

**CANADIAN ASSOCIATION OF EMERGENCY PHYSICIANS  
ASSOCIATION CANADIAN DES MEDECINS D'URGENCE  
(the "Association")**

## **BY-LAWS**

Member Approved: May 28, 2023



**CAEP | ACMU**

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## 1. **INTERPRETATION**

- 1.1 Whenever reference is made to these By-Laws or any Section thereof, such reference shall be deemed to extend and apply to any amendments to such By-Law or Section thereof, as the case may be
- 1.2 In the operations of the Association, equal recognition shall be given to Canada's two official languages. Both the English and French versions of these By-Laws are official however for purposes of interpretation in the event of a conflict between the two versions, the English version of the By-Laws shall prevail.
- 1.3 In this By-Law and all other By-Laws of the Association, 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, any act statute or regulations that may be substituted, as amended from time to time;
  - (b) "Annual General Meeting" means an annual general meeting of the Members of the Association held in accordance with the Act and these By-Laws, including without limitation Section 5;
  - (c) "Articles" means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement or Revival of the Association;
  - (d) "Association" means the Canadian Association of Emergency Physicians;
  - (e) "Board" means the Board of Directors of the Association as constituted in accordance with the Act and these By-Laws, including Subsection 6.2;
  - (f) "Board Code of Conduct" means any code of conduct adopted by the Association in accordance with applicable laws and these By-Laws to govern the conduct of the Board of the Association or its Committees or Sections;
  - (g) "Board Observers" means observers of meetings of the Board as permitted by the Board pursuant to Section 9.5;
  - (h) "By-Laws" means any and all By-Laws of the Association from time to time in force and effect;
  - (i) "Chair" means a chairperson of any of the Association's Board, Committees and Sections, as the case may be;
  - (j) "Director" means a person occupying the position of a Director of the Association in

accordance with applicable laws and Section 7;

- (k) “Emergency Medicine Practice Committee” means those committees established to focus on specific areas of Emergency Medicine by the Board of Directors as described in section 17.1.5;
- (l) “Executive Committee” means the group of Directors appointed to act on behalf of, and within the powers granted to them by, the Board of Directors as described in section 17;
- (m) “Executive Director” means the person occupying the position of Executive Director of the Association as described in Section 13.7. The Executive Director is not an Officer as defined in Section 1.4(o);
- (n) “General Code of Conduct” means any code of conduct adopted by the Association in accordance with applicable laws and these By-Laws to govern the conduct of any Member, Director, Officer of the Association;
- (o) “Head Office” means the registered head office of the Association as required under the Act and provided for in Subsection 3.1;
- (p) “Member” means any member as provided for in section 4.2, in good standing with the Association;
- (q) “Officer” means an officer of the Association as provided for in Section 11;
- (r) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- (s) “Past-President” shall mean the person occupying the position of past-president of the Association as described in Section 13.3;
- (t) “President” shall mean the person occupying the position of president of the Association as described in Section 13.1;
- (u) “President-Elect” shall mean the person occupying the position of president-elect of the Association as described in Section 13.2;
- (v) “Regions” shall consist of five (5) regions of Canada: i) the West, consisting of British Columbia and the Yukon; ii) the Prairies, consisting of Alberta, Saskatchewan, Manitoba, Northwest Territories and Nunavut; iii) Ontario, consisting of the Province of Ontario; iv) Quebec, consisting of the Province of Quebec; and v) the East, consisting of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland/Labrador;
- (w) “Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- (x) “Special General Meeting” means a special general meeting of the Members of the Association held in accordance with the Act and these By-Laws, including without limitation Section 5; and

- (y) "Standing Committee" means any committee established by the Board to carry out the activities of the Association, and within the powers granted to them by the Board of Directors as described in section 17.1.4;
- (z) "Treasurer" shall mean the person occupying the position of treasurer of the Association as described in Section 13.4.

## 2. **CORPORATE SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association. The Executive Director of the Association shall be responsible for the safe custody of the seal.

## 3. **HEAD OFFICE AND PLACE OF OPERATION**

- 3.1 Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario.
- 3.2 The operations of the Association may be carried on throughout Canada and elsewhere as determined by the Board.

## 4. **MEMBERSHIP**

### 4.1 **Ethics and Pledge of Membership**

Membership in the Association is a privilege, not a right. As a condition of membership in the Association, each Member pledges and agrees to accept, uphold and be governed by the By-Laws, rules, regulations, codes of ethics and policies of the Association when engaged in any activities with or for the Association. Each Member further pledges and agrees to abide by and accept the rulings, decisions and proclamations of the properly constituted authorities of the Association. Acceptance of membership in the Association shall constitute acceptance by such Member of such terms.

### 4.2 **Categories of Membership**

The categories of membership in the Association are as follows, provided that the Board may from time to time establish other categories and criteria of membership subject to approval by the Members:

- (a) **Active Members** - Active Members of the Association shall be physicians resident in Canada who devote a significant portion of their medical endeavors to Emergency Medicine. Active Members of the Association shall also be registered practitioners licensed and in good standing with a college of physicians and surgeons or equivalent governing body within Canada. Active Members shall be entitled to receive notice of, attend and vote at all meetings of the members, including Annual or Special General Meetings of the Association and shall enjoy the privileges of membership as defined by the Board. Active Members may hold appointed or elected office, sit as members on all

committees and sections and may also chair all committees and sections.

- (b) **Affiliate Members** - Affiliate Members of the Association shall be physicians, resident in Canada, who are registered practitioners licensed and in good standing with a college of physicians and surgeons or equivalent governing body within Canada, and interested and/or involved in Emergency Medicine. Affiliate Members shall be entitled to receive notice of and attend meetings of the members, including Annual or Special Meetings of the Association, and shall enjoy all the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote or hold appointed or elected office. Affiliate Members may sit as members on all committees and sections and they may also chair all committees and sections.
- (c) **International Members** – International Members of the Association shall be physicians who reside and/or practice outside of Canada who are interested in furthering the purposes of the Association. International Members shall be entitled to receive notice of and attend meetings of the Members and shall enjoy all the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. International Members shall not have the right to hold appointed or elected office, to Chair Committees or Sections, but shall have the right to sit as a member on all Committees and Sections.
- (d) **Associate Members** – Associate Member status will be considered for individuals with an interest furthering the purposes of the Association but are not physicians and who reside in Canada. Associate Members shall be entitled to receive notice of and attend meetings of the Members and shall enjoy all the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote at the Annual or Special General Meeting. Associate Members shall not have the right to hold office, to Chair Committees or Sections, but shall have the right to sit as a non-voting member on all Committees and Sections. Committee Chairs interested in obtaining the right for an Associate Member to vote on their Committee or Section can do so by submitting a request in writing to the CAEP office, the CAEP office will then submit the request to the Membership Committee Chair and CAEP Board of Directors for consideration.
- (e) **Resident Members** - Resident Members of the Association shall be Canadian physicians engaged in post-graduate training in Canada who plan to practice Emergency Medicine. Resident Members shall be entitled to receive notice of and attend all meetings of the Members and shall enjoy the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Resident Members shall not have the right to hold appointed or elected office, or the right to Chair all Committees. Resident Members may sit as members on all Committees and Sections as voting members..
- (f) **Student Members** - Student Members of the Association shall be medical students, resident and enrolled in a program in Canada, who are interested in furthering the purposes of the Association. Student Members shall be entitled to receive notice of and attend all meetings of Members and shall enjoy the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Student Members shall not have the right to hold appointed or elected office, or the right to Chair all Committees and Sections. Student Members may sit as

non-voting members on all Committees and Sections.

- (g) **Retired Members** – An Active Member who retires from the practice of the profession may, on application to the Executive Director or such other person as designated by the Executive Director or the Board, become a Retired Member of the Association. Retired Members shall be entitled to receive notice of and attend all meetings of the members including Annual or Special Meetings of the Members, and shall enjoy the privileges of membership as defined by the Board, but except as otherwise provided by the Act or in these By-Laws, shall not be entitled to vote. Retired Members shall not have the right to hold appointed or elected office, or the right to Chair all Committees and Sections. Retired Members may sit as members on all Committees and Sections.
- (h) **Maternity/Paternity Leave Members** – Physician members on parental leave as defined by the federal government, can access a reduced CAEP membership rate. Maternity/Paternity Members who may require a temporary leave from the Association may, on application to the Executive Director or such other person as designated by the Executive Director or the Board, become a Member on Maternity/Paternity Leave. Maternity/Paternity Leave members will be staff physicians who are currently on leave from full time practice, who reside in Canada, are registered and licensed practitioners, in good standing with a college of physicians and surgeons or equivalent governing body within Canada. Maternity/Paternity Leave Members shall be entitled to receive notice of and attend all meetings of the members including Annual or Special Meetings of the Members, and shall enjoy the privileges of membership as defined by the Board.
- (i) **Institutional Membership** – Institutional Memberships (academic centres, hospital groups, emergency departments) so that staff physician groups can benefit from a reduced fee. The staff physicians offered Institutional Membership will be categorized as Active Members and have all of the benefits associated with this category. The Institutional Member itself does not retain any voting rights or enjoy the privileges of membership as defined by the Board.
- (j) **Honorary Life Members** - Honorary Life Membership shall be awarded to Members who have rendered outstanding service in Emergency Medicine. Candidates for this form of membership may be proposed to the Board pursuant to Section 4.3.2 of these By-Laws. Honorary Life Members shall have all the rights and privileges of Active Members and all subsequent references to Active Members herein shall be deemed to include Honorary Life Members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-Laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **4.3 Application for Membership**

- 4.3.1 Application for membership in the Association shall be in writing in such form and accompanied by such required documentation and fees as the Board may from time to time prescribe.
- 4.3.2 Other than applications for Honorary Life Members, which shall be subject to approval

by the Board, the Executive Director, or such other person as designated by the Executive Director or the Board, shall review each application for membership and approve those that are eligible for membership and acceptable to the Association in its sole discretion. In the event that the Association requests proof of eligibility for membership, it is the responsibility of the applicant to provide satisfactory proof. Membership shall not be denied on the basis of age, race, religion, country of origin, political beliefs or sexual orientation.

- 4.3.3 In the event an application for membership is rejected, the applicant may appeal to the Board, the decision of which shall be final and binding and there shall be no further appeal therefrom.

#### **4.4 Membership Dues, Fees and Levies**

- 4.4.1 The membership year shall be from January 1<sup>st</sup> to December 31<sup>st</sup> in each year.
- 4.4.2 The Board shall from time to time determine the amount of dues, fees and levies payable by each category of membership, and the date by which payment is due.
- 4.4.3 The Board, in its discretion, may waive any dues, fees or levies, or portion thereof, owing to the Association by a Member.

#### **4.5 Resignation or Termination of Membership**

- 4.5.1 Any Member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Executive Director of the Association.
- 4.5.2 Membership shall automatically terminate if the Member ceases to meet the eligibility criteria for membership or dies.
- 4.5.3 Membership shall automatically terminate if a Member's dues, fees or levies, or any portion of them, are not paid within thirty (30) days of the due date, unless otherwise determined by the Board.
- 4.5.4 The Board, by unanimous vote, may terminate the membership of any Member who fails to abide by their pledge of membership, the Articles or By-Laws of the Association or whose membership in the Association brings, in the opinion of the Board in its sole discretion, the reputation of the Association into disrepute, provided that a Member whose membership is terminated may appeal the termination of membership to the general membership at the next Annual General Meeting. A two-thirds (2/3) majority will be required to reverse a decision of the Board on a termination.
- 4.5.5 The Members may terminate the membership of a Member by a vote of three quarters ( $\frac{3}{4}$ ) of the Members present at an Annual or Special General Meeting of the Members.
- 4.5.6 A Member whose membership has been resigned or terminated shall remain liable for payment of any membership dues or other assessments outstanding at the time of resignation. All right, title and interest, legal and equitable, of a Member in and to the property of the Association shall cease in the event of the death of the Member or the



termination or resignation of their membership.

#### **4.6 Transfer of Membership**

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

### **5. MEMBERS' MEETINGS**

#### **5.1 Annual General Meeting**

An Annual General Meeting of the Association shall be held once each year and may be held virtually by electronic means or in person or a combination of both. Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held at such time and place in Canada as shall be determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada. 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-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **5.2 Special General Meetings**

The Board or the Executive Committee may at any time, call a Special General Meeting of the Members. In accordance with Section 167 of the Act, the Board shall call a Special General Meeting upon the written request of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting. The business to be transacted at such Special General Meetings shall be stated in the notice thereof, and no other business may be considered at those meetings. Any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decisions to be taken.

#### **5.3 Notice of Annual or Special General Meetings**

Notice of the time and place of a meeting of members shall be given electronically 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 or by paper 21 to 60 days before the meeting.

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 Association to change the manner of giving notice to Members entitled to vote at a meeting of Members.

#### **5.4 Adjournments**

Any Annual or Special General Meeting of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting at which such adjournment took

place. No notice shall be required for any such adjournment. Such adjournment may be made, notwithstanding that no quorum is present.

## **5.5 Quorum**

A quorum at both Annual and Special General Meetings of the Association shall consist of fifty (50) voting Members present in person. The President or his designate shall chair meetings.

## **5.6 Voting**

5.6.1 Each voting Member of the Association shall at all meetings of Members receive one (1) vote on all matters in which they are entitled to vote. No Member shall be entitled to vote at meetings of the Association unless all outstanding dues or assessments have been paid. Proxies are not permitted.

5.6.2 At all meetings of Members every question, except in the case of elections which shall be handled as otherwise specifically provided for in these By-Laws, shall be decided by a majority vote of eligible voting Members. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Member. In the event of an equality of votes at any Annual or Special General Meeting, whether upon a show of hands or at a poll, the motion shall be lost.

5.6.3 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of electronic or other communication facility if the Association has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

5.6.4 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 Association to change this method of voting by Members not in attendance at a meeting of Members.

## **5.7 Agenda and Order of Business**

5.7.1 At every Annual General Meeting, in addition to any business concerning the Association that has been properly brought before it, the report of the Directors, the financial statements and the report of the auditors shall be presented. No resolution or motion may be brought before the Annual General Meeting unless the President has been so advised at least ten (10) days prior to the meeting and the Board has approved its addition to the agenda.

5.7.2 The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not otherwise governed by these By-Laws, procedures shall be in accordance with Robert's Rules of Order.

## **6. BOARD OF DIRECTORS**

### **6.1 Powers of the Board**

- 6.1.1 The property and business of the Association shall be managed by a Board of Directors hereinafter referred to as the Board. The Board shall be responsible for the direction of affairs of the Association between meetings of the Members.
- 6.1.2 The Board of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- 6.1.3 The Board shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer, Officers or the Executive Director of the Association, the right to manage the assets and liabilities and disburse the funds of the Association.
- 6.1.4 The Board is hereby authorized, from time to time:
- i. to borrow money upon the credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
  - ii. to limit or increase the amount to be borrowed; and
  - iii. to secure the amount borrowed against the assets of the Association.
- 6.1.5 A Director may be removed from the Board for a contravention of the General or Board Code of Conduct upon recommendation by the Board to the Members and confirmation by the Members by way of Special Resolution.
- 6.1.6 The Board shall actively pursue the purposes of the Association and may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association, as they may deem expedient.
- 6.1.7 The Board may delegate to any committee or Officer any or all powers, duties and authority of the Board that may lawfully be granted including the right to employ and pay salaries to employees of the Association.
- 6.1.8 The Board shall take the initiative in preparing general policies and actions for consideration by the Members.

### **6.2 Composition of Board**

- 6.2.1 The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by

ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board.

- 6.2.2 Subject to the election provisions in section 8, there is to be at least one Director on the Board from each of the five (5) Regions. For clarity, the Directors elected in this section 6.2.2 do not represent the Region in which they reside but simply reside in said Region.
- 6.2.3 The President-Elect shall be elected by the Members as both the President-Elect and a Director and shall serve a term of four (4) years. For the first two (2) years of the term, the Director shall hold the office of President-Elect and for the second two (2) years the Director shall hold the office of President.
- 6.2.4 Sections shall be established as outlined in section 18 of these By-laws. Terms of Reference will be approved by the Board. A Chair shall be either elected by its members or appointed by the Board and serve as a Director of the Association. The representative selected as the Chair of the Section and Director of the Association may come from any of the five Regions.
- 6.2.5 Representatives from the Association des medecins d'urgences du Quebec ("AMUQ") shall be appointed by AMUQ and shall have the right to attend meetings of the Directors as a Board Observer. For clarity, representatives appointed by AMUQ are not Directors of the Association.
- 6.2.6 The Past-President is not a Director but shall have the right to attend meetings of the Directors as a Board Observer.

## **7. DIRECTORS**

Each Director, at the time of election and throughout the term of office, shall be a Member in good standing of the Association and shall not be less than eighteen (18) years of age, with power under law to contract.

### **7.1 Term of Office**

- 7.1.1 Except as otherwise provided for in these By-Laws, Directors shall be elected for a term of two (2) years from the date of the Annual General Meeting at which they were elected and may serve up to three (3) consecutive terms of office.
- 7.1.2 The Chair of the Residents Section shall serve as the Chair of the Residents Section and a Director of the Association for a term of one (1) year pursuant to Section 18.7.
- 7.1.3 Board Observers, shall serve for a period of two (2) years renewable for up to three (3) terms, with the exception of the Past-President who serves 2 years for a single term.

### **7.2 Remuneration and Expenses**

- 7.2.1 The Directors shall serve as such without remuneration.
- 7.2.2 No Director shall directly or indirectly receive any profit or financial gain from their position as such, provided that a Director may be reimbursed for reasonable expenses incurred

by them in the performance of their duties.

7.2.3 Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefore subject to any applicable law.

7.2.4 Notwithstanding any of the foregoing, the Board may establish or approve an honorarium to be paid to any Director or Officer under such terms and conditions as may be approved by the Board from time to time subject to any applicable law.

## **8. ELECTION OF DIRECTORS**

8.1.1 Nominees for Directors may be any Active Member.

8.1.2 In the event that there is a vacant Director position, due to the individual reaching the maximum term limit or electing not to stand for another term, the Chair of the Nominating Committee shall, no fewer than one hundred and twenty (120) days prior to the Annual General Meeting of the Association, issue a call to all active members for nominations of interested members. No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a full slate of candidates nominated for election by the Nominating Committee for election as Directors at the Annual General Meeting, and shall also include (a) a call for nominations for the vacant Director positions to be filled by election at the Annual General Meeting; (b) the Region in which each of the nominated candidates resides; (c) a brief curriculum vitae of each of the nominated candidates; and/or (d) a statement from the nominated candidate outlining their platform. Members may only nominate regional nominees from within their own regions. Nominations from Active Members for the vacant Director position(s) must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty(60) days prior to the date of the Annual General Meeting and must include the Region in which the nominee resides, the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association who reside in the same Region as the nominee.

8.1.3 If a nomination from a member is received, at least forty-five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates for election as Directors at the Annual General Meeting and shall include along with (a) a brief curriculum vitae of each of the applicants; and/or (b) a statement from the candidate(s) outlining their platform.

8.1.4 Any vacancy of a Director's position, shall cause notice to be given to all Active Members of an election for vacant position(s) on the Board, such election to be held within one hundred and ten (110) days of the vacancy occurring. Notwithstanding Section 9.8.5 such election shall be conducted in accordance with Section 8 hereto with the exception that ballots may be sent to all Active Members via mail, facsimile, or other electronic means and such Active Members may return the completed ballot to the attention of the Chair of the Nominating Committee via mail, facsimile, or other electronic means; such ballots, in order to be valid, must be received by the Chair of the Nominating Committee

within forty-five (45) days of the date on which the said ballots were sent to all Active Members by the Chair of the Nominating Committee. The ballots shall be tallied and the Chair of the Nominating Committee shall inform the membership of the results via regular or electronic mail. Should the above-noted election result in no willing candidates being identified by the Nominating Committee or no Director being properly elected in accordance with Section 8 the Board can appoint a Director at its sole discretion.

## **9. MEETINGS OF THE BOARD**

9.1 The Board shall meet at least twice (2) annually in addition to the Annual General Meeting. Meetings of the Board can be held face-to-face, via teleconference or via other electronic means at the Board's discretion.

9.2 Additional meetings of the Board may be called by the President. The Board shall receive notification of any and all meetings at least thirty (30) days prior to the date of the meeting.

9.3 No immaterial or inadvertent error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting may ratify, approve and confirm any or all proceedings taken or had thereat.

### **9.4 Meetings by Teleconference and Other Electronic Means**

#### **9.4.1 Telephone Participation**

The Directors of the Association may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Directors of the Association.

#### **9.4.2 Meetings by Other Electronic Means**

The Directors of the Association may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- i. the Board of the Association has passed a resolution addressing the mechanics of holding such a meeting;
- ii. each Director has equal access to the specific means of communication to be used; and
- iii. each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

### **9.5 Board Observers**

The Board may invite the Past President, Chairs of Committees and/or Sections or other Members or any other party to attend meetings of the Board as observers on such terms and conditions as the Directors may determine.

## **9.6 Quorum**

At any meeting of the Board, a majority of the Directors of the Board shall constitute quorum. Such quorum of Directors present shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. Quorum must remain throughout the meeting in order to continue the business of the meeting. Directors who have declared a conflict of interest on a particular matter or question shall be counted in determining a quorum.

## **9.7 Adjournments**

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at the resumption of such adjourned meeting as might have been transacted at the original meeting at which such adjournment took place. No notice shall be required to resume such adjourned meeting. Such adjourned meeting may resume, provided that quorum is present.

## **9.8 Voting**

9.8.1 Questions arising at any Board meeting shall be decided by a majority of votes. All Directors who are eligible to vote shall be entitled to only one (1) vote.

9.8.2 In the case of an equality of votes, the Chair shall cast a second and deciding vote.

9.8.3 All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.

9.8.4 A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.8.5 Electronic means for voting may be conducted provided the Board of the Association has passed a resolution addressing the mechanics of holding the vote.

## **10. INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS**

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

- i. All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that person, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by that person, in or about the execution of the duties of that office or in respect of any such liability; and

- ii. All other costs, charges and expenses which that person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

provided that the power exercised and the duties discharged by the Director or Officer or other person were honestly performed and in good faith with a view to the best interests of the Association and with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance.

- 10.2 The indemnity granted herein shall apply notwithstanding any fees or any other remuneration paid to the Director or Officer while that person is a Director or Officer of the Association subject to any applicable law.
- 10.3 Nothing in these By-Laws shall relieve the Director or Officer from the duty to act in accordance with the provisions of the Act, as amended or replaced from time to time by legislation of similar nature and substance, and the regulations thereunder or from liability for any breach thereof.

## **11. OFFICERS**

- 11.1 The Officers of the Association, save and except for the Past-President, shall be Directors and shall consist of a President, President-Elect, Past-President, and Treasurer and any such other Officers as the Board may by By-Law determine. The same person may hold any two offices.
- 11.2 The Executive Director shall be appointed as an Officer of the Association without vote in accordance with the terms and conditions of employment.
- 11.3 When the installation of the President has taken place, the person who held the office of President for the preceding term shall become the Past-President and the person who held the office of Past-President for the preceding term shall retire as an Officer unless otherwise determined in accordance with Subsection 11.4.6.

### **11.4 Term**

- 11.4.1 Except as otherwise noted in these By-Laws, the Officers of the Association shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers, with the exception of the President-Elect, the President, Past-President and Treasurer, shall be subject to removal by resolution of the Board at anytime.
- 11.4.2 The Treasurer of the Association shall be nominated by the Board of Directors of the Association and ratified by the membership and shall hold office for a term of two (2) years. The Treasurer may serve up to three (3) consecutive terms.
- 11.4.3 The President shall take office after the completion of a term of President-Elect. The President may hold office for one (1) term of two (2) years. In the event that the Board deems an additional term of two (2) years appropriate, and votes unanimously in favor of such an additional term, a Special General Meeting of the membership will be called and on approval by a resolution of the membership at the Special General Meeting



a President may serve an additional term. The resolution must be approved by two-thirds(2/3) of the Members entitled to vote at the Special General Meeting. The President may serve only one additional term of two (2) years.

- 11.4.4 The President-Elect of the Association shall be elected as both the President- Elect and as a Director of the Association and shall hold office for a single four (4) year term.
- 11.4.5 In the event that the President is continuing for more than one (1) term, the President-Elect may continue to serve as President-Elect. However, at the end of the four (4) year term, the President-Elect will need to be re-elected as a Director and President. If the President-Elect chooses to resign then a new President-Elect and President will be elected.
- 11.4.6 The Past-President of the Association shall hold office for a single two (2) year term. The Past-President shall begin the term of office at the conclusion of the term as President and Director. At the end of the term as Past-President, if the President is continuing for more than one (1) term, the Past-President may continue to hold the office if there is the unanimous approval of the Board.
- 11.4.7 Except as otherwise provided in these By-Laws, Officers may serve more than one (1) consecutive term of office, but, with the exception of the Treasurer, in no event shall an Officer serve in the same capacity for more than two (2) consecutive terms. The Treasurer may serve up to three (3) consecutive terms of office.

## **12. ELECTION AND APPOINTMENT OF OFFICERS**

The Active Members of the Association shall elect an Active Member as the President-Elect as a Director of the Association. Officers other than President-Elect, President of the Association shall be appointed from among the Board by resolution of the Board at the first meeting of the Board following an election of a President-Elect.

### **12.1 Election of President-Elect**

- 12.1.1 Nominees for President-Elect may be any Active Member.
- 12.1.2 No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a candidate nominated for election by the Nominating Committee as President-Elect at the Annual General Meeting, and shall also include (a) a call for nominations for the vacant President-Elect; (b) a brief curriculum vitae of the nominated candidate; and/or (c) a statement from the nominated candidate outlining their platform. Nominations from Active Members for the vacant President-Elect positions must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association.
- 12.1.3 If an existing Director is nominated for the position of President-Elect and should the nominated Director accept the nomination, they will be deemed to have resigned from

the Board as of the start of the Annual General Meeting at which the new President-Elect is to be announced if they have not been elected.

12.1.4 At least forty-five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates nominated for election at the Annual General Meeting as President-Elect and Treasurer, and shall include along with (a) a brief curriculum vitae of each of the applicants; and/or (b) a statement from the candidate outlining their platform.

12.1.5 Each voting Member of the Association shall have one (1) vote.

### **13. DUTIES AND REQUIREMENTS OF OFFICERS**

#### **13.1 The President shall:**

- (a) Be an Active Member in good standing of the Association and an ex-officio member of all Committees and Sections;
- (b) Be an elected member of the Board;
- (c) Shall serve as Chair at Board meetings and at Annual and Special General Meetings;
- (d) Oversee the general management of the affairs of the Association;
- (e) Represent, or appoint a designate to represent, the Association in all its official contacts with medical, scientific or other bodies;
- (f) See that all orders and resolutions of the Board of Directors are carried into effect;
- (g) Enforce the due observance of the By-Laws;
- (h) Perform such other duties as may from time to time be directed by the Board.

#### **13.2 The President-Elect shall:**

- (a) Be an Active Member in good standing of the Association;
- (b) Be an elected member of the Board;
- (c) In the absence of the President, preside at meetings of the Board or at Annual and Special General Meetings;
- (d) In the event of the death or resignation or removal of the President during their term of office or if the President shall for any reason be unable or unqualified to serve, succeed to the office of President for the unexpired portion of the President's term;
- (e) Automatically succeed to the office of President at the Annual Meeting in which the President becomes Past-President; and

- (f) Perform such other duties as may from time to time be directed by the Board.

**13.3 The Past-President shall:**

- (a) Be a Member in good standing of the Association.
- (b) Be a Board Observer;
- (c) Chair the Nominating Committee; and
- (d) The Past-President will be called upon, from time to time as the case may be, to offer advice and guidance to the Board as required. Regular attendance at Board meetings is not required, however, the Past- President shall be available as is reasonably required to fulfill the duties listed herein. This may include, but is not limited to: attendance at Board meetings and consultations with the President and Board.
- (e) Perform such other duties as may from time to time be directed by the Board.

**13.4 The Treasurer shall:**

- (a) Be an Active Member of the Association;
- (b) Be an elected member of the Board;
- (c) Oversee keeping of the financial records, funds and securities of the Association;
- (d) Submit a financial report at each Board meeting;
- (e) At the Annual Meeting present a financial statement to the membership for the preceding fiscal year and the approved budget for the current fiscal year;
- (f) Oversee full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association;
- (g) Oversee deposit of all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;
- (h) Oversee disbursement of the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements; and
- (i) Perform such other duties as may from time to time be directed by the Board.

**13.5 The Executive Director shall:**

- (a) Be a Board Officer with no voting rights;
- (b) Be appointed ex-officio member of all Committees and Sections;

- (c) Be responsible for the management of the Association in accordance with the policies established by the Board and subject to any terms and conditions of employment;
- (d) Be accountable for the operations of the Association and responsible for the Association's staff;
- (e) Be custodian of the seal of the Association, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution; and
- (f) At all times devote full effort to the fulfillment of the objectives of the Association and to the welfare of its Members.

## **14. REMOVAL/RESIGNATION FROM OFFICE**

### **14.1 Removal of an Officer**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association except the President- Elect, President or Treasurer. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed,
- ii. the officer's resignation,
- iii. such officer ceasing to be a Director (if a necessary qualification of appointment);  
or
- iv. such officer's death.

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

### **14.2 Removal of a Director**

The office of a Director shall be automatically vacated:

- i. if a Director resigns the office by delivering a written resignation to the Association;
- ii. if a Director is found by a court to be found guilty of a criminal conviction or of unsound mind;
- iii. if a Director becomes bankrupt, or suspends payment or compounds with creditors;
- iv. if the Members pass a Special Resolution at the Annual General Meeting or a Special General Meeting to remove the Director;
- v. on the death of the Director; or
- vi. if a Director is no longer a Member in good standing.

## **15. REPLACEMENTS FOR VACATED OFFICES AND DIRECTORSHIPS**

- (a) If the office of President is vacant, the President-Elect shall resign as President- Elect and assume the office of the President at which time the office of President- Elect shall be filled by election, such election being consistent with Section 12.1 of these By-Laws

- (b) If the office of President-Elect is vacant, but not the office of the President, the office of President-Elect shall then be filled by election, such election being consistent with Section 12.1 of these By-Laws.
- (c) If both the offices of President and President-Elect are vacant simultaneously, the offices of President and President-Elect shall be filled by an election. The election process shall be conducted in the same manner set out in Section 12.1 of these By-Laws. The Past-President shall assume the office of President until the election for President is completed.

## **16. ELECTIONS FOR OTHER POSITIONS**

The election process for the three (3) voting members of the Nominating Committee (see Section 17.4.1 of these By-Laws) and any other elected positions that may be created by the Association in accordance with these By-Laws in relation to other activities, committees, documents or functions of the Association shall be consistent with this Section.

- 16.1 Nominees for other elected positions must be Active Members.
- 16.2 In the event that there is a vacant member position, due to the individual reaching the maximum term limit or electing not to stand for another term, the Chair of the Nominating Committee shall, no fewer than one hundred and twenty (120) days prior to the Annual General Meeting of the Association, issue a call to all active members for nominations of interested members. No fewer than ninety (90) days prior to the Annual General Meeting of the Association, the Chair of the Nominating Committee shall circulate to all Active Members by mail, facsimile, or other electronic means, a candidate(s) nominated for election by the Nominating Committee for the other elected position(s) at the Annual General Meeting, and shall also include (a) a call for nominations for the election of other elected positions at the Annual General Meeting; (b) a brief curriculum vitae of the nominated candidate(s); and/or (c) a statement from the nominated candidate(s) outlining their platform. A description of the duties and requirements of the other elected position(s) will also be circulated with the above materials. Nominations from Active Members for the vacant position(s) must be submitted on the official nomination form by mail, facsimile or electronic means acceptable to the Association at least sixty (60) days prior to the date of the Annual General Meeting and must include the consent of the nominee to serve if elected and the signed endorsement of the nomination by at least five (5) Active Members of the Association.
- 16.3 At least forty-five (45) days prior to the Annual General Meeting, the Chair of the Nominating Committee shall circulate to the Members a full and final slate of candidates nominated for election to the other position(s) at the Annual General Meeting, and shall include along with (a) a brief curriculum vitae of each of the applicants; and/or (b) a statement from the candidate outlining their platform.
- 16.4 Each voting Member of the Association shall have one (1) vote.

## 17. **COMMITTEES**

### 17.1 **Establishment of Committees**

17.1.1 All Committee members must be CAEP members

17.1.2 All committees shall report to the Board.

17.1.3 The Board may appoint committees whose members will hold their offices at the will of the Board or the Members. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

17.1.4 **Standing Committees** shall be established by the Board to carry out the activities of the Association, where appropriate, and to conduct such business and perform such duties as may from time to time be determined.

- i. Standing Committees will be governed by established Terms of Reference which will be reviewed and approved by the Board of Directors.

17.1.5 **Emergency Medicine Practice Committees** may be established by the Board to focus attention and facilitate professional communication and development in specific areas of Emergency Medicine as well as any other objectives the Board may declare from time to time.

- i. Emergency Medicine Practice Committees will be governed by established Terms of Reference which will be reviewed and approved by the Board of Directors

17.1.6 The Board may appoint special ad-hoc working groups or task forces from time to time to undertake specific projects on behalf of the Members of the Association as required.

17.1.7 Committees shall not publicly enunciate any policy or position on behalf of the Association without first consulting with and obtaining the approval of the President and the Executive Director.

17.1.8 Committees shall report in writing to the Board at least annually and at such times and in such manners as may be directed by the Board at the time of their appointment.

17.1.9 Committees shall be funded in whole or in part, where necessary. Committees and committee members must work with Association staff when seeking funding from an outside source. The Association shall not be liable for any expenses incurred or obligations undertaken by Committees without the prior approval of the Board.

### 17.2 **Executive Committee**

17.2.1 The Executive Committee shall consist of the Officers set out in Section 11.1 and two Directors who are appointed annually by and from the Board. The President shall chair the Committee.

17.2.2 Any Executive Committee member may be removed by a majority vote of the Board.

17.2.3 The Executive Committee shall meet at the call of the Chair.

17.2.4 Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, by electronic means, to each member of the Committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Meetings of the Executive Committee can be held face-to-face, via teleconference or via other electronic means at the Executive Committee's discretion.

17.2.5 No immaterial or inadvertent error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

17.2.6 Four (4) members of the Executive Committee shall constitute quorum.

17.2.7 The Executive Committee shall deal with all matters requiring attention between meetings of the Board.

17.2.8 Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

### **17.3 Committee on Financial Audit**

**17.3.1** The Committee on Financial Audit shall be composed of members appointed **annually** by the Board.

**17.3.2** The Chair shall be appointed by the Board from the Committee members, and shall hold office for a three-year term. No chair may serve more than two consecutive three-year terms.

**17.3.3** The committee shall establish and abide by Terms of Reference which shall be approved by the Board of Directors.

**17.3.4** The Committee on Financial Audit will meet at least four (4) times each year. One of those meetings will take place at least four (4) weeks in advance of the Annual General Meeting.

### **17.4 Nominating Committee**

17.4.1 The Nominating Committee shall be composed of five (5) members consisting of the Past-President as Chair, one (1) Director appointed by the Board, and three (3) voting Members elected in a manner consistent with Section 16 of these By-Laws in accordance with the following provisions:

- a) The Membership, in accordance with Section 16 of these By-Laws, will nominate members to fill any of the three (3) vacant Nominating Committee positions.

- b) an election will be held at the Annual General Meeting to fill the vacant Nominating Committee positions. The winner will be the Member elected by majority vote of the voting Members present at the AGM. Proxy voting shall not be permitted.
- c) In the event that the vacant positions cannot be filled in accordance with the above, any remaining vacant positions on the Nominating Committee shall be filled by appointment from the Board.

The Chair of the Nominating Committee shall serve for a two (2) year term consistent with the term as Past-President. The appointed Board member shall serve a term of one year and may be re-appointed at the Board's discretion. Elected committee members shall serve for a two (2) year term, renewable twice, beginning at the Annual General Meeting at which they are elected and ending at the next Annual General Meeting.

- 17.4.2 The Nominating Committee will meet at least once per year. Meetings of the Nominating Committee can be held face-to-face, via teleconference or via other electronic means at the Nominating Committee's discretion
- 17.4.3 Three (3) members of the Committee, one (1) of whom shall be the Chair, shall constitute a quorum.
- 17.4.4 The Committee shall establish and abide by Terms of Reference which shall be approved by the Board of Directors.

## **18. SECTIONS**

- 18.1 Sections shall report to the Board.
- 18.2 Sections may be established to represent the interests of the physicians practicing in a particular branch of medicine by submitting an application to the Board.
- 18.3 Application for recognition as a Section shall be sponsored by no fewer than twenty-five (25) Members and the application shall be presented to the Board not less than three (3) months before the scheduled Board meeting at which the application is to be considered.
- 18.4 The Board may combine, subdivide or discontinue such sections at its discretion and shall so notify the Members accordingly in an official publication of the Association.
- 18.5 Each Section so established shall serve as a forum for the interchange of ideas and the development of policies and goals for consideration by the Board regarding areas of specific interest.
- 18.6 Terms of reference for Sections shall ordinarily be prepared by each Section Chair and shall be submitted to the Board for approval.
- 18.7 Chairs of all Sections, except for the Resident Section shall be elected by the Members of the respective Section and shall serve a two (2)-year term, subject to re-election. The Chairs of all sections, in addition to being elected as Chairs of the Section, also



become voting  
Directors of the Association.

- 18.8 A Section shall not publicly enunciate any policy or position on behalf of the Association without first consulting with and obtaining the approval of the Board.
- 18.9 The Chair of each Section shall report at least annually by providing a written report to the Board prior to each Annual Meeting. At the discretion of the Board, such report may be delivered verbally at the Annual Meeting or published in an official publication of the Association.
- 18.10 Sections shall be funded in whole or in part, where necessary, by such sponsorships or grants as the Board may approve upon written submission by such sections of a budget for their activities. Sections will work with staff of the Association when seeking funds. The Association shall not be liable for any expense incurred or obligations undertaken by sections without the prior approval of the Board.

**19. CONFLICT OF INTEREST**

Directors, Officers, Committee members and Section members are bound to act honestly, in good faith and in the best interests of the Association and to adhere to the Articles, By-Laws, rules, regulations, codes of conduct and policies of the Association when engaged in any activities with or for the Association. Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately.

**20. BOOKS AND RECORDS**

The Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and properly kept.

**21. MINUTES OF BOARD OF DIRECTORS (AND EXECUTIVE COMMITTEE)**

The minutes of the Board (and the minutes of the Executive Committee) shall be available to the general membership of the Association at the discretion of the Board, but shall always be available to the members of the Board, each of whom shall receive a copy of such minutes.

**22. EXECUTION OF DOCUMENTS**

- 22.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) of the Directors, Officers and/or Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- 22.2 The Board shall have power from time to time by resolution to appoint an Officer or Officers or the Executive Director on behalf of the Association to sign specified contracts, documents and instruments in writing.

22.3 The Board may give the Association'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 Association.

22.4 The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

**23. FINANCIAL YEAR**

Unless otherwise ordered by the Board, the financial year end of the Association shall be December 31<sup>st</sup> of each year.

**24. AUDITORS**

24.1 An auditor or auditors shall be appointed by the Board and the Members shall be notified at each Annual General Meeting of the Association to audit the accounts and annual financial statements of the Association for report to the Members at the next Annual General Meeting.

24.2 The auditor shall hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the auditor.

**25. BANKING**

25.1 Any one (1) of such Officers, employees or agents appointed by the Board may endorse cheques for deposit with the Association's bankers for the credit of the Association.

25.2 Any one (1) of such Officers, employees or agents so appointed by the Board may arrange, settle, balance and certify all books and accounts between the Association's bankers and the Association and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and released or verification slips.

**26. AMENDMENT OF BY-LAWS**

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Association. 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. 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.

**27. INVALIDITY OF PROVISIONS OF THIS BY-LAW**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

**28. OMISSIONS AND ERRORS**

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice..

**29. MEDIATION AND ARBITRATION**

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.

**30. DISPUTE RESOLUTION MECHANISM**

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-laws, 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-laws 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:

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

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.

**31. DISSOLUTION/LIQUIDATION**

Any property remaining on liquidation of the Association, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

ENACTED this 29th day of May, 2022

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President

A handwritten signature in black ink, appearing to read "Gemow", is written above a horizontal line. The signature is cursive and somewhat stylized.

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Witness