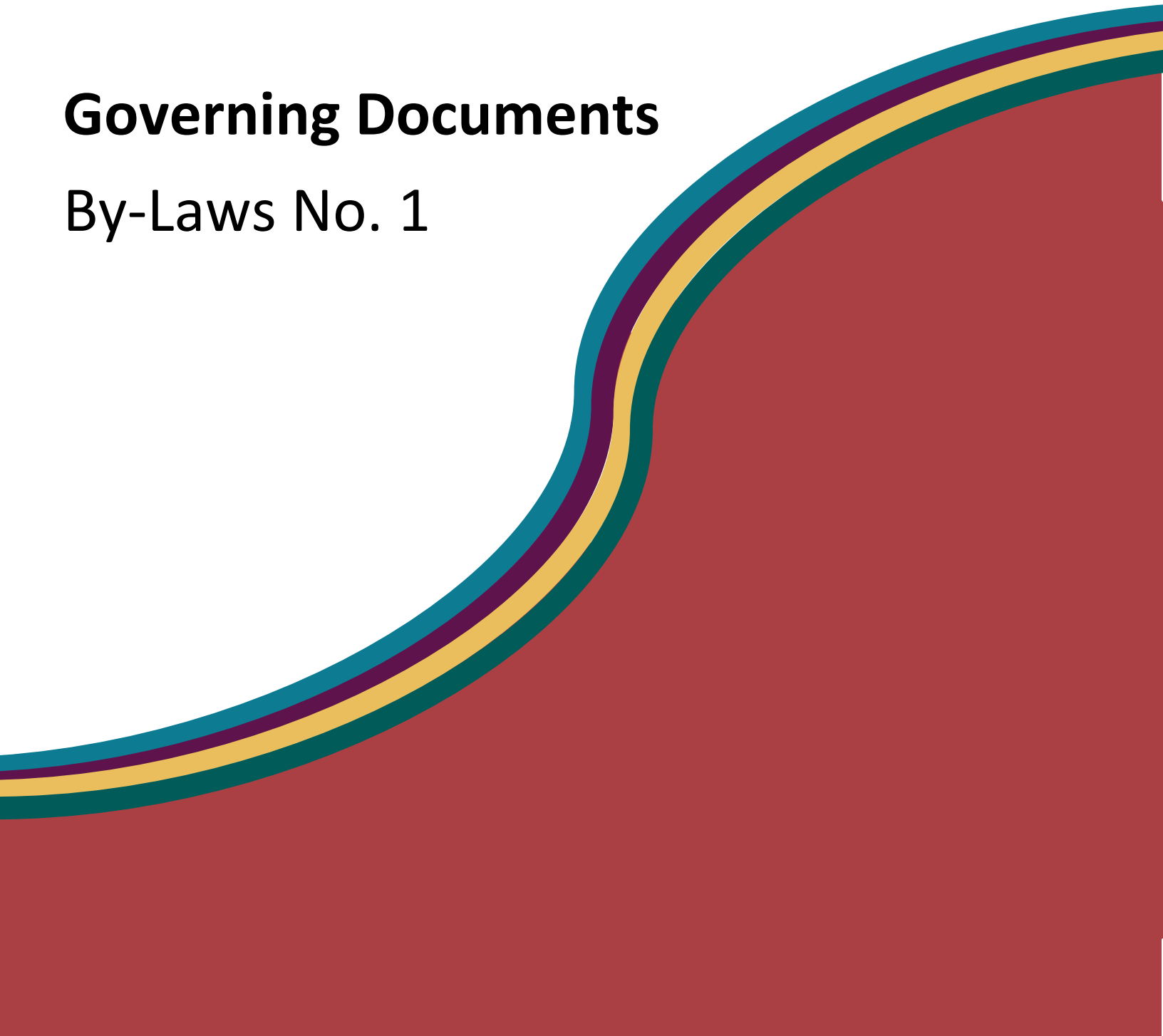


The Canadian Nursing Student's Association



Governing Documents By-Laws No. 1



CANADIAN NURSING STUDENTS' ASSOCIATION

BY-LAW NO. 1

PERLEY-ROBERTSON, HILL & McDOUGALL LLP

BARRISTERS & SOLICITORS-AVOCATS & PROCUREURS

PATENT & TRADE MARK AGENTS-AGENTS DE BREVETS & MARQUES

340 Albert Street, Suite 1400, Ottawa, Ontario, K1R 0A5



BY-LAW NO. 1

Part I: Definitions and Interpretation

1. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:
 - 1.01 **"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;
 - 1.02 **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - 1.03 **"Associate"** means a supporter of the Corporation as further defined in Article 4.03 of this By-law and who is not a member of the Corporation within the meaning of the Act or the By-laws and shall have no right to vote at meetings of the National Assembly;
 - 1.04 **"Associate Delegate"** has the meaning outlined in Article 6.03;
 - 1.05 **"Board"** means the board of Directors of the Corporation;
 - 1.06 **"By-laws"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
 - 1.07 **"Director"** means a member of the Board;
 - 1.08 **"Director-Elect"** means an individual who is elected at the annual meeting of the National Assembly to take office as a Director at a later date and who shall not be a Director or have the right to vote at Board meetings until the date they are scheduled to take office;
 - 1.09 **"Member"** or **"Chapter Member"** means an organization or corporation that meets the requirements for membership set out in Article 4.01 of this By-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
 - 1.10 **"National Assembly"** means the Chapter Members of the Corporation meeting as a group and includes an annual or special meeting of the Members;
 - 1.11 **"Officer"** or **"Officers"** means any one or more persons, respectively, who have been appointed or elected as officers of the Corporation in accordance with the By-laws;



- 1.12 **"Official Delegate"** has the meaning outlined in Article 4.02 of this By-law;
- 1.13 **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;
- 1.14 **"Proposal"** means a proposal submitted by a Chapter Member of the Corporation that meets the requirements of the Act;
- 1.15 **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.16 **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.17 In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Part II: Corporate Seal

- 2.01 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved, such seal shall be in the custody of the Administrative Officer of the Corporation and, when required, may be affixed to contracts, documents and instruments in writing.

Part III: Head Office, Fiscal Year and Financial Statements

- 3.01 Unless changed in accordance with the Act, the head office of the Corporation shall be located in the City of Ottawa, Province of Ontario.
- 3.02 The fiscal year of the Corporation shall be as determined by the Board.
- 3.03 **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Part IV: Membership and Associates

- 4.01 **Chapter Members.** Subject to the Articles there shall be one class of Members in the Corporation, namely Chapter Members. The Board may, by resolution, approve the



admission of the Chapter Members of the Corporation. Chapter Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The membership year of the Corporation shall be from December 1st to November 30th in each year. A membership in the Corporation shall be for a term of one (1) year and shall be renewable on payment of the required membership fees.

Chapter Membership in the Corporation shall be available to organizations or corporations that:

4.01.1 are interested in furthering the Corporation's purposes;

4.01.2 have applied for and been accepted into membership in the Corporation;

4.01.3 meet such other criteria as may be determined by the Board; and

4.01.4 are, collectively, the students at an educational institution or at one or more campuses or locations of such an educational institution, provided:

(a) the educational institution shall be an institution located within Canada and operate a nursing program, the completion of which program by a student shall make them eligible as a candidate to become licensed as a registrant of a Canadian provincial or territorial regulator of:

(i) registered nurses;

(ii) registered practical nurses, licensed practical nurses or auxiliary nurses; or

(iii) registered psychiatric nurses;

even if such eligibility still requires the student to successfully complete further training or an examination supervised by such regulator prior to becoming licensed as a registrant;

(b) such educational institution has applied for membership in the Corporation and such application has been accepted by the Board;

(c) the membership fees of the Chapter Member have been paid and such payment is not in default.

4.02 **Official Delegates.** Each Chapter Member shall delegate a representative to act for them at all meetings of the Region and National Assembly (each an “**Official Delegate**”) and shall inform the Corporation of the identity of their Official Delegate in the time and



manner specified by the Board.

- 4.03 **Associates.** Associateship in the Corporation shall be available to individuals who are students of a Chapter Member in good standing.
- 4.04 **Associates affiliated with Chapter Members.** Each Associate shall be deemed to be an Associate from the Chapter Member with which they are affiliated.
- 4.05 **Rights of Associates.** Associates shall not have any of the rights or obligations of Chapter Members and, for further certainty, shall not have the right to vote at meetings of the National Assembly and shall not be considered members of the Corporation within the meaning of the Act or the By-laws. The Board may suspend or expel Associates from the Corporation at their discretion.
- 4.06 **Membership Dues.** Chapter Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid in full by December 15th in each year the Chapter Members in default shall automatically cease to be Chapter Members of the Corporation. The Board may, in its absolute discretion, exempt a Chapter Member of the Corporation from the termination of membership described in this paragraph, provided the membership fees due to the Corporation by such Chapter Member shall not exceed the amount of membership fees payable for two fiscal years of the Corporation.
- 4.07 **Termination of Membership.** A membership in the Corporation is terminated when:
- 4.07.1 the Chapter Member entity is disbanded, or in the case of a Chapter Member that is a corporation, the corporation is dissolved;
 - 4.07.2 a Chapter Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
 - 4.07.3 the Chapter Member resigns by delivering a written resignation to the President of the Board in which case such resignation shall be effective on the date specified in the resignation;
 - 4.07.4 the Chapter Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
 - 4.07.5 the Chapter Member's term of membership expires; or
 - 4.07.6 the Corporation is liquidated or dissolved under the Act.
- 4.08 **Effect of Termination of Membership.** Subject to the Articles, upon any termination of



- membership, the rights of the Chapter Member, including any rights in the property of the Corporation, shall automatically cease to exist.
- 4.09 **Discipline of Members.** The Board shall have authority to suspend or expel any Chapter Member from the Corporation for any one or more of the following grounds:
- 4.09.1 violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - 4.09.2 carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - 4.09.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
 - 4.09.4 In the event that the Board determines by Special Resolution that a Chapter Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Chapter Member and shall provide reasons for the proposed suspension or expulsion. The Chapter Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, or such other Officer as may be designated by the Board, they may proceed to notify the Chapter Member that the Chapter Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision by Special Resolution and shall notify the Chapter Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Chapter Member, without any further right of appeal.
- 4.10 **Membership Transferability.** In the event a Member resigns, is suspended or is expelled from the Corporation they may not transfer their membership to another person, corporation or entity. A membership may only be transferred to the Corporation.

Part V: Regions

- 5.01 Each Chapter Member shall be allocated to the Region in which they are located. Each Associate shall be allocated to the Region in which their Chapter Member is located.



- 5.02 The Regions of the Corporation shall be:
- 5.02.1 Western Region, composed of the Provinces of British Columbia and Alberta, the Northwest Territories and the Yukon Territory;
 - 5.02.2 Prairie Region, composed of the Provinces of Saskatchewan and Manitoba;
 - 5.02.3 Ontario Region, composed of the Province of Ontario;
 - 5.02.4 Quebec Region, composed of the Province of Quebec; and
 - 5.02.5 Atlantic Region, composed of the Provinces of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador and the Territory of Nunavut.

Part VI: Meetings of Members

- 6.01 **Notice of meetings of the National Assembly.** Notice of the time and place of a meeting of the National Assembly shall be given to each Chapter Member entitled to vote at the meeting by the following means:
- 6.01.1 by mail, courier or personal delivery to each Chapter Member entitled to vote at the meeting, not less than 21 and not more than 60 days before the day on which the meeting is to be held; or
 - 6.01.2 by telephonic, electronic or other communication facility to each Chapter 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.
- 6.02 **Chapter Members Calling a Meeting of the National Assembly.** The Board shall call a special meeting of the National Assembly in accordance with the Act, on written requisition of Chapter Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Chapter Member who signed the requisition may call the meeting. A Chapter Member that requisitions a meeting must pay all expenses for the meeting, unless the Board decides otherwise.
- 6.03 **Absentee Voting at meetings of the National Assembly.** An Official Delegate of a Chapter Member may designate an alternate representative who is an Associate of the same Chapter to attend and vote at a meeting of the National Assembly in the place and stead of such Official Delegate (each an “**Associate Delegate**”) and shall notify the Corporation of such designation in the time and manner specified by the Board. Unless such designation is made by an Official Delegate of a Chapter Member, no Associate Delegate from that Chapter Member shall have a vote at a meeting of the National Assembly. For further certainty, the alternate representative or Associate Delegate of a



- Chapter Member may attend meetings of the National Assembly even if the Official Delegate of their Chapter Member is present, but shall not vote except in the absence of the Official Delegate.
- 6.04 **Proposals Nominating Directors at Annual Meetings of the National Assembly.** Subject to the Regulations under the Act, any Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of Chapter Members entitled to vote at the meeting at which the Proposal is to be presented.
- 6.05 **Cost of Publishing Proposals for Annual Meetings of the National Assembly.** The Chapter Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Chapter Members present at the meeting.
- 6.06 **Place of meetings of the National Assembly.** Subject to compliance with the Act, meetings of the National Assembly may be held at any place within Canada determined by the Board or, if all of the Chapter Members entitled to vote at such meeting so agree, outside Canada.
- 6.07 **Persons Entitled to be Present at meetings of the National Assembly.** The only persons entitled to be present at a meeting of the National Assembly shall be those Chapter Members entitled to vote at the meeting, the Associates, the Directors, Officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Chapter Members.
- 6.08 **Chair of meetings of the National Assembly.** Meetings of the National Assembly are chaired by the President or, in the absence of the President, the Vice-President. In the event that the President and the Vice-President are absent, the Chapter Members who are present and entitled to vote at the meeting shall choose a member of the Board to chair the meeting.
- 6.09 **Quorum at meetings of the National Assembly.** A quorum at any meeting of the National Assembly (unless a greater number of Chapter Members are required to be present by the Act) shall be a majority of the Chapter Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the National Assembly, the Chapter Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

- 6.10 **Votes to Govern at meetings of the National Assembly.** At any meeting of the National Assembly every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote.
- 6.11 **Meetings of the National Assembly Held Entirely by Electronic Means.** If the Directors or Chapter Members of the Corporation call a meeting of the National Assembly pursuant to the Act, those Directors or Chapter Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 6.12 **Voting at Meetings of the National Assembly.** Each Official Delegate of a Chapter Member shall have one vote at all meetings of the National Assembly. All decisions at meetings of the National Assembly shall be made by Ordinary Resolution, or, if required by this By-law or the Act, by Special Resolution. The chair of a meeting of the National Assembly shall have no vote except in the case of a tie, other than a tie in an election to elect members of the Board, in which event, the chair shall not have a vote. For further certainty, Associates and Regions shall not have a vote at meetings of the National Assembly.
- 6.13 The annual meeting of the National Assembly shall include on its agenda:
- 6.13.1 a report from the President as to the activities of the Corporation since the last meeting of the National Assembly;
 - 6.13.2 a financial report not less than 6 months in age, including the presentation of audited financial statements of the Corporation for the fiscal year ending on the March 31st preceding the annual meeting of the National Assembly;
 - 6.13.3 the appointment of auditors for the fiscal year of the Corporation commencing on the April 1st preceding the annual meeting of the National Assembly;
 - 6.13.4 the election of the Directors;
 - 6.13.5 the election of the National Conference Director by selection of the Chapter Member to host the next annual meeting of the National Assembly; and
 - 6.13.6 the election of the chairs of the Informatics Committee; Diversity Committee; Education and Scholarship Committee; Community and Public Health



Committee; and Global Health and Outreach Committee.

Part VII: Board of Directors

- 7.01 The Board shall have all necessary power to:
- 7.01.1 manage the affairs of the Corporation;
 - 7.01.2 enact Policy for the Corporation, provided such Policy is not inconsistent with this By-law and written notice of such Policy is given to all Chapter Members of the Corporation; and
 - 7.01.3 enact Rules and Regulations for the Corporation, provided such Rules and Regulations are not inconsistent with this By-law and written notice of such Rules and Regulations is given to all Chapter Members of the Corporation.
- 7.02 The Board shall consist of 13 Directors who shall each be Associates of the Corporation, as follows:
- 7.02.1 Seven persons elected by the Chapter Members to the positions of:
 - (a) President;
 - (b) Vice-President;
 - (c) Director of Communications;
 - (d) Director of Membership Services;
 - (e) Director of Bilingualism and Translation;
 - (f) Director of Career and Leadership Development;
 - (g) Director of Indigenous Health Advocacy; and
 - 7.02.2 One person elected by the Chapter Members in each Region of the Corporation, a total of five persons, to the positions of:
 - (a) Western Regional Director;
 - (b) Prairie Regional Director;
 - (c) Ontario Regional Director;
 - (d) Quebec Regional Director; and



(e) Atlantic Regional Director.

(collectively the “**Regional Directors**”, each a “**Regional Director**”)

7.02.3 One person elected by the Chapter Members to the position of National Conference Director by means of selecting the Chapter Member of the Corporation to host the next following annual national conference and annual meeting of the National Assembly. The Chapter Member must designate one of their Associates to be the National Conference Director if the Chapter Member is so selected.

7.03 Each Region shall elect the Regional Director for such Region, with each Official Delegate of a Chapter Member in such Region casting one vote, in accordance with the following:

- (a) the election shall be by secret ballot;
- (b) the candidate receiving the greatest number of votes shall be declared elected;
- (c) in the event two or more candidates receive an equal number of votes, there shall be a run-off election, by secret ballot, among such candidates and the candidate receiving the greatest number of votes in the run-off election shall be declared elected; and
- (d) in the event two or more candidates receive an equal number of votes in a run-off election, the President shall select the winning candidate by coin toss.

The term of office for all Officers and Directors shall be one year and shall commence on March 1st in each year following the annual meeting of the National Assembly. Between the date of the annual meeting of the National Assembly and March 1st in each year the persons elected or appointed in accordance with this Article 7 shall not hold office and shall be designated as a Director-Elect.

7.04 **Role of the President.** The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall, when present, preside at all meetings of the Board and of the Chapter Members. The President shall have such other powers and duties as the Board may specify.

7.05 **Role of the Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the power of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board or the President.



- 7.06 The office of Director shall be automatically vacated:
- 7.06.1 if a Director resigns by delivering a written resignation to the President of the Corporation;
 - 7.06.2 if the Director is found by a court to be of unsound mind;
 - 7.06.3 if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
 - 7.06.4 if at a meeting of the National Assembly an Ordinary Resolution is passed by the Chapter Members present at the meeting that the Director be removed from office; or, in the case of a Director that is elected by a particular group of Chapter Members, if at a meeting of the National Assembly an Ordinary Resolution of such Chapter Members is passed that the Director be removed from office;
 - 7.06.5 on death;
 - 7.06.6 by resolution of the Board in the event a Director fails to attend a minimum of three consecutive Board meetings, or fails to attend all meetings within a calendar year, whichever is the minimum, whether such meetings are held in person or by electronic means.
- 7.07 Subject to paragraph 7.08, in the event that the position of President becomes vacant, the Vice- President shall automatically assume the position of President, the position of Vice-President shall become vacant and the Board may appoint any Associate of the Corporation to the then vacant position of Vice-President until the next annual meeting of the National Assembly.
- 7.08 In the event the position of President becomes vacant and the Vice-President advises the Board, in writing, that she or he is not willing to assume the position of President, the Board may appoint any member of the Board to the vacant position of President until the next annual meeting of the National Assembly and, in that event, the position on the Board of the person so appointed shall, at the discretion of the Board, be filled by resolution of the Board or shall be left vacant.
- 7.09 Subject to the Act and paragraphs 7.07 and 7.08, should any position on the Board become vacant, the Board may appoint any Associate of the Corporation to such vacant position until the next annual meeting of the National Assembly.

Part VIII: Meetings of the Board of Directors



- 8.01 There shall be at least three meetings of the Board between March 1st and February 28st in each year. Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Executive Committee. The Executive Committee may decide that any meeting of the Board may be held electronically as provided for by this By-Law. Meetings of the Board may also be called by the President or Vice-President or any two (2) Directors at any time.
- 8.02 **Quorum at Meetings of the Board.** A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.
- 8.03 **Votes to Govern at Meetings of the Board.** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 8.04 **Notice of Meeting of Board.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided this By-law to every Director of the Corporation not less than 10 days before the time when the meeting is to be held for meetings to be held in person and not less than 48 hours meetings to be held electronically. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
- 8.04.1 submit to the Chapter Members any question or matter requiring the approval of Chapter Members;
 - 8.04.2 fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - 8.04.3 issue debt obligations except as authorized by the Directors;
 - 8.04.4 approve any annual financial statements;
 - 8.04.5 adopt, amend or repeal By-laws; or
 - 8.04.6 establish contributions to be made, or dues to be paid.



- 8.05 **First Meeting of New Board.** Notwithstanding the foregoing, provided a quorum of Directors is present, the Board may without notice hold a meeting immediately following the annual meeting of the National Assembly and may invite the Directors-Elect elected at such meeting of the National Assembly who have yet to take office to such meeting. For further certainty, if the Board holds such a meeting, the Directors-Elect will not have the right to vote at such meeting or at any meeting of the Board held prior to the date on which they are scheduled to take office.
- 8.06 **Participating in Meetings by Electronic Means.** If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.
- 8.07 **Board Meetings Held Entirely by Electronic Means.** If the Directors call a meeting of the Board they may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Part IX: Officers of the Corporation

- 9.01 **Officers.** Unless otherwise specified by the Board which may, subject to the Acts modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers in office, shall have the following duties and powers associated with their positions:
- 9.01.1 **Treasurer.** The Board may appoint an individual who meets the qualifications described in Board rules and regulations to the office of Treasurer. If appointed, the Treasurer shall perform such duties as are outlined in Board rules and regulations and as shall from time to time be imposed upon him/her by the Board. The Treasurer need not be a Director.
- 9.01.2 **Past-President.** The Board may appoint an individual who meets the qualifications described in Board rules and regulations to the office of Past-President. If appointed, the Past-President shall perform such duties as are outlined in Board rules and regulations and as shall from time to time be imposed upon him/her by the Board. The Past-President need not be a Director.
- 9.01.3 **Administrative Officer.** The Board may appoint and Administrative Officer. If appointed, the Administrative Officer shall perform such duties as are outlined



in Board rules and regulations and as shall from time to time be imposed upon him/her by the Board. The Administrative Officer need not be a Director.

9.01.4 **National Stakeholder.** National Stakeholder. The Board may appoint a National Stakeholder. If appointed, the National Stakeholder shall perform such duties as outlined in the Board rules and regulations and as may, from time to time, be imposed on him/her by the Board. The National Stakeholder need not be a Director. The National Stakeholder shall be the, Executive Director, President or President-elect of the representing organization. This position shall rotate annually between the national stakeholders.

9.02 **Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

9.02.1 the Officer's successor being appointed;

9.02.2 the Officer's resignation;

9.02.3 such Officer ceasing to be a Director (if a necessary qualification of appointment);

9.02.4 such Officer ceasing to be an Associate (if a necessary qualification of appointment); or

9.02.5 such Officer's death.

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

Part X: Committees of the Board

10.1 **Committees of the Board.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The President shall be a non-voting member of each committee. The Board may terminate any committee or the position of any committee member at their sole discretion.

Part XI: Regional Executive Meetings

11.01 A Regional Executive Meeting shall be held in and for each Region of the Corporation no less than once per year



- 11.02 Each Regional Executive Meeting shall include the following (collectively known as the “**Regional Executive Committee**”):
- 11.02.1 the person who is the Regional Director;
 - 11.02.2 a person democratically selected by each Chapter Member in the Region to be an Official Delegate, who shall be an Associate of that Chapter Member; and
 - 11.02.3 one or two persons democratically selected by each Chapter Member in the Region to be an Associate Delegate, who is an Associate of that Chapter Member.
- 11.03 The term of the persons referred to in paragraph 11.02.2 and 11.02.3 on the Regional Executive Committee shall be determined by the Chapter Member that has selected such persons.
- 11.04 The Regional Executive Committees shall be an advisory to the Board and through the Regional Director shall advise and make recommendations to the Board with regard to matters of importance to the Region.
- 11.05 There shall be a Regional Executive Meeting during and as a part of the annual meeting of the National Assembly and notice of such meeting to all members of each Regional Executive Committee shall be deemed to be included in notice of the annual meeting of the National Assembly.
- 11.06 There shall be a Regional Executive Meeting at any annual conference held by a Region and notice of such meeting to all members of the Regional Executive Committee shall be deemed to be included in the notice of any such annual conference. Regional conferences shall occur no earlier than the last week of September and no later than the first week of November (with the exception of Quebec which can occur as late as the second weekend in November)
- 11.07 There may be other Regional Executive Meetings as determined by the Regional Executive Committee for a Region, provided all members of such Regional Executive Committee have been given 15 days’ notice of such meeting, either in writing by mail or by e-mail to the address or e-mail address in the records of the Corporation for the members of such Regional Executive Committee. Notice of Regional Executive Meetings may be dispensed with or shortened by the written consent of all members of that Regional Executive Committee.
- 11.08 The Regional Director for each Region shall chair all Regional Executive Meetings but may, at any time and from time to time, step out of the chair and appoint another member of that Regional Executive Committee or a member of the Board to act as chair



- for a portion or all of a Regional Executive Meeting. If the Regional Director is absent from a Regional Executive Meeting, the Regional Executive Committee shall select from among its members a person to act as chair of the meeting and, in that event, the person so selected as chair may, at any time and from time to time, step out of the chair and appoint another member of that Regional Executive Committee to act as chair for a portion or all of Regional Executive Meeting.
- 11.09 The Official Delegate from each Chapter Member in a Region shall have one vote at a Regional Executive Meeting and all decisions of a Regional Executive Committee shall be decided by a majority of the votes cast in accordance with the Rules of Order for such meeting. The chair of a meeting of a Regional Executive Committee shall not have a vote except in the event of a tie.
- 11.10 The Official Delegate from any Chapter Member in a Region may designate any Associate Delegate from the same Chapter Member to attend and vote at a meeting of the Regional Executive Committee for that Region in the place and stead of such Official Delegate. Unless such designation is made by the Official Delegate of a Chapter Member no Associate Delegate from that Chapter Member shall have a vote at the Regional Executive Committee.
- 11.11 Any Associate in a Region may attend any meeting of the Regional Executive Committee for that Region as an observer.

Part XII: Authorized Signing Officers of the Corporation

- 12.01 The authorized signing officers of the Corporation shall be the President, Vice-President, Director of Communications, Administrative Officer and such other individuals as may be approved by resolution of the Board. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.
- 12.02 All deeds, transfers, assignments, obligations, documents, contracts, cheques and instruments in writing required to be executed by the Corporation shall be signed by any two of the authorized signing officers or, alternatively, in accordance with a resolution passed by the Board. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Part XIII: Indemnification

- 13.01 **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any

corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

13.01.1 all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;

13.01.2 all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 13.01.1 the Board may approve such advance.

Part XIV: General

14.01 No person serving as a Director, except for the Administrative Officer; the Executive Committee; a Regional Executive Committee; a Standing Committee or any other committee established by the Board shall receive any compensation from the Corporation for serving in such a position. The Corporation may reimburse reasonable expenses of such persons incurred in the performance of her or his duties on behalf of the Corporation.

14.02 Voting at all meetings of the National Assembly shall be by show of hands or by electronic recorder unless:

14.02.1 the vote is for the election of persons to the Board, in which event, the vote shall be held by secret ballot or confidential electronic means; or

14.02.2 a person entitled to vote at such meeting demands a poll for any particular vote being held, in which event, the vote shall be held by secret ballot or confidential electronic means.

14.03 Voting at all meetings of the Board, Executive Committee, all Regional Executive



- Committees, all Standing Committees and all other committees shall be by a show of hands or, in the case of a meeting by telephone or other form of electronic communication, may take place by roll call.
- 14.04 If all the members of the Executive Committee, any Regional Executive Committee, any Standing Committee or any other committee present at or participating in a meeting of such body consent, a meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and each such member participating in such a meeting by such means is deemed to be present in person at that meeting for the purposes of this By-law.
- 14.05 The announcement by the chair of any meeting as to the result of a vote held at that meeting shall be final and binding.
- 14.06 All meetings of the National Assembly, the Board and all committees of the Corporation and Board shall be governed by the rules of procedure as set out in *Bourinot's Rules of Order: A Manual on the Practices and Usages of the House of Commons of Canada and on the Procedure at Public Assemblies, Including Meetings of Shareholders*, Fourth Revised Edition, except as otherwise provided in this By-law.
- 14.07 **Method of Giving Any Notice.** Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Chapter Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
- 14.07.1 if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the last address as shown in the last notice that was sent by the Corporation in accordance with the Act;
- 14.07.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 14.07.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 14.07.4 if provided in the form of an electronic document in accordance with the Act.
- 14.08 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have



been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Director of Communications may change or cause to be changed the recorded address of any Chapter Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Director of Communications to be reliable. The declaration by the Director of Communications that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 14.09 **Invalidity of any Provisions of this By-law.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
- 14.10 **Omissions and Errors.** The accidental omission to give any notice to any Chapter Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- 14.11 All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

DATED the 3rd of May, 2017.

Name: Bryce Boynton
Title: Past-President