

BY-LAW NO. 1

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

**CANADIAN DERMATOLOGY ASSOCIATION
ASSOCIATION CANADIENNE DE DERMATOLOGIE**

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BY-LAW NO. 1

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

CANADIAN DERMATOLOGY ASSOCIATION
ASSOCIATION CANADIENNE DE DERMATOLOGIE
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1

INTERPRETATION

1.01 Definitions: In this By-law and all other By-laws and resolutions of the Corporation, 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) **"Administrative Regulations"** means the administrative regulations of the Corporation established by the Board as described in Section 2.09;
- (c) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **"Atlantic Provinces"** means Prince Edward Island, New Brunswick, Nova Scotia and Newfoundland;
- (e) **"Board"** means the board of directors of the Corporation;
- (f) **"By-laws"** means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (g) **"College"** means the licensing body in each of the provinces and territories of Canada and states in the United States in which a Member practices;
- (h) **"Community Director"** has the meaning set out in Subsection 10.03(e);
- (i) **"Director"** means a member of the Board;
- (j) **"Meeting of Members"** includes an annual meeting of Members and a Special Meeting of Members;
- (k) **"Members"** means the members of the Corporation as described in Subsection 4.01(b);
- (l) **"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (m) **"Prairie Provinces"** means Alberta, Saskatchewan, Manitoba, Yukon and the Northwest Territories;
- (n) **"Regional Director"** has the meaning set out in Subsection 10.03(a);
- (o) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (p) **"Resident or Fellow"** has the meaning set out in Section 7.01;

- (q) **“Special Meeting of Members”** means a special meeting of all Members entitled to vote at an annual meeting of Members;
- (r) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation: In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in the By-law, words, terms and expressions appearing in this By-law shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization; and
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include e-mail address. It is the intent of the Corporation to use electronic communication whenever possible.

ARTICLE 2

GENERAL

2.01 Registered Office: The registered office of the Corporation shall be situated in the City of Ottawa, in the province of Ontario, or, subject to the Act, such other place as the Board may determine by resolution from time to time.

2.02 Auditor and Fiscal Year:

- (a) The Members shall appoint the auditor yearly in accordance with Subparagraph 9.02(b)(iii) of this By-law.
- (b) The Board shall fix the remuneration of the auditor.
- (c) The fiscal year of the Corporation shall end on December 31st of each year or on such other day in each year as the Board shall from time to time determine by Ordinary Resolution.

2.03 Corporate Seal: The Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the secretary of the Corporation shall be the custodian of the seal.

2.04 Execution of Documents:

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) officers or Directors of the Corporation.

- (b) The Board may also from time to time direct the manner in which and the person or persons by whom any other form of 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.
 - (c) Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 2.05 Banking:** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board 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 Corporation and/or other persons as the Board may from time to time designate, direct or authorize.
- 2.06 Annual Financial Statements:** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) 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 Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.
- 2.07 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.
- 2.08 Language:** This By-law shall be available in both English and French.
- 2.09 Administrative Regulations:** The Board shall, by Ordinary Resolution, establish administrative regulations not inconsistent with the Act or this By-law to govern administrative matters of the Corporation, including such matters as are specifically required by this By-law, and such other administrative matters as the Board shall deem appropriate (“Administrative Regulations”). The Administrative Regulations shall be made available to the Members on the Corporation’s website. In the case of a conflict between the Administrative Regulations and a provision in this By-law, the provision in this By-law shall prevail.

ARTICLE 3 **MEMBERS**

- 3.01 Membership Conditions:**
- (a) Subject to the Articles, there shall be one (1) class of Members in the Corporation.
 - (b) Membership in the Corporation shall be available only to those individuals:

- (i) who are interested in furthering the purposes of the Corporation;
 - (ii) who are physicians or scientists who either have practiced or are practicing medicine as specialists;
 - (iii) who have received:
 - (A) certification in dermatology by the Royal College of Physicians and Surgeons of Canada;
 - (B) a diploma in dermatology from the American Board of Dermatology, Inc.; or
 - (C) specialty certification in dermatology, which includes completion of a dermatology residency program, and full or restricted license to practice as a dermatologist issued by the Canadian College of the province or territory in which the Member resides, together with the approval of the Board;
 - (iv) who agree to accept, uphold and be governed by the By-laws and any amendments to the By-laws, and to abide by and accept the rulings and decisions of the Board; and
 - (v) who have applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.
- (c) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members.
- (d) Each Member shall be entitled to one (1) vote at a meeting of Members.

3.02 Membership Dues:

- (a) The annual dues payable to the Corporation by Members shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.
- (b) In the event that membership dues are levied, Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.

3.03 Special Assessments: The Board may from time to time impose a special assessment on Members, in addition to the dues described in Section 3.02, for any extraordinary expenditures which the Board considers appropriate. In order to take effect, any special assessment must be approved by an Ordinary Resolution of Members.

3.04 Transferability of Membership: The interest of a Member in the Corporation is not transferable.

3.05 Termination of Membership: Subject to the Articles and Section 3.07 of this By-law, the rights of a Member lapse and cease to exist when the Member's membership terminates for any of the following reasons:

- (a) the Member dies;
- (b) the Member ceases to satisfy the membership conditions set out in Section 3.01;
- (c) the Member fails to pay any membership dues within six (6) calendar months of the membership renewal date;
- (d) the Member withdraws or resigns from the Corporation in accordance with Section 3.06;
- (e) the Member is removed in accordance with Section 3.07 below or the Member's membership is otherwise terminated in accordance with the By-laws;
- (f) the Member's term of membership, if any, expires; or
- (g) the Corporation is liquidated or dissolved pursuant to the Act.

3.06 Withdrawal:

- (a) Any Member may withdraw from the Corporation by delivering a written resignation to the Secretary.
- (b) A withdrawal shall be effective at the time specified in the resignation, or, if no time is specified, at the time it is accepted by the Board, provided that the withdrawing Member shall remain liable for the obligations set out in Section 3.08 below.

3.07 Discipline of Members:

- (a) The Board may by special resolution suspend or remove any Member for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion;
 - (iii) failing to pay annual dues on or before June 30th of the year to which such dues relate;
 - (iv) for any other reason that the Board in its sole and absolute discretion consider to be reasonable, having regard to the purpose of the Corporation.
- (b) In the event that the Board determines that a Member should be suspended or removed from membership in the Corporation, the President, or such other

officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed action.

- (c) 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.
- (d) In the event that no written submissions are received by the President, or such other officer as may be designated by the Board, 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 removed from membership in the Corporation. 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.
- (e) The Board's notification to the Member of its final decision shall inform the Member that he or she is entitled to an appeal and be heard before the Board if a written request is received by the Board within thirty (30) days of the receipt by the Member of the notification referred to in subsection 3.07(d) above. Any such appeal shall be conducted in accordance with the rules and procedures set out in the Administrative Regulations.

3.08 Effect of Termination and Suspension:

- (a) A Member whose membership has been or will be terminated for any reason set out in Section 3.02 above or, suspended or removed in accordance with Section 3.07 of this By-law shall pay to the Corporation, on or before the date on which the termination or suspension, as the case may be takes effect, all dues and assessments payable to the Corporation levied up to the effective date of the termination or suspension, as the case may be. Such Member shall not be entitled to the return of any dues or assessments paid by the Member to the Corporation.
- (b) A Member whose membership has been or will be terminated for any reason set out in Section 3.02 above of this By-law shall not be entitled to vote at any meeting of the Members that takes place on or after the date on which the termination takes effect.
- (c) A Member whose membership has been or will be suspended in accordance with Section 3.07 of this By-law shall not be entitled to vote at any meeting of the Members that takes place during the period throughout which such suspension is effective.

- (d) A Member whose membership has been or will be terminated for any reason set out in Section 3.02 above or, suspended or removed in accordance with Section 3.07 of this By-law shall not be entitled to restoration of membership privileges until all arrears of dues or assessments, as the case may be, have been paid and any requirements for the restoration of membership privileges, as may be established by the Board in its discretion, have been met.

ARTICLE 4 **HONORARY ASSOCIATES**

- 4.01 Entitlement:** The Corporation may accept as Honorary Associates physicians or scientists of pre-eminence who have contributed directly to the Corporation and whose mandate or actions are consistent with those of the Corporation.
- 4.02 Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become an Honorary Associate.
- 4.03 Rights and Services:** Honorary Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Honorary Associates shall not have the right to receive notice of or attend any Meetings of Members. Honorary Associates shall have such other rights as set out in the Administrative Regulations.
- 4.04 Termination of Status:** Any individual intending to terminate its Honorary Associate status with the Corporation shall notify the Corporation in writing. Honorary Associate status may be withdrawn at the discretion of the Board.
- 4.05 Dues:** The annual dues payable to the Corporation by Honorary Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 5 **ASSOCIATES**

- 5.01 Entitlement:** The Corporation may, upon application, accept as Associates individuals who can, as determined by the Board, contribute helpful knowledge to the Corporation, and whose mandate or actions are consistent with those of the Corporation. Without limiting the generality of the foregoing, Associates will have either full training in dermatology, dermatopathology or pathology with extra training in dermatology from any country, and be affiliated with an academic or medical program in Canada. Academic researchers with involvement or vested interest in a division or department will also be considered at the prerogative of the Board.

- 5.02 Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become an Associate.
- 5.03 Term:** An individual may be an Associate for a term of three (3) years, and is eligible to re-apply upon termination of such period.
- 5.04 Rights and Services:** Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Associates shall not have the right to receive notice of or attend any Meetings of Members. Associates may attend the Corporation's Annual Conference. Associates shall have such other rights as set out in the Administrative Regulations.
- 5.05 Termination of Status:** Any individual intending to terminate its Associate status with the Corporation shall notify the Corporation in writing. Associate status may be withdrawn at the discretion of the Board.
- 5.06 Dues:** The annual dues payable to the Corporation by Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 6

CORRESPONDING ASSOCIATES

- 6.01 Entitlement:** The Corporation may accept as Corresponding Associates dermatologists of distinction whose mandate or actions are consistent with those of the Corporation.
- 6.02 Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become a Corresponding Associate.
- 6.03 Rights and Services:** Corresponding Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Corresponding Associates shall not have the right to receive notice of or attend any Meetings of Members. Corresponding Associates shall have such other rights as set out in the Administrative Regulations.
- 6.04 Termination of Status:** Any individual intending to terminate its Corresponding Associate status with the Corporation shall notify the Corporation in writing. Corresponding Associate status may be withdrawn at the discretion of the Board.
- 6.05 Dues:** The annual dues payable to the Corporation by Corresponding Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 7
RESIDENT OR FELLOW ASSOCIATES

7.01 Entitlement:

- (a) The Corporation may accept as Resident Associates residents in a dermatology training program in Canada or a Canadian resident in a recognized dermatology training program in another country, whose mandate or actions are consistent with those of the Corporation.

- (b) The Corporation may accept as Fellow Associates individuals certified in dermatology by the Royal College of Physicians and Surgeons of Canada or the Collège des médecins du Québec and who are enrolled in a Fellowship program in Canada or an international country, lasting at least one year which involves intensive work in the field of dermatology. This category includes International Fellows doing at least a one-year academic dermatology fellowship program in Canada who are certified dermatologists in their home country. Fellow Associate status will be granted to those with written verification of current fellowship status, whose mandate or actions are consistent with those of the Corporation and must be renewed on an annual basis.

7.02 Eligibility: The Board shall have the right to determine such other conditions required for an individual to be eligible to become a Resident or Fellow Associate.

7.03 Rights and Services: Resident or Fellow Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Resident or Fellow Associates shall have the right to receive notice of and attend annual meetings of Members, but shall not have the right to vote thereat. Resident or Fellow Associates shall have such other rights as set out in the Administrative Regulations.

7.04 Termination of Status: Any individual intending to terminate its Resident or Fellow Associate status with the Corporation shall notify the Corporation in writing. Resident or Fellow Associate status may be withdrawn at the discretion of the Board.

7.05 Dues: The annual dues payable to the Corporation by Resident or Fellow Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 8
RETIRED ASSOCIATES

- 8.01 Entitlement:** The Corporation may accept as Retired Associate dermatologists who have fully retire from practice.
- 8.02 Eligibility:** The Board shall have the right to determine such other conditions required for an individual to be eligible to become a Retired Associate.
- 8.03 Rights and Services:** Retired Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters, to hold elective office in the Corporation, or to claim or advertise that they are Members of the Corporation. Retired Associates shall not have the right to receive notice of or attend any Meetings of Members. Retired Associates shall have such other rights set out in the Administrative Regulations.
- 8.04 Termination of Status:** Any individual intending to terminate its Retired Associate status with the Corporation shall notify the Corporation in writing. Retired Associate status may be withdrawn at the discretion of the Board.
- 8.05 Dues:** The annual dues payable to the Corporation by Retired Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

ARTICLE 9
MEETINGS OF MEMBERS

- 9.01 Place of Meetings:** Meetings of Members may be held at any place within Canada determined by the Board or, by an Ordinary Resolution of Members, outside Canada.
- 9.02 Annual Meetings:**
- (a) The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.
 - (b) The Board shall call an annual meeting of Members for the purpose of:
 - (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
 - (ii) electing Directors; and
 - (iii) appointing an auditor; and
 - (iv) conducting other business ("Special Business"), if any, provided that the requirements of subsection 9.04(c) have been complied with.

9.03 Special Meetings of Members: The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

9.04 Notice of Meetings:

- (a) Notice of the time and place of a Meeting of Members shall be sent to the following:
 - (i) to each Member entitled to vote at the meeting;
 - (ii) to each Director;
 - (iii) to the auditor of the Corporation; and
 - (iv) to such other person who is entitled to attend a Meeting of Members in accordance with this By-Law.

- (b) Notice of the time and place of a Meeting of Members shall be given to each of the persons set out in subsection 9.04(a) by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - (ii) 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.

- (c) Notice of a Meeting of Members at which special business is to be transacted shall:
 - (i) state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business to be transacted; and
 - (ii) provide the text of any Special Resolution or By-law to be submitted to the meeting.

- (d) Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

9.05 Waiving Notice: A person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person 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.

- 9.06 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, the officers and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the President or with the consent of the meeting.
- 9.07 Chair of the Meeting:** In the event of the President's absence or inability to chair a meeting of the Board, the President-Elect, the Immediate Past-President or the Vice-President, in that order, shall chair the meeting.
- 9.08 Quorum:** A quorum at any meeting of the Members shall be ten percent (10%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 9.09 Participation at Meetings by Telephone or Electronic Means:**
- (a) Any person entitled to attend a Meeting of Members may attend and participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Board determines to make available such a communication facility to the Members.
 - (b) A person attending and participating in a Meeting of Members by any such means shall be deemed to have been present at that meeting.
 - (c) A person attending and participating in a Meeting of Members by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular Member or group of Members voted.
- 9.10 Meeting Held Entirely by Electronic Means:** If the Directors call a Meeting of Members, the Board may determine that the meeting shall 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.
- 9.11 Adjournment:** The chair of the meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirty-one (31) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.12 Votes to Govern:

- (a) Unless the Act or the Bylaws provide otherwise, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution. In the case of an equality of votes and subject to Section 9.12 (b) below, the chair of the meeting shall have a second or casting vote in addition to the vote to which the chair may be otherwise entitled.
- (b) Notwithstanding Section 9.12(a) above, any equality of votes for the election of directors or officers shall be resolved in accordance with the rules set out in the Administrative Regulations pertaining to the nomination and election of directors and officers.

9.13 Show of Hands: Subject to the Act and the By-laws and, except where a ballot is demanded in accordance with Subsection 9.14, voting on any question proposed for consideration at a Meeting of Members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

9.14 Ballots: For any question proposed for consideration at a Meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any Member may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the Members on the question shall be determined by the result of such ballot.

9.15 Resolution in Lieu of Meeting:

- (a) Subject to Section 166 of the Act:
 - (i) a resolution in writing signed by all 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 the Members; and
 - (ii) a resolution in writing dealing with all matters required by the Act to be dealt with at a Meeting of Members and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that Meeting of Members.
- (b) A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

9.16 Absentee Voting: The Board may determine that Members not in attendance at a Meeting of Members may vote:

- (a) by mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that

permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted;

- (b) by means of a telephonic, electronic or other communication facility that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

ARTICLE 10 **DIRECTORS**

10.01 Duty to Supervise Management: Subject to the Act and the Articles, the Board shall supervise the management of the activities and affairs of the Corporation.

10.02 Board Composition: The Board shall be comprised of up to sixteen (16) Directors as follows:

- (a) seven (7) Regional Directors;
- (b) the Vice-President;
- (c) the President-Elect;
- (d) the President;
- (e) the Immediate Past-President;
- (f) the Secretary;
- (g) the Treasurer; and
- (h) up to three (3) Community Directors.

10.03 Election of Directors:

- (a) **Regional Directors.** Seven Directors, who may be known as “Regional Directors”, shall be elected by the Members at the annual meeting of Members, in accordance with the Corporation’s nominations policy, on the basis of nominations from the Members as follows:
 - (i) One (1) Director shall be elected from the list of nominees put forward by Members whose primary practice is located in the Prairie Provinces;
 - (ii) One (1) Director shall be elected from the list of nominees put forward by Members whose primary practice is located in the Atlantic Provinces;
 - (iii) One (1) Director shall be elected from the list of nominees put forward by Members whose primary practice is located in British Columbia;
 - (iv) Two (2) Directors shall be elected from the list of nominees put forward by Members whose primary practice is located in Ontario;
 - (v) Two (2) Directors shall be elected from the list of nominees put forward by Members whose primary practice is located in Québec or Nunavut.

- (b) **Vice-President, President-Elect, President, Immediate Past-President.**
 - (i) One (1) Director shall be elected by the Members at the annual meeting of Members to serve as Vice-President. Such Director shall be elected from a list of nominees put forward by the Members in accordance with the Corporation's nomination policy.
 - (ii) Such Director shall be elected for a term of four (4) years, provided that for the first year of such term he/she shall hold the office of "Vice-President", for the second year of such term he/she shall hold the office of "President-Elect", for the third year of such term he/she shall hold the office of "President", and for the fourth year of such term he/she shall hold the office of "Immediate Past President".
- (c) **Secretary.** One (1) Director shall be elected by the Members at the annual meeting of Members to serve as Secretary. Such Director shall be elected from a list of nominees put forward by the Members in accordance with the Corporation's nominations policy.
- (d) **Treasurer.** One (1) Director shall be elected by the Members at the annual meeting of Members to serve as Treasurer. Such Director shall be elected from a list of nominees put forward by the Members in accordance with the Corporation's nominations policy.
- (e) **Community Directors.** Up to three (3) Directors, who may be known as "Community Directors", shall be elected by the Members at the annual meeting of Members, in accordance with the Corporation's nominations policy, on the basis of nominations from the Governance and Nominating Committee. The Community Directors need not be Members and should be elected on the basis of needed skills, experience and competencies on the Board, such as financial/accounting knowledge, legal skills, public relations, experience in strategic planning and corporate governance, etc., all as more particularly described in the Corporation's nominations policy.

10.04 Observers to the Board:

- (a) The following individuals shall be known as "Observers to the Board" and shall be entitled to receive notice of and attend meetings of the Board, but shall not have the right to vote thereat:
 - (i) two (2) Resident Associates, who shall be nominated by the Resident Associates on an annual basis;
 - (ii) the Editor of the Journal of Cutaneous Medicine and Surgery; and
 - (iii) the Corporation's Royal College Specialty Representative.
- (b) The Board shall have the right to invite Observers to the Board to any meeting held in camera, either in whole or in part.

10.05 Qualifications:

- (a) The following persons are disqualified from being a Director:
 - (i) anyone who is less than 18 years of age;
 - (ii) anyone who has been declared incapable by a court in Canada or in another country;
 - (iii) a person who has been convicted of an indictable offence by a court in Canada or an equivalent offence in another country;
 - (iv) a person who has the status of bankrupt;
 - (v) except in the case of a Community Director, a person who is not a Member of the Corporation;
 - (vi) except in the case of a Community Director, a person who is not a member in good standing of the College of the Director's resident province or board of licensure of the Director's resident state;
 - (vii) in the case of a Regional Director, a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(a) of this By-law;
 - (viii) in the case of the Vice-President, (A) a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(b) of this By-law and (B) a person who has his/her principle residence in a region represented by the then-current Vice-President or President-Elect;
 - (ix) in the case of the Secretary, a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(c) of this By-law;
 - (x) in the case of the Treasurer, a person who is not among the list of nominees put forward by the Members in accordance with Subsection 10.03(d) of this By-law;
 - (xi) in the case of a Community Director, a person who is not among the list of nominees put forward by the Governance and Nominating Committee in accordance with Subsection 10.03(e) of this By-law.

10.06 Term:

- (a) A Regional Director's term of office shall be from the date of the meeting at which the Director is elected until the third annual meeting next following (e.g. 3 years) or until that Director's successor is elected.
- (b) The Secretary's and the Treasurer's terms of office shall be from the date of the meeting at which they are elected until the second annual meeting next following (e.g. 2 years) or until their respective successor is elected.
- (c) The term of office of the Director elected to serve as Vice-President shall be in accordance with Paragraph 10.03(b)(ii).

- (d) A Community Director's term of office shall be from the date of the meeting at which the Director is elected until the second annual meeting next following. This term of office can be renewed twice.

10.07 Maximum Terms:

- (a) Any Director who has served one term shall not be eligible for re-election to the same position, meaning that no Director shall be eligible to be re-elected:
 - (i) to the same region in which the Director had his/her principal residence during his/her term; or
 - (ii) to the same officer position, until a period of at least two (2) years has elapsed since the end of that Director's term in office, unless the Director has been elected or appointed to fill a vacancy on the Board.
- (b) No Director may serve as a Director for more than eleven (11) consecutive years. An individual who has served as a Director for eleven (11) consecutive years may, if eligible, be re-elected to the Board after a period of at least two (2) years has elapsed since the end of that individual's last term as a Director.

10.08 Consent: A Director who is elected or appointed must consent to hold office as a Director by any of the following means:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- (b) if not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after the day on which the election or appointment took place; or
 - (ii) by acting as a Director after such person's election or appointment.

10.09 Vacation of Office: A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members or ceases to meet the qualifications set out in Section 10.05 of this By-Law.

10.10 Resignation: A Director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

10.11 Removal: The Members may, by Ordinary Resolution passed at a Special Meeting of Members, remove any Director from office before the expiration of the Director's term and, subject to Subsections 10.13(c) and 10.13(d) of this By-law, may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may, subject to Subsections 10.13(c) and 10.13(d) of this By-law, be filled by the Board.

10.12 Director's Statement: a Director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose. If a Director submits such a statement, the Corporation shall, in accordance with Section 131 of the Act, immediately give notice to the Members of the statement and immediately send a copy of the statement to Corporations Canada.

10.13 Filling Vacancies:

- (a) Subject to the Act, and to Section 10.11 and to Subsections 10.13(c) and 10.13(d) of this By-law, the Board may, by Ordinary Resolution, appoint a qualified individual to fill a vacancy on the Board and to hold office until the next annual meeting of Members, otherwise such vacancy shall be filled at the next annual meeting of Members.
- (b) Notwithstanding Subsection 10.13(a) of this By-law, if there is not a quorum of Directors or if a vacancy results from either (i) a change to the minimum or maximum number of Directors provided in the Articles or (ii) a failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall 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, the meeting may be called by any Member.
- (c) Any vacancy occurring in a position held by a Regional Director shall be filled as follows:
 - (i) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(i), only a Member whose primary practice is located in the Prairie Provinces may be selected to fill the vacancy;
 - (ii) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(ii), only a Member whose primary practice is located in the Atlantic Provinces may be selected to fill the vacancy;
 - (iii) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(iii), only a Member whose primary practice is located in British Columbia may be selected to fill the vacancy;
 - (iv) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(iv), only a Member whose primary practice is located in Ontario may be selected to fill the vacancy; and
 - (v) in the case of a Regional Director elected in accordance with Paragraph 10.03(a)(v), only a Member whose primary practice is located in Quebec or Nunavut may be selected to fill the vacancy;
- (d) Any vacancies occurring in the positions held by the Immediate Past-President, the President, the President-Elect and the Vice-President shall be filled by the Board in accordance with the procedure set out in the Administrative

Regulations, otherwise such vacancy shall be filled at the next annual Meeting of Members.

10.14 Remuneration and Expenses: The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. The Board may, by Ordinary Resolution, fix the reasonable remuneration of the officers of the Corporation, if any, except that no officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Director or officer of the Corporation may receive reimbursement for expenses incurred on behalf of the Corporation in their respective capacities as a Director or officer.

10.15 Borrowing Powers: The Board may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation 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 corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

10.16 Validity of Acts of Directors and Officers: An act of a Director or an officer is valid despite an irregularity in their election or appointment or a defect in their qualification.

ARTICLE 11

STANDING COMMITTEES OF THE BOARD

11.01 Executive Committee: The Board may appoint from their number an Executive Committee and delegate to such committee any of the powers of the Board except those which may not be delegated by the Board pursuant to Subsection 138(2) of the Act. Unless the Administrative Regulations provide otherwise, such a committee (if one is appointed) shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

11.02 Finance and Audit Committee:

- (b) The Board shall establish, in accordance with the Administrative Regulations, a Finance and Audit Committee comprised of not less than three (3) Directors, a majority of whom are not officers or employees of the Corporation.
- (c) The Finance and Audit Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.

- (d) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Finance and Audit Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (e) Members of the Finance and Audit Committee shall be subject to removal by Ordinary Resolution of the Board.

11.03 Governance and Nominating Committee:

- (a) The Board shall establish, in accordance with the Administrative Regulations, a Governance and Nominating Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Governance and Nominating Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.
- (c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Governance and Nominating Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Members of the Governance and Nominating Committee shall be subject to removal by Ordinary Resolution of the Board.

11.04 Membership and Awards Committee:

- (a) The Board shall establish, in accordance with the Administrative Regulations, a Membership and Awards Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Membership and Awards Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.
- (c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Membership and Awards Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Members of the Membership and Awards Committee shall be subject to removal by Ordinary Resolution of the Board.

11.05 Education Committee:

- (a) The Board shall establish, in accordance with the Administrative Regulations, an Education Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Education Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.
- (c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Education Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Members of the Education Committee shall be subject to removal by Ordinary Resolution of the Board.

11.06 Human Resources and Compensation Committee:

- (a) The Board shall establish, in accordance with the Administrative Regulations, a Human Resources and Compensation Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Human Resources and Compensation Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.
- (c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Human Resources and Compensation Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Members of the Human Resources and Compensation Committee shall be subject to removal by Ordinary Resolution of the Board.

11.07 Annual Conference Committee:

- (a) The Board shall establish, in accordance with the Administrative Regulations, an Annual Conference Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Annual Conference Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.
- (c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Annual Conference Committee may otherwise meet for the

transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

- (d) Members of the Annual Conference Committee shall be subject to removal by Ordinary Resolution of the Board.

11.08 Advocacy and Stakeholder Relations Committee:

- (a) The Board shall establish, in accordance with the Administrative Regulations, an Advocacy and Stakeholder Relations Committee comprised of such individuals as the Board may from time to time appoint.
- (b) The Advocacy and Stakeholder Relations Committee shall exercise such powers as are authorized by the Board in accordance with the Administrative Regulations.
- (c) Subject to the By-Laws, the Administrative Regulations and any resolution of the Board, the Advocacy and Stakeholder Relations Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (d) Advocacy and Stakeholder Relations Committee shall be subject to removal by Ordinary Resolution of the Board.

11.09 Other Committees: The Board may from time to time appoint any other committee or 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 the Administrative Regulations and such other regulations or directions as the Board may from time to time make. Any committee member may be removed by Ordinary Resolution of the Board.

ARTICLE 12
MEETINGS OF DIRECTORS

12.01 Place of Meetings: Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada as the Board may determine.

12.02 Calling of Meetings: Meetings of the Board may be called by the President, the Vice-President of the Board or any two (2) Directors at any time.

12.03 Notice of Meeting:

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 16.01 to every Director not less than seven (7) days before the time when the meeting is to be held.
- (b) Notice of a meeting of the Board shall not be necessary if all of the Directors are present, and none 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.
- (c) Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Section 138(2) of the Act.

12.04 First Meeting of New Board: Provided that a quorum of Directors is present, a newly-elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

12.05 Regular Meetings: 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 immediately after being passed, but no other notice shall be required for any such regular meeting except if Subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

12.06 Quorum: A majority of the number of incumbent Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 12.09, by teleconference and/or by other electronic means.

12.07 No Alternate Directors: No person shall act for an absent Director at a meeting of the Board.

12.08 Resolutions in Writing: A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

12.09 Participation at Meeting by Telephone or Electronic Means: A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with

each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

12.10 Chair of the Meeting: In the event of the President's absence or inability to chair a meeting of the Board, the President-Elect, the Immediate Past-President or the Vice-President, in that order, shall chair the meeting.

12.11 Votes to Govern: At all meetings of the Board, each Director shall have one (1) vote and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

12.12 Detailed Voting Ballot:

- (a) Where a Director is unable to participate at a meeting of the Board then, subject to this by-law, the Director may have his or her vote recorded for the purposes of the meeting by means of a detailed voting ballot. The detailed voting ballot shall be provided by the Secretary to any Director who indicates his or her inability to attend a meeting of Directors in person or by teleconference or other electronic means and who expresses the wish to vote by ballot pursuant to this Subsection 12.12(a).
- (b) The completed and signed voting ballot must be returned by the absent Director to the Secretary or to another Director of the Corporation who will be attending the meeting of Directors prior to the commencement of the meeting at which the absent Director's vote is to be counted.
- (c) The voting ballot must contain sufficient detail concerning matters to be raised at the meeting to allow a Director who is unable to attend the meeting the opportunity to make a reasoned judgment on the matters contained therein.
- (d) A Director's vote by ballot will only be counted if the motion on the floor of the meeting is identical to that contained in the mail ballot.
- (e) The deposit of a ballot with the Secretary and a Director will not constitute that Director present for the purposes of establishing a quorum at any meeting of Directors.

ARTICLE 13
OFFICERS

13.01 Officers:

- (a) The officers of the Corporation shall include:
 - (i) the President;
 - (ii) the Immediate Past-President;
 - (iii) the Vice-President;

- (iv) the President-Elect;
- (v) the Secretary;
- (vi) the Treasurer;
- (vii) the Executive Director; and
- (viii) such other officers as the Board may appoint in accordance with Subsection 13.02(e).

(b) The officers listed in Paragraphs 13.01(a)(i) to 13.01(a)(vi) must be Directors.

13.02 Election or Appointment:

- (a) The Vice-President shall be elected by the Members in accordance with Subsection 10.03(b) of this By-law. The Vice-President shall, if still a Director, automatically succeed to the office of President-Elect when the President-Elect's term of office expires. The President-Elect shall, if still a Director, automatically succeed to the office of President when the President's term of office expires. The President shall, if still a Director, automatically succeed to the office of Immediate Past-President when the Immediate Past-President's term of office expires.
- (b) The Secretary shall be elected by the Members in accordance with Subsection 10.03(c) of this By-law.
- (c) The Treasurer shall be elected by the Members in accordance with Subsection 10.03(d) of this By-law.
- (d) The Executive Director shall be independently retained by the Corporation as an employee pursuant to Paragraph 13.06(c)(i).
- (e) The Board may from time to time by Ordinary Resolution appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

13.03 Term:

- (a) The Secretary's and Treasurer's terms of office shall be in accordance with Subsection 10.06(b).
- (b) The term of office of the Director elected to hold office as Vice-President, President-Elect, President and Immediate Past-President shall be in accordance with Paragraph 10.03(b)(ii).

13.04 Vacancies:

- (a) Notwithstanding Section 13.03 above, each incumbent Officer, other than the Executive Director, shall continue in office until the earlier of:
 - (i) the expiration of the Officer's term;

- (ii) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
 - (iii) such Officer ceasing to be a Director (if a necessary qualification of appointment);
 - (iv) that Officer's removal;
 - (v) that Officer's death.
- (b) Vacancy in office of President, Immediate Past-President, President-Elect or Vice-President. If the office of any officer listed in Paragraphs 13.01(a)(i) to 13.01(a)(iv) of this By-law becomes vacant, the vacancy shall be filled in the manner set out in Subsection 10.13(d).
 - (c) Vacancy in office of Secretary or Treasurer. If the office of any officer listed in Paragraphs 13.01(a)(v) to 13.01(a)(vi) of this By-law becomes vacant, the vacancy shall be filled in the manner set out in Subsection 10.13(d).
 - (d) Other vacancies. If the office of an officer appointed in accordance with Subsection 13.02(e) becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy.

13.05 Removal of Officers:

- (a) Officers appointed by the Board, if any, other than the Executive Director, shall be subject to removal by Ordinary Resolution of the Board at any time, with or without cause.
- (b) Officers elected by the Members shall be subject to removal by Special Resolution of the Members at any time, with or without cause.
- (c) The Executive Director may be removed by Ordinary Resolution of the Board in accordance with the provisions of the employment agreement between the Executive Director and the Corporation and otherwise in accordance with applicable employment law.

13.06 Powers and Duties:

- (a) All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.
- (b) The duties of the officers shall include:
 - (i) **President.** The President shall be the chair of the Board and shall, when present, preside at all meetings of the Board, meetings of the committees of Directors, and Meetings of Members. The President shall

perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

- (ii) **Immediate Past-President.** The Immediate Past-President shall be a member of the Executive Committee, if any, and shall perform such duties and exercise such powers as from time to time may be assigned to such office by the Board.
- (iii) **Vice-President.** The Vice-President shall, in the absence or disability of the President-Elect, perform the duties and exercise the powers of the President-Elect and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
- (iv) **President-Elect.** The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
- (v) **Secretary.** The Secretary shall attend all meetings of the Board, Members and committees of the Board and shall enter or cause to be entered in the Corporation's minute book minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, notices to Members, Directors, the auditor and members of committees. The Secretary shall be the custodian of the corporate seal as well as all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall keep or cause to be kept books in which the names of the Members and Directors of the Corporation are registered in accordance with the Administrative Regulations and shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.
- (vi) **Treasurer.** The Treasurer shall keep or cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board, receiving proper vouchers thereof and render to the Board at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall perform such other duties and exercise such other powers as from time to time may be assigned to such office by the Board.

(c) Executive Director.

- (i) The Executive Director shall be retained as an employee of the Corporation by the Board on such terms as the Board deems appropriate. Such terms and conditions of employment of the Executive Director shall be set out in a written employment agreement entered into between the Executive Director and the Corporation.
- (ii) The Executive Director shall be the chief operating official of the Corporation. Subject to the authority of the Board, the Executive Director shall be responsible for the general and active administration, organization and management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be specified in the Administrative Regulations or otherwise determined by the Board from time to time.

13.07 Remuneration of Officers: The remuneration of any officer appointed by the Board shall be determined in accordance with Section 10.14.

13.08 Delegation of Duties of Officers: In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, and subject to the Act, 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, except any powers to do anything referred to in subsection 138(2) of the Act.

ARTICLE 14
CONFLICT OF INTEREST

14.01 Disclosure of Interest: A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, 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.

14.02 Time of Disclosure for Director: The disclosure required by Section 14.01 shall be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in Subsection 14.02(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 a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

14.03 Time of Disclosure for Officer: The disclosure required by Section 14.01 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 a contract or transaction is made, immediately after the officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

14.04 Time of Disclosure for Director or Officer: If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

14.05 Voting: A Director required to make a disclosure under Section 14.01 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

- (a) relates primarily to the Director's remuneration as a Director, an officer, an employee, an agent or other legal representative of the Corporation or an affiliate;
- (b) is for indemnity or insurance under Section 151 of the Act; or
- (c) is with an affiliate.

14.06 Continuing Disclosure Section: For the purposes of this Article 14, 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 Subsection 14.01(b) or 14.01(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.

14.07 Access to Disclosures: The Members of the Corporation may examine the portions of any minutes of meetings of Directors or of committees of Directors that contain disclosures under this Article 14, and of any other documents that contain those disclosures, during the Corporation's usual business hours.

14.08 Avoidance Standards: A contract or transaction for which disclosure is required under Section 14.01 is not invalid, and the Director or officer is not accountable to the Corporation 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 the committee of Directors that considered the contract or transaction, if

- (a) disclosure of the interest was made in accordance with this Article 14;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

14.09 Confirmation by Members: Even if the conditions of Section 14.08 are not met, a Director or an officer, acting honestly and in good faith, is not accountable to the Corporation or to its Members for any profit realized from a contract or transaction for which disclosure is required under Section 14.01, and the contract or transaction is not invalid by reason only of the interest of the Director or officer in the contract or transaction, if

- (a) the contract or transaction is approved or confirmed by Special Resolution at a meeting of the Members;
- (b) disclosure of the interest was made to the Members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved or confirmed.

14.10 Application to Court: If a Director or an officer of the Corporation fails to comply with this Article 14, a court may, on the application of the Corporation or any of its Members, set aside or annul the contract or transaction on any terms that it thinks fit, require the Director or officer to account to the Corporation for any profit or gain realized on the contract or transaction or make any other order that the court thinks fit.

ARTICLE 15
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.01 Indemnification of Directors and Officers:

- (a) The Corporation may indemnify a Director, an officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or 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 such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:
 - (i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

- (b) The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

15.02 Insurance: Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 15.01 against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Corporation; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 16
NOTICES

16.01 Method of Giving Notices:

- (a) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than a notice of a Meeting of Members, 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 auditor shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation to Industry Canada in accordance with section 128 or 134; or
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with Part 18 of the Act.
- (b) 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.
- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

16.02 Omissions and Errors: The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance

with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

16.03 Waiver of Notice: Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

ARTICLE 17

SPECIAL RESOLUTIONS

Special Resolutions: For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-law or to the Articles for the purpose of:

- (a) changing the name of the Corporation;
- (b) changing the province in which the Corporation's registered office is situated;
- (c) adding, changing or removing any restriction on the activities that the Corporation may carry on;
- (d) creating a new class or group of Members;
- (e) changing a condition required for being a Member;
- (f) changing the designation of any class or group of Members or adding, changing or removing any rights and conditions of any such class or group;
- (g) dividing 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) adding, changing or removing a provision respecting the transfer of a membership;
- (i) subject to Section 133 of the Act, increasing or decreasing the minimum and maximum number of Directors fixed by the Articles;
- (j) changing the statement of the purpose of the Corporation;
- (k) changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;

- (l) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
- (m) changing the method of voting by Members not in attendance at a Meeting of Members; or
- (n) adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 18
BY-LAWS AND RULES

18.01 By-laws and Effective Date:

- (a) Subject to Section 0 of this By-law, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.
- (b) 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.

ENACTED by the Board on the 26th day of June 2024.



Michele Ramien
President



Gabriele Weichert
President-Elect

CONFIRMED by the Members on the 28th day of June, 2024 and to be effective on the date that the Corporation continues under the Act.