



**9327398 Canada Association
Constitution and Bylaws
(as of June 22, 2020)**

9327398 Canada Association is governed by the Canada Not-for-profit Corporations Act (NFP Act)

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ARTICLE I

1.1 Definitions

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

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- (b) **“Administrator”** means the individual who is hired to manage the 9327398 Canada Association business office.
- (c) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.
- (d) **“Association”** means 9327398 Canada Association which is referred to by the registered trade name of Canadian Association of BioEnergetic Wellness (CanBeWell).
- (e) **“Board”** means the Board of Directors of the Association.
- (f) **“By-law”** means these By-laws and any other By-laws of the Association amended and which are, from time to time, in force and effect.
- (g) **“Consensus”** means, with regard to Board Meetings, a decision arrived at as a result of a fair and open discussion where no individual who is entitled to vote at the Board Meeting objects to the matter at issue.
- (h) **“Contracts, Documents or Instruments in Writing”** means, without limitation, deeds, charges, conveyances, transfers and agreements, releases, receipts and discharges for the payment of money or other obligations.
- (i) **“Director”** means a member of the Board.
- (j) **“Majority”** means not less than 50 percent plus 1.
- (k) **“Meeting of Members”** includes an Annual General Meeting of Members or a Special Meeting of Members.
- (l) **“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 General Meeting of Members.
- (m) **“Ordinary Resolution”** means a Resolution passed by a majority of not less than 50 percent plus 1 of the votes cast on that Resolution.
- (n) **“Member in Good Standing”** means a Member, at any given time, whose Membership Fees are fully paid and current, who is abiding by these By- Laws, the Code of Conduct and Ethics, the Standards of Practice and whose Membership is not suspended or terminated.
- (o) **“Proposal”** means a proposal submitted by a Member of the Association that meets the requirements of Section 163 of the Act.
- (p) **“Regulations”** means the regulations made under the Act, as amended restated or in effect from time to time.
- (q) **“Special Resolution”** means a Resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution.

1.2 Interpretation

These By-laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) Other than as specified in Section 1.01, words and expressions defined in the Act have the same meanings when used in these By-laws.
- (b) 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, syndicate, trust, unincorporated organization and any number or aggregate of persons.
- (c) The headings used in these By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE II PURPOSE

2.1 Purpose

The purpose of the Association is to build and support the expansion of recognized Bioenergetic Wellness Disciplines in every community across Canada, and to:

- (a) Be the Canadian umbrella organization for recognized Bioenergetic Wellness disciplines
- (b) Encourage members and individuals of the public to engage in self-care strategies.
- (c) Support and encourage the availability of quality education leading to proficient Bioenergetic Wellness professionals.
- (d) Create a community that invites professionals and people of all interest levels to receive up to date information concerning recognized Bioenergetic Wellness disciplines.
- (e) Honour the historical roots from which our represented disciplines have evolved.
- (f) Work in cooperation with other organizations to facilitate our purposes.
- (g) Advocate for recognized Bioenergetic Wellness professionals with government health care providers and insurance companies.
- (h) Raise awareness of recognized Bioenergetic Wellness Disciplines with the Canadian public.
- (i) Collect and administer membership fees to accomplish the above operations.
- (j) Be a self-supporting organization.

ARTICLE III MEMBERSHIP

3.1 Membership

A person may apply to the Administrator for membership in the Association and upon acceptance is a member. Applications for Membership must include a signed copy of the relevant Code of Conduct and Ethics and documentation of recognized Bioenergetic Wellness training. To remain in good standing membership dues must be remitted yearly by the Member's anniversary date or the membership will be cancelled. There are several classes of membership:

3.2 Membership Categories:

(a) Introductory Membership

Any person who has taken an entry-level recognized Bioenergetic Wellness course that aligns with the vision and mission of the Association may apply to join the Association. The Introductory Membership is valid for one year only.

The Association agrees to provide:

- (aa) All the benefits of General Membership at a discounted rate.

(b) General Membership

Any person may join as a General Member.

The Association agrees to provide:

- (aa) A newsletter at regular intervals,
- (bb) Voting privileges,
- (cc) Listing in the Association Directory as a General member,
- (dd) Discounts on Association sponsored meetings, events, conferences and continuing education opportunities wherever possible,
- (ee) Password-protected access to Members-Only section of the Association website.

(c) Full Membership

Any person actively practicing or teaching any form of recognized Bioenergetic Wellness that supports the vision and mission of the Association, and who maintains current certification/licensing with the governing body of their chosen Discipline(s), may apply for Full Membership. Copies of relevant certificates and a signed copy of the Association Code of Ethics must be on file with the Association office.

The Association agrees to provide all the benefits of a General Member, plus the following:

- (aa) Listing in the Association Directory as a Full Member, including a detailed profile.
- (bb) Referrals of requests from the public, as appropriate.
- (cc) Full members offering workshops and classes will be able to list them on the Association website.

(d) Supporter Membership

Any person who supports the mission and vision of the Association, who may be a retired member, a member of the public, or an interested professional who wishes to contribute to the purposes of the organization.

The Association agrees to provide:

- (aa) A member newsletter at regular intervals
- (bb) Discounts on Association sponsored events and conferences
- (cc) Opportunity for voice at the AGM, but without voting privilege

(e) Lifetime Membership

The Board may choose to bestow Lifetime Membership upon an individual in recognition of extraordinary service rendered to the Association.

The Association agrees to provide:

- (aa) All of the benefits of Membership from the level at which recognized Lifetime Members were previously as a member.

3.3 Membership Dues

The Board determines membership dues which may be modified from time to time. These dues shall be in effect until the Annual General Meeting (AGM) of the Association whereupon they may be revised without changing the Bylaws. Notification of changes to membership dues shall be announced at the AGM and included in publications of the Association.

3.4 Rights and Responsibilities

It shall be the responsibility of each member to:

- (a) Uphold the Code of Conduct and Ethics as published by the Association and signed by the member.
- (b) Uphold the Standards of Practice where applicable to the member
- (c) Pay membership dues to the Association by the renewal date of the membership.
- (d) Ensure that accurate contact information is on file with the Association within thirty (30) days of any changes.

Members in good standing of all membership classes:

- (a) Have the right to speak and vote at 9327398 Canada Association membership meetings.
- (b) Are eligible for Association programs, benefits and services.
- (c) Are eligible to serve as a member of any committee.
- (d) Are eligible to apply to serve on the Board of Directors.
- (e) Are eligible to apply to serve on the Board if they have been a 9327398 Canada Association member in good standing for a minimum of two years.

3.5 Membership List

- (a) The Administrator shall maintain a list of members in good standing, together with their respective contact information. The list of Membership names is available to any member upon written request to the Administrator.

3.6 Suspension and Termination of Membership

The Membership of any person may be suspended at the discretion of the Board, and by Ordinary Resolution of the Board, or due to any of the following:

- (a) The Member fails to pay Membership Dues within thirty (30) days of being due, unless extended, with written notice, by the Administrator.
- (b) The Member fails to continue meeting the requirements for their Membership as established by these By-Laws or by the policies established by the Board from time to time;
- (c) The Member has committed a breach of these By-Laws and/or any policies established by the Board from time to time pursuant to Section 11.3;
- (d) The Member has committed a breach of the Code of Conduct and Ethics policies established by the Board pursuant to Section 8.3; or,
- (e) The Member has committed a breach of the Standards of Practice and/or policies established by the Board pursuant to Section 9.3.

The Board shall provide prior notice to the Member subject to suspension or termination, in the manner described in Section 4.3, of the Board Meeting at which the Member's suspension or termination will be considered. The Member will be provided with an opportunity to make representation on his or her behalf, at that Board Meeting. The Board retains sole and absolute discretion to determine by what means and in what manner the Member may represent themselves.

3.7 Removal from Membership

A Member may be removed from the Membership upon recommendation of the Board of Directors and/or by Ordinary Resolution of the Members at a Membership Meeting, provided that the Member subject to removal be given notice, in the manner described in Section 4.3, of both the Membership Meeting and the recommendation of their removal.

ARTICLE IV MEMBERSHIP MEETINGS

4.1 Annual General Meetings

The Directors shall call an Annual General Meeting of Members not later than six (6) months after the end of the Corporation's preceding financial year. The Annual General Meetings may be held 1) electronically, or 2) at a place within Canada, or 3) outside Canada at a place that the Directors determine.

4.2 Special Meetings

Special Meetings of Members:

- (a) May be called by the Directors, or
- (b) Shall be called by the Directors upon written request by Members carrying not less than 5 percent of the voting rights, in which case such Special Meeting shall comply with the requirements of Section 167 of the Act and Section 72 of the Regulations to agree with 4.1. Special Meetings of Members shall be held 1) electronically, or 2) at a place within Canada, or 3) outside Canada at a place that the Directors determine.

4.3 Notice to Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the Meeting by the following means:

- (a) By mail, courier or personal delivery within a period of 21 to 60 days before the day on which the Meeting is to be held; or
- (b) By telephonic, electronic or other communication facility within a period of 21 to 60 days before the day on which the Meeting is to be held.

4.4 Waiver of Notice

Any person who is entitled to notice of a Meeting of Members may waive notice.

4.5 Omission of Notice

The accidental omission to give notice as required by Section 4.3 shall not invalidate any business transacted at any Membership Meetings, unless otherwise decided by the Members in attendance at the Meeting.

4.6 Meetings by Electronic Means

Meetings of Members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting. A person so participating in a Meeting is deemed to be present at the Meeting.

4.7 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the Meeting, the Directors, and such other persons who are entitled or required under any provision of the Act, the Articles or the 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 by resolution of the Members.

4.8 Chair of the Meeting

The President, or alternately the Vice-President, shall chair the Meeting. If both the President and the Vice-President are absent, the Members who are present and entitled to vote at the Meeting shall choose a Member present to chair the Meeting.

4.9 Quorum

Unless a greater number of Members are required to be present by the Act, a quorum at any Meeting of the Members shall be 10 percent of the current Members entitled to vote at the Meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting. If a quorum is not present at the opening of a Meeting of Members, the Members present shall adjourn the Meeting to a fixed time and place and may not transact any other business.

4.10 Voting

- (a) Subject to Section 171 of the Act and the By-laws, voting at a face-to-face Meeting of Members shall be by:
 - (aa) A voice vote, or
 - (bb) A show of hands, or
 - (cc) By ballotif such is demanded by a Member entitled to vote at the Meeting. A Member may demand a ballot either before or after any vote by show of hands, and a demand for a ballot may be withdrawn.
- (b) Any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Association makes available such a communication facility.
- (c) Any person participating in a Meeting by electronic means as set forth in Section 4.6 and entitled to vote at that Meeting may vote, and that vote may be held by means of the telephonic, electronic or other communication facility that the Association has made available for that purpose.
- (d) At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by Ordinary Resolution. In case of an equality of votes the chair of the Meeting in addition to an original vote shall have a second or casting vote.

4.11 Proxy

A Member may, by means of a written proxy received by the office administrator no later than seven (7) days before the day on which the Meeting is to be held, appoint a proxy holder to attend and act at a Membership Meeting in the manner and to the extent authorized by proxy, which proxy shall terminate at the conclusion of the Membership Meeting for which the proxy holder was appointed. A proxy holder must be a Member.

4.12 Member Proposal

A Member entitled to vote at an Annual General Meeting of Members may submit a Proposal to the Association, which shall respond to the Proposal as required by section 163 of the Act.

4.13 Binding upon Membership

All Membership Meetings shall be deemed to be Meetings of the full Membership, and Resolutions adopted and approved by the Members in attendance at Membership Meetings shall be binding upon the full Membership.

ARTICLE V DIRECTORS

5.1 Duties

Subject to the Act, the Articles and any unanimous member agreement, the Directors shall manage or supervise the management of the activities and affairs of the Association.

5.2 Number

There shall be a minimum of five (5) and a maximum of twelve (12) Directors.

5.3 Qualifications

Directors shall meet all of the following qualifications:

- (a) At least eighteen (18) years of age.
- (b) An Association voting Member in good standing.
- (c) A member in good standing for a minimum of two (2) years for any Executive positions.
- (d) An individual not having the status of a bankruptcy
- (e) Shall sign, return to the Office, and abide by the Code of Conduct for Executive Directors

5.4 First Directors

The First Directors shall be those individuals that are Directors as of the date that the Association continues under the Act, with the terms for which each Director was respectively elected carrying on and being unchanged by the continuance of the Association under the Act.

5.5 Election and Terms

The Members shall elect, from the candidate list prepared by the Nominating Committee, Directors for two (2) year terms, calculated from the date of the Meeting at which the Director is elected until the second Annual General Meeting next following or until the Director's successor is elected. At each Annual General Meeting of Members, the maximum number of Directors that may be elected shall be equal to:

- (a) The number of Directors that have completed a two (2) year term; plus
- (b) The number of Directors that may still be elected, so that the resulting total number of Directors equals the maximum number of Directors stated in the Articles and in Section 5.2(a).

5.6 No Remuneration

Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, however they

- (a) May be reimbursed for reasonable expenses incurred in performing his or her duties;
- (b) Shall not be prohibited from receiving compensation for services provided to the Association in another capacity.

5.7 Vacancies

The office of a Director shall automatically be vacated:

- (a) If the Director is declared incapable by a Court in Canada or in another country;
- (b) If the Director becomes bankrupt;
- (c) If the Director fails to attend three (3) consecutive Board Meetings without good cause and unless excused by the Board, provided that such removal shall be approved by Special Resolution of the Board;
- (d) If the Director by notice in writing to the Association resigns office, which resignation shall be effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later;
- (e) If the Director is removed from office by Ordinary Resolution at a Special Meeting of Members; or
- (f) If the Director dies.

5.8 Filling Vacancies

A vacancy in the office of a Director shall be filled as follows:

- (a) A vacancy created by the removal of a Director pursuant to Section 5.7(e) may be filled at the Special Meeting of Members at which the Director is removed or, if not so filled, may be filled pursuant to Section 5.8(b).

A Director appointed or elected to fill a vacancy holds office for the unexpired term of his or her

predecessor.

- (b) A quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

If there is not a quorum of Directors or if there has been a failure to elect the minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting of Members to fill the vacancy and, if they fail to call a Meeting or if there are no Directors then in office, a Meeting may be called by any voting Member.

5.9 Committees

- (a) The Board may from time to time appoint any Committee or Committees, as it deems necessary or appropriate for such purposes and, with the exception of those matters that are prohibited from being delegated by Section 138(2) of the Act, having 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.
- (b) Any Committee member may be removed by resolution of the Board. Committee members shall serve without remuneration, and no Committee member shall directly or indirectly receive any profit from his or her position as such, provided that a Committee member may be reimbursed for reasonable expenses incurred in performing his or her duties. A Committee member shall not be prohibited from receiving compensation for services provided to the Association in another capacity.

5.10 Directors and Officers

- (a) An elected Director holds office until the conclusion of the second next Annual General Meeting of the Association, and is eligible for re-election at that meeting. For smooth transitioning between Boards, it is strongly recommended no more than half of the executive retire at any given meeting and no more than half of the Board may be composed of new Directors.
- (b) No person may accept nomination for more than one Executive position, except for combining the positions of Secretary and Treasurer. At the discretion of the Board, the Association may choose to have a combined Secretary / Treasurer position as long as there is a minimum of five (5) persons on the Board.
- (c) Any voting member may be nominated by another voting member. Nominations to the Board shall be submitted in writing to the Nominating Committee and accompanied by a short biography. The approved nominees shall be presented for election at the Annual General Meeting.
- (d) A director who resigns prior to the expiry of his/her term may nonetheless at the next Annual General Meeting following his/her resignation seek election for a full term.

5.11 Termination or Suspension

- (a) A Director may be removed by a two-thirds majority vote at any meeting of the Board of Directors, or a majority vote of members at a duly called Annual General meeting before the expiration of his or her term of office, whereupon, a successor may be elected to complete the term of office.
- (b) The Director in question shall receive seven (7) days written notice of the motion for suspension or termination prior to the meeting.

The following are grounds for termination of the term of office of any Director:

- (aa) Is absent from three consecutive meetings of Directors, without valid reason
- (bb) Is convicted of a criminal or other serious offense
- (cc) Fails to observe the Constitution and Bylaws, purposes and policies of the Association
- (dd) Fails to abide by the Association's Code of Conduct

5.12. Proceedings of Directors

- (a) The elected Board shall consult with, and represent all members of the Association. The Board shall work as a team to ensure Association purposes are achieved.
- (b) Each Director shall sign and provide to the Administrator a copy of the Code of Conduct for Directors.
- (c) All Directors are expected to attend all meetings, to be familiar with the Constitution and Bylaws, to carry out their duties as described, and to abide by the Code of Conduct for Directors.
- (d) The Administrator shall maintain both electronic and paper copies of all written materials pertaining to the functioning of the Association Board, to include, but not limited to, these Bylaws, Meeting Minutes, Codes of Ethics, and Codes of Conduct. These official materials may be made available to new incoming

Directors within 15 days following the date on which they assume their new position. In addition, they shall be made available to all Directors upon request.

- (e) Meeting Agendas will be submitted by the President after accepting input from other Directors and the Administrator. An agenda shall be distributed to the Board at least three (3) days prior to each meeting. Every agenda will allow "Other Business" to be discussed if time permits, or postponed until the next meeting.

5.13 Code of Conduct for Directors

- (a) Open discussion is encouraged, but orderly conduct and respect for alternate points of view is mandatory for all Directors.
- (b) All Directors must refrain from influencing any matter before the Association in which they or their families have a pecuniary interest and are therefore in a conflict of interest. A concern raised by any member of the Association regarding a conflict of interest or a perceived bias on the part of a **Director** shall be referred to the Ethics Committee for a ruling should the **Director** in question not voluntarily step aside.
- (c) Any Director with access to member names, addresses, telephone numbers and any personal information must respect confidentiality and should only use this information for the purposes for which it was intended.
- (d) A Director who is approached with a concern relating to an individual is in a privileged position and must treat such a discussion with discretion protecting the confidentiality of the people involved.
- (e) A member who accepts a position as Director or Administrator will:
 - (aa) Uphold the Constitution and Bylaws, Policies and Procedures, of the Association
 - (bb) Behave in an orderly fashion
 - (cc) Perform his/her duties with honesty and integrity and meet agreed upon deadlines on projects
 - (dd) Ensure that the well-being of all members is the primary focus of all decisions
 - (ee) Respect the rights of all individuals
 - (ff) Encourage, support and provide information to members
 - (gg) Strive to be informed and only pass on information that is reliable and correct
 - (hh) Respect all confidential information
 - (ii) Not benefit financially from any activity organized by the Association, except when agreed upon by a majority vote at Board, Special or Annual General Meetings
 - (jj) Regularly attend all meetings
 - (kk) Breaching the Code of Conduct for Directors may be cause for removal from the Board. This would be undertaken as a Resolution to **rescind** their election and it may be carried out by:
 - (i) A two-thirds majority vote of the Board, or
 - (ii) A majority vote of members at a duly called Annual General Meeting. The Director in question shall receive seven (7) days written notice of the motion prior to the meeting.

ARTICLE VI BOARD MEETINGS

6.1 Annual Board Meetings

Board Meetings shall be held at least annually on such date and at such place as may be determined by the Board by Ordinary Resolution. Directors shall use their reasonable best efforts to attend all Board Meetings in person.

6.2 Quorum

A quorum is legally required for any Board business to be transacted. Subject to the Articles, a majority of the number of Directors constitutes a quorum at any meeting of Directors and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors

6.3 Location of Meeting

- (a) electronically, or at any physical location within or outside Canada.
- (b) entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Board Meeting. A person so participating in a Board Meeting is deemed to be present at the Board Meeting.

6.4 Voting

- (a) Each Director is authorized to exercise one (1) vote. The Board shall endeavour to reach decisions by Consensus. However, in the event that no Consensus is reached with regard to a particular matter or question, then any Director may require that the matter or question be voted upon by the Directors.
- (b) Where a vote occurs, every question or matter shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by Ordinary Resolution. In case of an equality of votes the chairperson of the Board Meeting in addition to their original vote shall have a second or casting vote.
- (c) Any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Association makes available such a communication facility.
- (d) Any person participating in a Board Meeting by electronic means as set forth in Section 6.6 and entitled to vote at that Board Meeting may vote, and that vote may be held by means of the telephonic, electronic or other communication facility that the Association has made available for that purpose.

6.5 Notice

- (a) Board Meetings may be convened by the President, by the Vice-President, or by any two (2) Directors at any time, and when directed or authorized by any of such Officers or any two (2) Directors, the Secretary shall convene a Board Meeting.
- (b) Notice of the time and place of a Board Meeting shall be given to each Director by the following means:
 - (aa) by mail, courier or personal delivery to each Director, at least 21 days before the day on which the Meeting is to be held; or
 - (bb) by telephonic, electronic or other communication facility to each Director, at least 21 days before the day on which the Meeting is to be held.
- (c) Insufficient notice of any Board Meeting may invalidate any decisions taken at such Board Meeting.
- (d) A notice of a Board Meeting shall specify any matter referred to in Section 138(2) of the Act that is to be dealt with at the Meeting but, unless the By-laws otherwise provide, need not specify the purpose of, or the business to be transacted at the Meeting.
- (e) A Director may waive notice of a Board Meeting, and attendance of a Director at a Board Meeting is a waiver of notice of the Board Meeting, except if the Director attends a Board Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Board Meeting is not lawfully called.
- (f) A Director may attend a Board Meeting for the express purpose of objecting to the transaction of any business on the grounds that the business under consideration is not lawful or appropriate, or the Board Meeting itself is not lawfully called. For the same reason, the Director may refuse to attend the meeting.
- (g) Board Meetings may be called at any time with less than 21 days notice provided all the Directors agree to meet.

6.6 Adjournment

- (a) Any Board Meeting may be adjourned by the chairperson of the Board Meeting, with the consent of the Directors in attendance, to a fixed time and place. Notice of reconvening the Board Meeting is not required to be given if the time and place of the reconvened Board Meeting is announced at the original Board Meeting.
- (b) Any reconvened Board Meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.
- (c) The Directors who formed a quorum at the original Board Meeting are not required to form the quorum at the reconvened Board Meeting. If there is no quorum present at the reconvened Board Meeting, the original Board Meeting shall be deemed to have terminated forthwith after its adjournment.
- (d) Any business may be brought before or dealt with at any reconvened Board Meeting which might have been brought before or dealt with at the original Board Meeting in accordance with the notice calling the same.

ARTICLE VII OFFICERS

7.1 Appointment

- (a) The President, Vice-President, Secretary and Treasurer are appointed annually, following the Annual General Meeting.
- (b) The immediate first order of business of a newly elected Board is to elect its Officers.
- (c) A Director may be appointed to any office of the Association, but Executive positions (President, Vice-President, Secretary and Treasurer) must be held by a Director with a minimum of two (2) years as a member in good standing.
- (d) The Board may from time to time appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may be prescribed by the Board.

7.2 Vacancies

Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:

- (a) That Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later;
- (b) The appointment of a successor;
- (c) That Officer ceasing to be a Director if such is required pursuant to Section 7.1;
- (d) The meeting at which the Directors annually appoint the Officers of the Association;
- (e) That Officer's removal; or,
- (f) That Officer's death.

7.3 Remuneration of Officers

The remuneration of all Officers appointed by the Board shall be determined from time to time by resolution of the Board, with the exception that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. All Officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

7.4 Removal of Officers

Officers shall be subject to removal by Ordinary Resolution of the Board at any time, with cause.

7.5 Duties of Officers May be Delegated

In case of the absence or inability to act of any Officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

7.6 Variation of Powers and Duties

Subject to the Act, the Articles and the By-Laws, the Board may from time to time vary, add to, or limit the powers and duties of any Officer.

7.7 President

- (a) Must have at least one (1) year of experience serving on the Association Board before acting as President.
- (b) Shall be familiar with and follow the Purposes and Bylaws of the Association.
- (c) Shall ensure decisions and actions of the Association are guided by the vision, mission, and by-laws of the Association.
- (d) Shall accept the responsibility for Duty of Care as a Director as outlined in the Act.
- (e) Shall serve as liaison for a designated committee.
- (f) Shall confirm in advance, with the Administrator, attendance at a Board meeting.
- (g) Shall be available for communication with fellow Board members between meetings.
- (h) Shall ensure that an agenda is prepared for any Board meeting and distributed according to the Bylaws.
- (i) Shall ensure written reports are received to be attached to the agenda for each meeting.
- (j) Shall chair board meetings seeking to achieve consensus on decisions, and in accordance with Sec 5.13 Code of Conduct for Directors.
- (k) Shall ensure a quorum is present before calling a meeting to order.
- (l) Shall ensure an annual projected budget is prepared and presented by Treasurer for Board approval.
- (m) Shall work with the Administrator to coordinate preparation for the AGM.

- (n) Shall chair the AGM meeting.
- (o) Shall prepare a President's Report for the AGM.
- (p) Shall maintain open communication with Association staff.
- (q) Shall be one of the three signing officers.
- (r) Shall delegate duties to the Vice President when unable to perform these duties.

7.8 Vice President

- (a) Shall be familiar with and follow the Purposes and Bylaws of the Association
- (b) Shall ensure decisions and actions of the Association are guided by the vision, mission, and by-laws of the Association
- (c) Shall serve as liaison for a designated committee
- (d) Shall accept the responsibility for Duty of Care as a Director as outlined in the Act
- (e) Shall confirm in advance, with the Administrator, attendance at a Board meeting
- (f) Shall be available for communication with fellow Board members between meetings
- (g) Shall assume the responsibilities of the President in the President's absence
- (h) Shall accept extra duties as required and assist with President's duties as required
- (i) May be one of three signing officers
- (j) May assist in preparation of the agenda for Board meetings
- (k) Shall be prepared, during prolonged absence of any Director, to carry out their duties on a temporary basis
- (l) Review and update as needed the Association Policy and Procedure Manual, supported by the Administrator

7.9 Secretary

- (a) Shall be familiar with and follow the Purposes and Bylaws of the Association
- (b) Shall ensure decisions and actions of the Association are guided by the vision, mission, and by-laws of the Association
- (c) Shall serve as liaison for a designated committee
- (d) Shall accept the responsibility for Duty of Care as a Director as outlined in the Act
- (e) Shall confirm in advance, with the Administrator, attendance at a Board meeting
- (f) Shall be available for communication with fellow Board members between meetings
- (g) Shall record the minutes of all meetings, or temporarily appoint another qualified person to do so if unable to attend
- (h) Shall prepare complete minutes, within two weeks of any meeting, and distribute them to all Board members and the Administrator
- (i) Shall ensure that copies of the approved minutes are archived in both paper and electronic form by the Administrator
- (j) May be one of three signing officers
- (k) Annually, with the Administrator, ensure that every newly elected or re-elected Director receives, signs, and returns to the Administrator a copy of the Code of Conduct for Directors and acknowledges reading the Director's Orientation documents.

7.10 Treasurer

- (a) Shall be familiar with and follow the Purposes and Bylaws of the Association.
- (b) Shall ensure decisions and actions of the Association are guided by the vision, mission, and by-laws of the Association.
- (c) Shall serve as liaison for a designated committee.
- (d) Shall accept the responsibility for Duty of Care as a Director as outlined in the Act.
- (e) Shall confirm in advance, with the Administrator, attendance at a Board meeting.
- (f) Shall be available for communication with fellow Board members between meetings.
- (g) Shall have a demonstrated ability and/or understanding of bookkeeping procedures
- (h) Shall present monthly financial report to the Board.
- (i) Shall prepare an annual projected budget with the Administrator for presentation to the Board and AGM.
- (j) Shall be one of the three Association signing officers
- (k) Shall ensure that another signing officer has access to the financial reports in the event of his/her absence.

- (l) Shall submit a copy of the prepared annual financial statement to the Annual General Meeting.
- (m) Shall ensure all applicable Federal and Provincial Reports, Taxes, and Withholdings are filed according to government requirements.

7.11 Directors-at-Large

- (a) Shall be familiar with and follow the Purposes and Bylaws of the Association.
- (b) Shall ensure decisions and actions of the Association are guided by the vision, mission, and by-laws of the Association.
- (c) Shall serve as liaison for a designated committee.
- (d) Shall accept the responsibility for Duty of Care as a Director as outlined in the Act.
- (e) Shall confirm in advance, with the Administrator, attendance at a Board meeting.
- (f) Shall be available for communication with fellow Board members between meetings.
- (g) Shall attend Board meetings and provide assistance to the various projects and activities undertaken by the Board.
- (h) Shall act as liaisons between the Board and the Association membership.

7.12 Past President

The immediate Past President may serve in an advisory capacity for a period of one (1) year immediately following the conclusion of his/her term as President.

**ARTICLE VIII
CODE OF CONDUCT AND ETHICS**

8.1 Establishment

The Board shall approve a Code of Conduct and Ethics governing the conduct of Members and Directors.

8.2 Compliance

A Member shall at all times comply with the Code of Conduct and Ethics.

8.3 Authority

The Board shall have the responsibility to ensure that all Members comply with the Code of Conduct and Ethics. To this end, the Board shall, from time to time, establish policies governing the administration of all matters related to the enforcement of the Code of Conduct and Ethics. These policies can include, but are not limited to, the procedures to be followed in responding to any alleged breach of the Code of Conduct and Ethics by a Member, and the sanctions to be imposed upon a Member who is in violation of the Code of Conduct and Ethics.

**ARTICLE IX
STANDARDS OF PRACTICE**

9.1 Establishment

The Board shall approve Standards of Practice governing the conduct of Professional Members.

9.2 Compliance to Standards of Practice

No member may use the words Professional or Associate prior to successful completion of the Standards of Practice Assessment. Members choosing to participate in the Standards of Practice Assessment will be provided with official documentation from the Association indicating their status with the Association as Professional or Associate, based on their level of training and experience. Members must maintain a record of their current certification and/or licensing on file with the Association.

9.3 Authority

The Board shall have the responsibility of ensuring that all participating Members comply with the Standards of Practice. To this end, the Board shall, from time to time, establish policies governing the administration of all matters related to the enforcement of the Standards of Practice. These policies can include, but are not limited to the procedures to be followed in responding to any alleged breach of the Standards of Practice by a Professional Member, and the sanctions to be imposed upon a Professional Member where it has been determined that a breach of the Standards of Practice has occurred.

**ARTICLE X
CONTINUING EDUCATION PROGRAMME**

10.1 Establishment

The Board may approve a Continuing Education Programme for Members.

10.2 Authority

The Board shall have the authority for the Continuing Education Programme and shall, from time to time, establish policies governing all matters relating to the Continuing Education Programme including (without limitation) the administration, applicability, contents and requirements of the Continuing Education Programme.

**ARTICLE XI
LEGAL MATTERS**

11.1 Execution of Instruments

- (a) Contracts, Documents or Instruments in Writing requiring the signature of the Association shall be signed by the President, Vice President or Treasurer. All Contracts, Documents or Instruments in Writing so signed shall be binding upon the Association without any further authorization or formality.
- (b) In addition, the Board shall have power from time to time by Ordinary Resolution to appoint any Officer or Officers or any person or persons on behalf of the Association either to sign Contracts, Documents or Instruments in Writing generally or to sign specific Contracts, Documents or Instruments in Writing.

11.2 Indemnification

- (a) Subject to the Act, the Association shall indemnify a Director or Officer, a former Director or Officer, 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 if such individual:
 - (aa) 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,
 - (bb) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (b) The Association shall indemnify any individual referred to above in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Association or other entity, who fulfills the conditions contained in (a) and (b) above and who was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done.
- (c) The Association may also indemnify such individuals in such other circumstances as the Act or other applicable law permits or requires. Nothing in this By-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of these By-Laws.
- (d) The Association is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

11.3 Policies

- (a) Subject to the Act, the Board may prescribe policies relating to the management and operation of the Association as the Board may deem expedient.
- (b) Members in Good Standing are entitled to request from the Administrator copies of any policies, and to receive them within a reasonable period of time. after making such request.

ARTICLE XII FINANCIAL MATTERS

12.1 Financial Year

The financial year of the Association shall terminate on April 30th in each year or on such other date as the Board may determine from time to time by Ordinary Resolution.

12.2 Banking Arrangements

The banking business of the Association shall be transacted at such bank(s), trust company(s) or other firm(s) or Association(s) carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other person(s) as the Board may by Ordinary Resolution from time to time designate, direct or authorize.

12.3 Cheques, Drafts, Notes, Etc.

All cheques, drafts, e-payments, or orders for the payment of money and all notes and acceptances and bills of exchange for day-to-day business, within the approved budget, may be approved by the Treasurer, or other individual with designated signing authority. The Board shall establish policy defining spending limits above which Board approval is required. All Contracts, Documents or Instruments in Writing so signed shall be binding upon the Association without any further authorization or formality.

12.4 Fund Raising

The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever in order to further the purposes of the Association

12.5 Access to Public Accountant

9327398 Canada Association has the option to engage a professionally qualified accountant if and when the Board deems necessary. The name of the Accountant when engaged shall be available to any member upon request.

12.6 Annual Financial Statements

The Association shall prepare Annual Financial Statements containing the content prescribed by Section 172 of the Act and Section 79 of the Regulations.

12.7 Engagement

The Annual Financial Statements shall be prepared on the basis of the Public Accountant conducting the specific engagement prescribed by Sections 188 and 189 of the Act.

12.8 Directors' Approval

The Directors shall approve the Annual Financial Statements, and the approval shall be evidenced by the manual signature of one or more Directors or a facsimile of the signatures reproduced in the Annual Financial Statements.

12.9 Membership Approval

The Directors shall present the "Financial Disclosure Documentation" to Members, for approval by Ordinary Resolution, at each Annual General Meeting. The Financial Disclosure Documentation includes:

- (a) The Annual Financial Statements;
- (b) The report of the Public Accountant, if any; and
- (c) Any further information respecting the financial position of the Association and the results of its operations required by the Articles, the By-laws or a unanimous member agreement, if any.

12.10 Prior Member Notice

The Association, instead of sending the "Financial Disclosure Documentation" to each Member prior to every Annual General Meeting within the prescribed period required by Section 175(1) of the Act and Section 77 of the Regulations, may publish a notice to the Members stating that the "Financial Disclosure Documentation" is available at the office of the Association and any Member may, on request, obtain a copy free of charge.

12.11 Copies to Director

Where required by Sections 176 and 177 of the Act, the Association shall furnish a copy of the "Financial Disclosure Documentation" to the Director appointed under Section 281 of the Act.

**ARTICLE XIII
DISSOLUTION**

13.1 Dissolution

Any property remaining on liquidation of the Association, after payment and discharge of any liabilities, shall be distributed to one or more organizations in Canada with similar purposes to that of the Association.

**ARTICLE XIV
GENERAL MATTERS**

14.1 Further By-Laws, Amendments and Repeals

- (a) Unless otherwise provided by the Articles, these By-laws or a unanimous member agreement, if any, the Directors may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association, except in respect of matters referred to in Subsection 197(1) of the Act.
- (b) The Directors shall submit the By-law, amendment or repeal to the Members at the next Meeting of Members, with notice of the Meeting of Members given in the manner described in Section 4.3, together with a copy of the proposed Bylaw, amendment or repeal. The Members may, by Ordinary Resolution, confirm, reject or amend the By-law, amendment or repeal.
- (c) The By-law, amendment or repeal is effective from the date of the Resolution of the Directors. 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.
- (d) The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members.
- (e) If a By-law, an 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.
- (f) A Member entitled to vote at an Annual General Meeting of Members may, in accordance with Section 163 of the Act, make a Proposal to make, amend or repeal a By-law.

14.2 Copy to Director

The Association shall, within the period prescribed by Section 153 of the Act and Section 60 of the Regulations, send to the Director appointed under Section 281 of the Act, a copy of any By-law, amendment or repealed By-law, except for those that have been rejected by the Members.

14.3 Effective Date

These By-laws shall come into force and effect on the date on which the Association is continued under the Act.

The undersigned, being the duly appointed President of the Association, certifies that the above is a true and correct copy of the By-Laws of the 9327398 Canada Association, approved at a Meeting of the Directors on _____ May 19, 2020 _____ (date) and subsequently confirmed at a Meeting of the Members on _____ June 22, 2020 _____ (date)

Signature: _____  _____ Date: _____ July 29, 2020 _____