

BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of

THE VOCATIONAL REHABILITATION ASSOCIATION OF CANADA

BE IT ENACTED as a by-law of the Vocational Rehabilitation Association of Canada as follows:

ARTICLE 1 DEFINITIONS

- 1.1 Definitions** - In this by-law and in all other by-laws of the Association hereafter passed, unless the context otherwise requires:
- (a) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. C-23 including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;
 - (b) “**Annual Financial Statements**” means the comparative financial statements of the Association, as prescribed by the Act, the report of the Public Accountant, if any, and any further information respecting the financial position of the Association and the results of its operations required by the Articles or the 2011 By-laws;
 - (c) “**Annual Meeting**” means an annual meeting of the Members of the nature described in Section 4.1;
 - (d) “**Annual Organizational Meeting**” means the first meeting of the Board held immediately following each Annual Meeting for the purpose of appointing Officers and such other business that the Board determines appropriate to conduct;
 - (e) “**Articles**” means the articles of incorporation of the Association and any articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association from time to time in force and effect;
 - (f) “**Associate Member**” means a Member of the nature described in Section 3.2(a);
 - (g) “**Association**” means the Vocational Rehabilitation Association of Canada;
 - (h) “**Board**” means the board of directors of the Association;
 - (i) “**Board Designated Representative**” means the individual described in Section 8.5(b);
 - (j) “**By-laws**” means this by-law and all other by-laws of the Association from time to time in force and effect;

- (k) “**CAVEWAS**” means the Canadian Assessment, Vocational Evaluation and Work Adjustment Society, at the date of this By-law, being a Society;
- (l) “**Chair**” means the President or, in the President’s absence or inability or refusal to act, the President-elect, or in the President-elect’s absence or inability or refusal to act, the past-President, or if there is no President-elect or past-President, then in office, then the individual appointed by Ordinary Resolution of the Board until such time as the office of President, President-elect or past-President is filled in accordance with this By-law.
- (m) “**CCRC**” means a Canadian Certified Rehabilitation Counsellor, certified by CRCC, as such designation may be renamed from time to time;
- (n) “**Code of Ethics**” means the Association’s code of ethics of the nature described in Section 3.8;
- (o) “**Committee**” means a committee of the Board or, where the context permits, a subcommittee of such committee;
- (p) “**CRC**” means a Certified Rehabilitation Counsellor, certified by CRCC, as such designation may be renamed from time to time;
- (q) “**CRCC**” means a Commission on Rehabilitation Counsellor Certification.
- (r) “**CVE**” means a Certified Vocational Evaluator, certified by CRCC, as such designation may be renamed from time to time; “**CCVE**” means a Canadian Certified Vocational Evaluator, certifying body to be determined”
- (s) “**CVP**” means a Certified Vocational Professional, certified by CVRP, as such designation may be renamed from time to time;
- (t) “**CVRP**” means the College of Vocational Rehabilitation Professionals;
- (u) “**Declared Incapable**” means:
 - (i) an individual who has been found under any applicable law as being incapable of managing his or her property or who has been declared to be incapable by a court of competent jurisdiction; or
 - (ii) an individual in respect of whom the Association has obtained a letter from a physician who is licensed to practice medicine in one or more of the provinces or territories of Canada declaring such person to be incapable of managing property;
- (v) “**Director**” means a Member of the Board;
- (w) “**Executive Director**” means the executive director of the Association;
- (x) “**Executive Limitations**” means those guidelines set by the Board for the monitoring and measurement of the Executive Director’s or Board Designated Representative’s performance;

- (y) “**Ex-officio**” means by virtue of any office, and any such position shall be without the right to vote;
- (z) “**Fees**” means the fees described at Section 3.7;
- (aa) “**Fellow**” means an individual who has been granted the Fellowship of the Association (FVRAC) by the Board, in accordance with policies established by the Board from time to time, in recognition of the distinctive and exceptional achievements of such individual in the field of rehabilitation;
- (bb) “**Friends**” means the friends of the Association, as further described in Section 3.4;
- (cc) “**MCVP**” means Masters Certified Vocational Professional, certified by CVRP, as such designation may be renamed from time to time;
- (dd) “**meeting of Members**” means a meeting of Members and includes an Annual Meeting and a Special Meeting;
- (ee) “**Members**” means the Members of the Association, as further described in Section 3.2;
- (ff) “**Officer**” means an officer of the Association;
- (gg) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (hh) “**past-President**” means the individual described at Section 8.5(d);
- (ii) “**persons**” includes individuals, firms and corporations;
- (jj) “**President**” means the president of the Association;
- (kk) “**President-elect**” means the individual described at Section 8.5(c);
- (ll) “**Professional Member**” means a Member of the nature described at Section 3.2(b);
- (mm) “**Public Accountant**” means the person from time to time appointed pursuant to Section 16.1;
- (nn) “**Quorum**” means the minimum number of Members or Directors that must be present at a meeting of the Members or Directors, respectively, to make the proceedings of that meeting valid;
- (oo) “**RCSS**” means a Registered Community Support Specialist, as such designation is granted by VRA, and as such designation may be renamed from time to time;
- (pp) “**Registered Office**” means the office identified in Section 2.2;

- (qq) “**Rehabilitation Professional**” means any person involved in the continuum holistic rehabilitation services who holds a recognized credential from any recognized rehabilitation organization or association as approved by the Association;
- (rr) “**Retired Friend**” means a Friend of the nature described in Section 3.4(a);
- (ss) “**RRP**” means a Registered Rehabilitation Professional, as such designation is granted by VRA, and as such designation may be renamed from time to time;
- (tt) “**RVP**” means a Registered Vocational Professional, as such designation is granted by VRA, and as such designation may be renamed from time to time;
- (uu) “**Seal**” means the corporate seal of the Association upon which shall have the words “Vocational Rehabilitation Association of Canada”;
- (vv) “**Society**” means any provincial body, any group of Members from one or more provinces who join together to form a society, or a national speciality body within the field of rehabilitation that has been recognized as a society by the Association;
- (ww) “**Special Board Meeting**” means a meeting of the Board of the nature described in Section 6.5;
- (xx) “**Special Meeting**” means a meeting of Members other than an Annual Meeting;
- (yy) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (zz) “**Specified Number of Directors**” has the meaning ascribed thereto in Section 5.3(c); and
- (aaa) “**Student Friend**” means a Friend of the nature described in Section 3.4(b).

1.2 Interpretation - In the 2011 By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*. The division of this By-law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. Unless otherwise provided, each reference to an Article or a Section is to the corresponding article or section hereof. Whenever the words “**include**”, “**includes**” or “**including**” are used in this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “without limitation.”

ARTICLE 2 GENERAL

2.1 Trade Name - The Vocational Rehabilitation Association of Canada is the legal name of the Association and a registered trade name (known as VRA Canada).

- 2.2 Registered Office** - Until changed in accordance with the Act, the registered office of the Association shall be in the Province of Ontario.
- 2.3 Financial Year** - Unless otherwise approved by the Board, the financial year of the Association shall end on the 31st day of December in each year.
- 2.4 Books and Records** - The Board shall see that all necessary books and records of the Association required by the 2011 By-laws or by any applicable statute or law are regularly and properly kept.
- 2.5 Corporate Seal** - Until changed by resolution of the Board, the Seal, an impression of which is stamped in the margin hereof, shall be the seal of the Association. The custody of the Seal shall be entrusted to the Executive Director, a Board Designated Representative or another Officer who the Board may designate.

ARTICLE 3 MEMBERS AND FRIENDS

- 3.1 Membership** - Membership in the Association shall be limited to individuals who:
- (a) have paid any applicable Fees;
 - (b) have been admitted to membership in the Association by an individual designated by the Association; and
 - (c) either:
 - (i) are interested in furthering the objects of the Association; or
 - (ii) have fulfilled the requirements relating to education, references and work experience outlined in the application for membership in the Association, as amended from time to time.

The Board shall designate Members to a category of membership in the Association referred to in Section 3.2 and a Member so designated shall have the rights and responsibilities of such membership category.

- 3.2 Categories of Membership** - The categories of membership in the Association shall be as follows:
- (a) **Associate Members** - those Members who are gaining work or educational experience to qualify for their Professional Member status or those Members who have joined the Association to access networking or educational opportunities; and
 - (b) **Professional Members** - those Members who hold the designation of Fellow, RRP, RVP, RCSS, MCVP, CVP, CCRC, CRC, CVE, **CCVE**, or another designation approved by the Board from time to time.

Each category of Members shall have the rights conferred to such membership category in Section 3.5.

3.3 Friendship - Friendship in the Association shall be limited to individuals who:

- (a) have paid any applicable Fees;
- (b) have been admitted to friendship in the Association by an individual designated by the Association; and
- (c) either:
 - (i) are interested in furthering the objects of the Association; or
 - (ii) have previously fulfilled the requirements relating to work experience or current educational requirements (and are considering entering the profession) outlined in the application for friendship.

The Board shall designate Friends to a category of friendship in the Association referred to in Section 3.4 and a Friend so designated shall have the rights and responsibilities of such friendship category.

3.4 Friends - The categories of friendship in the Association shall be as follows:

- (a) **Retired Friends** - those Friends who have retired from the profession but who want to remain in touch and retain their professional status; and
- (b) **Student Friends** - those Friends who are students in post-secondary education studies in a field related to the Association, as determined through a policy of the Board.

Each category of Friends shall have the rights conferred to such friendship category in Section 3.6.

3.5 Rights of Membership - Subject to the Act (including the provisions of the Act relating to the Fundamental Changes referenced in Article 14), the rights of each category of Members shall be as follows:

- (a) **Associate Members** - Associate Members:
 - (i) shall not be entitled to vote at any meeting of Members;
 - (ii) shall not be eligible to serve on the Board; and
 - (iii) subject to Article 7, may be asked to serve as a member of a Committee.
- (b) **Professional Members** - Subject to Section 3.10(b), Professional Members shall:
 - (i) have the right to vote at all meetings of Members;

- (ii) be eligible to serve on the Board; and
- (iii) be eligible to serve as a member of a Committee.

3.6 Rights of Friendship - The rights of each category of Friends shall be as follows:

- (a) **Retired Friends** - Subject to the Act and Article 7, Retired Friends shall have the right to serve as a member of a Committee.
- (b) **Student Friends** - Subject to the Act and Article 7, Student Friends shall have the right to serve as a member of a Committee.

For greater certainty, Friends shall not be entitled to vote or speak at any meeting of Members (unless the Member is invited to speak by the Chair) nor shall they be eligible to serve on the Board.

3.7 Fees - The Fees shall be those fixed from time to time by Ordinary Resolution or a policy of the Board and shall be payable in accordance with the policies approved by the Board from time to time. Fees not paid in accordance with Board policy shall result in termination of membership or friendship in the Association by Ordinary Resolution of the Board.

3.8 Ethical Conduct and Suspension/Expulsion of Members and Friends

- (a) All Members and Friends shall comply with the Code of Ethics, which shall set out the expected conduct of Members and Friends. The Code of Ethics shall be established by Ordinary Resolution of the Board from time to time. The Code of Ethics may be amended by Ordinary Resolution of the Board from time to time, provided, however, that any material amendments to the Code of Ethics shall require the consent of the Members in order to be effective. Any complaints or concerns regarding another Member's or Friend's non-compliance with, or contravention of, the Code of Ethics, must be presented in writing to the Board to be forwarded to the Ethics and Disciplinary Committee for review.
- (b) The Board shall have authority to suspend or expel any Member or Friend for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies or codes of the Association;
 - (ii) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a Member or Friend should be expelled or suspended from membership or friendship in the Association, which in the case of a

complaint that is ethical in nature will be based on the recommendation of the Ethics and Disciplinary Committee, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member or Friend, as the case may be, and shall provide reasons for the proposed suspension or expulsion. The Member or Friend 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 Friend, as the case may be, that he or she is suspended or expelled from membership or friendship in the Association. If written submissions are received in accordance with this Section 3.8(b), the Board will consider such submissions in arriving at a final decision and shall notify the Member or Friend, as the case may be, 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 Friend, without any further right of appeal.

3.9 Transferability and Termination of Membership and Friendship - Membership and friendship in the Association is not transferable and shall lapse and terminate on:

- (a) the Member's or Friend's death, or withdrawal in accordance with Section 3.10(a);
- (b) in the case of a Member, the date on which the Member ceases to hold the designation entitling such Member to membership, or such Member otherwise ceases to meet the eligibility criteria for the membership category, as set out in Section 3.2, to which such Member has been admitted; provided that, if an Associate Member meets the requirements to become a Professional Member and wishes to change his or her membership category, such Associate Member shall not cease to be a Member, but his or her membership category shall so change;
- (c) in the case of a Retired Friend or Student Friend, the date on which that individual no longer meets the requirements set out in Section 3.4(a) or (b), respectively;
- (d) the termination of the Member's membership or Friend's friendship, as the case may be, in the Association in accordance with the Articles or the 2011 By-laws, including Section 3.7;
- (e) the expulsion of a Member or Friend in accordance with Section 3.8; and
- (f) the Association's liquidation or dissolution under Part 14 of the Act.

3.10 Withdrawal from Membership or Friendship

- (a) **Generally** - A Member or Friend wishing to withdraw from membership or friendship, respectively, in the Association may do so upon written notice to the Association. Fees shall not be refunded in whole or in part, nor carried forward.
- (b) **Temporary Withdrawal (Professional Members)** - The Association may grant a temporary hold on the membership of a Professional Member for a defined

period of time, upon the written request of the Professional Member to the Association. During the temporary hold period, the Professional Member shall be relieved of the payment of Fees but shall not lose their status as a Professional Member, except that such Member shall not have the right to vote or hold office in the Association during such period. The period of temporary withdrawal granted pursuant to this Section 3.10(b) shall not, without the consent of the Board, exceed twelve (12) months and in no event, shall exceed twenty-four (24) months. Professional Members who are requesting a hold period extending beyond twelve (12) months may be required by the Board to pay a reinstatement fee to the Association.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Annual Meetings - The Board shall call an Annual Meeting not later than eighteen (18) months after the incorporation of the Association, and thereafter, not later than fifteen (15) months after the holding of the preceding Annual Meeting but no later than six (6) months after the end of the Association's preceding financial year, at a time and place as may be designated by the Board. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements for the preceding financial year shall be presented;
- (b) vacancies on the Board shall be filled;
- (c) the Public Accountant for the ensuing year shall be appointed; and
- (d) the remuneration of the Public Accountant shall be fixed or provision shall be made for such remuneration to be fixed by the Board, as contemplated by Section 16.3.

A copy of the Annual Financial Statements shall be sent to the Director appointed by the Minister to exercise the powers of the Director under the Act at least twenty-one (21) days before the date fixed for the Annual Meeting.

4.2 Special Meetings - The Board, the President, the President-elect or the past-President shall have the power to call, at any time, a Special Meeting to address matters that are appropriate to come before the Members, as determined by the Board or the application of the Act, the Articles or this By-law. In addition, the Board shall call a Special Meeting on written requisition of Members holding five percent (5%) of the votes that may be cast at the meeting of Members sought to be held. Special Meetings shall be held at a time and place as may be designated by the Board.

4.3 Notice of Members' Meetings

- (a) Written notice of the time and place of all meetings of Members shall be given to each Director, the Public Accountant, each Friend, and each Member whose name is entered in the register of Members at the close of business on the record date

for notice (which shall be thirty (30) to sixty (60) days before the date of the meeting) or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given.

- (b) For the purpose of this Section 4.3, notice shall be given as follows:
 - (i) by mail, courier or personal delivery to each person entitled to attend such meeting, during a period of thirty (30) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each person entitled to attend such meeting, during a period of thirty (30) to thirty-five (35) days before the day on which the meeting is to be held; provided that a Member may request that the notice be given to such Member by non-electronic means.
- (c) Notice of a Special Meeting shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting.
- (d) Notice of any meeting of Members shall remind the Member that he or she has the right to vote by proxy.

4.4 Waiver of Notice - Any person who is entitled to notice of a meeting of Members may waive notice either before or after the meeting, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.5 Chairing Meetings - The Chair shall be the chair at all meetings of the Members. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.

4.6 Persons Entitled to be Present - The only persons entitled to attend meetings of Members shall be the Members, the Public Accountant, Friends and any other persons who are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the Members entitled to vote thereat. For greater certainty, only Members will have the right to speak at such meetings although others present at such meetings in accordance with the Act or the Articles or the 2011 By-laws shall be allowed to speak with the consent of the meeting.

4.7 Quorum - Twenty-five (25) Members present in person or by proxy and entitled to vote shall constitute a Quorum at any meeting of Members. No business shall be transacted at any meeting of Members unless a Quorum is present. For greater certainty, should the number of Members present in person or by proxy at any meeting of Members fall below

the number required for a Quorum, there can be no further valid transaction of business at such Meeting until a Quorum is again present.

- 4.8 Voting** - Each Member having the right to vote on a question shall be entitled to one (1) vote on such question.
- 4.9 Votes to Govern** - At any meeting of Members, every question shall, unless otherwise required by the Act, the Articles or the 2011 By-laws, be determined by the majority of the votes of Members duly cast on the question. In the case of an equality of votes on any question presented to the Members the question shall be deemed to be decided in the negative. For greater certainty, neither the Chair nor the chair of the meeting shall have a second or casting vote.
- 4.10 Voting By Show of Hands** - Every question at a meeting of Members shall be decided in the first instance by a show of hands unless prior to or following a show of hands, the chair of the meeting determines, or a majority of Members present and entitled to vote thereat resolve, to vote on the matter by ballot, in which case Section 4.11 shall apply. Whenever a vote by show of hands or a ballot in accordance with Section 4.11 shall have been held upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the results of the vote so taken shall be the decision of Members upon the said question.
- 4.11 Ballot** - If a ballot is required or demanded, the ballot shall be held in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.
- 4.12 Absentee Voting** - Subject to compliance with the Act, in addition to voting in person in accordance with Sections 4.10 and 4.11, Members shall be entitled to vote by proxy. At any meeting of Members, a proxy holder, who need not be a Member, who has been duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting and other rights that such Member appointing him or her would be entitled to exercise if present at that meeting. A proxy shall be in writing and executed by the Member. A proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called to which the proxy pertains, or at such earlier time and in such manner as the Board may prescribe. The Association must provide Members entitled to vote at the applicable meeting of Members with a form of proxy (which, for greater certainty, shall conform to the requirements of the Act) at least thirty (30) days before the Meeting at which the proxy is to be used. Proxies must be filed at the Registered Office at least ten (10) calendar days prior to the meeting of Members at which the proxy is to be used.
- 4.13 Written Resolution in Lieu of Meeting** - Subject to the provisions of the Act, a resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-law relating to meetings of Members.

ARTICLE 5 DIRECTORS

5.1 Authority and Responsibility - Subject to the Act, the Articles and the 2011 By-laws, the Board shall manage or supervise the management of the activities and affairs of the Association.

5.2 Qualifications - In order to serve as a Director, an individual must:

- (a) a Canadian citizen and/or a permanent resident of Canada;
- (b) be 18 years of age or older;
- (c) not be Declared Incapable;
- (d) not be an undischarged bankrupt;
- (e) have provided the Association with a current, “clear” Police Records check (which includes a check of the Royal Canadian Mounted Police (RCMP) national Canadian Police Information Centre (CPIC)); and
- (f) except for up to three (3) individuals who may bring diverse professional expertise to the Board from time to time, be a Professional Member.

5.3 Board Composition

- (a) The number of Directors within the minimum and maximum numbers provided for in the Articles, shall be fixed at twelve (12) provided, however, that if there is no past-President or President-elect then in office or proposed to be elected at an Annual Meeting in any year, as contemplated by Section 5.3(a)(iv), the number shall be fixed at eleven (11). Such Directors, subject to Sections 5.3(c) and 5.9, shall be elected by the Members from the slate of candidates put forth by the Nominations Committee at each Annual Meeting (having consideration to the terms of office set forth in Section 5.4). The slate of candidates shall include but not necessarily be limited to:
 - (i) one (1) individual who has been recommended to the Nominations Committee by each of the Societies or, if no recommendation is provided by a Society, an individual who has been recommended by the Nominations Committee (for greater certainty, the number of individuals so recommended will be equal to the number of Societies, unless one or more Societies);
 - (ii) two (2) individuals who are members of CVRP, one (1) of whom has been recommended to the Nominations Committee by CVRP and one (1) of whom is recommended to the Nominations Committee by VRA;

- (iii) one (1) individual who the Nominations Committee will recommend to the Board for the office of President in the event that such individual is elected as a Director; and
 - (iv) the past-President; provided, however, that in the event that: (i) there will be no past-President for the term following the Annual Meeting at which such election will occur; and (ii) the President's term will not be extended beyond the current two (2) year term, the slate of candidates shall include one (1) individual who the Nominations Committee will recommend to the Board for the office of President-elect in the event that such individual is elected as a Director;
- (b) the Members are empowered to change such number of Directors from time to time within such minimum and maximum numbers or delegate those powers to the Directors; provided that no decrease in the number of Directors shall shorten the term of an incumbent Director; and
- (c) subject to the terms of the Articles, the Board may increase the number of Directors between the Annual Meetings within the minimum and maximum numbers by an amount that does not exceed one-third of the number of Directors elected at the previous Annual Meeting; provided that any Director so appointed shall hold office for a term expiring not later than the close of the next Annual Meeting. The number of Directors so in office at the conclusion of an Annual Meeting, as the same has been increased from time to time pursuant to this Section 5.3(c), if at all, is referred to as the “**Specified Number of Directors**”.

5.4 Term of Office

- (a) Unless otherwise provided in the Articles and the 2011 By-laws, including in Sections 5.4(b)-(e) below, each Director:
- (i) shall be elected to hold office until the first (1st) Annual Meeting after such Director is elected, at which time, such Director shall retire as a Director unless he or she is eligible to serve as a Director and is re-elected; and
 - (ii) shall be entitled to serve for six (6) consecutive terms, unless such individual has been elected to serve for a two (2) year term pursuant to this Section 5.4, in which case such individual shall be entitled to serve for up to three (3) consecutive two year terms, such that no individual shall be eligible to serve as a Director for a longer consecutive time than the period ending on the date of the sixth annual meeting after the individual was first elected. In either case, any such individuals will again become eligible to serve as a Director for one (1) additional term after a two (2) year absence from the Board.
- (b) In the event that a Director will also serve as the President, he or she shall be elected for a term of two (2) years, which may be extended by the Board for one (1) additional term of two (2) years.

- (c) In the event that the past-President is elected as a Director, he or she shall be elected for a term of one (1) year being the year immediately following the end of his or her term as President. The past-President shall have no right to serve a consecutive term.
- (d) In the event that a Director is also the President-elect, he or she shall be elected for a term of one (1) year being the year prior to the intended start of his or her term as President. The President-elect shall have no right to serve a consecutive term in that capacity but may succeed to the office of President and be elected as contemplated by Section 5.4(b) to that office.
- (e) In the event that an individual recommended by a Society to the Nominations Committee is elected as a Director, he or she shall be elected for a term of two (2) years, unless the Nominating Committee recommends that such individual be elected for a term of one (1) year.

5.5 Consent to Serve - An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
- (b) the individual was not present at the meeting when the election took place and:
 - (i) consented to hold office as a Director in writing before the election or within ten (10) days after the day on which the election took place; or
 - (ii) has acted as a Director after the election.

5.6 Resignation - Any Director who wishes to resign from the Board prior to the expiry of his or her term of office shall deliver a written resignation to the President and such resignation shall be effective at the time of receipt of such written resignation by the President or at the time specified therein, whichever is later.

5.7 Removal

- (a) The Members may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiry of such Director's term of office.
- (b) The Board may, by Ordinary Resolution remove a Director, before the expiration of his or her term:
 - (i) if the Director fails to meet the qualifications set forth in Section 5.2;
 - (ii) if the Board determines that the Director has violated the 2011 By-laws or any policies of the Board or the Association; or
 - (iii) if the Director has been absent from two (2) consecutive Board meetings without reason deemed by the Board, in its sole discretion, to be adequate.

Where a Director has been absent from two (2) consecutive Board meetings, the Board shall determine, by Ordinary Resolution, to either:

- (A) excuse such absences by the Director, in which case the Director will continue to serve on the Board; or
- (B) remove the Director, in which case the resulting vacancy will be filled in accordance with Section 5.9.

5.8 Vacation of Office - The office of a Director shall automatically be vacated when such Director:

- (a) dies, or resigns in accordance with Section 5.6
- (b) is removed from office in accordance with Section 5.7; or
- (c) ceases to meet the qualifications for being a Director set out in Section 5.2.

5.9 Vacancies

- (a) If a majority of the Specified Number of the Directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors, if such Directors determine it appropriate (except for vacancies resulting from a failure to elect the minimum number of Directors provided for in the Articles). In the event that the Director causing the vacancy was recommended to such office by a Society or CVRP to the Nominations Committee, the Board shall consider the recommendations of such Society or CVRP, respectively, in filling the vacancy pursuant to this Section 5.9(a).
- (b) If there is not a majority of the Specified Number of Directors in office, or if there has been a failure to elect the minimum number of Directors provided for in the Articles, the remaining Directors shall forthwith call a Special Meeting to fill the vacancies, provided that if the Directors fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Member.

5.10 Remuneration of Directors and Officers - No Director or Officer shall receive any remuneration for duties performed on behalf of the Association with the exception of the Executive Director, the Board Designated Representative or other individuals hired by the Board. Directors and Officers may be reimbursed for reasonable expenses incurred while performing their duties. Nothing herein shall be construed to prevent any Director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings - Except as otherwise required herein or by law, the meetings of the Board may be held at any time and place to be determined by the Directors.

- 6.2 Number of Meetings** - There shall be a minimum of four (4) meetings of the Board per year or such greater number of meetings as is determined, from time to time, by the Board. An Annual Organizational Meeting shall be held as soon as practical following the Annual Meeting.
- 6.3 Calling of Meetings** - Subject to Section 6.5, Board meetings may be formally called by the President, past-President, President-elect, Executive Director or a Board Designated Representative.
- 6.4 Regular Meetings** - The Board may, by resolution, establish the date, time and place of regular meetings of the Board (“**Regularly Scheduled Meetings**”). A copy of such resolution or a list of such dates, time, and places shall be sent to each Director promptly following the passage of such resolution. With the exception of meetings at which the matters referred to in Section 6.7 are to be discussed, thereafter no other notice in respect of a Regularly Scheduled Meeting will be required to be sent.
- 6.5 Special Board Meetings** - The President shall call a Special Board Meeting:
- (a) at any time and place specified in a written demand of at least a majority of Directors; and
 - (b) in matters of urgency.
- Notice of any Special Board Meeting must state the nature of the business to be transacted at such meeting and no other business may be considered at that meeting. For greater certainty, unless waived by the Directors in accordance with Section 6.8, notice of a Special Board Meeting must comply with Sections 6.6 and 6.7.
- 6.6 Notice of Directors’ Meetings** - Subject to the provisions of Section 6.4 (Regularly Scheduled Meetings), notice of meetings of the Board shall be given by mail, pre-paid delivery, telephone, fax, e-mail or other means of recorded electronic communication to each Director not less than five (5) days before the meeting is to take place or shall be mailed to each Director not less than ten (10) days before the meeting is to take place.
- 6.7 Content of Notice** - A notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of Directors shall provide notice of any of the following matters to be dealt with at the meeting. A resolution to:
- (a) submit to the Members any question or matter requiring the approval of Members;
 - (b) fill a vacancy among the Directors or in the office of the Public Accountant (or, if the Board is at any time given the power to appoint additional Directors between Annual Meetings, a decision to appoint additional Directors);
 - (c) issue debt obligations except as previously authorized by the Directors;
 - (d) approve the Annual Financial Statements; or

- (e) adopt, amend or repeal any By-laws.
- 6.8 Meetings without Notice** - A meeting of the Board may be held at any time and place without notice if all Directors who are present, and all those who are not present, either before or after the meeting, waive notice thereof. Attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. No notice is required to be given in order to conduct business at an Annual Organizational Meeting, provided that a Quorum is present.
- 6.9 Attending by Teleconference** - If all of the Directors present at or participating in the meeting consent, any Director may attend a meeting of the Board by teleconference so long as such means permits all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of the Committee held while a Director holds office.
- 6.10 Voting While Participating by Teleconference** - A Director participating in the meeting by teleconference in accordance with Section 6.9 may vote, and that vote may be held by teleconference, if the Association has made such means available for that purpose.
- 6.11 Chairing Meetings** - The Chair shall be the chair at all meetings of the Directors. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the Directors present and entitled to vote shall choose one of their number to be the chair of the meeting.
- 6.12 Quorum** - The presence of a majority of the Specified Number of Directors shall be necessary to constitute a Quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a Quorum is present.
- 6.13 Written Resolution in Lieu of Meeting** - A resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors. For greater certainty, a written direction from a Director to the President to affix his or her electronic signature on the resolution shall be deemed to meet the requirements of this Section 6.13.
- 6.14 Voting** - Subject to the Act, the Articles and the 2011 By-laws, any question arising at any meeting of the Board shall be decided by Ordinary Resolution. Each Director (including for greater certainty, the chair of the meeting) is entitled to exercise one (1) vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting 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 the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.

- 6.15 Casting Vote** - In the case of an equality of votes at any Board meeting, the President of the meeting shall not have a second or casting vote.
- 6.16 Persons Entitled to be Present** - The only persons entitled to attend meetings of the Directors shall be the Directors and others who are entitled or required under any provision of the Act, the Articles or the 2011 By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or the President or with the consent of the meeting. The President may invite an observer to a meeting of the Board to report on any matter of interest to the Board. Otherwise, only the Directors will have the right to speak at such meetings although others duly present at such meetings shall be allowed to speak with the consent of the meeting.
- 6.17 Code of Conduct** - The Board shall adopt, from time to time, a Code of Conduct which shall set rules of order as it deems appropriate to govern the conduct of each Board meeting; provided, however, in the event of a conflict between such Code of Conduct and one or more provisions of the Act, the Articles or the 2011 By-laws, the provisions of the Act, the Articles or the 2011 By-laws shall prevail.

ARTICLE 7 COMMITTEES

7.1 Committees

- (a) Subject to the Act, the Board shall constitute the following Committees:
- (i) a Nominations Committee;
 - (ii) an Executive Committee;
 - (iii) an Audit, Finance and Risk Management Committee; and
 - (iv) an Ethics and Disciplinary Committee.
- (b) The Board may also constitute such other Committee or Committees as it deems necessary or advisable. Directors may be responsible to assume the chair of one or more standing or special Committees during their appointment to the Board.
- (c) The Board shall have the power to disband any Committee which it creates.
- (d) Membership in each Committee shall not be restricted to persons who are Directors other than the Executive Committee, provided that the Audit, Finance and Risk Management Committee shall be composed of not less than three (3) Directors, a majority of whom are neither Officers nor employees of the Association or any of its affiliates. The Public Accountant shall be entitled to attend each meeting of the Audit, Finance and Risk Management Committee, if such Committee is established, and to call a meeting of that Committee. Any member of any such Committee may be removed from a Committee at any time at the discretion of the Board.

- (e) Subject to the Act and this By-law (including this Article 7), each Committee shall be constituted for such purpose as may be prescribed by the Board and set forth in terms of reference from time to time; provided that for greater certainty, the functions of each committee shall be advisory only. Subject to the Act and this By-law, each such Committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof.

7.2 Nominations Committees

- (a) The Board shall annually appoint a Nominations Committee which shall be comprised of three (3) Directors and shall be chaired by the past-President, or in the event that there is no past-President, an individual chosen by the Nominations Committee from among their number. The Executive Director or Board Designated Representative shall also serve as an Ex-officio Member of the Nominations Committee.
- (b) The Nominations Committee shall be charged with developing the criteria and process for nomination and election of the Board, making recommendations and nominations to the Board for appointment to the Board (including, for greater certainty, preparing the slate of nominee Directors to be presented to the Members at each Annual Meeting in accordance with Section 5.3), and reviewing succession plans for Directors.
- (c) The Nominations Committee shall have such terms of reference established from time to time by the Board.
- (d) Each Society shall appoint a nominations committee for the purpose of making nominations to the Nominations Committee.

7.3 Executive Committee - There shall be an Executive Committee composed of the following Members:

- (a) the President;
- (b) the President-elect or past-President, if any; and
- (c) four (4) other Directors.

The Executive Committee shall conduct business of the Board between Board meetings and exercise such powers are authorized by the Board.

7.4 Audit, Finance and Risk Management Committee - The Audit, Finance and Risk Management Committee shall be composed of at least three (3) Directors, a majority of whom are neither Officers nor employees of the Association or any of its affiliates. The Audit, Finance and Risk Management Committee shall be chaired by an individual who is a Director. The Audit, Finance and Risk Management Committee shall be responsible for reviewing and approving, for presentation to the Board:

- (a) the Corporation's annual budget;
- (b) any amendment to the Corporation's annual budget;
- (c) any service contracts with a value of \$5,000 or greater; and
- (d) any budget variance with a value of \$5,000 or greater.

7.5 Ethics and Disciplinary Committee - The Ethics and Disciplinary Committee shall be responsible to ensure that the Code of Ethics reflects the ethical needs of a diverse, interdisciplinary membership of the Association and its range of practice in serving the rehabilitation needs of persons with a disability. The Ethics and Disciplinary Committee shall also be responsible for hearing and investigating complaints regarding Members.

7.6 Special Committees - The Board, in compliance with its governance policy model, may appoint special Committees and task forces as deemed necessary or required from time to time and whose Members will hold their offices at the will of the Board. The Directors shall determine the duties of such special committees and may, by Ordinary Resolution, fix the remuneration, if any, to be paid to the Members of such committees.

ARTICLE 8 OFFICERS

8.1 Officers - The following shall be the Officers:

- (a) the President;
- (b) the President-elect or in the absence of a President-elect, the past-President, and in the absence of both a President-elect and past-President, the chair of the Audit, Finance and Risk Management Committee; and
- (c) such other Officers as the Board from time to time determines;

each of whom shall be a Director.

The Executive Director, or in the absence of an Executive Director, the Board Designated Representative, shall be an Ex-officio Officer.

8.2 Term of Office

- (a) Subject to Section 8.2(c), Officers shall be appointed by the Board at each Annual Organizational Meeting.
- (b) In the event that the Nominations Committee has recommended an individual as the President or President-elect and such individual has:
 - (i) been elected to the Board, the Board shall appoint such individual to the office of President or President-elect, respectively; and

- (ii) has not been elected to the Board, the Board shall appoint a President or President-elect, as the case may be, from among the Directors.
- (c) Officers shall remain in office for a one (1) year term expiring at the Annual Meeting next following their appointment, or until his or her successor is elected or appointed, subject to the following exceptions: (a) the President-elect and past-President shall serve a term of one (1) year expiring at the Annual Meeting next following their appointment, and shall not remain in office until their respective successor is elected or appointed; and (b) the President shall remain in office for a two (2) year term expiring at the 2nd Annual Meeting after his or her appointment or until his or her successor is elected or appointed. The Board may choose to extend the President's term of office for a further two (2) years, provided that such Officer's term of office shall automatically expire when such Officer ceases to be a Director. The Board shall at the Annual Organizational Meeting on or about the 1st anniversary of the President's appointment, decide whether to approve the extended term of the President. Except as provided for in this Section 8.2, an Officer shall not remain in the same office for more than two (2) consecutive years.
- (d) In the event that the Board chooses to extend the President's term pursuant to Section 8.2(c), the President must notify the Board sixteen (16) months prior to the expiry of his or her first two (2) year term if he or she will not serve such extended term in order for the Board to commence the search process for a President-elect.

8.3 Removal - An Officer may be removed by Ordinary Resolution of the Board prior to the expiration of his or her term, without prejudice to such Officer's rights under any employment contract or at law.

8.4 Resignation - An Officer may resign from his or her office by delivering a written resignation to the Chair, which resignation shall be effective at the time it is received by the Chair, or at the time specified in the resignation.

8.5 Duties of Officers - Subject to the provisions of the Act, the duties of the Officers shall be such as their title by general usage would indicate, noting the following:

- (a) the President shall assure the integrity of the Board's processes and, where appropriate, represent the Board to outside parties. The President is the only Director authorized to speak for the Board. The President shall call and chair Board meetings and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an Ex-officio member of all Committees;
- (b) the Executive Director, or Board Designated Representative, as determined by the Board from time to time, shall be responsible for the management and operation of the Association in accordance with the Board's policies and within the Executive Limitations. The Executive Director and the Board Designated Representative shall be subject to the terms and conditions of their employment;

- (c) the President-elect shall be that individual designated by the Board to be the next serving President; and
- (d) the past-President shall be the individual who last served as the President.

In the President's absence, disability or refusal to act, the President-elect or past-President will, successively, assume the duties of the President. The President-elect or the past-President will also perform those duties as may be required by law, such as the title would indicate, or as assigned by the Board from time to time.

- 8.6 Variations of Powers and Duties** - The Board may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.
- 8.7 Vacancies** - In the event that the office of the President becomes vacant, such office shall be filled by the past-President or the President-elect. In the event that the offices of the past-President and the President-elect are vacant, the Board shall, by Ordinary Resolution, appoint a Director to the office of the President until the next regular election of Officers.
- 8.8 Agents and Attorneys** - The Association, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE 9 PROTECTION OF DIRECTORS AND OFFICERS

- 9.1 Limitation of Liability** - Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Association arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Association are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.
- 9.2 Indemnity** - Subject to the limitations contained in the Act, but without limiting the right of the Association to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Association shall, from time to time and at all times,

indemnify each Director or Officer or former Director or Officer (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects), or another individual who acts or acted at the Association's request as a Director or an Officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Association 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 Association's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

9.3 Advance of Costs - The Association may advance money to a Director, an Officer or other individual for the costs, charges and expenses a proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 9.2(a) or (b).

9.4 Insurance - The Association may purchase and maintain insurance for the benefit of an individual referred to in Section 9.3 against any liability incurred by the individual in the individual's capacity as a Director or an Officer, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity or unincorporated Society, if the individual acts or acted in that capacity at the Association's request.

9.5 Indemnities Not Limiting - The provisions of this Article 9 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

ARTICLE 10 DISCLOSURE OF INTEREST

10.1 Compliance with By-law and Conflict of Interest Policy - All Directors and Officers shall comply with this Article 10 and with the conflict of interest policy established by the Board from time to time.

10.2 Disclosure of Interest - A Director or an Officer shall disclose to the Association, in writing or by requesting to have it entered into the minutes of meetings of the Directors or of Committees, the nature and extent of any interest that the Director or Officer has in the material contract or material transaction, whether made or proposed, with the Association, if the Director or Officer:

- (a) is a party to the contract or transaction;

- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

10.3 Time of Disclosure for Director - The disclosure required by Section 10.2 shall be made, in the case of a Director:

- (a) at the meeting at which the proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in Section 10.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after the contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in the contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

10.4 Time of Disclosure for Officer - The disclosure required by Section 10.2 shall be made, in the case of an Officer who is not a Director:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after the contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in the contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

10.5 Time of Disclosure for Director or Officer - If the material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Association's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after he or she becomes aware of the contract or transaction, disclose in writing to the Association, or request to have entered in the minutes of the meetings of Directors or of Committees, the nature and extent of his or her interest.

10.6 Voting - A Director who is required to make a disclosure under Section 10.2 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) is for indemnity or insurance pursuant to Article 9; or
- (b) is with an affiliate, as such term is understood for the purposes of the Act; or

- (c) relates primarily to the director's remuneration as a director, an officer, an officer, an employee, an agent or a mandatory of the corporation or an affiliate.

10.7 Continuing Disclosure - For the purposes of this Section, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 10.2(b) or (c);
- (b) the Director or Officer has a material interest in the party; or
- (c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

10.8 Access to Disclosures - The Members may examine the portions of any minutes of meetings of Directors or any minutes of meetings of Committees that contain disclosures contemplated by Section 10.2, and of any other documents that contain those disclosures, during the Association's usual business hours.

10.9 Avoidance Standards - A contract or transaction for which disclosure is required under Section 10.2 is not invalid, and a Director or Officer is not accountable to the Association or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a Quorum existed at the meeting of Directors or of a Committee that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with Section 10.2;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Association when it was approved.

For greater certainty, Directors who declare a conflict interest shall nonetheless be counted towards Quorum for the meeting of Directors or a Committee that the relevant contract or transaction that gave rise to the conflict of interest was considered so long as the Director has disclosed his or her interest in accordance with this Article 10.

ARTICLE 11 SOCIETIES

11.1 Formation of a Society - It is recognized that Societies are an important means to accomplish the mission and vision of the Association. The Association may set operational procedures for the establishment and dissolution of Societies.

11.2 Dissolution of a Society - Subject to applicable law and the by-laws of a Society, in the event that a Society is dissolved, all right, title and interest of such Society in and to the property and assets of the Society shall revert to the Association.

ARTICLE 12 CONFIDENTIALITY

12.1 Confidentiality - All Directors and Officers shall comply with the confidentiality policy established by the Board from time to time.

ARTICLE 13 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

13.1 Signatories

- (a) Subject to Section 13.1(b), contracts in the ordinary course of the Association's operations (i.e. those already contemplated in the Association's budget), may be entered into by the Executive Director or a Board Designated Representative. Otherwise, contracts, documents or any instruments in writing requiring a signature of the Association shall be signed by any two (2) Officers and all such contracts, documents or instruments so signed shall be binding on the Association without any further authorization or formality. The Board shall have the power from time to time, by way of Ordinary Resolution, to appoint a Designated Board Representative, an Officer(s) or a Director on behalf of the Association to sign specific contracts, documents or instruments.
- (b) Any document which, if executed, would impose an obligation on the Association of greater than \$5,000 shall require the prior approval of a member of the Audit, Finance and Risk Management Committee who is also a Director or an Officer, in order to be valid.
- (c) The Seal, when required, may be affixed to contracts, documents and instruments in writing signed by any Officer(s) appointed by Ordinary Resolution of the Board.

13.2 Facsimile Signatures - The signatures of any person authorized to sign on behalf of the Association, may, if specifically authorized by resolution of the Board, be written, printed, scanned, stamped, engraved, lithographed or otherwise electronically or mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

13.3 Banking - Any two (2) Officers, employees or agents may:

- (a) endorse cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for deposit" only with the banks of the Association; and

- (b) 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 forms of settlement of balances and releases of verification slips;

provided however, that in the event that any action proposed to be taken pursuant to Section 13.3(a) or (b) is greater than \$5,000, such action must also be pre-approved, in writing, by: (i) a member of the Audit, Finance and Risk Management Committee who is also a Director or an Officer; or (ii) the Public Accountant, and the Board must be notified of such action at the next Board meeting.

13.4 Borrowing - Subject to any limitations set out in the Articles or the 2011 By-laws, the Board may, from time to time, without authorization of the Members:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

13.5 Board Delegation - From time to time the Board may authorize any Director, Officer or Committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

ARTICLE 14 FUNDAMENTAL CHANGES

14.1 Amendment of Articles or By-law – Pursuant to the provisions of the Act and notwithstanding any provisions in the 2011 By-laws to the contrary, a Special Resolution of the Members is required to make any amendment to the Articles or the 2011 By-laws of the Association to:

- (a) change the Association's name;
- (b) change the province in which the Association's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Association may carry on;
- (d) create a new class or group of Members;

- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) subject the provisions of the Act, increase or decrease the number of - or if the minimum or maximum number of - directors fixed by the Articles;
- (j) change the statement of the purpose of the Association;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- (l) change the manner of giving notice to the Members entitled to vote at a meeting of Members;
- (m) change the method of voting by the Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

14.2 Class Vote - If at any time there shall be more than one class or group of Members, the requirements set out in the Act regarding class voting shall apply, whether or not such class or group of Members otherwise have the right to vote pursuant to the Articles or By-laws, as applicable.

14.3 Continuance - Subject to the provisions of the Act and notwithstanding any provisions in the 2011 By-laws to the contrary, the Association may apply for the continuance under the laws of another jurisdiction, if:

- (a) an application for continuance of the Association is authorized by the Special Resolution of the Members; and
- (b) the Association establishes to the satisfaction of the director appointed by the Minister to exercise the powers of the director under the Act that its proposed continuance in the other jurisdiction will not adversely affect creditors or Members.

ARTICLE 15 NOTICE

15.1 Procedure for Sending Notices - Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the Act, the 2011 By-laws or otherwise, to a Member, Director or Public Accountant shall be sufficiently given if

sent to the principal address of the applicable person as last shown in the Association's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received on the fifth day after mailing (excluding each day during which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The Chair may change or cause to be changed the recorded address of any Member, Director or Public Accountant in accordance with the information believed by him or her to be reliable.

- 15.2 Undelivered Notices** - If any notice given to a Member pursuant to Section 15.1 is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notice to such Member until such Member informs the Association in writing of such Member's new address.
- 15.3 Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.
- 15.4 Waiver of Notice** - Any Member, Director, member of a Committee or Public Accountant may waive any notice required to be given to such person under any provision of the Act, the 2011 By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- 15.5 Error or Omission in Notice** - No error or omission in giving notice of any meeting or adjourned meeting of Members, Directors or Committee to any Member, Director, member of any Committee or the Public Accountant, no non-receipt of the notice by any such person where the Association has provided notice in accordance with the 2011 By-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat, and any Member or Director may ratify, approve and confirm any or all proceedings taken thereat.
- 15.6 Certification re: Delivery** - The statutory declaration of the Chair or of any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

ARTICLE 16 PUBLIC ACCOUNTANT

- 16.1 Public Accountant** - The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The Directors may, if a Quorum of the Directors is then in office, fill any vacancy in the office of Public Accountant arising between Annual Meetings.

- 16.2 Qualification** - The person or firm appointed as a Public Accountant shall not be a Director, an Officer or an employee of the Association, or a business partner or employee of any such person, but shall: (a) be a Member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the Act; and (c) be independent, within the meaning of the Act, of the Association, its affiliates, the Directors and Officers, and the directors and officers of the affiliates.
- 16.3 Remuneration** - The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members or, by the Board if it is authorized to do so by the Members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

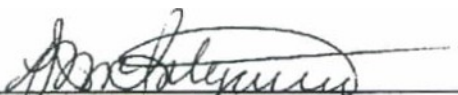
ARTICLE 17 ANNUAL FINANCIAL STATEMENTS

- 17.1 Statutory Requirements** - The Association may, instead of sending copies or a summary of the Annual Financial Statements to the Members, notify the Members that the Annual Financial Statements are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.


ARTICLE 18 BY-LAWS

- 18.1 By-laws, Amendment or Repeal** - Unless the Act, the Articles or the 2011 By-laws otherwise provide, the Directors may, by Ordinary Resolution, make, amend or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board. If the 2011 By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, 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 by the Directors to the Members at or before the next Annual Meeting or Special Meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.
- 18.2 Effect of Repeal of By-laws** - The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

MADE by the Board on the 3rd day of June, 2014.



Lesley McIntyre, President



Addie Greco-Sanchez, President-elect

CONFIRMED by the Members on the 4th day of June, 2014.



Addie Greco-Sanchez, President-elect