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**BYLAWS  
OF  
ALBERTA CHEERLEADING  
ASSOCIATION**

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# BYLAWS OF ALBERTA CHEERLEADING ASSOCIATION

## ARTICLE I: GENERAL

### 1.1 Purpose

These bylaws (the “**Bylaws**”) relate to the general conduct of the affairs of Alberta Cheerleading Association, an Association incorporated under the Alberta *Societies Act*.

### 1.2 Definitions

- a. “**Act**” means the Alberta *Societies Act*, including its Regulations made pursuant to the Act, and any statutes or Regulations that may be substituted, as amended from time to time;
- b. “**Administrator**” means recognized Board members or administrators of a Full Member, Industry Member and Associate Member;
- c. “**Annual General Meeting**” means the annual meeting of the association and its Members, pursuant to the Bylaws and the Act;
- d. “**Associate Member**” means a Person or Organization validly admitted as member of the Association and entitled to the rights set forth at section 3.1.3. hereof;
- e. “**Association**” means the Alberta Cheerleading Association;
- f. “**Athlete**” means a Person registered with a Full Member who practices, trains and/or competes in cheerleading activities;
- g. “**Board Resolution**” means a resolution passed by the majority of the Directors entitled to vote on such resolutions;
- h. “**Board**” means the Board of Directors of the Association;
- i. “**Chair**” has the meaning set forth at section 10.9 hereof;
- j. “**Coach**” means a Person registered with a Full Member who motivates, inspires, directs and/or teaches Athletes as set forth in 1.2(f);
- k. “**Days**” means days of the week, including weekends and holidays;
- l. “**Delegate**” means the individual appointed by a Member to exercise the rights of membership on behalf of the entity;
- m. “**Director**” – means a Person elected or appointed to serve on the Board, as set forth herein;
- n. “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, computer or web-based technology or communication facility;
- o. “**Executive Director**” means the Person appointed by the Board to manage the affairs of the Association;
- p. “**Fixed Location**” includes facilities that are owned, leased, rented or occupied by an Organization;
- q. “**Full Member**” means an Organization validly admitted as member of the Association and entitled to the rights set forth at section 3.1.1 hereof;
- r. “**Honorary Member**” means a Person validly admitted as member of the Association and entitled to the rights set forth at section 3.1.6 hereof;
- s. “**Industry Member**” means an Organization validly admitted as member of the Association and entitled to the rights set forth at section 3.1.2. hereof;
- t. “**Member Meeting**” means any Annual General Meeting or Special Meeting;
- u. “**Member**” means any Person or Organization validly admitted to the Association in accordance with these Bylaws and the Act;

- v. **“Membership Year”** has the meaning set forth in section 2.6 hereof;
- w. **“Officer”** means a Person elected or appointed to serve as an officer of the Association;
- x. **“Officials Member”** means a Person admitted as member of the Association and entitled to the rights set forth at section 3.1.5 hereof;
- y. **“Ordinary Resolution”** means a resolution passed by not less than a majority of the votes cast on that resolution;
- z. **“Organization”** includes a corporation, company, limited liability company, unlimited liability company, body corporate, firm, joint venture, syndicate, association, and any other form of entity or organization, whether or not having legal status;
- aa. **“Participant Member”** means a Person validly admitted as member of the Association and entitled to the rights set forth at section 3.1.4 hereof;
- bb. **“Person”** means a human being regarded as an individual;
- cc. **“Policies”** has the meaning set forth in section 9.3 herein;
- dd. **“Regulations”** means such regulations of the Association that may be established by the Board and amended from time to time;
- ee. **“Rules”** means such set of rules of the Association that may be established by the Board and amended from time to time;
- ff. **“Sanctioned”** means an activity or event approved by the Association;
- gg. **“Special Majority Board Resolution”** means a resolution passed by the Board by no fewer than the following number of Directors entitled to vote on such resolution:
  - i. four (4) Directors, in the case that the Board at the time of such resolution is composed of seven (7) or fewer Directors entitled to vote of such resolution;
  - ii. five (5) Directors, in the case that the Board at the time of such resolution is composed of eight (8) Directors entitled to vote of such resolution; and
  - iii. six (6) Directors, in the case that the Board at the time of such resolution is composed of nine (9) Directors entitled to vote of such resolution;
- hh. **“Special Resolution”** shall have the meaning ascribed to such term in the Act;
- ii. **“Voting Member”** means a Full Member, or its Delegate, if such Member has appointed a Delegate. For greater certainty, if a Full Member has appointed a Delegate, only the Delegate, and not the Full Member itself, will be considered a Voting Member.

### 1.3 Head Office

The head office of the Association will be located at all times within the Province of Alberta as determined by Board Resolution (the **“Head Office”**).

### 1.4 No Gain for Members

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

### 1.5 Ruling on Bylaws

Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

### 1.6 Conduct of Meetings

Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to *Roberts Rules of Order* (current edition).

### 1.7 Headings

The headings used in these Bylaws are inserted for convenience of reference only.

### 1.8 Interpretation

Words importing the singular will include the plural and vice versa. Words importing the masculine will include the feminine and vice versa.

### 1.9 Notice

Unless otherwise set forth more specifically hereunder or in the Act, any notice to be given in accordance with these Bylaws shall be given in writing, which may be delivered personal or by Electronic Means.

## **ARTICLE II: MEMBERSHIP**

### 2.1 Member Classes

There shall be six (6) membership classes in the Association:

- a. Full Member;
- b. Industry Member;
- c. Associate Member;
- d. Participant Member;
- e. Officials Member; and
- f. Honorary Member.

### 2.2 Membership Eligibility

#### 2.2.1 Eligibility for Full Membership

An Organization, that:

- a. has the main objectives of the instruction, training and participation of cheerleading activities in Alberta;
- b. offers recreational, competitive or combinations of recreational and competitive cheerleading programs in Alberta to its own registered Athletes;
- c. delivers cheerleading programs through the Organization's Fixed Location in Alberta;
- d. appoints a Delegate who shall receive Association communications and represent the Full Member at Member Meetings;
- e. is interested in advancing the purposes and supporting the activities of the Association;
- f. commits to adhering to the Association's Bylaws, Policies, Rules and Regulations;
- g. maintains adequate insurance as defined by the Board;
- h. meets all additional criteria and Policies as determined from time to time by the Board;
- i. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- j. has paid all required Association fees, dues and assessments; and
- k. was, if applicable, in good standing with the Association as of the last day of such Organization's last Membership Year.

#### 2.2.2 Eligibility for Industry Membership

An Organization, that:



- a. has the main objective of hosting and/or producing cheerleading competitions in Alberta;
- b. is not an Organization with its own registered Athletes;
- c. is interested in advancing the purposes and supporting the activities of the Association;
- d. commits to adhering to the Association's Bylaws, Policies, Rules and Regulations;
- e. maintains adequate insurance as defined by the Board;
- f. appoints a Delegate who shall receive Association communications;
- g. meets all additional criteria and Policies as determined from time to time by the Board;
- h. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- i. has paid all required Association fees, dues and assessments; and
- j. was, if applicable, in good standing with the Association as of the last day of such Organization's last Membership Year.

### 2.2.3 Eligibility for Associate Membership

A Person or Organization that:

- a. is a minimum of eighteen (18) years of age, if a Person;
- b. supports the sport of cheerleading;
- c. is interested in advancing the purposes and supporting the activities of the Association;
- d. commits to adhering to the Association's Bylaws, Policies, Rules and Regulations;
- e. maintains adequate insurance as defined by the Board;
- f. if not an individual, appoints a Delegate who shall receive Association communications;
- g. meets all additional criteria and Policies as determined from time to time by the Board;
- h. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- i. has paid all required Association fees, dues and assessments; and
- j. was, if applicable, in good standing with the Association as of the last day of such Person's or Organization's last Membership Year.

### 2.2.4 Eligibility for Participant Membership

A Person who:

- a. is a recognized member Athlete or Coach, or an Administrator of a Full Member in good standing;
- b. is interested in advancing the purposes and supporting the activities of the Association;
- c. commits to adhering to the Association's Bylaws, Policies, Rules and Regulations;
- d. maintains adequate insurance as defined by the Board;
- e. meets all additional criteria and Policies as determined from time to time by the Board;
- f. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- g. has paid all required Association fees, dues and assessments; and

- h. was, if applicable, in good standing with the Association as of the last day of such Person's last Membership Year.

#### 2.2.5 Eligibility for Officials Membership

A Person who:

- a. is a minimum of eighteen (18) years of age;
- b. is certified as an Official of the Association for the Association's current competitive cheerleading season as defined in the Association's Policies;
- c. is interested in advancing the purposes and supporting the activities of the Association;
- d. commits to adhering to the Association's Bylaws, Policies, Rules and Regulations;
- e. maintains adequate insurance as defined by the Board;
- f. meets all additional criteria and Policies as determined from time to time by the Board;
- g. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- h. has paid all required Association fees, dues and assessments; and
- i. was, if applicable, in good standing with the Association as of the last day of such Person's last Membership Year.

#### 2.2.6 Eligibility for Honorary Membership

A Person who:

- a. has made significant contributions to the sport of cheerleading or to the Association as defined by the Board;
- b. is interested in advancing the purposes and supporting the activities of the Association;
- c. commits to adhering to the Association's Bylaws, Policies, Rules and Regulations;
- d. meets all additional criteria and Policies as determined from time to time by the Board;
- e. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- f. has paid all required Association fees, dues and assessments; and
- g. was, if applicable, in good standing with the Association as of the last day of such Person's last Membership Year.

### 2.3 Membership Application

#### 2.3.1 Application for Full Membership

An eligible Organization may apply to the Association to become a Full Member as follows:

- a. by submitting a completed application, in such form and manner as may be established by the Association to the Executive Director;
- b. by submitting payment for all applicable dues, fees and assessments;
- c. by providing the names and contact information of the Delegate of the Organization;
- d. by submitting to the Association, the list of all Persons and Organizations who are affiliated or registered with the organization, including the Organization's Administrators, along with any additional information, as required by the Board;

- e. by submitting evidence of insurance as required by the Board; and
- f. by submitting such additional information or documentation the Executive Director may require to confirm eligibility for membership.

#### 2.3.2 Application for Industry Membership

An eligible Organization may apply to the Association to become an Industry Member as follows:

- a. by submitting a completed application, in such form and manner as may be established by the Association to the Executive Director;
- b. by submitting payment for all applicable dues, fees and assessments;
- c. by providing the names and contact information of the Delegate of the Organization;
- d. by submitting to the Association, the list of all Persons and Organizations who are affiliated with the Organization, including the Organization's Administrators, along with any additional information, as required by the Board;
- e. by submitting evidence of insurance as required by the Board; and
- f. by submitting such additional information or documentation the Executive Director may require to confirm eligibility for membership.

#### 2.3.3 Application for Associate Membership

An eligible Person or Organization may apply to the Association to become an Associate Member as follows:

- a. by submitting a completed application, in such form and manner as may be established by the Association to the Executive Director;
- b. by submitting payment for all applicable dues, fees and assessments;
- c. by providing the Organization's names and contact information of its Delegate, if not an individual Person;
- d. by submitting evidence of insurance as required by the Board; and by submitting such information or documentation the Executive Director may require to confirm eligibility for membership.

#### 2.3.4 Application for Participant Membership

An eligible Person, as set forth in section 2.2.1 hereof, will automatically become a Participant Member of the Association if:

- a. the Person's Full Member has included the Person as a registered Member of their Organization within the Full Member's application and/or any supplements submitted in reference to the application as required by the Board;
- b. the Full Member has submitted any and all payments for dues, fees and assessments applicable to the Person and Full Member as required by the Board;
- c. the Full Member has submitted evidence of insurance pertaining to the Person and Full Member as required by the Board; and
- d. any and all such additional information or documentation the Executive Director may require to confirm eligibility for membership has been submitted.

#### 2.3.5 Application for Officials Membership

An eligible Person may apply to the Association to become an Officials Member as follows:

- e. by submitting a completed application, in such form and manner as may be established by the Association to the Executive Director;
- f. by submitting payment for all applicable dues, fees and assessments;
- g. by submitting evidence of insurance as required by the Board; and

- h. by submitting such additional information or documentation the Executive Director may require to confirm eligibility for membership.

#### 2.3.6 Application for Honorary Membership

Any Person may be selected by the Board from time to time, in the process determined by the Board.

An Honorary Member may also be a Full Member, Associate Member or Officials Member.

An Honorary Member may vote at Member Meetings only if they are also a Full Member in accordance to these Bylaws.

#### 2.4 Separate Membership Required

If an Organization is comprised of more than one Organization or more than one Fixed Location, then each component Organization or Fixed Location of an Organization (each an “**Affiliate**”) must be admitted separately as a Member and separately maintain its membership with the Association. All fees, dues and assessments will be assessed separately for each Affiliate.

If an Organization maintains more than one Fixed Location, then each Fixed Location must be admitted separately as a Member and must maintain separate membership under the Organization. All fees, dues and assessments will be assessed separately for each such Member. For greater certainty, such separate admission shall be subject to the eligibility and application requirements as set forth in these Bylaws and any other such requirements for such membership as may be determined by the Board in its sole and unfettered discretion.

#### 2.5 Review and Acceptance of Membership Application

The Executive Director shall review all applications for membership in the Association and may, if necessary determine eligibility for membership, request the Person or Organization to provide further information or documentation in support of the application.

The Executive Director may, by entering the Person’s or Organization’s information into the membership register, accept that Person or Organization as a Member in the appropriate class of membership as determined in accordance with these Bylaws.

The Executive Director may, at any time, refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership.

#### 2.6 Membership Duration

The Membership Year of the Association shall be determined by the Board (the “Membership Year”). Membership is accorded on an annual basis and all Members, excluding Honorary Members, will apply for each membership year, subject to terms and conditions contained in Article II.

## **ARTICLE III: MEMBERSHIP RIGHTS AND OBLIGATIONS**

### 3.1 Rights of Membership

#### 3.1.1 Full Member Rights

In accordance to these Bylaws, the Policies, Rules and Regulations, a Full Member in good standing is entitled to:

- a. receive notice of, and to attend, all Member Meetings;
- b. to make or second motions at Member Meetings and to speak in debate on motions under consideration in accordance with such Rules of order as may be adopted;
- c. to exercise a vote on matters for determination at Member Meetings;
- d. subject to these Bylaws, to nominate eligible Persons for election as an elected Director;
- e. have a Person run for and hold office as a Director;
- f. participate as a Member of a committee, as invited;
- g. participate in the Association's sanctioned events and activities;
- h. apply for sanctioning of cheerleading competitions within Alberta and receive Association sanctioning benefits as defined in the Policies;
- i. purchase Association insurance, as may be available from time to time; and
- j. receive Association reports when available.

#### 3.1.2 Industry Member Rights

In accordance to these Bylaws, the Policies, Rules and Regulations, an Industry Member in good standing is entitled to:

- a. participate as a Member of a committee, as invited;
- b. apply for sanctioning of cheerleading competitions within Alberta and receive Association sanctioning benefits as defined in the Policies;
- c. participate the Association's sanctioned activities and events in accordance to the Bylaws and Policies;
- d. purchase Association insurance, as may be available from time to time; and
- e. receive Association reports when available.

#### 3.1.3 Associate Member Rights

In accordance to these Bylaws, the Policies, Rules and Regulations, an Associate Member in good standing is entitled to:

- a. participate as a Member of a committee, as invited;
- b. run for and hold office as a Director;
- c. attend the Association's sanctioned activities and events in accordance to the Bylaws and Policies;
- d. purchase Association insurance, as may be available from time to time; and
- e. receive Association reports when available.

#### 3.1.4 Participant Member Rights

In accordance with these Bylaws, the Policies, Rules and Regulations, a Participant Member in good standing is entitled to:

- a. participate in the Association's sanctioned activities and events that may be available from time to time, in association with the Full Member that is associated with the Participant Member.

### 3.1.5 Officials Member Rights

In accordance to these Bylaws, the Policies, Rules and Regulations, an Officials Member in good standing is entitled to:

- a. participate as a Member of a committee, as invited;
- b. attend the Association's sanctioned activities and events in accordance to the Bylaws and Policies;
- c. purchase Association insurance, as may be available from time to time; and
- d. receive Association reports when available.

### 3.1.6 Honorary Member Rights

In accordance to these Bylaws, the Policies, Rules and Regulations, an Honorary Member in good standing is entitled to:

- a. attend the Association's sanctioned activities and events in accordance to the Bylaws and Policies;
- b. receive Association reports when available.

### 3.2 Appointment of Delegate

Any Full Member, or Associate Member that is not an individual must appoint a Delegate by notice in writing delivered to the Executive Director.

A Member may alter its Delegate at any time by providing notice in writing to the Association, in the form prescribed by the Executive Director, with the name and contact information for the new Delegate.

The appointment of a new Delegate is deemed to revoke the appointment of the previous Delegate.

### 3.3 Sanctioning

In order to participate in the Association's sanctioned activities and/or events, as defined within the Policies, all Organizations in Alberta must hold current Association membership in good standing as set forth in these Bylaws and the Policies and maintain adequate insurance as defined by the Policies.

In order to host or produce a competition, activity or event in Alberta wherein Athletes of Full Members participate, all Full Members and Industry Members must sanction the competition, activity and/or event and maintain adequate insurance as defined by the Policies.

### 3.4 Membership Dues

The membership dues in the Association shall be determined, from time to time, by the Board and shall be paid by each Member no later than the first day of the Membership Year. Late fees shall be assessed after the first day of the Membership Year as determined by the Board or Executive Director.

### 3.5 Contact Information

All Members will keep their contact information, including the contact information of their appointed Delegate, as the case may be, current with the Association.

### 3.6 Members in Good Standing

A Member of the Association will be in good standing provided that the Member:

- a. has not ceased to be a Member by resignation, expulsion or otherwise in accordance with the Act and these Bylaws;
- b. has not been suspended or terminated from membership, or had other membership restrictions imposed;
- c. has completed all required certifications and background checks, as applicable and remitted all information and documents, as required by the Association;
- d. has complied with the Bylaws, Policies, procedures, Rules and Regulations of the Association;
- e. is not subject to disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- f. has paid all required Association fees, dues and assessments; and
- g. has not, all as the case may be, taken or instituted any proceedings for the winding-up, reorganization or dissolution of the Member, or the filing by the Member of an assignment in bankruptcy, disposed of its property in favour of its creditors or the filing of a proposal (or a notice of intention to make such a filing) pursuant to the Bankruptcy and Insolvency Act (Canada), or filed a compromise or an arrangement or a proposal of a compromise or an arrangement pursuant to the Companies' Creditors Arrangement Act (Canada), or sought any other relief under any applicable laws relating to bankruptcy, insolvency or receivership (collectively referred to as "**Insolvency**").

### 3.7 Members not in Good Standing

A Member who ceases to be in good standing may have its benefits and privileges otherwise accorded to such Member suspended in the sole direction of the Board, as may be set out more particularly in the Policies, until such time as the Board is satisfied that the Member has met the requirements of good standing as set out above. For greater certainty and without limiting the generality of the foregoing, any Member who ceases to be in good standing will not be entitled to vote at meetings of Members and, where the Member, or its Delegate, as the case may be, is a Director, will not be entitled to vote at meetings of Directors.

### 3.8 Membership not Transferable

Membership is not transferable by a Member to any other Person or Organization.

### 3.9 Compliance with Bylaws, Rules and Regulations and Policies

Every Member will, at all times:

- a. uphold and comply with the Bylaws, Rules, Regulations and the Policies of the Association in effect from time to time;
- b. abide by such codes of conduct and ethics adopted by the Association; and
- c. further and not hinder the purposes, aims and objects of the Association.

### 3.10 Member Resignation

#### 3.10.1 Resignation

A Member may resign by delivering written notice of such resignation to the Executive Director at the Association's Registered Office in writing, which resignation will take effect immediately upon delivery. Resignation shall not release the Member from payment of any fees owing, including those for the current Membership Year, or any other indebtedness to the Association.

### 3.10.2 May not Resign

A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

### 3.11 Discipline of Member

Following an appropriate investigation or review of a Member's conduct or actions in accordance with such Rules and Regulations and Policies established by the Board, the Board may, by Board Resolution, expel, suspend or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- a. is improper or unbecoming of a Member;
- b. is contrary to the Association's Bylaws, Policies or Rules that may exist from time to time; and
- c. is likely to endanger the reputation or hinder the interests of the Association.

The Board must provide notice of a proposed expulsion, suspension or discipline of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion, suspension or discipline will be given ten (10) days to respond in writing to the proposed discipline prior to the final determination of disciplinary action by the Board.

### 3.12 Suspension of Membership

Suspension of membership shall mean a temporary condition that could be extended to the end of the current Membership Year. Privileges of membership are suspended for whatever period prescribed by the Board but may be reinstated at any time during the same Membership Year with such probationary requirements as the Board sees fit.

### 3.13 Expulsion of Membership

Expulsion of membership shall mean the cessation of all membership privileges for the balance of the current Membership Year, without possibility of reinstatement in the same year. Any application for membership in future years may contain probationary conditions or other requirements.

### 3.14 Termination upon Death or Dissolution

Upon the death or dissolution of a Member, as the case may be, the Board may immediately terminate the membership of such Member.

## **ARTICLE IV: MEETINGS OF MEMBERS**

### 4.1 Time and Place of Member Meetings

The Special Meetings of the Association will be held at such time and place, in accordance with the Act, as the Board decides.

### 4.2 Annual General Meetings

The Annual General Meeting must be held no less than thirty (30) days after the Association's fiscal year end and prior to or on September 30 of each year.



#### 4.3 Special Meetings

A meeting of the Association that is not an Annual General Meeting may be called by the Board or by the Chair (a “**Special Meeting**”). A Special Meeting of the Association shall also be called, at any time, upon receipt by the Executive Director and the Chair (the “**Receipt Date**”) of a request signed by one-third of the Full Members in good standing. Such request shall express the object of the meeting and shall be sent by mail or electronic notice to the Executive Director and the Chair. The only items to be discussed at a Special Meeting shall be those specified in the request. Special Meetings may be held by Electronic Means. Such request shall specify a proposed period of fourteen (14) days, which period shall end no more than sixty (60) days from the Receipt Date and shall commence no sooner than thirty (30) days from the Receipt Date, within which the Board shall schedule a Special Meeting, as requested.

#### 4.4 Notice of Member Meetings

Each Member of the Association shall be notified at least twenty-one days prior to the actual date of the Annual General Meeting or Special Meeting by mail or electronic notice. Where Full Members and Associate Members have appointed a Delegate, the notice will be sent to that Delegate only.

#### 4.5 Contents of Notice

The notice shall specify the place or meeting method, the day and time of the meeting, a summary of the business to come, the text of any Special Resolution to be proposed or considered at that meeting, and any additional information as deemed relevant by the Board.

#### 4.6 Amendments to Agenda

Full Members and Associate Members in good standing may submit additions and/or recommendations for changes to the Agenda to the Executive Director a minimum of ten (10) days prior to the Member Meeting.

The Board shall review submissions and may recommend amendments to the Agenda. Amendments to the Agenda recommended by the Board shall be subject to Member approval during the adoption of the Agenda, by way of Ordinary Resolution.

No amendments to the Agenda will be allowed from the floor during a Member Meeting.

Proposals and/or new initiatives that are a direct result of a debate or from an outcome of an Agenda item shall be put considered by the Board for possible inclusion at the next Member Meeting.

#### 4.7 Omission of Notice

The accidental omission to give notice of a Member Meeting to, or the non-receipt of any notice by a Member, shall not invalidate any resolution passed or any proceeding taken at the meeting.

### **ARTICLE V: PROCEEDINGS AT MEMBER MEETINGS**

#### 5.1 Attendance at Member Meetings

In addition to Voting Members, Directors, Executive Director and the Association’s auditor, if any, the Chair or Executive Director may also invite any other Person or Persons to attend a

Member Meeting as observers and guests if consensus from the majority of the Board is received. All observers and guests may only address the assembly at the invitation of the Chair. The Board may exclude or limit the number of observers and guests if it deems it to be necessary.

#### 5.2 Electronic Participation in Member Meetings

The Board may determine, in its discretion, to hold any Member Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a Member Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Members participating by permitted Electronic Means are deemed to be present at the Member Meeting.

#### 5.3 Registration of Members and Observers

Every Voting Member, Voting Member's Delegate, observer and guest attending a Member Meeting must register their attendance prior to the call to order for the meeting in such manners as may be established by the Board from time to time.

#### 5.4 Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a Member Meeting at a time when a quorum is not present.

#### 5.5 Quorum

Quorum for the transaction of business at a Member Meeting shall be representation by Delegates and proxies received in writing from fifteen (15) percent of the Voting Members of the Association.

#### 5.6 Lack of Quorum

If within thirty (30) minutes from the time appointed for a Member Meeting a quorum is not present, the meeting will be called to order and then immediately adjourned or called to recess in an effort to obtain quorum. If business must be done before the next regularly scheduled meeting, the Member Meeting will be moved to continue at an alternate time, and if required, day that does not exceed forty-five (45) days from the date of the adjourned meeting. The continued meeting will not require further notice.

#### 5.7 Loss of Quorum

If at any time during a Member Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### 5.8 Minutes of Member Meetings

The Secretary or designate will ensure that minutes are taken for all Member Meetings.

### 5.9 Scrutineers

At any Member Meeting, one (1) or more scrutineers shall be appointed by the Board, who will be responsible for ensuring that votes are properly cast and counted.

### 5.10 Management of Member Meetings

The Board shall, subject to the Bylaws or directions given to it by majority vote at any Member Meeting, have full control and management of the affairs of the Association.

## **ARTICLE VI: VOTING BY MEMBERS**

### 6.1 Ordinary Resolution Sufficient

Unless the Act, these Bylaws or Policies provide otherwise, every issue for determination by a vote of the Members will be decided by Ordinary Resolution.

### 6.2 Entitlement to Vote

Each Full Member shall be a Voting Member and may exercise their right to one (1) vote on matters for determination by Members in the manner prescribed herein, provided that the Full Member has provided satisfactory appointment evidence to the Association as to the Member's Delegate for the purposes of voting accreditation. No Full Member or its Delegate may vote in person or by proxy vote if they are not in good standing.

For greater certainty, Organizations comprised of separate Members, pursuant to section 0 hereof, will be permitted one (1) vote each in accordance with these Bylaws.

If a Director presiding at a Member Meeting is delegated as a Voting Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Voting Members. A Director who is not a Voting Member has no vote.

No other Person or Organization is entitled to vote on a matter for determination by the Voting Members, whether at a Member Meeting or otherwise.

### 6.3 Voting at Member Meetings

At an Annual General Meeting or Special Meeting, voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- a. by show of hands or voting cards;
- b. by written ballot; or
- c. by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Voting Members equal to not less than twenty-five percent (25%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Voting Member voted.

### 6.4 Abstaining Voters

Abstaining voters are not counted in determining a majority.

### 6.5 Tie Votes

A tie vote is defeated.

### 6.6 Proxy Votes

Every Full Member Organization is entitled to vote at a meeting of Voting Members, in accordance to these Bylaws, by means of a proxy that appoints a Person, who is an Association Member, as their Delegate to attend and to act at the meeting in the manner, to the extent and with the power conferred by the proxy. The proxy shall confer authority to the proxy carrier to vote for all matters that come before the meeting.

### 6.7 Proxy Conditions

Proxies shall be completed fully, accurately and on the forms provided by the Association. Any proxy shall be valid only for the specific meeting named or at a continuation of that meeting after an adjournment and a Person may be entitled to exercise the proxy for one (1) to a maximum of five (5) Voting Members. Proxy forms must be received by the Association, in the format determined by the Executive Director, a minimum of thirty (30) minutes prior to the scheduled starting time of the meeting, or within the timeline determined by the Board.

## **ARTICLE VII: DIRECTORS**

### 7.1 Duties of Directors

Every Director will:

- a. act honestly and in good faith with a view to the best interests of the Association;
- b. exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances; and
- c. act in accordance with the Act, Rules and Regulations, these Bylaws, Policies; and
- d. when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Association.

### 7.2 Qualifications of Directors

Any individual who meets the following criteria, shall be qualified as a Director in accordance to these Bylaws:

- a. is a member of a Full Member or Associate Member in good standing, or is an Associate Member in good standing, if the Associate Member is a Person;
- b. is permitted to act as a Director by the Full Member's or Associate Member's Delegate, unless the Associate Member is an individual Member;
- c. is eighteen (18) years of age or older;
- d. has the power under law to contract;
- e. has not been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- f. has not been convicted of a criminal offence for which no pardon has been given; and
- g. is also an individual Member of the Association in good standing in accordance to these Bylaws and Policies.

### 7.3 Composition of the Board

The Board will be composed of a minimum of seven (7) and a maximum of nine (9) Directors as follows:

- a. seven (7) of the Directors shall be elected by the Voting Members in accordance to these Bylaws;

- b. up to two (2) of the seven (7) Directors elected by the Voting Members may be Associate Members who shall be not be Officers; and
- c. up to two (2) Directors may be appointed by the Board by Board Resolution from time to time in accordance to these Bylaws.

No Member may have more than one (1) of its members serving on the Board simultaneously. For greater certainty, section 2.4 hereof shall not operate to permit an Organization to have more than one (1) of its members serve on the Board simultaneously.

#### 7.4 Appointment of Directors

The Board may, from time to time by Board Resolution, appoint as a Director a qualified individual with knowledge, experience or expertise considered by the Board to be beneficial to the Association. This individual may or not be a Member of the Association but, must be a Participant Member of a Full Member or an Associate Member, who is permitted to act as a Director by the Full Member's or Associate Member's Delegate, in the case of an Associate Member that is not a Person, in order to vote on any matter of the Association at Board meetings. The Director may only be appointed an Officer if he or she is a Participant Member of a Full Member and permitted by the Full Member's Delegate.

#### 7.5 Term of Directors

The term of office of Directors elected in accordance with these Bylaws will normally be two (2) years and will be deemed to have commenced at the close of the Annual General Meeting of the Association following such appointment and such term will expire at the conclusion of the Annual General Meeting held in the final year of the Director's term.

The Board may, by Board Resolution, determine that some or all of the Directors appointed by the Board pursuant to sections 7.4 or 7.7 hereof, as the case may be, will have a term of less than two (2) years, and will be deemed to have commenced at the close of the Annual General Meeting of the Association preceding such appointment. The length of such term to be determined by the Directors in their discretion.

Directors may be elected or appointed for not more than three (3) consecutive terms.

A Director is eligible for re-election following an absence equivalent to one (1) year.

#### 7.6 Extension of Term to Maintain Minimum Number of Directors

Notwithstanding, if insufficient successors are elected and the result is that the number of Directors would fall below seven (7), the Person or Persons previously serving as Director or Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until the next Annual General Meeting or until such time as successor Director or Directors are elected.

#### 7.7 Appointment to Fill Vacancy

If an elected Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with 7.2 of these Bylaws, to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next Annual General Meeting and each such appointed replacement Director

will continue in office until the conclusion of the next Annual General Meeting unless sooner ceasing to be a Director. Such appointed replacement Director may run for the vacant position.

#### 7.8 Removal of Director

A Director may be removed before the expiration of his or her term of office by Special Majority Board Resolution.

The Director proposed for removal (the “**Subject Director**”) is entitled to not less than seven (7) days’ advance notice in writing of the proposed Board Resolution and to address the Board, prior to the vote on the Resolution. The Subject Director shall not be entitled to vote on such proposed resolution.

The Board may appoint a replacement Director by Board Resolution to serve for the remainder of the removed Director’s term of office in accordance with these Bylaws and section 7.4 hereof.

Removal of a Director may occur for:

- a. non-attendance of three or more Board meetings in any one (1) year period of their term;
- b. being convicted of a criminal offence;
- c. for non-performance of duties as outlined in these Bylaws or the Policies; and
- d. for any behavior or speech that defames or slanders the Association or its Members.

#### 7.9 Ceasing to be a Director

A Person will immediately and automatically cease to be a Director:

- a. upon the date which is the later of:
  - i. the date of delivering his or her resignation in writing to the Executive Director and Chair; and
  - ii. the effective date of the resignation stated therein;
- b. upon the expiry of his or her term, unless re-elected or re-appointed pursuant to these Bylaws, as the case may be;
- c. in the case of a Director appointed pursuant to section 7.4 hereof, upon his or her appointment being revoked by Board Resolution;
- d. in the case of a Director being removed pursuant to section 7.8 hereof, upon his or her appointment being revoked by Board Resolution;
- e. upon the date such Person is no longer qualified pursuant to section 7.2 hereof;
- f. upon his or her removal pursuant to section 7.4 hereof; or
- g. upon his or her death.

### **ARTICLE VIII: NOMINATION AND ELECTION OF DIRECTORS**

#### 8.1 Nomination of Directors

All nominations are subject to the following rules:

- a. a nomination must be of a qualified Person in accordance with these Bylaws;
- b. a nomination must be made by a Full Member or Associate Member in good standing in accordance with these Bylaws;
- c. a nomination must be made in writing, in the form established by the Association and consist of all required appendages;
- d. a nomination must include the written consent of the nominee by signed or

- electronic signature;
- e. a nomination must include the written consent of the nominee's Member organization's Delegate, where applicable in accordance with these Bylaws;
- f. a Member, qualified to nominate a Person, may not nominate more nominees than the number of Director positions available for election;
- g. nominations must be submitted in advance of an election, in accordance with such deadline and procedures as may be established by the Executive Director; and
- h. Nominations will not be accepted from the floor.

## 8.2 Incumbents

Current Directors wishing to be re-elected are not subject to nomination but, must notify the Executive Director, within the timeframe defined by the Board, as set forth in the Policies, of their interest for re-election.

## 8.3 Elections Generally

Directors will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Association from time to time, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

## 8.4 Election at Annual General Meeting

Election of Directors will normally take place at, or prior to, the Annual General Meeting and Directors so elected will take office commencing at the close of such meeting.

## 8.5 Circulation of Nominees

Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.

## 8.6 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next Annual General Meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

## 8.7 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules will apply:

- a. the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the Annual General Meeting, all at the discretion of the Board;
- b. ballots will be sent or otherwise made accessible to all Voting Members, and only to those Persons;
- c. each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- d. no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- e. ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- f. nominees will be deemed to be elected in order of those nominees receiving the

- most votes;
- g. in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the Chair will draw one (1) ballot from the container at random, which nominee selected will be elected to the final vacant position; and
  - h. the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

## **ARTICLE IX: POWERS AND RESPONSIBILITIES OF THE BOARD**

### 9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in Member Meeting, but nevertheless subject to the provisions of:

- a. all laws affecting the Association; and
- b. these Bylaws and the Policies.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Association. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Association in furtherance of the purposes of the Association. Provided, however, that any such foregoing acts must be done in a manner consistent with the Act and these Bylaws.

### 9.2 Power to Hire

The Board may hire and appoint an Executive Director (by any title it deems appropriate) to manage the affairs of the Association; and employ or engage such other staff, contractors, attorneys, investment advisors and other agents that it deems necessary to fulfill the purposes of the Association; to pay Persons or Organizations so hired; and, to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary.

### 9.3 Policies and Procedures

The Board may establish such rules and regulations, policies or procedures (the “**Policies**”) relating to the affairs of the Association as it deems expedient, provided that nothing contained in the Policies is valid to the extent that it is inconsistent with the Act or these Bylaws.

### 9.4 Remuneration of Directors and Officers and Reimbursement of Expenses

The Directors and Officers must not receive remuneration from the Association for acting in their capacity as Directors and/or Officers, as the case may be. However, a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Association, provided that all claims for reimbursement are in accordance with established policies, as may be set forth in the Policies.



Directors and Officers may receive remuneration from the Association for providing services in another capacity, apart from their capacity as Directors and/or Officers, as the case may be.

#### 9.5 Acquire or Sell Assets

The Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they deem advisable. The Board may establish further policies related to the investment of the Association's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

#### 9.6 Fees and Assessments

This Board is expressly empowered, from time to time, to impose fees and levy assessments, provided that it determines that such fees and assessments are in the best interest of the Association.

### **ARTICLE X: PROCEEDINGS OF THE BOARD**

#### 10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Chair.

Meetings may include regular meetings and ad hoc meetings, as determined by the Chair.

The Board shall hold at least four (4) meetings per Membership Year and shall be called by the Chair.

#### 10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- a. that Director was not in office at the time notice of regular meetings was provided; or
- b. the date, time or place of a regular meeting has been altered.

#### 10.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any at the call of the Chair.

#### 10.4 Notice of Board Meetings

Each Director will receive at least two (2) days' advance [written] notice of:

- a. an ad hoc board meeting; or
- b. a change to a regular board meeting for which notice was previously provided.

However, no formal notice will be necessary if all Directors were present at the preceding meeting of the Board, including any Members Meeting, when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Executive Director.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a Member Meeting, or for the purposes of a meeting of the Board at which a Director is appointed by the Board, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be properly constituted.

If participation by Electronic Means is permitted by the Chair, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

#### 10.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person or Organization, other than the Executive Director, is entitled to attend meetings of the Board, but the Chair or Executive Director may invite any Person or Organizations to attend one or more meetings, or portion of meeting, of the Board as advisors, observers or guests.

#### 10.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

#### 10.7 Quorum

A quorum for meetings of the Board shall be fifty percent plus one of the Directors, including the Chair.

#### 10.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Association, or a matter for consideration by the Directors:

- a. will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- b. will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- c. is not entitled to vote on the contract, transaction or matter;
- d. will absent him or herself from the meeting or portion thereof:
  - i. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - ii. in any case, during the vote on the contract, transaction or matter; and
- e. will refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

#### 10.9 Chair of Meetings

The President (or, in the absence or inability of the President the Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all

meetings of the Board (the “**Chair**”, or in the case of the Vice-President, the “**Vice-Chair**”).

If at any meeting of the Board the Chair, Vice-Chair and such alternate Person appointed by a Board Resolution, if any, are not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to chair that meeting.

#### 10.10 Minutes of Board Meetings

The Secretary or such other Person designated by the Secretary will ensure that minutes are taken for all meetings of the Board and entered in the minute book of the Association, which will be held at the Head Office. If the minute book of the Association is not maintained, physical or electronic records of the minutes of Board meetings will be maintained by such Person at the Head Office.

### **ARTICLE XI: DECISION MAKING AT BOARD MEETINGS**

#### 11.1 Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

#### 11.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

#### 11.3 Entitlement to Vote

Subject to these Bylaws, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person or Organization is entitled to a vote at a meeting of the Board.

#### 11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- a. by show of hands;
- b. by written ballot;
- c. by roll-call vote or poll; or
- d. by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

## **ARTICLE XII: OFFICERS**

### 12.1 Officers

The Officers of the Association are the President, Vice-President, Secretary and Treasurer, and Executive Director. Aside from the President, an Officer may hold more than one position.

An Associate Member, or a Delegate thereof, cannot be an Officer of the Association. An Associate Member who becomes registered as a Full Member while serving as a Director, may hold a position of Officer in accordance to these Bylaws.

The Board may, by Board Resolution, create and remove such other Officers of the Association as it deems necessary and determine the duties and responsibilities of all Officers.

### 12.2 Election and Appointment of Officers

The Officers will be chosen by the Directors within thirty (30) days of their election by the Members or, when applicable, upon their appointed by the Board, and will be known collectively as the "Executive Committee". The Executive Director is an Ex-officio Member of the Executive Committee.

### 12.3 Term of Officers

An Officer will hold their position as Officer, until the next meeting wherein Officers are appointed, unless:

- a. the Officer is removed as Officer by Board Resolution;
- b. the Officer no longer desires to hold the position and provides notice to the Board of his or her resignation;
- c. the Officer, for any reason, is unable to complete his or her term.

### 12.4 Replacement

Should an Officer for any reason be unable to complete his or her term, the Board will remove such Officer from his or her Office and will appoint a replacement without delay.

### 12.5 Duties of President

The President will supervise the other Officers in the execution of their duties and will preside as Chair at all Member Meetings and meetings of the Board. In his or her absence, the Vice-President shall preside at any such meetings. In the absence of the President and Vice-President, an alternate chair may be appointed to preside.

The President is an ex-officio member of all committees and may attend meetings of any committee as necessary.

### 12.6 Duties of Vice-President

The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President shall also perform such additional duties as may be assigned by the Board.

### 12.7 Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- a. the keeping of such financial records, reports and returns, including books of

- b. account, as are necessary to comply with the Act and the Income Tax Act; and the rendering of financial statements to the Directors, Members and others, when required.

#### 12.8 Duties of Secretary

It is the responsibility of the Secretary to attend all Member Meetings of the Association and of the Board and:

- a. to oversee the recording and keeping of accurate minutes of meetings;
- b. to ensure that all regulatory files are made in accordance with deadlines; and
- c. to perform such additional duties as may be assigned by the Board.

If the Secretary (or designate) is absent from any Member Meeting or meeting of the Board, the Directors present will appoint another Person to act as recording secretary at that meeting.

#### 12.9 Duties of Executive Director

If the Board appoints an Executive Director, the Executive Director shall:

- a. be responsible for the administration and daily operations of the Association;
- b. have charge of the offices of the Association;
- c. hire, supervise and when required, dismiss all other staff and personnel of the Association;
- d. report to and advise the Directors on all matters relevant to the affairs and property of the Association; and
- e. carry out the policies, directions and instructions of the Board.

If an Executive Director is not appointed by the Board, or upon notice by the Board or any Officer to the Members, the President shall be responsible for all of the duties of the Executive Director. For greater certainty, if for any reason the President maintains the duties of the Executive Director, all references herein to the Executive Director shall refer to the President.

### **ARTICLE XIII: INDEMNIFICATION**

#### 13.1 Association Indemnification

Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs and charges that result from any act done as a Director or Officer for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

#### 13.2 Director Liability

No Director is liable for the acts of any other Director, volunteer, contractor or employee. No Director 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 is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director of the Association, unless the act is fraud, dishonesty, or bad faith.

### **ARTICLE XIV: EXECUTION OF INSTRUMENTS**

#### 14.1 Corporate Seal

A document requiring certification by corporate seal of the Association shall be deemed

certified if signed by two (2) members of the Board duly authorized for that purpose by the Board as if their signatures were under the corporate seal of the Association. The corporate seal will be held at the Head Office.

#### 14.2 Signing Officer

The Board will, from time to time by Board Resolution, appoint a signing officer or signing officers who shall be authorized to sign cheques, banking documents, documents or instruments, and contracts on behalf of the Association.

### **ARTICLE XV: FINANCIAL MATTERS AND REPORTING**

#### 15.1 Fiscal Year

The fiscal year of the Association may be determined by the Board from time to time.

#### 15.2 Accounting Records

The Association will maintain such financial and accounting records and books of account at the Head Office, as are required by the Act and applicable laws.

#### 15.3 Borrowing Powers

For the purpose of carrying out its objects, the Association may with approval of the Board borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

#### 15.4 Financial Audit

The annual financial statements of the Association shall be audited annually by a duly qualified accountant appointed by the Board or by two Members in good standing elected for that purpose at the Annual General Meeting, or their respective Delegates, as the case may be.

#### 15.5 Removal of Auditor

The auditor or auditors may be removed and replaced by Board Resolution if the Person(s) elected as auditor(s) is/are no longer in good standing as defined in these Bylaws.

An auditor will be promptly informed in writing of such appointment of removal.

### **ARTICLE XVI: MISCELLANEOUS**

#### 16.1 Inspection of Documents and Records

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Executive Director, to inspect any of the following documents and records of the Association at the Address of the Association during normal business hours:

- a. the Association's Bylaws, and any amendments thereto;
- b. minutes and resolutions of Member Meetings;
- c. annual financial statements relating to the past two (2) years that have been received by the Members in a Member Meeting;
- d. the register of Directors;

- e. the register of Members;
- f. the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar; and
- g. copies of orders made by a court, tribunal or government body in respect of the Association.

#### 16.2 Right to become Member of other Society

The Association will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's purposes.

#### 16.3 Dissolution

The Association may be dissolved by a special resolution, such term as defined in the Act, of the Association at a Special Meeting called for that purpose, in accordance with the Act. Any assets remaining after paying all debts and liabilities will be disbursed to an eligible charitable organization as determined by the Board. The Association does not pay any dividends or distribute its property among its members.

#### 16.4 Dispute Resolution

The Association is committed to prompt and fair resolution of all disputes of any nature which may arise. This includes all aspects of dispute resolution, including all legal claims that the Member may have against the Association, and any claims of discrimination based upon race, color, sex, disability, religion, national origin, age or any other protected attribute, or any claims arising under any federal, provincial, local law, or any common law. Agreement with the Association dispute resolution policies and procedures is a condition of membership with the Association and a condition of serving on the Board of Directors.

### **ARTICLE XVII: BYLAWS**

#### 17.1 Bylaws Notification by Voting Members

Voting Members may submit any Bylaws suggestions, proposals or proposed changes to the Association for the Board's consideration. If such proposed changes are to be considered prior to any Member Meeting, they must be received by the Executive Director at least forty-five (45) calendar days prior to the Member Meeting.

#### 17.2 Amendments to Bylaws

Amendments to the Association's Bylaws must be approved by the Board prior to presentation at any Member Meeting.

Bylaws of the Association may be amended at any Member Meeting provided that such amendments have been specified in the notice of the meeting issued a minimum of twenty-one days prior to the date of the meeting.

To be approved by special resolution in the manner set forth in the Act. Once passed, an Officer will register or cause such amended bylaws to be registered with Corporate Registries.