



## CONSTITUTION AND BYLAWS

### NATIONAL ASSOCIATION OF PERIANESTHESIA NURSES OF CANADA

#### ARTICLE I – GENERAL

A by-law relating generally to the conduct of the affairs of the **National Association of PeriAnesthesia Nurses of Canada** (the "Corporation")

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

##### **1.1 Name**

The name of the Corporation is the National Association of PeriAnesthesia Nurses of Canada ("NAPAN<sup>®</sup>") and l'Association nationale des infirmières et infirmiers en soins périanesthésiques du Canada (ANIPA<sup>®</sup>).

**1.1.1** The logo of the corporation shall be both NAPAN<sup>®</sup> and ANIPA<sup>®</sup>

##### **1.2 Definitions**

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

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

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

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

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

"**Conflict of Interest**" means a conflict is present when an individual has an outside interest that can be reasonably be expected to influence how the individual might conduct NAPAN<sup>®</sup> business. A conflict of interest exists whether or not the individual is actually influenced by a competing interest.

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

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

"**PeriAnesthesia nursing**" means that the PeriAnesthesia nursing paradigm uses knowledge, philosophy, theory, research methodology, and literature from nursing and other disciplines. Through collaboration with other health care professionals, the PeriAnesthesia nursing paradigm focuses on perianesthesia clients of all ages who receive surgery/procedure, sedation/analgesia and anesthetic agents/techniques within the perianesthesia environment in the health cycle.

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

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

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

### **1.3 Interpretation**

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

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

### **1.4 Corporate Seal**

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

### **1.5 Execution of Documents**

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

### **1.6 Financial Year**

The financial year end of the Corporation shall be March 31 in each year.

### **1.7 Banking Arrangements**

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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **1.8 Borrowing Powers**

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

**1.8.1** borrow money on the credit of the corporation;

**1.8.2** issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

**1.8.3** give a guarantee on behalf and

**1.8.4** 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.

## **1.9 Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **1.10 Dissolution of the Corporation**

Upon dissolution, and after payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in subsection 149.1(1) of the *Income Tax Act*.

### **ARTICLE 2 – OBJECTIVES**

#### **2.1 The Charitable Objectives For Which the Corporation or Association is Established Are:**

- 2.1.1** To advance education for PeriAnesthesia nurses across Canada through the provision of scholarships, bursaries, and other forms of financial assistance and
- 2.1.2** To support and sustain national examination for PeriAnesthesia nurses in Canada to obtain certification.

### **ARTICLE 3 - MEMBERSHIP**

#### **3.1 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

##### **3.1.1 Class A Members:**

- i. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- ii. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

##### **3.1.2 Class B Members**

- i. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation. These are the following:
  - a. ASSOCIATE: Health care practitioner who is working in an environment where PeriAnesthesia nursing is practiced or has a vested interest in the perianesthesia care of clients. Associate membership holds a reduced annual membership and does not include entitlement to hold office or to vote on corporate issues.
  - b. AFFILIATE: Affiliate members who hold a reduced annual membership are not entitled to hold office or to vote on corporate issues.
  - c. STUDENT: Student members who hold a reduced annual membership are not entitled to hold office or to vote on corporate issues.

d. HONORARY MEMBERSHIP: To be determined.

- ii. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **3.2 Membership Transferability**

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

### **3.3 Notice of Members Meeting**

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

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

### **3.4 Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights **and representatives of at least two (2) jurisdictions**. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **ARTICLE 4 - ANNUAL DUES**

### **4.1 Membership Dues**

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 the members in default shall automatically cease to be members of the Corporation.

### **4.2 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member resigns or dies;
- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

### **4.3 Effect of Termination of Membership**

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

#### **4.4 Discipline of Members**

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

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended 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 expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the 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. The board's decision shall be final and binding on the member, without any further right of appeal.

### **ARTICLE 5 - MEETING OF MEMBERS**

#### **5.1 Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

#### **5.2 Cost of Publishing Proposals for Annual Members' Meetings**

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

#### **5.3 Place of Members' Meeting**

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

#### **5.4 Persons Entitled to be Present at Members' Meetings**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### **5.5 Chair of Members' Meetings**

In the event that the President of the board and the President-Elect of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

#### **5.6 Quorum at Members' Meetings**

Fifty-one (51%) of the active members present at the time of voting at the meeting shall form a quorum for the transaction of business.

#### **5.7 Votes to Govern at Members' Meetings**

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

#### **5.8 Participation by Electronic Means at Members' Meetings**

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

#### **5.9 Members' Meeting Held Entirely by Electronic Means**

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

### **ARTICLE 6 - BOARD OF DIRECTORS**

#### **6.1 Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

#### **6.2 Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

#### **6.3 Calling of Meetings of Board of Directors**

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

#### **6.4 Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### **6.5 Regular Meetings of the Board of Directors**

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

#### **6.6 Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. 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.

#### **6.7 Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

#### **6.8 Remuneration of Directors and Advisory Council**

The Directors and Advisory Council members shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred in performance of his/her duties.

#### **6.9 Conflict Of Interest**

A Board member must declare a conflict of interest related to any item of business that comes before a meeting.

Board and Committee members must refrain from placing themselves in any position in which there is a conflict of interest – actual, potential or perceived – between their NAPAN® responsibilities and their personal interest or their responsibilities to themselves or others.

#### **6.10 Indemnification of the Board of Directors of the Corporation**

The Corporation shall indemnify and save the Board of Directors and make any Director and/or Directors harmless from and against all liabilities, claims, actions, causes or action, damages, losses and legal costs of every nature and kind whatsoever which the Board of Directors and any Director and/or Directors may suffer or incur as a result of actions taken by them/him/her within the scope of their/his/her authority as the Board of Directors or member thereof of the Corporation.

## **ARTICLE 7 – DUTIES OF THE OFFICERS OF THE CORPORATION**

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

### **7.1 Membership**

The Officers of the Corporation comprise of the Executive Committee and shall consist of the following members; President, President-Elect, Secretary, Treasurer, Immediate Past-President, Secretary-Elect and Treasurer-Elect.

### **7.2 Duties**

It is expected that the Officers of the Corporation will attend all meetings of the Corporation.

#### **7.2.1 President**

As the Chief Officer of the Corporation, the President shall:

- contribute to the vision and direction of the Corporation
- be accountable to the membership for furthering the goals of the Corporation
- assume the role of the Chair of the Executive Committee
- be responsible to the Board of Directors
- act as a mentor for the President-Elect
- when present preside at all meetings of the members of the Corporation and of the Board of Directors
- be charged with the general and supervision of the affairs and operations of the Corporation
- the President, or his/her delegate and one Officer of the Corporation, shall sign all by-laws, cheques and all other documents related to the business of the Corporation as required
- represent the opinions and views of the Association to the public or media as required
- assist in preparing an annual operating budget to be presented to the Board of Directors
- assist the Board of Directors in establishing and maintaining an ongoing strategic plan with defined goals and objectives and operational strategies
- act as a liaison between the regions and the Executive Committee as required
- schedule all regular meetings of the Corporation
- prepare a Presidential message for all issues of the newsletter
- attend Board of Directors, Executive Committee and Annual General Meetings
- assume other duties as requested by the Board of Directors
- follow the NAPAN© Conflict of Interest Guidelines
- assume the role of Immediate Past President upon completion of his/her term as President
- be an ex-officio member of all NAPAN© committees except the Nomination Committee

#### **7.2.2 President-Elect**

The President-Elect shall:

- assist the President in the discharge of his/her duties
- assume such responsibilities as shall be required by the Officers of the Corporation
- be prepared to assume the office of President in the event of that member's absence, resignation, inability or refusal to act, or due to removal from Office
- assume the position of President upon completion of the President- Elect two (2) year term

### **7.2.3 Secretary**

The Secretary shall:

- Attend all meetings of the Officers of the Corporation and/or Board of Directors and record all facts and minutes of all proceedings in the books for that purpose
- give all notices required to be given to members and to Officers
- have experience in taking and producing minutes, have computer skill/literacy and access to email
- keep or cause to be kept a list of all members of the Corporation and call the roll when required
- be a custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors of the Corporation to do so and to such person or persons as may be named in the resolution
- perform such other duties as may from time to time be determined by the Board of Directors
- provide mentorship for the Secretary-Elect

### **7.2.4 Treasurer**

The Treasurer shall:

- have experience with bookkeeping or accounting, have computer skills/literacy and have access to email
- keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account
- deposit all monies or other valuable effects in name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors
- disperse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof
- render to the Board of Directors at regular meetings thereof or whenever required of him/her an account of all of his/her transactions as Treasurer, and of the financial position of the Corporation
- prepare and present an annual operating budget to the Board of Directors
- be one of the signing officers of the Corporation
- perform such other duties as may from time to time be determined by the Board of Directors
- propose the name of an auditor to members at the annual general meeting
- report all delinquencies, with-in forty-eight hours, to the NAPAN© President
- provide mentorship to the Treasurer-Elect

### **7.2.5 Immediate Past President**

The Immediate Past President shall:

- assume the responsibility of the Chair of the Nominating Committee for a two year term
- provide mentorship for the President and other members of the Board of Directors

- perform such other duties as may from time to time be determined by the Board of Directors

### **7.2.6 Secretary-Elect**

The Secretary-Elect shall:

- assist the Secretary of the Corporation through mentorship
- have access to email
- develop computer skills/literacy as a minute-taker
- assist Committees as a recorder if requested
- attend all meetings of the Officers of the Corporation and/or Board of Directors
- assume responsibilities as shall be required by the Board of Directors
- be prepared to assume the office of Secretary of the Corporation in the event of that member's absence, resignation, inability or refusal to act, or due removal from office
- assume the position of Secretary of the Corporation upon completion of the Secretary-Elect two (2) year term

### **7.2.7 Treasurer-Elect**

The Treasurer-Elect shall:

- assist the Treasurer through mentorship
- have access to email
- develop computer skills/literacy
- develop bookkeeping or accounting skills
- attend all meetings of the Officers of the Corporation and/or Board of Directors
- be one of the signing officers of the Corporation if required
- assume responsibilities as shall be required by the Board of Directors
- be prepared to assume the office of Treasurer of the Corporation in the event of that member's absence, resignation, inability or refusal to act, or due to removal from office
- assume the position of Treasurer of the Corporation upon completion of the Treasurer-Elect two (2) year term

### **7.3 Vacancy in Office**

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

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

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

## **ARTICLE 8 – DUTIES OF THE DIRECTORS OF THE CORPORATION (EXCLUSIVE OF THE OFFICERS)**

### **8.1 Membership**

The members of the Board of Directors shall include the Officers of the Corporation also known as the Executive Committee, Jurisdictional PeriAnesthesia Representatives, International Representative and the Advisory Council.

## **8.2 Duties**

It is expected that these members of the Board of Directors will, at a minimum, attend the joint meetings of the Board of Directors and Advisory Council and other meetings at the request of the Officers of the Corporation.

### **8.2.1 Jurisdictional Representatives**

The Jurisdictional Representatives shall:

- a. represent the needs, opinions and interests of the particular region from which he/she is elected and act as liaison between the National Board and his/her region
- b. coordinate educational activities within his/her region in accordance with the objectives of the Corporation
- c. report on activities and financial status of the region to the Board of Directors of the Corporation upon its request and to present a report at the annual general meeting
- d. perform such other duties as may from time to time be determined by the Board of Directors
- e. Submit the Minutes from the Annual General Meeting of the Jurisdiction to the Secretary of NAPAN© within 60 days of the Annual General Meeting having taken place

### **8.2.2 Advisory Council**

The Advisory Council is appointed by the Board of Directors to advise the Board of Directors on managing the Corporation. Members of the Advisory Council are not eligible to exercise a vote.

The Advisory Council is composed of:

- a. Four public or professional representatives appointed by the Board of Directors with the assistance from the Nominating Committee.
- b. Two members appointed by the Board of Directors with the assistance from the Nominating Committee to reflect NAPAN© current corporate directions as determined by the Board of Directors.
- c. One member of associate members appointed by and from the associate members.

### **8.2.3 International Representative**

The International Representative is appointed by the Board of Directors to liaise with the International Collaboration of PeriAnesthesia Nurses, and is eligible to exercise a vote.

- a. Represents the Executive and Board of Directors on the International Collaboration Board of Directors
- b. Reports information from the International Collaboration to the NAPAN© Board of Directors at each Board meeting and responds to queries

## **ARTICLE 9 - COMMITTEES**

### **9.1 Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. A committee cannot oblige the Association or make any expense in its name without the approval of the Board of Directors. There must be at least one member of the Board of Directors on each committee.

## ARTICLE 10 - AMENDMENTS

### **10.1 Method of Giving Any Notice**

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

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the 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 in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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

### **10.2 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.

### **10.3 Omissions and Errors**

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

### **10.4 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **10.5 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as

set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### **10.6 By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Originally Approved by Industry Canada: 2002  
Revised for Officers of the Corporation: May, 2009  
Approved by Industry Canada, 2010  
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Approved by Industry Canada: January 26, 2012  
Revised as NFP Act Change: June, 2014  
Approved by Industry Canada: (tbd)