

**Editors' Association of Canada/Association canadienne des réviseurs
Bylaw No. 1 (2014)
Effective date: August 2014**

A bylaw relating generally to the conduct of the affairs of the EDITORS' ASSOCIATION OF CANADA / ASSOCIATION CANADIENNE DES RÉVISEURS ("the Association")

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Be it enacted as a bylaw of the Association as follows:

SECTION 1 — General

1.01 Definitions

In this bylaw and all other bylaws of the Association, unless the context otherwise requires:

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) "bylaw" means this bylaw and any other bylaw of the Association as amended and which are, from time to time, in force and effect;
- d) "Executive Council" means the board of directors of the Association and "director" means a member of the Executive Council;
- e) "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;
- f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g) "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i) "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 bylaw, 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 in 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.03 Corporate Seal

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

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) directors or officers, other than Branch Officers. In addition, the Executive Council 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, including Branch Officers, whose signing authority in any case shall be limited to the execution of documents specific to the business of the branch they represent. 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, bylaw or other document of the Association to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Association shall be December 31 or as may be otherwise determined by the Executive Council by resolution.

1.06 Banking Arrangements

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

1.07 Borrowing Powers

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

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

1.08 Annual Financial Statements

The Association’s annual financial statements shall be made available to members. The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available on the Association website and at the

registered office of the Association and that any member may, on request, obtain a copy free of charge at the registered office or by mail.

1.09 Public Accountant

At each annual general meeting, the members shall appoint a public accountant in accordance with Part 12 of the Act to serve as auditor of the Association.

SECTION 2 — Membership

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available only to individuals who (a) are interested in furthering the Association's purposes; and (b) have applied for and been accepted into membership in the Association by resolution of the Executive Council or in such other manner as may be determined by the Executive Council. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

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

2.02 Membership Transferability

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

2.03 Membership Fees

Membership fees shall be such amounts as the Executive Council may from time to time determine, provided that no changes shall become effective unless approved by the members by ordinary resolution. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members' term of membership shall terminate.

2.04 Termination of Membership

A membership in the Association is terminated when:

- a) the member dies or resigns;
- b) the member ceases to meet the qualifications required for membership;
- c) the member is expelled in accordance with section 2.05 or their membership is otherwise terminated in accordance with the articles or bylaws;
- d) the member's term of membership expires; or
- e) the Association is liquidated and dissolved under the Act.

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

2.05 Discipline of Members

This section applies to conduct that occurs when members participate in Association services, programs or environments, or act or claim to act as designated representatives of the Association.

2.05.1 Definitions

In this section:

- a) “acceptable conduct” is behaviour that is consistent with the principle of mutual respect and that supports the aims, objectives and effectiveness of the Association;
- b) “Association services,” “Association programs” and “Association environments” include but are not limited to EAC
 - i. meetings, workshops and conferences,
 - ii. Internet forums, including electronic-mail lists,
 - iii. volunteer activities, including holding executive office and participating in committees,
 - iv. awards, products and publications,
 - v. mediation, job lists and certification;
- c) “complainant” is the member who initiates a complaint of misconduct;
- d) “conduct of an illegal nature” includes but is not limited to harassment, libel and slander, defamation, obscenity, theft and violent behaviour;
- e) “misconduct” includes but is not limited to conduct that
 - i. disrupts or obstructs Association services, programs or environments, including the work of Association employees or volunteers,
 - ii. interferes with the right of another member to participate in Association services, programs or environments,
 - iii. undermines the value of membership benefits by inappropriately sharing them with nonmembers,
 - iv. brings dishonour, embarrassment or disgrace to the Association; and
- f) “respondent” is the member against whom a complaint of misconduct is made.

2.05.2 Complaints

- a) The Association will deal with allegations of misconduct in a procedurally fair, unbiased and timely manner.
- b) In principle, informal resolution of complaints is preferred. A member who is considering initiating a complaint of misconduct is normally expected to inform the member who has engaged in the alleged misconduct that his or her behaviour is unacceptable and to ask that the behaviour cease. The Association recognizes that in some situations informal resolution may not be possible or appropriate.
- c) Where informal resolution has failed, an individual member, a branch chair or a branch executive member authorized by his or her branch executive may initiate a formal complaint.
- d) Formal complaints must be in writing and signed, submitted within 30 days from the alleged misconduct and addressed to the Association president at the national office.
- e) The duty of reviewing formal complaints of misconduct is vested in a subcommittee of the Executive Council, normally composed of the Association president and two other members of the executive.
- f) If this subcommittee determines that a formal investigation is not warranted, the subcommittee will advise the member who initiated the complaint (“the complainant”) within 30 days from the receipt of the complaint that the Association will take no further action.
- g) If this subcommittee determines that a formal investigation is warranted, the subcommittee will send a notice of complaint within 30 days to the member against whom the complaint is made (“the respondent”) and will request a written reply.
- h) Where more than one complaint is received for alleged misconduct by a member, the subcommittee may consider the complaints concurrently.
- i) The subcommittee will not proceed with any investigation before it receives and considers the respondent’s reply to the notice of complaint or before a period of 60 days from the date of the notice of complaint has elapsed without a written reply from the respondent.

- j) At its discretion, the subcommittee may invite the complainant, the respondent or both to provide further information. It may also consult with other individuals whom the subcommittee believes may have information relevant to the complaint.
- k) The subcommittee will ensure that both the complainant and the respondent are aware of the positions of the other.

2.05.3 Decision

- a) After completing its formal investigation, the subcommittee will prepare a written report, including findings of fact, for the national Executive Council, and may recommend disciplinary action against the respondent.
- b) Where the subcommittee finds that the complaint was frivolous or vindictive in nature, the subcommittee may recommend disciplinary action against the complainant.
- c) Disciplinary action will normally be progressive in nature and may include but is not limited to
 - i. a written warning,
 - ii. suspension of some or all membership privileges for a specified period,
 - iii. revocation of membership in the Association.
- d) At a scheduled meeting or a special meeting convened to consider the misconduct complaint, the national Executive Council will decide the outcome of the complaint, including any disciplinary action. Its decision will be conveyed in writing to the complainant and the respondent.

2.05.4 Appeals

- a) The only disciplinary action that can be appealed under this bylaw is revocation of membership.
- b) A person whose membership has been revoked may ask for a vote of the members to overturn the decision to revoke his or her membership.
- c) This request for a member vote must be in writing and received by the national office within 30 days from the date of the notice of revocation of membership. It must provide specific grounds for the appeal, describing how these provisions were incorrectly applied and/or due process was not followed.
- d) Within 120 days, the Association will hold the requested member vote.
- e) To help members reach a fair judgment, they will have access to the written decision of the national Executive Council and to the letter of appeal requesting a member vote.

2.05.5 Privacy

Resolving a misconduct complaint may require the disclosure of sensitive material. The Association will attempt to ensure that confidentiality is maintained except where disclosure is necessary for the purpose of investigating and resolving the complaint.

2.06 Ratification of Scale Agreements

It shall be the right of every member of the Association to participate in a ratification vote on any scale agreement or schedule that affects him or her.

SECTION 3 — Meetings of Members

3.01 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given 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 bylaws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

3.02 Members Calling a Members' Meeting

The Executive Council 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. If the Executive Council does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

3.03 Proposals Nominating Directors at Annual Members' Meetings

A member entitled to vote at an annual meeting of members may submit to the Association notice of any matter that the member proposes to raise at the meeting. Subject to the Regulations under the Act, any such 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.

3.04 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.

3.05 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 Executive Council.

3.06 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be members of the Association, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Association 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.

3.07 Chair of Members' Meetings

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

3.08 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a minimum of 15 and in addition shall be at least double the number of directors present plus one. 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.

3.09 Conduct of Members' Meetings

Meetings shall be conducted according to Robert's Rules of Order provided that, in the event of a conflict between such Rules of Order and one or more provisions of the Act, the Articles or the Bylaws, the provisions of the Act, the Articles or the Bylaws shall prevail.

3.10 Votes to Govern at Members' Meetings

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

3.11 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy-holder, and one or more alternate proxy-holders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxy-holder or an alternate proxy-holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy-holder or an alternate proxy-holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxy-holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxy-holder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxy-holder, if the form of proxy designates a person as proxy-holder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy-holder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

As an alternative to absentee voting by proxy, a member may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has implemented a system that

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

Pursuant to section 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the articles or bylaws of the Association to change this method of voting by members not in attendance at a meeting of members.

3.12 Participation by Electronic Means at Members' Meetings

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

3.13 Members' Meeting Held Entirely by Electronic Means

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

SECTION 4 — Directors

4.01 Qualifications of Directors

In addition to the qualifications specified in the Act, all directors shall be members of the Association.

4.02 Number of Directors

Subject to the minimum and maximum number of directors specified in the articles, the Executive Council shall consist of the fixed number of directors 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 Council. At least two directors shall not be officers or employees of the Association or its affiliates.

4.03 Term of Office of Directors

At the first election of directors following the approval of this bylaw, one-half (1/2) of directors shall be elected for a two-year term, and one-half (1/2) of directors shall be elected for a one-year term. Thereafter, except where an election is held or an appointment is made to fill the unexpired portion of a term, newly elected directors shall be elected for two-year terms. Each director shall hold office until his or her successor has been elected.

4.04 Vacancy of Directorship

Notwithstanding the terms of office specified in section 4.03, a director ceases to hold office if the director dies, resigns, is removed by ordinary resolution of the members at a special meeting, or ceases to qualify under section 4.01 above.

If a directorship becomes vacant for any of these reasons, a quorum of directors may fill the vacancy, subject to the provisions of s. 132 of the Act.

SECTION 5 — Meetings of Directors

5.01 Calling of Meetings of the Executive Council

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

5.02 Notice of Meeting of the Executive Council

Notice of the time and place for the holding of a meeting of the Executive Council shall be given in the manner provided in section 9.01 of this bylaw to every director of the Association 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 bylaw 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.

5.03 Regular Meetings of the Executive Council

The Executive Council shall meet at least once a year. The Executive Council may appoint a day or days in any month or months for regular meetings of the Council at a place and hour to be named. A copy of any resolution of the Executive Council fixing the place and time of such regular meetings of the Council 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.

5.04 Persons Entitled to be Present at Meetings of the Executive Council

Executive Council meetings shall be open to all members of the Association in good standing.

5.05 Quorum at Meetings of the Executive Council

At any meeting of the Executive Council, a quorum shall consist of a simple majority of the directors and, despite any vacancy among the directors, a quorum of directors may exercise the powers of the directors.

5.06 Votes to Govern at Meetings of the Executive Council

At all meetings of the Executive Council, 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.

5.07 Committees of the Executive Council

The Executive Council 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 Executive Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Council may from time to time make. Any committee member may be removed by resolution of the Executive Council.

5.08 Nominating Committee

At least four (4) months prior to the Annual General Meeting of members in any year, the Executive Council shall appoint a director to form and chair a nominating committee of the Association, composed of the director and one member from each branch. The Nominating Committee's duties shall be to

- a) issue a call for nominations,
- b) prepare a slate of qualifying individuals to stand for election as directors at the next Annual General Meeting of members, and
- c) prepare a second slate of qualifying individuals for appointment by the Executive Council to chair other national committees.

The Nominating Committee must accept all nominations for any position made in response to its call for nominations as long as the candidates are eligible under this Bylaw and are willing to stand. The Nominating Committee may also recruit candidates and shall attempt to propose slates that include representation of the regions in which the Association operates.

SECTION 6 — Officers

6.01 Description of Offices

Unless otherwise specified by the Executive Council (which may, subject to the Act, modify, restrict or supplement such duties and powers) and ratified by the members at a general meeting, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President** – The President shall be a director, shall act as chair and shall (i) when present, preside over all meetings of the Executive Council and membership; (ii) act as chief spokesperson of the Association; and (iii) co-ordinate the activities and supervise and administer the business of the Association on behalf of the Executive Council.
- b) **Vice-President** – The Vice-President shall be a director and shall (i) perform the duties of the President when the President is unable to do so because of absence or incapacity; and (ii) assist the President in coordinating the activities and supervising and administering the business of the Association on behalf of the Executive Council.

- c) Treasurer – The Treasurer shall be a director and shall provide oversight over the financial affairs of the Association as prescribed by the Executive Council.
- d) Secretary – The Secretary shall be a director and shall arrange to (i) have votes and minutes of all proceedings at all Executive Council and membership meetings recorded, and to keep permanent records of such proceedings and archival materials for the Association; (ii) make available to members the minutes of membership meetings; (iii) notify members of membership meetings; and (iv) adjudicate on the eligibility of members to vote at meetings.
- e) Executive Director – The Executive Director shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The Executive Director shall, subject to the authority of the Executive Council, have general supervision of the affairs of the Association.
- f) Branch Officers – A Branch Officer shall be appointed for each branch of the Association and shall normally be the person who serves as chair of the branch executive. A Branch Officer shall, subject to the authority of the Executive Council and working with the branch executive, have management and supervision over the affairs of the branch.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Executive Council or president requires of them. The Council may from time to time and subject to the Act vary, add to or limit the powers and duties of any officer.

6.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Executive Council may remove, whether for cause or without cause, any officer of the Association. 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) the officer ceasing to be a director (if a necessary qualification of appointment) or
- d) the officer's death.

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

SECTION 7 — Remuneration and Indemnification

7.01 Non-remuneration

Directors shall not be remunerated for their duties as directors or officers. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Executive Council member from serving the Association in any other capacity and receiving compensation for so doing.

7.02 Indemnification

Subject to the limitations specified in s. 151(3) of the Act, the Association shall indemnify a present or former director or officer of the Association, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that connection with the Association or other entity.

SECTION 8 — Branches

8.01 Formation and Function

The Association may establish or dissolve branches within Canada as the membership may determine by special resolution. Branches shall have the power to carry out local programs consistent with the purposes and policies of the Association, and under the direction of the Executive Council. Members of the Association may choose which branch to join.

8.02 Branch Executive

A branch executive, elected annually by members of the branch, shall have management and supervision over all the affairs of the branch, subject to any limitations contained in Association policies and as otherwise determined by the Executive Council from time to time. The branch executive shall consist of at least four members performing, at a minimum, the functions of chair, treasurer, secretary and marketing/public relations. The branch shall at all times be accountable to the Association's Executive Council.

8.03 Branch Membership Meetings

Each branch must call a minimum of four membership meetings a year, one of which must be an annual general meeting of the branch that includes executive elections and is held before the national annual general meeting.

Quorum for a branch annual general meeting is eight members.

8.04 Dissolution

All rights, title, interest, property and assets belong to the Association. Upon dissolution of a branch, the Executive Council or such officers or persons as it may specify shall assume direct responsibility for management of all such rights, title, interest, property and assets.

SECTION 9 — Notices

9.01 Method of Giving Notices

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

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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 Executive Council 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 bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of Any Provisions of this Bylaw

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

9.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the Executive Council or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the bylaws 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.

SECTION 10 — Bylaws and Effective Date

10.01 Enactment and Amendment of Bylaws

The Executive Council may not make, amend or repeal any bylaws that regulate the activities or affairs of the Association without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act.

10.02 Conflict Between Versions

This bylaw is approved in both a French and an English version. In the event of any conflict between versions, the English version shall govern.