

**RESIDENT DOCTORS OF CANADA –**

**MÉDECINS RÉSIDENTS DU CANADA**

**BY-LAW**

## **BY-LAW OF RESIDENT DOCTORS OF CANADA – MÉDECINS RÉSIDENTS DU CANADA**

Being a by-law relating generally to the activities and affairs of RESIDENT DOCTORS OF CANADA MÉDECINS RÉSIDENTS DU CANADA, a not-for-profit corporation (hereafter referred to as the “**Corporation**”).

The Corporation was incorporated by letters patent under the *Canada Corporations Act* under the name Canadian Association of Internes and Residents, 1985.

The Corporation was continued under the *Canada Not-for-profit Corporations Act* in 2013.

The Corporation amended its articles of continuance to change its name to RESIDENT DOCTORS OF CANADA – MÉDECINS RÉSIDENTS DU CANADA in 2014.

The Corporation further amended its articles of continuance and this By-law to amend its governance model, effective October 22, 2022.

**IT IS HEREBY ENACTED** as a By-Law of the Corporation as follows:

### **1. Definitions and Interpretation**

1.1. In this By-law and all other By-law of the Corporation, unless the context otherwise requires:

- 1.1.1. “**Act**” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- 1.1.2. “**Associate Resident Physician**” has the meaning ascribed to it in Article 6.31
- 1.1.3. “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- 1.1.4. “**Board**” and “**Board of Directors**” means the Board of Directors of the Corporation.
- 1.1.5. “**By-law**” means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect.
- 1.1.6. “**Corporation**” means the RESIDENT DOCTORS OF CANADA - MÉDECINS RÉSIDENTS DU CANADA.
- 1.1.7. “**Director**” means a member of the Board.
- 1.1.8. “**Director at Large**” means a Director who is a resident physician who is elected by the Members as further set out in Article 7.
- 1.1.9. “**External Director**” means a Director who need not be a resident physician who is elected by the Members as further set out in Article 7.
- 1.1.10. “**Finance, Audit and Risk Committee**” means the standing committee of the Board of Directors established pursuant to Article 8.15.2 whose mandate includes the oversight of financial matters of the Corporation.

- 1.1.11. "**Governance and Human Resources Committee**" means the standing committee of the Board of Directors established pursuant to Article 8.15.3 whose mandate includes the oversight of governance and human resources matters of the Corporation.
  - 1.1.12. "**Member**" means a Member of the Corporation as further described in Article 6.3.
  - 1.1.13. "**Nominations Committee**" means the standing committee of the Board of Directors established pursuant to Article 8.15.1 whose mandate includes the oversight of nomination processes and procedures for Director, Officer, and committee positions of the Corporation.
  - 1.1.14. "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
  - 1.1.15. "**PHO**" means a provincial housestaff organization as further described in Article 6.2.
  - 1.1.16. "**PHO Director**" means a Director appointed by a PHO as further set out in Article 7.
  - 1.1.17. "**PHO Executive Director/Chief Executive Director Advisory Committee**" has the meaning ascribed to it in Article 8.16.
  - 1.1.18. "**Proposal**" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act.
  - 1.1.19. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time.
  - 1.1.20. "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
  - 1.2. In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
  - 1.3. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.
  - 1.4. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions.
2. **Registered Office**
    - 2.1. The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time.
    - 2.2. The Directors may change the registered office to another place within the province or territory specified in the Articles.
3. **Seal**
    - 3.1. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

#### **4. Purpose and Affairs of Corporation**

- 4.1. The Corporation is the national representative body of resident physicians across Canada (outside Quebec). Its purpose is to:
  - 4.1.1. provide the national resident voice on systemic national issues that impact the quality of resident education and training;
  - 4.1.2. advance the development of a human and humane medical culture and system to improve resident wellbeing, medical education to create the best possible resident life in Canada; and,
  - 4.1.3. maintain liaison and work with other organizations and institutions affecting the interests of resident physicians working in Canada.
- 4.2. Without limiting the purposes set out under this section, the Corporation may from time to time advance the interests of resident physicians working in Canada (outside Quebec) by:
  - 4.2.1. representing resident physician interests in the processes for the determination of licensing and qualification; and,
  - 4.2.2. working with resident physicians or groups of resident physicians in any region of Canada (outside Quebec) to further the purposes of the Corporation.
- 4.3. The Corporation's well-informed perspective is evidence-based and champions the resident lived experience as a key lens to improve the future of the medical system.

#### **5. Respect for Diversity**

- 5.1. The governance, management, control and operation of the Corporation and its Directors, Officers, staff, and volunteers shall be carried out without discrimination based on race, national or ethnic origin, geographic location, colour, religion, sex, age, physical disability, marital status, family status, conviction for offences which a pardon has been granted, or sexual orientation.

#### **6. Membership**

##### *Classes of Members*

- 6.1. There shall be a class of Member for each PHO that has been admitted to membership in accordance with the By-law, each class of which shall have the right to notice of and attendance at meetings of Members of the Corporation and shall have the right to one vote at each such meeting, except for meetings at which only Members of other classes are entitled to vote separately as a class.

##### *Eligibility and Qualification of Members*

- 6.2. Membership shall be available to any provincial housestaff organization ("**PHO**"), being an organization that represents the interests of resident physicians in a regional, territorial, or provincial jurisdiction of Canada.
- 6.3. Each PHO who is accepted as a Member of the organization by the Directors of the Corporation, shall be a Member of the Corporation (a "**Member**").

6.4. A Member in good standing is one who has both been accepted by the Directors as a Member and who has met all obligations, including the payment of dues pursuant to this By-law.

*Current Eligible Members*

6.5. The PHOs and Members of the Corporation are:

- 6.5.1. Resident Doctors of British Columbia.
- 6.5.2. Professional Association of Resident Physicians of Alberta.
- 6.5.3. Resident Doctors of Saskatchewan.
- 6.5.4. Professional Association of Residents and Interns of Manitoba.
- 6.5.5. Professional Association of Residents of Ontario.
- 6.5.6. Maritime Resident Doctors.
- 6.5.7. Professional Association of Residents of Newfoundland and Labrador.

*Rights and Obligations of Members*

6.6. The term of membership of a Member shall be annual membership and automatically renewed annually until terminated in accordance with this By-law.

6.7. Each Member shall provide to the Corporation the name of an individual representative who is authorized to receive notice, attend meetings and vote at meetings of Members of the Corporation on behalf of the Member and act on the Member as required.

6.8. As set out in the Articles, each Member in good standing of the Corporation is entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

6.9. Each Member may appoint one Director to the Board of Directors in accordance with the procedures set out in Article 7.

6.10. A Member may resign from the Corporation by twelve (12) months' written notice to the Corporation, which shall only be effective twelve (12) months following receipt of such written notice by the Corporation. For greater certainty, in the event a Member resigns, such Member shall remain liable for payment of any dues or other obligations until the Member's resignation is effective or such earlier termination in accordance with this By-law.

6.11. A membership in the Corporation is terminated:

- 6.11.1. twelve (12) months following the written notice of resignation of the Member to the Corporation;
- 6.11.2. when the Member is expelled, or their membership is otherwise terminated in accordance with the Articles or By-law;
- 6.11.3. when the Corporation is liquidated and dissolved under the Act.

- 6.12. Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
- 6.13. Members are required to pay such annual dues and any special levies or dues in the amount and manner as determined from time to time by the Directors, or otherwise in accordance with this By-law.

#### *Discipline of Members*

- 6.14. The Board shall have authority to suspend or expel any Member or Director from the Corporation for any one or more of the following grounds:
  - 6.14.1. material breach of any agreement between the Member or Director and the Corporation, which breach is uncured following notice to the Member or Director by the Corporation;
  - 6.14.2. violating any provision of the Articles, By-law, or written policies of the Corporation;
  - 6.14.3. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - 6.14.4. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 6.15. In the event that the Board determines that a Member or Director should be expelled as a Member or suspended as a Member or Director from membership or office in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) day's notice of suspension or expulsion to the Member or Director, and shall provide reasons for the proposed suspension or expulsion. The Member or Director may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member or Director that they are suspended or expelled as the case may be. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member or Director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member or Director, without any further right of appeal.

#### *Meetings of Members*

- 6.16. The annual and any other meeting of the Members shall be held at the registered office of the Corporation or elsewhere in Canada, and at the time and date as the Directors may determine, provided that the annual meeting of Members must be held not later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Corporation's preceding fiscal year.

- 6.17. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the Corporation's audited financial statement, and the report of the public accountant shall be presented, and public accountant appointed for the ensuing year.
- 6.18. All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

#### *Notice of Meetings of Members*

- 6.19. The Directors, President or any Member shall have the power to call at any time a meeting of the Members of the Corporation.
- 6.20. If all the Members consent, Members may participate in meetings by electronic means that permits all participants to communicate adequately with each other during the meeting.
- 6.21. Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
  - 6.21.1. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - 6.21.2. by electronic means or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 6.22. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken, and any Member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be their last address recorded on the books of the Corporation.

#### *Conduct of Meetings of Members*

- 6.23. The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, or By-law of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.
- 6.24. PHO Executive Director/Chief Executive Officer Advisory Committee members and employees of the Corporation have the right to notice of and attendance at meetings of the Members, but for greater certainty shall not have the right to vote at such meetings unless they are Members of the Corporation.
- 6.25. A quorum at any meeting of the Members (unless a greater number of Members are

required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

- 6.26. At any meeting of Members every question shall, unless otherwise provided by the Articles or By-law or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 6.27. 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 electronic means or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 6.28. If the Corporation chooses to make available a meeting by electronic means 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 electronic means 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 electronic means or other communication facility that the Corporation has made available for that purpose.
- 6.29. Proceedings at meetings of the Members of the Corporation shall be conducted with reference to Roberts Rules of Order.
- 6.30. The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate number of days that is more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting.

#### *Associate Resident Physicians*

- 6.31. The Board of Directors may admit individuals or groups of resident physicians working in Canada (outside Quebec) where such individuals or groups are not otherwise represented by a Member of the Corporation as associates of the Corporation (the “**Associate Resident Physicians**”) on such terms and conditions, including but not limited to levying dues, as the Directors may determine from time to time in their discretion.
- 6.32. Associate Resident Physicians shall not be Members of the Corporation and shall not have the right to notice of or vote at any meeting of the Corporation.



## **7. Board of Directors**

7.1. The affairs of the Corporation shall be managed by the Board of Directors.

### *Composition of Board of Directors*

7.2. The Board of Directors shall be composed as follows:

7.2.1. One Director appointed by each PHO Member individually (each a “**PHO Director**”).

7.2.2. Five Directors elected by all Members of the Corporation, which five Directors are composed of three Directors at large (the “**Directors at Large**”) and two external Directors (the “**External Directors**”).

### *Qualification of Directors*

7.3. Directors of the Corporation must be a natural person, at least 18 years of age, not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada, not be in bankrupt status; and,

7.3.1. in the case of PHO Directors, be nominated by a PHO which is a Member in good standing of the Corporation;

7.3.2. in the case of PHO Directors and Directors at Large only, must be a resident physician employed in Canada;

7.3.3. in the case of External Directors, meet the criteria determined by the Nominations Committee from time to time, including, but not limited to, experience in resident advocacy, medical education or training, human resources, finance, legal, communications, strategy, or program delivery.

### *Appointment and Election of Directors*

7.4. Each PHO who is a Member of the Corporation shall appoint one PHO Director through a procedure determined by each PHO as and when required by this By-law, and shall:

7.4.1. advise the Corporation of the mechanism used to appointment a PHO Director;

7.4.2. advise the Corporation of the name of a PHO Director, and,

7.4.3. provide written consent of that person to be a Director, no later than 30 days prior to the annual meeting of Members.

7.5. The Members of the Corporation shall, as and when required by the By-law, elect three Directors at Large and two External Directors at a meeting called for that purpose by the Directors of the Corporation.

7.6. The Nominations Committee shall, as and when required by the By-law, propose to the membership at an annual meeting or other meeting called for the purpose of electing and confirming Directors, a slate of the PHO Directors, Directors at Large and External Directors

required to be appointed or elected to office in that year.

#### *Term of Directors*

- 7.7. Each Director appointed by a PHO shall serve a term of at least one (1) and no more than two (2) years, commencing on the date when all Directors of the Corporation have been elected or appointed each year.
- 7.8. The Directors at Large shall serve a term of one year, commencing on the date they are elected.
- 7.9. The External Directors shall serve a term of three years, commencing on the date they are elected.
- 7.10. Directors may be elected for more than one term.

#### *Suspension, Resignation, Removal and Vacancies on Board of Directors*

- 7.11. A Director who no longer qualifies as a resident physician working in Canada shall continue in office as a Director for the duration of their term, subject to Articles 7.14 (resignation) 7.16 (removal) or 7.17 (removal).
- 7.12. A PHO Director who no longer qualifies as a Director as a result of their appointing PHO not being a Member in good standing may, by resolution of the Board, be suspended from the office of Director for the duration of the period the appointing PHO is not a Member in good standing, subject to Articles 7.14 (resignation) 7.16 (removal) or 7.17 (removal).
- 7.13. The Directors may suspend a Director by resolution of the Board pursuant to Articles 6.14 and 6.15.
- 7.14. A Director may resign by providing written notice to the Corporation, which shall be effective upon receipt by the Corporation.
- 7.15. A PHO in good standing may remove the PHO Director it appointed at any time by written notice to the PHO Director and the Corporation, which is effective on the date received by the Corporation.
- 7.16. In the event a PHO removes a PHO Director it shall appoint a successor for the duration of the term of the removed PHO Director.
- 7.17. The Members of the Corporation may remove a Director at Large or an External Director by Ordinary Resolution of the Members of the Corporation at a meeting called for that purpose.

#### **8. Meetings of Directors**

- 8.1. Directors shall set a schedule of meetings each year following the annual meeting of Members.
- 8.2. Members of the PHO Executive Director/Chief Executive Officer Advisory Committee shall have the right to notice of and attendance at meetings of the Board but shall not have the right to vote at such meetings unless such member is a Director of the Corporation.

#### *Notice*

- 8.3. A Director's meeting may be called by the President or by the Secretary on direction of the President, or by the Secretary on direction (in writing) of at least two Directors.
- 8.4. Notice of such meetings shall be delivered or communicated by electronic means not less than 14 days before the meeting is to take place; or shall be delivered by mail to each Director not less than 21 days before the meeting is to take place.
- 8.5. If all the Directors consent, Directors may participate in meetings by electronic means that permits all participants to communicate adequately with each other during the meeting.
- 8.6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had.

### *Conduct*

- 8.7. Quorum for a meeting of Directors shall be a majority of Directors then in office.
- 8.8. The Directors may consider or transact any business whether special or general at any meeting of the Board of Directors.
- 8.9. Each Director including the chair is entitled to one vote. No proxies are permitted.
- 8.10. To the extent possible, and unless otherwise required by the Act, questions arising at any meeting of the Directors shall be decided by a consensus of the Directors present at the meeting.

### *Duties of Directors*

- 8.11. Directors are responsible for the oversight of the activities and affairs of the Corporation.
- 8.12. Directors are expected to attend all meetings of the Board of Directors.
- 8.13. Directors are expected to serve on committees of the Board of Directors from time to time as the Board may determine.
- 8.14. The Directors shall serve without remuneration. However, a Director may be paid honoraria or reimbursed reasonable expenses incurred by them in the performance of their duties, subject guidelines established from time to time by the Directors.

### *Committees*

- 8.15. The Board shall establish the following standing committees of the Board:
  - 8.15.1. a "**Nominations Committee**";
  - 8.15.2. a "**Finance, Audit and Risk Committee**";
  - 8.15.3. a "**Governance and Human Resources Committee**".
- 8.16. The Board shall establish an advisory committee to the Board whose membership shall

consist of an Executive Officer (or equivalent) designated by each PHO (the “**PHO Executive Director/Chief Executive Officer Advisory Committee**”).

- 8.17. Membership on any committee of the Board is not limited to Directors of the Corporation.
- 8.18. In addition to the standing committees, the Board may from time to time appoint any committee, team, or other advisory body or as a representative of the Corporation, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. An appointee to a committee, team or advisory body or as a representative need not be a Director. Any such committee, team or advisory body may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.
- 8.19. Any committee, team, advisory body member or representative may be removed by resolution of the Board of Directors, except the PHO Executive Director/Chief Executive Officer Advisory Committee, the Members of which are appointed by the PHOs.

## **9. Officers**

- 9.1. The Members of the Corporation shall elect a President-Elect, Secretary and Treasurer-Elect at a meeting called for that purpose by the Directors of the Corporation.
- 9.2. The Board shall elect a Secretary from among its members.
- 9.3. The Board may designate a Chief Executive Officer on terms and conditions determined by the Board from time to time.
- 9.4. The Nominations Committee shall propose to the membership at an annual meeting or other meeting called for the purpose of electing certain Officers a slate of Officers and members of the PHO Executive Director/Chief Executive Officer Advisory Committee, as and when required by the By-law.
- 9.5. Subject to this Bylaw, the Board may specify the duties of Officers, and, subject to the Act, delegate to any Officer powers to manage the affairs of the Corporation.
- 9.6. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.
- 9.7. Unless otherwise specified by the Board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
  - 9.7.1. President-Elect – the President-Elect shall attend all meetings of the Board and shadow the President and shall automatically become the President upon the expiry of the President’s term.
  - 9.7.2. President – the President shall be the chair of all meetings of the Board of Directors and Members except the Governance and Human Resources Committee and shall preside over all such meetings. If the President or President-Elect is not present at a meeting of the Corporation, the voting members of such meeting shall elect or appoint from among their membership a chair of the meeting.

- 9.7.3. Past-President – the Past-President shall be the chair of the Governance and Human Resources Committee and shall preside over its meetings. If the Past-President is not present at such meeting the voting members of the meeting shall elect or appoint from among their membership a chair of the meeting. The Past-President shall not be a Director of the Corporation.
- 9.7.4. Secretary – the Secretary shall attend and be the Secretary of meetings of the Board and such other meetings as may be directed by the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant, and members of committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.
- 9.7.5. Treasurer-Elect – the Treasurer-Elect shall attend all meetings that the Treasurer attends and shall shadow the Treasurer and shall automatically become the Treasurer upon the expiry of the Treasurer's term.
- 9.7.6. Treasurer – the Treasurer shall have such powers and duties as the Board may specify.
- 9.7.7. Chief Executive Officer – the Chief Executive Officer shall be responsible for implementing the policy direction of the Board of Directors and strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

#### Officer Vacancies

- 9.8. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:
  - 9.8.1. the Officer's successor being appointed,
  - 9.8.2. the Officer's resignation, or,
  - 9.8.3. such Officer's death.
- 9.9. If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.
- 9.10. The Officers may be paid honoraria and reimbursed for reasonable expenses incurred by them in the performance of their duties, subject guidelines established from time to time by the Directors.

#### **10. Indemnification of Directors and Officers**

- 10.1. Subject to the Act, the Corporation shall indemnify the Directors and Officers of the Corporation and, at the discretion of the Board of Directors, any other another individual who acts or acted at the Corporation's request and such person's 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 such person in respect of any civil,

criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- 10.1.1. 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,
  - 10.1.2. 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 their conduct was lawful.
- 10.2. The Corporation may indemnify such person in all such other matters, actions, proceedings, and circumstances as may be permitted by the Act or the law. 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.

## **11. Financial and Related Matters**

- 11.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year. The accounts of the Corporation shall forthwith thereafter be audited, and a report delivered to the Treasurer or person designated by the Board.
- 11.2. The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 11.3. Contracts in the ordinary course of the Corporation's operations and affairs may be entered into on behalf of the Corporation by any two Officers of the Corporation, provided, however, that notwithstanding any provisions to the contrary contained in the By-Law of the Corporation, the Board of Directors may at any time by resolution, direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
- 11.4. All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by Officers, employees, or agents of the Corporation in such manner as shall from time to time be determined by the Board of Directors. Any one of such Officers, employees or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed for collection or for deposit with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers, employees, or agents so appointed may arrange, settle balance,

and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

- 11.5. Subject to the limitations set out in the Act, the Articles and this By-law, the Board of Directors may from time to time:
  - 11.5.1. borrow money on the credit of the Corporation; or,
  - 11.5.2. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; or,
  - 11.5.3. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
- 11.6. From time to time the Directors may authorize any Director or Executive Officer to make arrangements with reference to the moneys borrowed or to be borrowed, as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact, and settle borrowing of money by the Corporation.

## **12. Notices**

- 12.1. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:
  - 12.1.1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or,
  - 12.1.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or,
  - 12.1.3. if sent to such person by electronic means or other communication facility at such person's recorded address for that purpose; or,
  - 12.1.4. if provided in the form of an electronic document in accordance with the Act.
- 12.2. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its

representative for dispatch. The 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. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **13. Amendment and Repeal of By-Law**

#### *Amendment of Terms Affecting Members*

- 13.1. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this By-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m), or to change the manner of giving notice to Members entitled to vote at a meeting of Members.

#### *Amendment Generally*

- 13.2. Subject to the Articles and Article 13.1, the Board of Directors may, by resolution, make, amend, or repeal any By-law 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.

### **14. Dispute Resolution**

- 14.1. Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.
- 14.2. In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the articles or By-law, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the articles, By-law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- 14.2.1. The dispute or controversy shall first be submitted to a panel of mediators whereby the



one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

14.2.2. The number of mediators may be reduced from three to one or two upon agreement of the parties.

14.2.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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