

BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of
**THE NEWFOUNDLAND AND LABRADOR COLLEGE OF FAMILY PHYSICIANS, A CHAPTER OF THE COLLEGE OF
FAMILY PHYSICIANS OF CANADA**

TABLE OF CONTENTS

<u>SECTION ONE</u>	INTERPRETATION	
1.1 – 1.20	Definitions	1
1.21– 1.22	Interpretation	2
1.23 – 1.31	General Provisions	2
1.24 - 1.36	Objects	2
1.37 – 1.43	By-laws/Amendments	4
<u>SECTION TWO</u>	AFFAIRS OF THE CORPORATION	
2.1	Financial Year	6
2.2	Execution of Instruments	6
2.3	Banking Arrangements	6
2.4	Income and Property	6
2.5	Books of Account	6
2.6	External Audit	6
<u>SECTION THREE</u>	RELATIONSHIP WITH THE CFPC	
3.1	Paramourncy of National By-laws	7
3.2	Membership classes, designations and status	7
3.3	Chapter Membership	7
3.4	Chapter Membership	7
3.5	Membership fees	7
<u>SECTION FOUR</u>	BOARD OF DIRECTORS	
4.1	Qualifications	8
4.2	Consent	8
4.3	Board Directors	8
4.4	Removal of Directors	8
4.5	Vacation of Office	8
4.6	Appointment of Additional Directors	8
4.7	Action by the Board	8
4.8	Meetings by Means of Electronic Communication	9
4.9	Calling of Meetings	9
4.10	Notice of Meeting	9
4.11	First Meeting of New Board	9
4.12	Adjourned Meeting	9
4.13	Chair	9
4.14	Quorum	10
4.15	Guests and Observers	10
4.16	Votes to Govern	10
4.17	Conflict of Interest	10
4.18	Remuneration and Expenses	10
4.19	Executive Committee	10
4.20	Board Powers	10

4.21	Resolutions Committee	10
4.22	Agenda	10
4.23	Motions and Resolutions	10
4.2.4	Attendance	10
SECTION FIVE	ELECTION OF DIRECTORS	
5.1	Elections at the Annual Meeting	12
5.2	Nominations by the Nominating Committee	12
5.3	Number of Nominations	12
5.4	Acclamations and Other	12
5.5	Term for Board Directors	12
5.6	Poll of Members	12
5.7	Successful Candidate	12
5.8	Conduct of Elections	12
SECTION SIX	OFFICERS	
6.1	Appointment	13
6.2	President	13
6.3	Past President	13
6.4	President Elect	13
6.5	Honorary Treasurer	13
6.6	Honorary Secretary	13
6.7	Administrator	13
6.8	Powers and Duties of Officers	13
6.9	Term of Office	14
SECTION SEVEN	COLLEGE COMMITTEES	
7.1	Executive Committee	15
7.2	Committees of the Board	15
7.3	Transaction of Business	15
7.4	Quorum and Procedure	15
SECTION EIGHT	INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS	
8.1	Limitation of Liability	16
8.2	Indemnity	16
8.3	Advance of Costs	16
8.4	Limitation	16
8.5	Additional Circumstances	17
8.6	Insurance	17
SECTION TEN	MEETINGS OF MEMBERS	
10.1	Annual Meetings	18
10.2	Special Meetings	18
10.3	Member Requisition of Meetings	18
10.4	Meetings	18
10.5	Audited Report to Members	18

10.6	Participation in Meetings by Electronic Means	18
10.7	Notice of Meetings	18
10.8	Chair, Secretary, and Scrutineers	19
10.9	Persons Entitled to Be Present	19
10.10	Quorum	19
10.11	Right to Vote	19
10.12	Proxies	20
10.13	Votes to Govern	20
10.14	Show of Hands	20
10.15	Ballots	20
10.16	Casting Vote	20
10.17	Adjournment	20
SECTION ELEVEN	NOTICES	
11.1	Method of Giving Notices	22
11.2	Computation of Time	22
11.3	Undelivered Notices	22
11.4	Omissions and Errors	22
11.5	Waiver of Notice	22
11.6	Resolutions Committee	22
SECTION TWELVE	EFFECTIVE DATE AND REPEAL	
12.1	Effective Date	24
12.2	Repeal of By-laws	24

SECTION ONE INTERPRETATION

DEFINITIONS

- 1.1 **“Act”** means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.
- 1.2 **“Board”** means the Board of Directors of the Newfoundland and Labrador Chapter of the College of Family Physicians of Canada Inc.(NLCFPC).
- 1.3 **“By-law”** means this By-law and any By-law of the College in force and effect.
- 1.4 **“CFPC or National College”** means the College of Family Physicians of Canada.
- 1.5 **“Committee”** unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.
- 1.6 **“Corporation”** means the Corporation outlined in the Letters Patent, THE NEWFOUNDLAND AND LABRADOR COLLEGE OF FAMILY PHYSICIANS. The Corporation may also be referred to as the College in these By-laws.
- 1.7 **“Director”** means an elected Member of the Board.
- 1.8 **“Executive Committee”** means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and **“Executive”** means any Member of the Executive Committee of the College.
- 1.9 **“In-Camera Meeting”** means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.
- 1.10 **“Certificate of incorporation”** means the Charter granted by Service NL, Government of Newfoundland and Labrador, to incorporate the College.
- 1.11 **“Meeting of Members”** means an Annual Meeting of Members or a Special Meeting of Members.
- 1.12 **“Member”** means a person assigned to one of the College’s classes of membership.
- 1.13 **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution.
- 1.14 **“Officer”** means a person elected to one of the offices established by the By-laws.

1.15 “President” means the Member elected as senior Officer and a designated spokesperson for the College.

1.16 “Special Meeting” includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

1.17 “Special Resolution” means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

INTERPRETATION

1.18 Interpretation. In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

GENERAL PROVISIONS

1.19 Head Office. The Registered office of the College shall be located in Newfoundland and Labrador.

1.20 Coat of Arms, Crest, Corporate Seal, and Logo. If the College possesses a Coat of Arms, Crest, Corporate Seal or Logo they shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Administrator or designate to be affixed to documents as directed by the Executive, the Board, or the President.

1.21 Ethics. The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

1.22 Equity and Diversity. The College, its Board, Committees, employees shall act in accordance with the National College’s policies on equity and diversity.

1.23 Rules of Order and Meeting Procedure. All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot’s Rules of Order.

OBJECTS

1.24 To promote the highest quality of medical care for the people of Newfoundland and Labrador.

1.25 To sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Newfoundland and Labrador.

1.26 To promote high standards in family medicine in the province.

- 1.27 To enlighten and direct public opinion in relation to family medicine.
- 1.28 To relate to and collaborate with other medical and health care organizations and governments on matters related to family medicine.
- 1.29 To encourage and strive for the provision of a high standard of teaching and training for undergraduate medical students and postgraduate residents in the Province of Newfoundland and Labrador.
- 1.30 To represent the Newfoundland and Labrador College at the College of Family Physicians of Canada.
- 1.31 To establish a register of members of the Corporation and to publish and revise the same from time to time.
- 1.32 To conduct, direct, encourage, support or provide for research in matters relating to family medicine.
- 1.33 To recognize outstanding contribution and service to family practice by members of the Newfoundland and Labrador College.
- 1.34 To publish and encourage publication of journals, reports and treatises on matters relating to family medicine and allied subjects.
- 1.35 To serve and further the interests of the College of Family Physicians of Canada in Newfoundland and Labrador.
- 1.36 To undertake all such other lawful acts and endeavors as are incidental or conducive to the attainment of the foregoing objects.

BY-LAWS/AMENDMENTS

1.37 Amendments require National Board approval. Any amendments to the College's by-laws must first be approved by the CFPC Board of Directors before being presented to the College's members, to ensure that the articles that need to remain consistent with CFPC's by-laws do.

1.38 Make, Amend, or Repeal By-laws. The Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment, or repeal shall be effective from the date of the National Board approval of the resolution of Directors (as per 1.37), until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

1.39 Special Resolution. Special resolutions apply to: increase or decrease the number of—or the minimum or maximum number of—Directors; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members.

1.40 Amendments by the Membership. Any five (5) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Chapter Administrator at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

1.41 Notice for Proposed Amendments. Notice of such a proposed amendment shall be communicated by the Chapter Administrator to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

1.42 Amendments and the By-laws Committee. Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

1.43 Amendment and Board Referral. Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

SECTION TWO AFFAIRS OF THE CORPORATION

2.1 Financial Year. Until changed by the Board, the Financial Year of the Corporation shall end on the last day of June in each year.

2.2 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Chapter Administrator, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

2.3 Banking Arrangements. The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

2.4 Income and Property. The income and property of the Corporation shall be applied solely towards the promotion of its purpose/objects.

2.5 Books of Account. The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

2.6 External Audit. The books of account shall be audited annually by an external certified Public Accountant.

SECTION THREE
RELATIONSHIP WITH THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

3.1 Paramountcy of National By-laws. Should there be any discrepancy between the College By-laws and CFPC By-laws, the CFPC By-laws will prevail provided that the CFPC By-law is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the College's province/territory.

3.2 Membership classes, designations and status. Membership classes, special designations and requirements for granting, maintaining, suspending, revoking and restoring membership are established by the CFPC.

3.3 Chapter Membership. College Members residing and/or practicing within Newfoundland and Labrador and belonging to the following membership classes shall be Members of both the College and the CFPC: Active, Life, Resident, Retired, Senior, Student, Sustaining; College membership shall be optional for Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.

3.5 Membership fees. College membership fees for members in the Active class shall be determined by the College. College membership fees for all other classes of membership shall bear the same relationship to the Active membership fee as has been established by the CFPC.

SECTION FOUR BOARD OF DIRECTORS

4.1 Qualification. No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

4.2 Consent. No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

4.3 Board Directors. The Board shall be comprised of the following Board Directors: President, President-Elect, Past President, Honorary Secretary, Honorary Treasurer, 3 Members-at-Large, a representative of the Memorial University Discipline of Family Medicine, a Resident and a Medical Student.

4.4 Removal of Directors. The Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

4.5 Vacation of Office. A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. A quorum of the Board may appoint a qualified individual to fill a vacancy in the Board.

4.6 Appointment of Additional Directors. The Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

4.7 Action by the Board. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of

Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing By-laws; or establishing contributions to be made, or dues to be paid, by Members.

4.8 Meeting by Means of Electronic Communication. If all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees of the Board.

4.9 Calling of Meetings. Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

4.10 Notice of Meeting. Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except any proposal to:

- a) Submit to the Members any question or matter requiring approval of the Members
- b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
- c) Issue debt obligations except as authorized by the Board
- d) Approve any annual financial statements
- e) Adopt, amend or repeal By-laws.
- f) Establish contributions to be made or dues to be paid by Members.

4.11 First Meeting of New Board. Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

4.12 Adjourned Meeting. Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

4.13 Chair. The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present

at the meeting: President, President-Elect, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

4.14 Quorum. The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

4.15 Guests and Observers. Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

4.16 Votes to Govern. 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 be entitled to a second or tie-breaking vote.

4.17 Conflict of Interest. A Director of the Corporation shall disclose to the Corporation, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. If a conflict exists, the Director shall not vote on any resolution related to that conflict.

4.18 Remuneration and Expenses. Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

4.19 Executive Committee. The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

4.20 Board Powers. The Board may from time to time establish or discontinue a Committee, set and amend its terms of reference and vary its number and composition.

4.21 Resolutions Committee. At each of its meetings the Board of Directors shall establish a Resolutions Committee to be responsible for resolutions from the floor.

4.22 Agenda. The agenda of each Board meeting shall include reports from the Executive, Finance Committee and other Committees, along with other business as determined by the Board.

4.23 Motions and Resolutions. A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors,

shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

4.24 Attendance. Without good cause for his or her absence, each Director shall be required to attend all Board Meetings.

SECTION FIVE ELECTION OF DIRECTORS

5.1 Elections at the Annual Meeting. Elections shall be held at the Annual Meeting for Directors and Officers as set out in these By-laws.

5.2 Nominations by the Nominating Committee. The Nominating Committee shall circulate a slate of nominations of candidates to fill all vacancies of elected Board Directors to the Members at the Annual Meeting.

5.3 Number of Nominations. Nominations will cover all vacancies in the following Board Director positions: one or more nominations for each of the offices of President Elect, Honorary Treasurer, Honorary Secretary, three (3) Members-at-Large, and a representative of the Memorial University Discipline of Family Medicine shall be presented by the Nominating Committee to a meeting of the Board prior to the Annual Meeting. The Board may add nominations for each of these positions. The Board shall confirm the names of the nominees to be forwarded for election by the members at the time of the Annual Meeting. Further nominations shall be permitted from the floor at the Annual Meeting.

5.4 Acclamations and Other. The President and Past President shall be acclaimed. The Resident member of the Board shall be a Family Practice Resident in the Family Practice Program, at Memorial and selected by fellow residents. The Medical Student member of the Board shall be a Medical Student at Memorial and be chosen by the Medical Students at Memorial University.

5.5 Term for Directors. Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting. Members-at-Large and the Honorary Secretary and Honorary Treasurer shall have a term of three (3) years, renewable once. The President shall have a 2 year term. The President-Elect and Past President shall have a term of 1 year. The Medical Students and Residents shall have terms that align with their training programs. They shall be elected by the Directors between Annual Meetings pursuant to these By-laws, to fill all positions on the Board.

5.6 Poll of Members. Any position for which there is more than one nomination shall be decided by poll of all Members present at the Annual Meeting who are eligible to vote.

5.7 Successful Candidate. The successful candidate shall be the one receiving the most votes.

5.8 Conduct of Elections. All matters relating to the conduct and administration of elections including the appointment of scrutineers and the counting of ballots

shall be governed by regulations established by resolution of the Board and administered by the Honorary Secretary.

SECTION SIX OFFICERS

6.1 Appointment. The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Honorary Secretary and Honorary Treasurer. The Board may specify the duties of and, in accordance with this By-law, delegate to such Officers powers to manage the activities and affairs of the Corporation.

6.2 President. The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify.

6.3 Past President. The Past President shall be a designated spokesperson for the College and chair the Nominating Committee.

6.4 President Elect. The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary or Honorary Treasurer, the President Elect shall perform the duties of these Officers. The President Elect shall chair the Committee on By-laws.

6.5 Honorary Treasurer. The Honorary Treasurer shall keep proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board.

6.6 Honorary Secretary. The Honorary Secretary shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

6.6 Administrator. The Board may from time to time also appoint an Administrator. If appointed, the Administrator shall be subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

6.7 Powers and Duties of Officers. The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time, vary, add to, or limit the powers and duties of any Officer.

6.8 Term of Office. The Board, in its discretion, may remove any Officer of the

Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

SECTION SEVEN COLLEGE COMMITTEES

7.1 Executive Committee. The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Honorary Secretary; the Honorary Treasurer; and, if in existence, the Administrator, who shall be non-voting.

7.2 Committees of the Board. The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.23. The Board may from time to time appoint such advisory bodies as it may deem advisable.

7.3 Transaction of Business. The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

7.4 Quorum and Procedure. Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

SECTION EIGHT
INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

8.1 Limitation of Liability. All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer, no Director or Officer shall be liable for:

- a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
- b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
- c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
- d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
- e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
- f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto.

8.2 Indemnity. The Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

8.3 Advance of Costs. The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

8.4 Limitation. The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or

proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

8.5 Additional Circumstances. The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

8.6 Insurance. The Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

SECTION NINE MEETINGS OF MEMBERS

10.1 Annual Meetings. The Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than six (6) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Executive Committee Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

10.2 Special Meetings. The Board shall have power to call a Special Meeting of Members at any time.

10.3 Member Requisition of Meetings. Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

10.4 Place of Meetings. Meetings of Members shall be held in locations determined by the Board.

10.5 Audited Report to Members. A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

10.6 Participation in Meeting by Electronic Means. Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed to be present at the Meeting of Members.

10.7 Notice of Meetings. Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the

general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

10.8 Chair, Secretary, and Scrutineers. The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President-Elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

10.9 Persons Entitled to be Present. The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

10.10 Quorum. The quorum for the transaction of business at any Meeting of Members shall be 20 persons present in person, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

10.11 Right to Vote. At any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the following classes: Active, Affiliate Specialist, Life, Resident, Retired, Senior, Sustaining.

10.12 Proxies. Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

- a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
- b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
 - (i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

OR

- (ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

AND

- c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

10.13 Votes to Govern. Unless any By-law otherwise provides for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

10.14 Show of Hands. Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

10.15 Ballots. On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

10.16 Casting Vote. In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

10.17 Adjournment. The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

SECTION ELEVEN NOTICES

11.1 Method of Giving Notices. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the By-laws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

- a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document, during a period of twenty-one (21) to sixty (60) days before the meeting
- b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
- c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

11.2 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

11.3 Undelivered Notices. If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

11.4 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

11.5 Waiver of Notice. Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given

to such person under the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

11.6 Resolutions Committee. At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

**SECTION TWELVE
EFFECTIVE DATE AND REPEAL**

12.1 Effective Date. This By-law shall come into force when made by the Members.

12.2 Repeal of By-laws. All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

This By-law was made by the Directors of the Corporation on (date) and was confirmed without variation by the Members of the Corporation on (date).

Honorary Secretary
