

CHLA-ABSC By-laws

Revised 2014

Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"**board**" means the board of directors of the Association and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"**director**" means a member of the board of directors;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**office**" refers to the position to which any director has been elected;

"**officer**" means the President, Vice-President, Secretary and Treasurer of the Association;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

2. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Association. The secretary of the Association shall be the custodian of the corporate seal.

3. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

4. Financial Year End

The financial year end of the Association shall be December 31 in each year.

5. Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

The directors of the Association may, without authorization of the members,

- i. borrow money on the credit of the Association;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

7. Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

8. Chapters

The Board of Directors may grant a charter to a prospective Chapter which meets all the requirements and obligations prescribed by the policies of the Association.

Upon the acceptance of a charter, a Chapter shall be deemed to be a part of the Association and be bound by and shall be governed in a manner prescribed by the By-laws and Governance Manual of the Association.

9. Membership Conditions

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available to persons interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Association by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and cast one vote at all meetings of the members of the Association.

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).

10. Membership Transferability

A membership may only be transferred to the Association. 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.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Omission to notify a Member, or the non-receipt of any such notice by a Member, shall not invalidate the proceedings at any General 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.

12. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings

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 a telephonic, electronic or other communication facility if the Association has a system that:

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

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.

14. Membership Dues

Members shall be notified by electronic means of the membership dues at any time payable by them and, if any are not paid within three (3) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Association. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

15. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies, or, in the case of a member that is a Association, the Association is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Association is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

17. Discipline of Members

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- c. 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 should be expelled or suspended from membership in the Association, 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 and shall provide reasons for the proposed suspension or expulsion. The member 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 that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member 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, without any further right of appeal.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may not include nominations for the election of directors at Annual Members' Meetings.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Association are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, and there is a quorum of the board, the board may select the chair of the meeting from among the board members. If there is not a quorum (pursuant to bylaw 34) of the board present, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty-five (25) members or twenty-five (25) percent of the members in good standing of the association, whichever is lesser. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions in which the chair shall abstain from voting. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote.

25. Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Association call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

27. Number of Directors

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. In the case of a soliciting Association the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Association or its affiliates.

28. Board of Directors

There shall be a Board of Directors of the Association, elected from amongst the Members in good standing, and consisting of the President, the Vice-President/President-Elect, Secretary, Treasurer, and three (3) other Directors.

29. Term of Office of Directors

Each director is elected for a two-year term, or until his/her successor is elected, with the exception of the President, Vice-President/President-Elect and the Past-President.

The President's term of office is one-year, preceded by one-year as Vice-President/President-Elect, and succeeded by one-year as Past-President for a total of three years in office.

To provide for change as well as continuity, the Board shall ensure that at least two vacancies on the Board of Directors shall become available each year. Candidates for these vacancies shall be elected through the process hereinafter provided.

A director shall be eligible for re-election immediately upon expiration of his/her term of office. No Board Member shall serve longer than two consecutive terms, with the exception of the President, Vice-President/President Elect and the Past-President.

Upon completing the three-year term as President, Vice-President/President Elect and Past President members shall be ineligible to serve in any director's office for a period of one year.

If one of the positions on the Board shall become vacant, the director shall be replaced pursuant to Bylaw 39.

30. Remuneration

Members of the Board of Directors and others as designated by the Board shall not receive any remuneration for their services. Members of the Board of Directors and others as designated by the Board may be reimbursed for such travelling and living expenses incurred in connection with the business of the Association as the Board may from time to time authorize.

31. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Association has only one director, that director may call and constitute a meeting.

32. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Association not less than 30 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be

transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

33. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

34. Board of Directors Quorum

Four (4) Members of the Board of Directors shall form a quorum at any Meeting of the Board.

35. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question with the chair abstaining from the vote. In case of an equality of votes, the chair of the meeting shall have the casting vote.

36. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

37. Appointment of Officers

Pursuant to Bylaw 28, members in good standing shall elect Officers of the Association. If one of the positions of an officer of the Board shall become vacant, the officer shall be replaced pursuant to Bylaw 39.

38. Description of Officers

The **President**, or in his/her absence the Vice-President, or in the absence of the Vice-President, any other Board Member elected thereat to do so, shall preside and act as Chair at all General Meetings of the Association, and at all Meetings of the Board of Directors. The President has the ultimate responsibility for ensuring that the affairs of the Association are conducted in good order.

The **Vice-President/President-Elect** assumes duties of the President during his/her absence or in the case of his/her resignation, and performs other duties as may be designated by the Board of Directors from time to time.

The **Secretary** shall have charge of all correspondence and records, except those relating exclusively to finance, and of all printed publications authorized or controlled by the Association; keep the Minutes of Meetings of the Association, and of the Board of Directors; notify all Members of the Association of all Annual General and Special Meetings and Conferences; notify all Members of all Committees of the Associations of all acts, orders, resolutions, votes, or other transactions of the Association affecting their membership or duties and perform such other duties as may be designated by the Board of Directors from time to time.

The **Treasurer** shall supervise the collection of, and keep on deposit the funds and securities of the Association; keep a full, correct and clear record of the financial transactions of the Association, supporting all disbursements with proper vouchers; cause a register of all Members of the Association to be maintained; see that the funds of the Association are disbursed as directed by the Board of Directors; prepare a statement duly audited by the Auditors, submit the same to the Board for presentation at the Annual General Meeting of the Association, and ensure its distribution to the membership; and perform such other duties as may be designated by the Board of Directors from time to time.

Other elected Directors of the Board may perform duties on behalf of the Association as designated from time to time upon the request of the Board of Directors.

39. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any director of the Association. Unless so removed, a director shall hold office until the earlier of:

- a. the director's successor being appointed,
- b. the director's resignation,
- c. such director ceasing to be a director (if a necessary qualification of appointment) or
- d. such director's death.

Pursuant to Bylaw 29, if the office of any director of the Association shall be or become vacant the Board shall, at its discretion, appoint one of their number to complete the term of office or hold a by-election. The procedures for a by-election shall follow those outlined in Bylaw 40.

Pursuant to Bylaw 29, the Board may, by resolution, appoint a member in good standing to any vacant office until such time as the results of a by-election for the vacant office are made known to the members. Any such appointment shall not continue past the next Annual Members' Meeting.

40. Nominations and Elections Committee

The Board shall designate a Nominations and Elections Committee with the Past-President presiding as Chair and two members in good standing. The Member(s) of the Nominations and Elections Committee shall be ineligible for nomination to any elective position during their term of appointment.

In the case of a by-election, a Nominating and Elections Committee will be appointed by the Board as soon as possible.

41. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

42. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

43. Indemnities to Directors and Others

Every Director of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, 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 whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
- ii) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

44. 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 Association 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.

45. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association 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.

46. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association 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 Association) 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 Association 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.

47. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the 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. according to subsection 197(1) (fundamental change) of the Act.