

## BY-LAW

### A By-Law relating to the conduct of the affairs of the

### CANADIAN ASSOCIATION OF PSYCHOSOCIAL ONCOLOGY

### ASSOCIATION CANADIENNE d'ONCOLOGIE PSYCHOSOCIALE

#### DEFINITIONS AND INTERPRETATION

1. Definitions: In this By-law, unless the context otherwise specifies or requires:
  - (a) **Act** means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
  - (b) **Board** means the board of directors of the Corporation as constituted in accordance with Article IV Section 2 of these By-laws;
  - (c) **By-laws** mean any By-laws of the Corporation established from time to time in force and effect;
  - (d) **Corporation** means CANADIAN ASSOCIATION OF PSYCHOSOCIAL ONCOLOGY - ASSOCIATION CANADIENNE d'ONCOLOGIE PSYCHOSOCIALE
  - (e) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - (f) **Members** means the members of the Corporation, being Regular Members, Founding Members, Charter Members, Honoured Life Members, Affiliate Members, Retired Members and Student Members, as such terms are defined in Article III Section 1 of these By-laws, and **Member** means any one of them; and
  - (g) **Regulations** means the regulations made under the Act, as amended, restated or in effect from time to time
  - (h) **Proposal** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.
2. Interpretation: The By-laws shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) all terms contained in the By-laws and which are defined in the *Act* or the Regulations shall have meanings given to such terms in the *Act* or Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; words importing one gender shall include all genders; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

#### **ARTICLE I - NAME**

The name of the corporation shall be the Canadian Association of Psychosocial Oncology – Association Canadienne d'Oncologie Psychosociale.

#### **ARTICLE II - OBJECTIVE**

The purpose of the Corporation is to foster and encourage interdisciplinary excellence in psychosocial research, education and clinical practice in oncology. The objectives of the Corporation are:

1. To educate and disseminate information on all aspects of psychosocial oncology, including to promote the efficiency and effectiveness of registered charities as recognized by Canada Customs and Revenue Agency regarding psychosocial oncology, by:
  - (a) conducting conferences and workshops educating professionals, health personnel and the public in clinical skills and theoretical concepts in psychosocial oncology;
  - (b) preparing and disseminating educational material to the public and health care professionals across Canada on all aspects of psychosocial oncology;
  - (c) providing a national network for the exchange of ideas; and
  - (d) establishing a library of educational materials concerning all aspects of psychosocial oncology.

## ARTICLE III - MEMBERSHIP

### **Section 1 - Eligibility**

There shall be six (6) categories of members in the Corporation: Regular, Founding, Honoured Life, Affiliate, Retired and Student.

1. A **Regular member** shall be limited to an individual with a university degree or registration, certification or other accreditation in a recognized profession who is involved in or interested in psychosocial oncology, and who provides written evidence, or otherwise, acceptable to the Board of Directors. A Regular member is entitled to notice of and to attend, participate and vote at meetings of the Members, to be a director or officer of the Corporation, and to serve on committees of the Corporation;
2. A **Founding member** shall be reserved for the applicants for incorporation. A Founding member shall receive a lifetime membership in the Corporation and be entitled to all the rights and privileges of Regular members and any additional rights and privileges which may be bestowed by resolution of the Board of Directors or the general membership;
3. An **Honoured Life** member is designated by a majority vote of the Board of Directors for his/her extraordinary lifetime achievement in psychosocial oncology. An Honoured Life member shall receive a lifetime membership in the Corporation and be entitled to all the rights and privileges of Regular members and any additional rights and privileges which may be bestowed by resolution of the Board of Directors or the general membership;
4. An **Affiliate member** is a member of the public, an organization, an agency or supplier of goods and services related to psychosocial oncology. An Affiliate member is entitled to notice of and to attend meetings of the Members, but is not entitled to participate or vote at such meetings, nor be a director or officer of the Corporation nor serve on a committee of the Corporation;
5. A **Retired member** is an individual who has been a Regular member in the past and has retired from psychosocial oncology. A Retired member is entitled to notice of and to attend and participate at meetings of the Members, and vote at such meetings of the members, to, be a director or officer of the Corporation and serve on a committee of the Corporation;
6. A **Student member** is a full time student studying in a discipline related to psychosocial oncology or a member who has returned to study in an academic program, irrespective of the level of education being pursued. A Student member is entitled to notice of and to attend and participate at meetings of the Members, but is not entitled to vote at such meetings, nor be a director or officer of the Corporation, but may serve on a committee of the Corporation.

7. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of members is required to make any amendments to this section of the By-laws if those amendments affect membership rights/or conditions described in paragraphs 197(1) (e), (h), (l) or (m).

### **Section 2 - Application for Membership**

1. New applications for membership shall be made on the designated form and submitted with full annual payment of the membership fees to the Chairperson of the Membership Committee or designate.
2. A person shall automatically become a Member upon submission of a completed application for membership and payment of the applicable membership fees to the Corporation.

### **Section 3 - Membership Fees**

1. The Board determines the membership fees for each category.
2. Membership fees shall be due and payable annually on or before the first day of the Corporation's fiscal year.
3. Members shall be provided with notice of the membership fees payable sixty (60) days before such fees are due and payable.
4. All memberships shall be for one (1) year terms from January 1 to December 31, subject, of course, to memberships for which applications are received January 1 in any year, and subject to earlier termination as expressly provided for herein.
5. An additional assessment may be levied if ratified by the membership at an Annual General Meeting or Special General Meeting.
6. No portion of the annual fees or any additional assessment shall be refunded if a membership is terminated for any reason.
7. No portion of the annual fees are transferable.

### **Section 4 - Termination of Membership**

1. A member shall be considered resigned upon the failure to pay any annual membership fees within ninety (90) days of the date on which they become payable until the membership is reinstated in accordance with Article III Section 2 of these By-laws.
2. Any member who has been deemed to have resigned upon the failure to pay the annual membership fees as aforesaid may be reinstated if such fees are paid in full

by the end of the fiscal year for which they apply, but otherwise shall be required to reapply.

3. Any member may resign by submitting a letter of resignation to the Secretary of the Corporation.
4. Any member who ceases to be entitled to hold the registration or certification or other accreditation in their recognized profession, as contemplated by Article III Section 1, by virtue of any disciplinary action having been taken against them by the entity governing such profession shall have his or her membership automatically terminated.
5. Termination of membership shall terminate the rights of membership, but shall not discharge any financial obligation of the Member to the Corporation accrued prior to the date of termination and not fulfilled. The Corporation will provide no further services to a Member whose membership has been terminated.
6. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of members is required to make any amendments to this section of the By-laws if those amendments affect membership rights or conditions described in paragraphs 197(1) (e), (h), (l) or (m).

#### **ARTICLE IV - EXECUTIVE OFFICERS AND DIRECTORS**

##### **Section 1 - Eligibility**

1. Only **Regular, Founding, Retired** and **Honoured Life** members of the Corporation in good standing may hold elected office.
2. Directors cannot be less than 18 years of age, must be individuals, and must have the capacity under law to contract.
3. Alternative Directors are not permitted.

##### **Section 2 - Board of Directors**

###### **The Corporation shall be governed by a Board of Directors.**

1. Elected Directors shall hold office until the close of the annual general meeting of the end of their designated term of office.
2. In order to achieve the principle of continuity, terms of office of the Directors shall be staggered in order to ensure that at least half of the Board of Directors remains during the nomination and transition of new Board members and to meet the Corporation's purposes and objects from year to year.
3. The Board of Directors shall consist of no less than eight (8) members and no more than fourteen (14) persons, consisting of no less than one (1), and no more

than three (3), representatives of the following disciplines of social work, psychology, medicine, nursing, pastoral/spiritual care and rehabilitative services. Annually the board will set the number of positions available within the required eight (8) to fourteen (14) members.

4. The Board of Directors may appoint, at any time, members of the lay public to serve in an advisory capacity to the Board. Lay members will not have voting privileges, but may be asked to serve on committees or contribute to the Corporation's work in meaningful ways.
5. The Executive Officers shall be the President, Vice-President, Treasurer, Past President and Secretary. The Board of Directors will elect the offices of the Vice-President, Treasurer and Secretary for the designated term of office. The Vice-President, at the end of two years shall assume the role of President for a two-year term. The President will hold office for two years, and at the end of the term will become the Past President for a subsequent two-year term. The positions of Treasurer and Secretary will hold three-year terms, allowing for continuity of the Executive. Nominations for each position designated above will come from the Board of Directors, and must take into account that no more than two (2) Executive Officers shall be from any one profession described in Article IV Section 2 Item 5.
6. Only a current Director may seek election to the position of Vice-President, and may do so only after having served on the Board of Directors for at least two (2) years.
7. Except in the case of extenuating circumstances, the office of Director or Executive Officer shall be automatically vacated:
  - (a) if such person resigns his office by delivering a written resignation to the current President of the Corporation;
  - (b) if at a special general meeting of the members a resolution is passed by two-thirds (2/3) of the members present that a Director be removed from office, or if at a meeting of the Board of Directors a resolution is passed by two-thirds (2/3) of the Directors present that an Executive Officer be removed from office;
  - (c) if such person becomes of unsound mind or lacks capacity;
  - (d) on the death of such person;
  - (e) if an officer is unable to fulfill the functions of office or does not participate in at least fifty (50%) of the Board meetings annually;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may appoint a member of the Corporation who is a member of the same profession to which the vacating

Director or Executive Officer belonged to serve in an advisory capacity until the next election for the position can be held.

8. Directors, Executive Officers and members of the Corporation shall not receive any remuneration for their services, but by resolution of the Board of Directors, and in keeping with the designated budget, they may be reimbursed for their expenses of attending at each regular or special meeting of the Board of Directors. No Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be reimbursed for reasonable expenses incurred by him or her in the performance of his/her duties; and provided, further, that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid in the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

### **Section 3 - Terms of Office**

1. The President, Vice-President and Past President shall serve a two (2) year term. At the end of their terms, the Vice-President and President shall assume the positions of President and Past President, respectively.
2. The Secretary and Treasurer shall serve a three (3) year term and may be elected for two (2) consecutive terms. The Secretary and Treasurer may serve no longer than six (6) years in these respective Executive positions. After serving for six (6) years, the Secretary and Treasurer may seek election for a position other than the one previously filled.
3. All other Directors shall serve a two (2) year term and may be elected for two (2) consecutive terms. After serving for two (2) years, Directors may seek election for an executive position.
4. No Director may seek a third consecutive term in a previously held position.
5. Directors may serve no longer than ten (10) consecutive years on the Board. A Director who has served ten (10) consecutive years on the Board may seek election to the Board only after four (4) years have passed.
6. A Director who is unsuccessful in seeking re-election or election to the Board after consecutive years of service may seek election to the Board in subsequent elections.
7. A Director who resigns from the Board prior to the end of his/her term may seek re-election after four (4) years have passed. A Director who has resigned due to extenuating circumstances may seek re-election prior to the passing of four (4) years only if a request to the Board results in a motion that receives a majority vote of the Board.

8. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

#### **Section 4 - Nominations and Election of Directors**

1. The Nomination Committee, chaired by the current Vice President, shall solicit and receive nominations from the Board for the Executive offices of Vice President, Secretary and Treasurer. The Nomination Committee shall solicit nominations from eligible members for the other Board positions. The Nominations Committee is responsible for selecting and presenting the Board of Directors slate to the members at the Annual General Meeting.
2. Election of Directors shall take place at each Annual General Meeting of the members or immediately prior thereto by mail-in ballot and/or electronic ballots, as the Board of Directors shall determine from time to time.
3. Only those members holding Regular, Founding, Retired or Honoured Life membership status shall be eligible to nominate, vote for or hold office in the Corporation.
4. A member may be nominated for a Board position only if the member has held eligible membership status in the Corporation for two (2) years prior to being nominated.
5. Each nomination will be accompanied by information on the candidates, allowing the members to select the candidate that best fulfills the office.
6. All members holding Regular, Founding, Retired or Honoured Life membership status have the right to vote for Directors and Officers of the Board. There shall be a fair balance of disciplines among the Board, which shall be achieved by designating the disciplines for the number of Board members and Executive.

#### **Section 5 - Duties and Powers of Directors and Officers**

1. The Board of Directors has the power to manage the Corporation. The Board shall determine policy, establish rules and procedures, determine the Committee Chairpersons, and fill Directorship and Officer vacancies between elections.
2. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
3. The remuneration of all agents and employees shall be fixed by resolution of the Board of Directors.



4. The Executive Officers shall be responsible for carrying out the day to day business of the Corporation. The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as a Corporation is by its Letters Patent or otherwise authorized to exercise and do.
5. The Board shall have the power to authorize expenditures on behalf of the Corporation and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which capital and interest may be available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe.
6. The power to authorize expenditures on behalf of the Corporation will be vested with named officers of the Executive.
7. The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
8. The President shall preside over Executive and Board Meetings, Annual General Meetings and Special General Meetings. The President shall be the official spokesperson for the Corporation and shall answer all correspondence addressed to the Corporation or shall delegate its reply. The President shall ensure that all orders and resolutions of the Board of Directors are carried into effect and shall perform other such duties as may be required from time to time.
9. The Vice-President shall perform the duties of the President in his or her absence or in the case of a vacancy. The Vice-President shall also be responsible for ensuring that all meetings of the Corporation are conducted as prescribed by these By-Laws and the Rules of Order set out in Article VIII. The Vice-President shall also perform other such duties as may be required from time to time.
10. The Treasurer shall have custody of the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such chartered bank, or trust company as may be designated by the Board of Directors from time to time. The Treasurer shall disburse funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board of Directors, or to whomever may require it, an accounting of all such transactions and a statement of the financial position, of the

Corporation. The Treasurer shall also perform such other duties as may from time to time be requested by the President or the Board of Directors.

11. The Secretary shall attend all meetings of the Corporation and be responsible for recording all votes and minutes of all proceedings in the books to be kept for that purpose and ensure that such minutes are typed and circulated. The Secretary shall give or cause to be given, as and when instructed, all notices to Officers, Board members, general members and others and shall be custodian of the mechanical device or stamp generally used for affixing the seal of the Corporation, except when some other Officer or agent has been appointed for that purpose. The Secretary shall also perform such other duties as may be requested by the President or the Board of Directors. The Secretary shall certify documents issued by the Corporation.

### **Section 6 - Meetings of the Board**

1. There shall be not less than ten (10) regular meetings of the Board of Directors annually. Meetings of the Board shall be held at such time and place as the Board may determine.
2. Other meetings of the Board of Directors may be called at the discretion of any two (2) of the Executive Officers.
3. Executive Officers may meet from time to time to transact business of the Corporation.
4. Notice of any meeting of the Board shall be sent to each director at least fourteen (14) days prior to the meeting, provided that twenty-four (24) hours notice may be given for emergency meetings of the Board as long as notice is waived by the Directors who attend the meeting.
5. The Board may appoint a day or days in any months or months for regular meetings of the Board at a place or hour to be named by the Board.
6. Any minute, resolution or By-law the adoption of which is manifest and evidence by the signatures of all of the Executive Officers and/or Directors, as required, without their meeting together, shall have the same force, effect and validity as if adopted, passed and/or enacted at a formal meeting thereof.
7. Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the annual general meeting of the members at which such Board was elected.
8. Written resolutions are not allowed to replace a meeting.
9. Quorum/Voting:

- (a) A majority of the directors shall constitute a quorum for the transaction of business.
  - (b) Each director but not the Past-President is authorized to exercise one (1) vote.
  - (c) Questions arising at any meeting of the directors shall be decided by consensus unless otherwise provided by the Act. Consensus for this purpose is defined as a majority of votes.
  - (d) In the case of a tie, the chairperson of the meeting shall be entitled to a second or casting vote in addition to his/her own vote as director.
  - (e) Proxy voting is not acceptable.
10. Electronic Participation:
- (a) If all of the directors consent in advance of a meeting, and all directors have equal access, a director may participate in a meeting of the Board by means such as a conference telephone call or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting is deemed to be present at the meeting.
  - (b) The Secretary of the Corporation shall ensure each meeting is handled in a secure fashion.
  - (c) Quorum shall be established by a roll call conducted by the Secretary at the beginning of the meeting.
  - (d) The Secretary shall record each vote cast by a director participating by electronic means in the minutes.
11. The Board may take official action on any matter in the interim between meetings by mail, fax, electronic mail or telephone ballot confirmed by a majority vote of the board.
12. The minutes of the Board Meetings shall be available to the Members of the Corporation and members of the Board shall be given a copy of such minutes.

## **ARTICLE V - MEETINGS OF THE MEMBERS**

### **Section 1 - Annual General Meeting**

- 1. The Board shall hold an annual meeting of the Members once a year in Canada on such day and at such time and place as determined. An Annual General Meeting of all members of the Corporation shall be held annually within 150 days after the close of the fiscal year or in corporation with the annual conference. An Annual

General Meeting must not be held more than fifteen (15) months after the holding of the last annual meeting.

2. Notice of the Annual General Meeting shall be given to each member by the following means:
  - (a) by mail, courier or personal delivery to each member in good standing not less than sixty (60) days prior to the scheduled date of the meeting;
  - (b) by telephonic, electronic or other communication facility to each member in good standing not less than thirty-five (35) days prior to the scheduled date of the meeting.
3. The Members may resolve that a particular meeting of members be held outside Canada. At the annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and auditors shall be appointed for the ensuing year. Only Members, the Directors of the Corporation the auditor of the Corporation and persons invited by the Board may attend a meeting of the Members, but only the Members may consider and transact any business either special or general at any meeting of the Members.
4. The agenda of the Annual General Meeting shall include the election, or the announcement of the results of the election, of Directors, as the case may be, the annual reports from the Executive Officers and chairpersons of each standing Committee, the appointment of auditors, and the transactions of such other items of business of the Corporation as may be properly brought forward. If special business is to be conducted, the notice to members shall contain sufficient information to allow Members to form a reasoned judgment.
5. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
6. Participation by Electronic Means at Members' Meetings:
  - a) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic,

electronic or other communication facility that the Corporation has made available for that purpose.

- b) If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
7. The accidental omission to give notice of any meeting, or the non-receipt of any notice by any member, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

## **Section 2 - Special General Meetings**

1. The President, upon approval of at least fifty (50%) of the Board of Directors, shall have the power to call Special General Meetings and to postpone or cancel any meeting of the Corporation for cause, except as provided under Article V Section 2 Item 2.
2. The Board of Directors shall call a special meeting of members in accordance with section 167 of the Act on written requisition of members carrying not less than five (5%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
3. Notice of Special General Meetings shall be given to each member by the following means:
  - (a) by mail, courier or personal delivery to each member in good standing not less than thirty (30) days prior to the scheduled date of the meeting;
  - (b) by telephonic, electronic or other communication facility to each member in good standing not less than thirty (30) days prior to the scheduled date of the meeting.
4. Notice of Special General Meetings must contain sufficient information to allow the members to form a reasoned judgment.
5. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
6. Participation by Electronic Means at Members' Meetings:

- a) If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
  - b) If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
7. The accidental omission to give notice of any meeting, or the non-receipt of any notice by any member, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

### **Section 3 - Quorum/Voting**

1. Fifteen percent (15%) of the voting members in good standing shall constitute a quorum for voting purposes at Annual General and Special General Meetings.
2. Each Regular Member, Founding, Retired and Honoured Life member present shall have the right to exercise one (1) vote at a meeting of the Members, or on a vote by mail or electronic ballot. Voting by mail or electronic ballot shall not be permitted if the *Act* requires a meeting to be held.
3. A consensus, defined as a majority of the votes cast, will be required on items put to a vote at any meeting of the Members, unless otherwise stipulated by the By-laws or the *Act*.
4. A majority of returned mail or electronic ballots will be required on items put to a vote of the Members by mail ballots unless otherwise stipulated by the By-laws or the *Act*.
5. In the case of a tie, the chairperson of such meeting will be entitled to a casting vote in addition to his/her own vote as a Regular Member
6. No member shall be entitled to vote at meetings of Members or by mail or electronic ballot unless the Member has paid full membership fees.

7. Voting by proxy may be permitted in situations deemed necessary by the Board and in accordance with the procedures established by the Board. In these circumstances, a proxy holder may be any individual over the age of 18 years. Proxies are to be in written form, and either a form of proxy or a reminder of right to use a proxy shall be attached to the notice of meeting that is sent to all voting members.
8. Any question at any meeting shall be decided by a show of hands, unless a ballot is required or demanded as provided for in Item 9. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot is required or demanded, a declaration by the chairperson of the meeting that the vote upon such question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting 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 proceedings in respect of such question, and the result of the vote taken shall be the decision upon such question, unless the *Act* or these By-laws otherwise provide.
9. On any question proposed for consideration at any meeting of the Corporation, and whether or not a show of hands has been taken thereon, the chairperson may require, or any person who is present and entitled to vote may demand, a ballot. A ballot so required or demanded shall be taken in such manner, as the chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall, subject to the provisions of Article V Section 4, be entitled to one vote and the result of the ballot so taken shall be the decision upon such question.
10. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the method of voting by members entitled to vote at a meeting of members.

## **ARTICLE VI - COMMITTEES**

### **Section 1 - Appointments**

1. The Board shall appoint and remove chairpersons for each standing and other committees of the Board as may be required from time to time.
2. Committee chairpersons may appoint and remove committee members as required from the general membership or others as designated by the terms of reference of the Committee.

## **Section 2 - Standing Committees and Duties**

1. There shall be eight standing committees; Membership Committee, Conference Committee, Practice Advisory Committee, Research Advisory Committee, Education Committee, Nominations Committee, Finance and Fundraising Committee.
2. Terms of reference for each committee shall be established in consultation with committee members and approved by the Board.

## **Section 3 – Other Committees**

1. The Board of Directors may appoint other special committees as required to carry out the purpose and objects of the Corporation.

### **ARTICLE VII - BY-LAWS AND EFFECTIVE DATE**

1. Subject to the articles, the Board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting
2. Notice of proposed amendments to these By-Laws shall be sent to all members in good standing together with the notice calling the meeting at which they are to be discussed.
3. Members may propose amendments to these By-Laws by filing the same with the President together with a petition signed by at least ten percent (10%) of Regular members in good standing at least sixty (60) days prior to the Annual General Meeting, to be sent to the members together with the notice calling the meeting.
4. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members

### **ARTICLE VIII - RULES OF ORDER**

Unless otherwise provided for in the By-Laws of the Corporation, Robert's Rules of Order (Revised) shall be used for procedures at all meetings of the Corporation.



**ARTICLE IX - FINANCIAL AND FISCAL AFFAIRS**

1. The fiscal period of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year, or on such day as the Board shall determine by resolution.
2. The Board shall develop an annual budget for the Corporation. The budget shall be presented to the membership at the annual meeting.
3. The Board shall develop an investment policy to establish the investment principles and guidelines that are appropriate to the needs and objectives of the Corporation, and financial policies to define the structure and procedures for the ongoing management of funds. The Directors may, from time to time, borrow money upon the credit of the Corporation, or limit or increase the amount to be borrowed.
4. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

**ARTICLE X - CORPORATE MATTERS**

1. Until changed in accordance with the Act, the registered office of the Corporation shall be located in the same Canadian city where the management company of the Corporation is located. In the absence of a management company for the Corporation, the registered office will be located at a Canadian location determined by the Board. The Corporation may establish such other offices and agencies elsewhere within Canada as the Board may by resolution deem expedient.
2. The Corporation may carry on business throughout Canada and beyond.
3. The seal of the Corporation shall show both the English and French forms of the name of the Corporation and shall be in such form as prescribed by the Board from time to time.
4. The Directors shall ensure that all necessary books and records of the Corporation required by By-laws or by any applicable statute or laws are regularly and properly kept.
5. Document Signatures:
  - (a) Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two (2) of the President, Vice-President, Secretary and Treasurer and all contracts, documents and

instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

- (b) The Board shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.
- (c) The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.
- (d) The seal of the Corporation when required may be affixed to any instruments in writing, signed as aforesaid or by any officer or officers appointed by resolution of the Board.

#### **ARTICLE XI - AUDITORS**

The members shall at each Annual General Meeting appoint an auditor to audit the accounts and annual financial statements of the Corporation and to report to the members at the next Annual General Meeting. The Auditor's signature and professional designation shall be fixed to the auditor's annual report. The Auditor shall hold office until the next annual meeting, provided the Directors may fill any casual vacancy in the office of auditor. The Auditor cannot be a director, officer or employee of the Corporation or affiliated Corporation unless the Members have consented to this. The remuneration of the auditor shall be fixed by the Board of Directors.

#### **ARTICLE XII - INDEMNITIES**

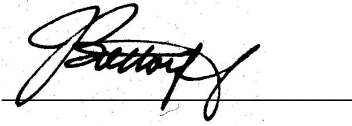
Every Executive Officer and Director of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless out of the funds of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

- (a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, an act, deed, matter or thing whatever made, done or permitted by him or her, in or about the execution of the duties of his or her office.
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses occasioned by his or her own wilful neglect or default.

**ARTICLE XIII - DISSOLUTION**

It is specifically provided that in the event of dissolution or wind-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

DATED this 1<sup>st</sup> day of May 2014

A handwritten signature in black ink, appearing to read "Joan Bottorff", written over a horizontal line.

Joan Bottorff  
President

A handwritten signature in black ink, appearing to read "Diane Manii", written over a horizontal line.

Diane Manii  
Treasurer