

**BYLAWS  
OF  
ALBERTA ATHLETIC THERAPISTS ASSOCIATION**

**ARTICLE 1 GENERAL AND INTERPRETATION**

1.1 Purpose

These bylaws (the “**Bylaws**”) relate to the general conduct of the affairs of the Alberta Athletic Therapists Association (the “**Association**”), an association incorporated under the Alberta *Societies Act*, RSA 2000 c S-14 (the “**Act**”).

1.2 Definitions

- (a) “**Act**” means the *Societies Act*, RSA 2000 c S-14, as amended;
- (b) “**AGM**” means the annual meeting of the Association and its Members pursuant to these Bylaws and the Act;
- (c) “**Association**” means the Alberta Athletic Therapists Association;
- (d) “**Board**” means the Board of Directors of the Association;
- (e) “**Business Day**” means any day that is not a Saturday, Sunday or statutory holiday in the Province of Alberta;
- (f) “**Bylaws**” mean these Bylaws and any amendments thereto;
- (g) “**CATA**” means the Canadian Athletic Therapists Association;
- (h) “**Candidate Fee**” means the annual Non-Voting Member membership fees as determined by the Voting Members from time to time;
- (i) “**Chair**” means Chair of the Board;
- (j) “**Discipline Committee**” means a committee formed by the Board to rule on disciplinary matters consisting of a minimum of three (3) Directors or duly appointed Voting Members who are not in a conflict of interest in relation to the disciplinary matters being considered;
- (k) “**Directors**” mean the individuals elected or appointed to the Board of the Association pursuant to the provisions of these Bylaws and “**Director**” means any one of them;
- (l) “**Director at Large**” means any Director that is not an Officer of the Association;
- (m) “**Emeritus Member**” means any individual validly admitted to the Association in accordance with these Bylaws and the Act, and entitled to the rights set forth in Section 2.13 hereof;
- (n) “**Fees**” means any amounts, dues or monies owing by a Member to the Association as a result of membership in the Association, including the Candidate Fees and the Certified Therapist Fees;

- (o) “**General Meeting**” has the meaning set out in Section 10.1 hereof; (p) “**Head Office**” means the head office and registered office of the Association;
- (q) “**Income Tax Act**” means the *Income Tax Act* (Canada), 1985, 5<sup>th</sup> Supplement c-1, and any successor legislation, all as amended from time to time;
- (r) “**Member**” means any member of the Association;
- (s) “**Member Meeting**” means any meeting of the Members, including without limitation any General Meeting, AGM or Special Meeting;
- (t) “**Month**” means calendar month;
- (u) “**Non-Voting Member**” means any individual validly admitted to the Association in accordance with these Bylaws and the Act, and entitled to the rights set forth in Section 2.12 hereof;
- (v) “**Officers**” means the individuals elected or appointed as officers of the Association pursuant to these Bylaws, including the President, Vice President, Secretary, and Treasurer; and “**Officer**” means any one of them;
- (w) “**Ordinary Resolution**” means a resolution passed by a simple majority of the votes cast on that resolution;
- (x) “**Person**” includes a corporation, company, limited liability company, unlimited liability company, body corporate, firm, joint venture, syndicate, association, partnership, and any other form of entity or organization, whether or not having legal status;
- (y) “**Policies**” means the Policies and Procedures of the Association as established by the Board and amended from time to time;
- (z) “**President**” means the president of the Association as elected or appointed pursuant to the provisions of these Bylaws;
- (aa) “**Registrar**” has the meaning set out in the *Business Corporations Act*, RSA 2000, c B-9;
- (bb) “**Seal**” means the seal of the Association or any official facsimile of the same;
- (cc) “**Secretary**” means the Secretary of the Association as elected or appointed pursuant to the provisions of these Bylaws;
- (dd) “**Special Meeting**” has the meaning set out in Section 10.3 hereof;
- (ee) “**Special Resolution**” has the meaning set out in the Act;
- (ff) “**Certified Therapist Fee**” means the annual Voting Member membership fees as determined by the Voting Members from time to time;
- (gg) “**Treasurer**” means the treasurer of the Association as elected or appointed pursuant to the provisions of these Bylaws;

(hh) “**Vice President**” means the vice president of the Association as elected or appointed pursuant to the provisions of these Bylaws; and

(ii) “**Voting Member**” means any individual validly admitted to the Association in accordance with these Bylaws and the Act, and entitled to the rights set forth in Section 2.11 hereof.

The preceding definitions are not exhaustive of the defined terms or expressions used in these Bylaws and other terms or expressions may be defined throughout these Bylaws.

### 1.3 Interpretation

In and for the purpose of these Bylaws, except as otherwise expressly provided:

(a) all references in these Bylaws to designated “Articles”, “sections” and other subdivisions or Schedules are to the designated Articles, sections and other subdivisions or Schedules of or attached to these Bylaws;

(b) the words “herein”, “hereof”, “thereunder” and “hereunder” and other words of similar import refer to these Bylaws as a whole and not to any particular Article, section or other subdivisions;

(c) the headings are for convenience only and do not form a part of these Bylaws and are not intended to interpret, define or limit the scope, extent or intent of these Bylaws or any provision hereof;

(d) the singular of any terms includes the plural, and vice versa, the use of any term is generally applicable to any gender and where applicable, a body corporate, the word “or” is not exclusive and the word “including” is not limiting (whether or not non limiting language (such as “without limitation” or “but not limited to” or words of similar import) is used with reference thereto); and

(e) a reference to a statute includes all regulations made thereunder, all amendments to a statute or regulation in force from time to time and any statute or regulation that supplements or supersedes such statute or regulations.

### 1.4 Not-For-Profit

The Association shall not issue any shares and shall be a not-for-profit

### society. 1.5 Location of Head Office

The Association shall continuously maintain its Head Office within the Province of Alberta at such locations as the Board may determine from time to time. The Association may also have regional branch offices throughout the Province of Alberta, where the Board determines that such offices are in the best interests of the Association.

## **ARTICLE 2 MEMBERSHIP**

## 2.1 Membership Classes

There shall be three (3) membership classes in the Association:

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- (a) Voting Members;
- (b) Non-Voting Members; and
- (c) Emeritus Members.

## 2.2 Membership Restrictions

Membership in the Association shall be subject to the following restrictions:

- (a) no individual shall be eligible for more than one (1) class of membership at any given time; and
- (b) membership in the Association is personal, and cannot be assigned or transferred.

## 2.3 Eligibility for Voting Membership

Individuals wishing to become a Voting Member must satisfy the following requirements:

- (a) be a certified athletic therapist pursuant to those requirements established by CATA from time to time; and
- (b) payment of the Certified Therapist Fee.

## 2.4 Eligibility for Non-Voting Membership

Individuals wishing to become a Non-Voting Member must satisfy the following requirements:

- (a) completion of the certificate candidate requirements established by CATA from time to time; and
- (b) payment of the Candidate Fee.

## 2.5 Eligibility for Emeritus Membership

Individuals wishing to become an Emeritus Member must satisfy the following requirements: (a) have been a Member of the Association previously; and

- (b) receive nomination and approval for membership by the Board.

## 2.6 Ongoing Membership Obligations

Every Member shall, at all times:

- (a) uphold and comply with the Bylaws, Policies and other rules and regulations of the

Association in effect from time to time;

(b) abide by such codes of conduct and standards of ethics and professionalism adopted by the Association from time to time;

(c) further the objects, purposes and aims of the Association; and

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(d) save and except Emeritus Members, maintain good standing with CATA, including fulfillment of all continuing membership requirements as may be established by CATA from time to time.

If at any time a Member fails to meet the obligations imposed by this Section 2.6, such Member shall immediately notify the Board in writing and advise the Board of the particulars of such non-compliance. Upon receipt of such notice, the Board shall make a determination as to whether such violation warrants further review or sanction, whether by the Discipline Committee or otherwise.

## 2.7 Membership Fees

The Fees for the next preceding Membership Year shall be determined by Ordinary Resolution of the Voting Members at the AGM. The Certified Therapist Fee shall be due and payable by each Voting Member on or before December 31<sup>st</sup> of each year for the following Membership Year. The Candidate Fee shall be due and payable by each Non-Voting Member on or before December 31<sup>st</sup> each year for the following Membership Year.

## 2.8 Membership Year

Unless otherwise determined by the Board, the membership year for the Association shall be January 1<sup>st</sup> to December 31<sup>st</sup> (the "**Membership Year**"). Membership is accorded on an annual basis, and all Members shall be required to apply for membership each year.

## 2.9 Resignation of Membership

A Member may resign by delivering written notice to the Secretary of the Association by electronic means or by mail delivered to the Association's Head Office, which resignation will take effect immediately upon delivery. Notwithstanding the foregoing, resignation from the Association shall not release the Member from any liability for any Fees owing to the Association as of the date of resignation, unless otherwise determined by the Board.

## 2.10 Termination Upon Death

Upon the death of a Member, the Board may immediately terminate the membership of such Member.

## 2.11 Rights of Voting Membership

A Voting Member in good standing shall be entitled to:

(a) receive notice of, and to attend, all Member Meetings;

- (b) to make or second motions at Member Meetings and to speak in debate on motions under consideration;
- (c) vote on all matters for determination at Members Meetings and otherwise requiring decision by Voting Members;
- (d) subject to these Bylaws, nominate eligible Members for election as Directors and/or Officers;

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- (e) run for and hold office as a Director and/or Officer, and upon election as a Director, vote on all matters for determination by the Board;
- (f) participate as a member of a committee, as invited, and vote on all matters for determination by such committee;
- (g) participate in the Association's sanctioned events and activities; and
- (h) such other rights and entitlements as may be outlined in the Policies or otherwise granted by the Board from time to time.

#### 2.12 Rights of Non-Voting Membership

A Non-Voting Member in good standing shall be entitled to:

- (a) receive notice of, and to attend, all Member Meetings;
- (b) speak in debate on motions under consideration;
- (c) participate as a member of a committee, as invited;
- (d) participate in the Association's sanctioned events and activities; and
- (e) such other rights and entitlements as may be outlined in the Policies or otherwise granted by the Board from time to time;

provided however, that in exercising any of the foregoing rights, Non-Voting Members shall not be entitled to vote on any matters for determination by the Voting Members of the Association, including the business of any committee appointed or formed by the Board.

#### 2.13 Rights of Emeritus Membership

An Emeritus Member in good standing shall be entitled to:

- (a) receive notice of, and to attend, all Member Meetings;
- (b) speak in debate on motions under consideration;
- (c) run for and hold office as a Director at Large, and upon election as a Director at Large, vote on all matters for determination by the Board;

- (d) participate as a member of a committee, as invited;
- (e) participate in the Association's sanctioned events and activities; and
- (f) such other rights and entitlements as may be outlined in the Policies or otherwise granted by the Board from time to time;

provided however, that in exercising any of the foregoing rights, Emeritus Members shall not be entitled to vote on any matters for determination by the Voting Members of the Association, including the business of any committee appointed or formed by the Board.

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#### 2.14 Members In Good Standing

A Member of the Association will be in good standing provided that the Member:

- (a) has not ceased to be a Member by resignation, expulsion or otherwise in accordance with the Act and these Bylaws;
- (b) has not been suspended or terminated from membership, or had other membership restrictions imposed;
- (c) is not subject to a disciplinary investigation or actions by the Association, or if subject to a disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- (d) has paid all Fees and remitted all information and documents required by the Association;
- (e) has complied with the Bylaws, Policies, procedures, rules and regulations of the Association; and
- (f) save and except Emeritus Members, is in good standing with CATA and has complied with those CATA requirements prescribed by these Bylaws.

#### 2.15 Members Not In Good Standing

In the event that a Member ceases to be in good standing, the Board may, without prejudice to any other rights or remedies afforded to the Board pursuant to the Act or these Bylaws, and in accordance with the Policies established by the Board from time to time, suspend the rights and privileges of the Member until such time as the Board is satisfied that the Member has met the requirements of good standing outlined in Section 2.14 above. For greater certainty, and without limiting the generality of the foregoing, any Member who ceases to be in good standing shall not be entitled to vote at Member Meetings and, where the Member is a Director, will not be entitled to vote at meetings of the Board.

### **ARTICLE 3 DISCIPLINE OF MEMBERS**

#### 3.1 Discipline Committee

The Board may, for each disciplinary matter, appoint a Discipline Committee to investigate, review and consider transgression(s), implement sanctions or measures, if found necessary, and prepare a written decision, in any event. The written decision shall include details of the alleged transgression, the evidence considered and the decision made by the Discipline Committee.

### 3.2 Conduct Warranting Discipline

Any Member who, in the opinion of the Discipline Committee, following investigation or review in accordance with the Policies established by the Board, has engaged in conduct that is:

(a) improper or unbecoming of a Member;

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(b) contrary to the Act, the Bylaws, the Policies or any other rules or regulations established by the Board from time to time, including without limitation, non-payment of Fees; or

(c) is likely to endanger the reputation or hinder the interests of the Association;

shall be subject to disciplinary action in accordance with these Bylaws, the Policies and any other disciplinary rules or regulations established by the Board from time to time.

### 3.3 Right of Appeal

Any Member who is subject to a decision of the Discipline Committee may appeal that decision to the Board by providing the Board with written notice of the appeal within five (5) Business Days of the date the written decision of the Discipline Committee is rendered.

### 3.4 Board Review

The Board shall, upon receipt of a written notice of appeal as provided in Section 3.3, meet to review the appeal and the decision of the Discipline Committee. Any appeal to the Board shall constitute a hearing *de novo*, and the Board shall be entitled to review and consider any and all information, evidence, testimony or other factors it deems necessary in rendering its decision, regardless of whether such information, evidence, testimony or factors were considered by the Discipline Committee.

### 3.5 Board Decision

Following completion of the Board's review as provided for in Section 3.4, the Board shall render a written decision setting out, at minimum, the result of the Board's decision, the details of the alleged transgression, the evidence, rules, regulations, and policies considered, and the specifics of any sanctions, conditions or disciplinary measures imposed, including but not limited to suspension or expulsion. The decision of the Board with respect to any disciplinary matter shall be final and binding, and no further right of appeal shall be available.

### 3.6 Suspension

Subject to successful appeal under Section 3.3, suspension of membership shall be a

temporary suspension of membership privileges for a period of time determined by the Discipline Committee or Board, as the case may be, provided however that the Board shall be entitled to reinstate a Member from suspension at any time during the same Membership Year with such probationary conditions or other requirements of membership as the Board sees fit.

### 3.7 Expulsion

Subject to successful appeal under Section 3.3, expulsion of membership shall entail a cessation of all membership privileges for at least the balance of the Membership Year, without the possibility of reinstatement in the same Membership Year. Any application for reinstatement by an expelled Member in subsequent years shall be at the discretion of the Board, and if granted, may contain such probationary conditions or other requirements of membership as the Board sees fit.

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## **ARTICLE 4 ELECTION OF DIRECTORS AND TERM**

### 4.1 Election of Directors

Voting Members of the Association shall elect no less than four (4) individuals and no more than twelve (12) individuals to the Board. At any time (and at an AGM or a Special Meeting at which an election of Directors is to take place) the Voting Members may, by Ordinary Resolution, change the number of Directors to be elected provided that the number of individuals to be elected shall be no less than four (4) and no more than twelve (12). In the event the office of a Director is vacated during the term, the remaining Directors may appoint a Director who shall continue as a Director until the next AGM.

### 4.2 Restrictions on Election of Directors

Notwithstanding Section 4.1, the Officers of the Association shall ex-officio hold office as Directors and shall at all times comprise the minimum four (4) directorial seats required under these Bylaws. Notwithstanding the foregoing, upon election as an Officer in accordance with Section 8.3, such Officer shall be required to:

- (a) accept the appointment as a Director if present at the meeting at which such appointment is made; or
- (b) confirm acceptance of the appointment as a Director in writing within ten (10) days of the meeting at which the appointment was made if not present at such meeting;

otherwise such appointment as a Director will be deemed declined by the appointee, and the Board shall be entitled, by Ordinary Resolution, to appoint a replacement Officer and Director.

### 4.3 Election of Directors at Large

Provided that all provisions of the Act and these Bylaws are first complied with, any Voting Member may nominate an Emeritus Member or another Voting Member for a Director at

Large position provided that the following requirements are met:

(a) a nomination form has been:

- (i) completed and signed by the nominator;
- (ii) consented to by the nominee;
- (iii) submitted to the Board; and

(b) the nominator and the nominee are Members in good standing with the Association as of the date the nomination form is submitted to the Board.

#### 4.4 Non-Member Directors at Large

Provided that the requirements of Section 4.3 have been met save and except for the requirement that the nominee for a Director at Large position be a Member in good standing with the Association, an individual who is not a Member of the Association shall be eligible

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for nomination and election to the Board as a Director at Large and shall be entitled to hold office upon the passing of an Ordinary Resolution of the Voting Members.

#### 4.5 Term

A Director shall hold their office for a term of two (2) years, and such term will be deemed to have commenced at the close of the AGM of the Association following such Director's appointment and such term will expire at the conclusion of the AGM held in the final year of the Director's term. Notwithstanding the foregoing, the Board may, by Ordinary Resolution, fix the length of a Director's term to be any period of time that the Board deems appropriate in its sole discretion.

#### 4.6 No Limits on Consecutive Terms

Subject to Section 9.1, and provided that they are in good standing, a Director shall be continually eligible for re-election, and there shall be no limit on the number of terms (whether consecutive or not) that a Director may hold office. For greater certainty, the terms and conditions of this Section 4.6 shall apply to Directors holding office by nature of being an Officer, as well as Directors at Large.

### **ARTICLE 5 MEETINGS OF THE BOARD**

#### 5.1 Board Resolution

A resolution in writing executed by all the Directors shall be as effective as any resolution passed at a meeting of the Board. Such resolution may be signed in counterpart and signatures may be given by facsimile or electronic (email) transmission.

#### 5.2 Chair

The President of the Association shall be the Chair of the Board and shall preside over every

meeting of the Board, provided that in the absence of the President, the Board members then present shall, by majority vote, nominate a chair to preside over the meeting.

### 5.3 Summoning of Meetings

Meetings of the Board shall be summoned by a notice in writing given by:

(a) the President at such time and place as he or she shall determine; or (b)

twenty-five (25%) percent of the Directors;

(each a “**Board Meeting Notice**”)

### 5.4 Notice of Meeting

A Board Meeting Notice must be delivered to all members of the Board at least three (3) days in advance of the proposed meeting date, and must specify the date and time of the proposed meeting of the Board, and the nature of the business to be transacted thereat in the manner herein prescribed, or in such other manner, if any, as may be prescribed by the Board. A Board Meeting Notice shall be in writing and shall be delivered to a Director by mail, or by facsimile or electronic transmission (email). The accidental omission to give

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notice to any Director or non-receipt of such notice by a Director shall not invalidate the proceedings of any meeting of the Board.

### 5.5 Waiver of Notice

Any Director may waive the necessity or formality of giving prior notice of a Board meeting in any manner the Director thinks fit and such waiver may be granted both prior to or after the holding of the meeting.

### 5.6 Time and Location

Meetings of the Board shall be held at such times as the Board may by policy determine and shall be held at the Head Office of the Association or such other place as the Chair may designate within the Province of Alberta or, with the consent of the majority of the Board, outside the Province of Alberta.

### 5.7 Communication Facilities

Any Director or other individual entitled to attend at a meeting of the Board may participate in the meetings by telephone or other communication facilities that permit all individuals participating in the meeting to hear each other. For greater certainty, any Director participating by telephone or other communication facility shall be included in determining quorum.

### 5.8 Quorum

A quorum for a meeting of the Board shall require that a majority of Board members be present or otherwise appearing via a communication facility permitted under these Bylaws. If quorum is not present within thirty (30) minutes of the time appointed for the holding of the

meeting, the meeting may be dissolved by the Chair.

#### 5.9 Passing of Resolutions

Every matter at a Board meeting shall be decided by a show of hands unless a Director requests that a vote be conducted by ballot, in which case a vote shall be conducted by ballot. All matters shall be passed by an Ordinary Resolution of the Board, provided however that in the event of an equality of votes, the President shall be entitled to a casting vote.

#### 5.10 Adjourning Meetings

The Chair may adjourn any meeting of the Board from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless proper notice has been given of any changes in the agenda to the Directors of the Board.

#### 5.11 Board Meeting Minutes

Minutes of all meetings of the Directors shall be taken by the Secretary or such other individual as may be authorized by the Board, and shall be kept at the Head Office of the Association, and be available for review by any Member in good standing, upon request.

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#### 5.12 Conflict of Interest

A Director of the Association who:

- (a) is a party to a material contract or proposed material contract with the Association, or
- (b) is a director or an officer of or has a material interest in any Person who is a party to a material contract or proposed material contract with the Association;

shall be obliged to disclose to the Association the nature and extent of the Director's interest in accordance with the Act and a Director shall in all cases be entitled to vote on any resolutions to approve any such contracts, and in any such case such contract is neither void nor voidable by reason of the relationship, or by reason that the Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of Directors or committee of Directors that authorized the contract or by reason of voting in favor of any such resolutions, and the Director, or former Director of the Association to whom a profit accrues as a result of the making of a contract shall not be liable to account to the Association or anyone claiming through the Association for that profit.

### **ARTICLE 6 POWERS OF THE BOARD**

#### 6.1 Powers of the Board

The affairs of the Association shall be directed by the Board and the Board may perform on behalf of the Association all acts within the objects and powers of the Association, subject to these Bylaws and any Policies the Board may enact. Without limiting the generality of the

foregoing, the Board shall have the following powers:

- (a) subject to these Bylaws, delegate authority of any of its powers to committees as it may establish from time to time and may delegate usual authority to Officers and employees of the Association as it in its discretion deems appropriate;
- (b) determine the duties and responsibilities of all Officers, including the creation of additional Officer positions and removal of Officers from office;
- (c) establish an executive committee of the Board (the “**Executive Committee**”);
- (d) appoint any additional committees that the Board, in its sole discretion, determines are necessary or desirable and the committees shall have the duties and responsibilities given to them by the Board;
- (e) to implement and enforce certain Policies, procedures, rules and regulations as the Board from time to time deems necessary in its sole discretion, provided however that nothing contained in such Policies, procedures, rules and/or regulations shall be valid to the extent same is inconsistent with the Act or these Bylaws;
- (f) hire, retain, employ or engage such other staff, contractors, professionals or other agents that it deems necessary to fulfill the objects of the Association; to pay such Persons so hired; and, to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary;
- (g) impose fees and levy assessments on the Association’s Members;

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- (h) direct that the Association enter into contracts and agreements and authorize any Director or Officer to negotiate and settle the form of same on behalf of the Association; and
- (i) purchase, lease or otherwise acquire, sell, exchange and otherwise deal with the lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as the Board deems advisable.

## 6.2 Executive Committee

In the event an Executive Committee is established by the Board, the Executive Committee shall have such authority as may be delegated to it from time to time by the Board, provided however, that in the event of an emergency or circumstances that make it impractical or impossible to call a meeting of the Board, the Executive Committee shall have the same powers and authority as does the Board. If such powers are exercised, the Executive Committee shall make a full report to the next Board Meeting on the actions taken by the Executive Committee.

## **ARTICLE 7 COMMITTEES**

### 7.1 Quorum

The quorum for any committee established by the Board shall be half of the Voting Members of the committee present.

#### 7.2 Conducting Business

Unless otherwise specified by the Board, a committee appointed by the Board shall conduct its business in the same manner as the Board.

#### 7.3 Committee Decisions

Save and except for decisions of the Executive Committee and the Discipline Committee, the decisions of any committee shall be of no force or effect unless and until approved by the Board.

#### 7.4 Ex-Officio Members

The President of the Association shall be ex-officio a member of all committees established by the Board, and shall be permitted to attend the meetings of any committee.

#### 7.5 Participation by Emeritus and Non-Voting Members

All Emeritus and Non-Voting Members of the Association shall be entitled to participate in any committee established by the Board from time to time, provided however that any such Emeritus and Non-Voting Member(s) shall not be entitled to vote on any decision or determination to be made by such committee.

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### **ARTICLE 8 APPOINTMENT AND DUTIES OF OFFICERS**

#### 8.1 Officers

The initial Officers of the Association shall be the President, Vice President, Secretary and Treasurer, and no Officer shall hold more than one position. Notwithstanding the foregoing, the Board may, by Ordinary Resolution, create and remove such other Officers of the Association as it deems necessary in its sole discretion.

#### 8.2 Nomination of Officers

Any Voting Member of the Association may nominate, or be nominated by, another Voting Member for an Officer's position provided that the following requirements are met:

(c) a nomination form has been:

(iv) completed and signed by the nominator;

(v) consented to by the nominee;

(vi) submitted to the Board; and

(d) the nominator and the nominee are both Voting Members in good standing with the Association as of the date the nomination form is submitted to the Board.

### 8.3 Election of Officers

Officers shall be elected by Ordinary Resolution of the Voting Members of the Association at an AGM or a Special Meeting at which an election of Officers is to take place. Notwithstanding the foregoing, an individual elected as an Officer must:

(c) accept the appointment if present at the meeting at which such appointment is made; or

(d) confirm acceptance of the appointment in writing within ten (10) days of the meeting at which the appointment was made if not present at such meeting;

otherwise such appointment will be deemed declined by the appointee, and the Board shall be entitled, by Ordinary Resolution, to appoint a replacement Officer.

### 8.4 Term

An Officer will hold their office for a term of two (2) years, and such term will be deemed to have commenced at the close of the AGM of the Association following such Officer's appointment and such term will expire at the conclusion of the AGM held in the final year of the Officer's term. Notwithstanding the foregoing, the Board may, by Ordinary Resolution, fix the length of an Officer's term to be any period of time that the Board deems appropriate in its sole discretion.

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### 8.5 No Limits on Consecutive Terms

Subject to Section 9.1, and provided that they are in good standing, an Officer shall be continually eligible for re-election, and there shall be no limit on the number of terms (whether consecutive or not) that an Officer may hold office.

### 8.6 Duties and Powers of President

The President shall have such authority as delegated to him or her by the Board, and in the absence of an express delegation shall have the usual authority of a President. Without limiting the generality of the foregoing, the President shall be responsible for:

(a) supervision of the other Officers in the performance and fulfillment of their duties; (b)

presiding at meetings of the Board; and

(c) speaking on behalf of the Association to the media and other third parties.

8.7 Duties and Powers of Vice President

The Vice President shall have such authority as delegated to him or her by the Board, and in the absence of an express delegation shall have the usual authority of a Vice President. Without limiting the generality of the foregoing, the Vice President shall be responsible for assisting the President in carrying out his or her duties, and in the absence of the President, performing those duties.

8.8 Duties and Powers of Secretary

The Secretary shall have such authority as delegated to him or her by the Board, and in the absence of an express delegation shall have the usual authority of a Secretary. Without limiting the generality of the foregoing, the Secretary shall be responsible for:

- (a) overseeing the recording and keeping of accurate minutes of meetings; (b) all correspondence of the Association;
- (c) ensuring that all records of the Association are maintained and up to date, including the register of Members; and
- (d) preparation and delivery of all notices, filings and other documentation required by the Act and/or these Bylaws.

8.9 Duties of Treasurer

The Treasurer shall have such authority as delegated to him or her by the Board, and in the absence of an express delegation shall have the usual authority of a Treasurer. Without limiting the generality of the foregoing, the Treasurer shall be responsible for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act, Income Tax Act and these Bylaws; and

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- (b) the rendering of financial statements to the Directors, Members and others, when required.

**ARTICLE 9 CEASING TO BE AN OFFICER OR DIRECTOR**

9.1 Ceasing to be an Officer or Director

Any Officer and/or Director shall cease to be an Officer and/or Director if:

- (a) they become bankrupt;
- (b) they become of unsound mind;
- (c) they are convicted of an indictable offence;
- (d) by notice in writing they resign from office;

- (e) they are subject to termination, suspension or expulsion as a result of a Discipline Committee or Board decision, as the case may be, and all available appeals have been exhausted or the time periods for such appeals have expired;
- (f) they cease to be a Member of the Association, provided however that if a non member Director was elected as a Director at Large in accordance with Section 4.4, the terms of this subsection 9.1(f) shall not apply;
- (g) the Board, by Ordinary Resolution, determines that the Officer and/or Director, as the case may be, should be removed.

## **ARTICLE 10 MEETINGS OF THE MEMBERS**

### **10.1 General Meetings**

General meetings of the Association (a "**General Meeting**") may be called from time to time at the discretion of the President by providing at least five (5) days' notice to the Members. Such General Meeting shall be summoned by notice in writing by the Secretary or such other Person as may be directed by the Board.

### **10.2 AGMs**

The Association shall hold an AGM once per calendar year and shall provide all Members with at least twenty-one (21) days written notice of same. The notice shall set out the nature of the business to be conducted at the AGM. The AGM shall be held on or before June 1<sup>st</sup> of each year. The Members shall appoint an auditor for the Association at each AGM.

### **10.3 Special Meeting**

A special meeting of the Association (a "**Special Meeting**") shall be called by the President upon receipt of a petition signed by no less than thirty-three (33%) percent of all Voting Members in good standing, setting out the reasons for calling such meeting. The Association shall provide all Members with at least five (5) days' written notice of any Special Meeting.

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### **10.4 Notice and Waiver**

The accidental omission to give notice to any Member of the Association or the non-receipt of such notice by a Member shall not invalidate the proceedings of any meeting of the Members of the Association. Any Member may waive the necessity or formality of giving prior notice of a Member Meeting in any manner the Member deems fit and such waiver may be granted either prior to or after the holding of the meeting.

### **10.5 Quorum**

A quorum for any meeting of the Members held pursuant to this Article 10 shall be twenty (20%) percent of Voting Members present in person. If within thirty (30) minutes from the time appointed for the holding of the meeting, a quorum is not present, the meeting shall be

dissolved by the Chair. If at any time during a meeting of the Members of the Association there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is dissolved by the Chair.

#### 10.6 Standing and Voting Process

Any Voting Member in good standing shall have the right to vote at any Member Meeting of the Association. Unless permitted by the President, all such votes must be made in person and not by proxy or otherwise.

#### 10.7 Voting Thresholds

All matters except those required to be passed by Special Resolution of the Voting Members pursuant to the Act or these Bylaws shall be passed by Ordinary Resolution of the Voting Members of the Association.

### **ARTICLE 11 EXECUTION OF INSTRUMENTS**

#### 11.1 Seal

The Association shall have a seal of such design as may be approved by the Board. The Seal shall be in the custody of the Secretary. The Seal shall be affixed to all documents requiring execution under seal of the Association, by such party or parties as may be authorized, from time to time, by the Board. In the absence of authority from the Board, the Seal may be affixed to any documents executed by the President and one (1) other Director.

#### 11.2 Signing Authority

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association under the Seal or otherwise by any two (2) Directors. Notwithstanding the foregoing, the Board may from time to time by Ordinary Resolution, appoint a signing officer or signing officers who shall be authorized to sign cheques, banking documents, contracts or instruments on behalf of the Association.

### **ARTICLE 12 BOOKS, ACCOUNTS AND BORROWING POWERS**

#### 12.1 Books, Records and Access

All books, records and copies of correspondence of the Association required to be maintained by the Board or the Act shall be kept at the Head Office of the Association. The books, accounts and records of the Association shall be open to inspection by any Member in good standing with the Association within seven (7) days of such request being delivered to the Secretary. The Board shall have access to such books and records at all times.

## 12.2 Accounts

The Board shall cause true and accurate records to be kept of:

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures took place;
- (b) all salaries paid and purchases of goods and services by the Association; and (c) the assets and liabilities of the Association.

## 12.3 Financial Statements

The Association shall prepare financial statements within one hundred and eighty (180) days after the fiscal year end of the Association. The financial statements shall be audited every year by a qualified accountant or by two (2) Members of the Association elected for that purpose. The financial statements for the previous fiscal year shall be submitted by the accountant or Members appointed to perform such audit, as the case may be, at the next year's AGM.

## 12.4 Fiscal Year

The fiscal year end of the Association shall be December 31<sup>st</sup> each year.

## 12.5 Borrowing Powers

For the purpose of carrying out its objects, the Association may, with the approval of the Board, borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures, provided however that the power to issue debentures shall only be exercised under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Voting Members of the Association.

# **ARTICLE 13 REMUNERATION AND INDEMNITY**

## 13.1 Remuneration

Directors of the Association and all chairpersons of any committee formed by the Board shall receive a bursary equal to that Member's Fees, but shall receive no other remuneration or compensation for their services. Directors and committee members may be reimbursed for their out-of-pocket expenses incurred in attending Board or committee meetings or otherwise incurred in respect of the performance of their duties. A Director who performs special or

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professional services for the Association other than in their capacity as a Director may be paid by the Association for such services.

## 13.2 Return of Bursary

In the event a Director or committee chairperson ceases to hold their position prior to the end of their term, then each such Director or committee chairperson, as the case may be, shall

be required to return a pro-rated portion of the bursary provided for in Section 13.1 to the Association. Notwithstanding the foregoing, the Board shall have the right, by Ordinary Resolution, to waive this requirement.

### 13.3 Indemnity

Each Director of the Association and their respective successors, heirs, executors and administrators shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

- (a) any and all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever heretofore or hereafter made, done or permitted to be done by them in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs of the Association;

except for such costs, charges or expenses as may be occasioned by the Director's negligence, willful misconduct, fraudulent acts or bad faith.

## **ARTICLE 14 AMENDMENTS TO BYLAWS**

### 14.1 Amendments

Amendments to the Association's Bylaws must be approved by the Board prior to presentation to the Members for consideration at any Member Meeting. Bylaws of the Association may be amended at any Member Meeting provided that such amendments have been specified in the notice of meeting issued and delivered to the Members of the Association a minimum of twenty-one (21) days in advance of the meeting. Any proposed amendments must be approved by Special Resolution of the Voting Members in the manner set forth in the Act. If such amendments are passed by Special Resolution, the Secretary of the Association shall register or cause to be registered such amended bylaws with the Registrar.

## **ARTICLE 15 REMAINING ASSETS ON DISSOLUTION**

### 15.1 Dissolution

Upon dissolution of the Association, any remaining assets after paying all debts and liabilities of the Association shall be transferred to another charitable organization or purpose as determined by the Board.

## **ARTICLE 16 MISCELLANEOUS**

### 16.1 Notices

Any notice may be given by the Association to any Member or Director entitled to notice by personal delivery, pre-paid post, facsimile transmission or by electronic mail (e-mail), to the last known address, fax number or e-mail address of the Member or Director, as the case may be. Notice will be deemed to be received upon delivery when delivered personally, four (4) days after the date of posting when mailed by pre-paid post, upon receipt when sent by facsimile transmission as established by customary form of receipt confirmation and upon receipt at the email address as established by customary form of receipt confirmation.

#### 16.2 Member of Other Societies

The Association shall have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Association's objects.

*Signature:* \_\_\_\_\_  
JOHN REINBOLT, President

*Signature:* \_\_\_\_\_  
CHRIS KUCHER, Vice President

*Signature:* \_\_\_\_\_  
ASHLEY ELLETT, Treasurer

*Signature:* \_\_\_\_\_  
TJ MUSSBACHER, Secretary

**WITNESS:**

*Signature:* \_\_\_\_\_  
(Print Name of Witness):