



**CANADIAN FEDERATION OF MENTAL HEALTH
NURSES**

Fédération canadienne des infirmières et infirmiers en santé mentale
FEDERATION
GENERAL OPERATING BY-LAW NO. 1

Board Approved September 2019

Membership Approved January 2020



GENERAL OPERATING BY-LAW NO.1

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

**CANADIAN FEDERATION OF MENTAL HEALTH NURSES
Fédération canadienne des infirmières et infirmiers en santé mentale
(the “Federation”)**

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September 2019

GENERAL OPERATING BY-LAW NO. 1

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

CANADIAN FEDERATION OF MENTAL HEALTH NURSES Fédération canadienne des infirmières et infirmiers en santé mentale (the “Federation”)

WHEREAS the Federation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 7th day of February, 2019;

AND WHEREAS the Federation has applied for a certificate of continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Federation to take effect in accordance with Section 10.01 as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Federation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23*, including any 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 Federation.
- (c) “Associate” means an individual who may join the Federation under a category within the meaning of section 3.01 of this by-law, but not a member within the meaning of the Act.
- (d) “Board” means the board of directors of the Federation.
- (e) “By-laws” means this by-law and all other by-laws of the Federation as amended and which are, in force and effect.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Federation.



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- (h) “Members” or “Membership” means the collective membership of the Federation.
- (i) “Officer” means an officer of the Federation within the meaning of section 7.02.
- (j) “Operating Policies,” means the operating policies approved by the board in accordance with Section 2.05 of this by-law.
- (k) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (l) “Proposal” means a proposal submitted by a Member of the Federation that meets the requirements of Section 163 of the Act.
- (m) “Nurse” means an individual who is legally authorized through provincial and/or territorial legislation and regulation to use the title “Registered Nurse; Registered Psychiatric Nurse, Licenced/Registered Practical Nurse”, unless otherwise stated.
- (n) “Nurse Practitioner” means an individual who is legally authorized through provincial and/or territorial legislation and regulation to use the title Nurse Practitioner.
- (o) “Retired Nurse” means an individual who previously met the qualifications for Canadian nursing registration through provincial and/or territorial legislation and regulation, but who has retired from employment and no longer holds a valid practising (or active) license.
- (p) “Student Nurse” means an individual who is registered and attending an accredited and approval academic institution by which “nursing” is the primary focus.
- (q) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (r) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;



- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated Federation, body corporate, and a natural person;
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II

FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year-end of the Federation shall be the 30th day of June in each year.

2.02 Banking Arrangements

The banking business of the Federation 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. An Officer or Director of the Federation and/or the Executive Director shall transact the banking business or any part of it and/or other persons as the Board may by resolution designate direct or authorize.

2.03 Execution of Documents

Any two (2) of its Officers or Directors must sign deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation. 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 Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Federation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Members shall, appoint, by Ordinary Resolution at each annual meeting, a public accountant to hold office until the next following annual meeting in accordance with the Act. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.



2.05 Annual Financial Statements

The Federation shall give notice to the Members between 21 to 60 days, before the day on which an annual meeting of Members is held. Alternately before the day, on which a written resolution, in lieu of an annual meeting is signed, stating that copies of the annual financial statements and any other documents required by the Act are available on the Federation's website and at the registered office of the Federation. Any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not consistent with the By-laws of the Federation, relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III
MEMBERS

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Federation. Membership in the Federation shall be available to:

- i) individuals who are Nurses, Nurse Practitioners or Retired Nurses and who have successfully completed education recognized by the Federation; or
- ii) have applied for and been admitted into membership, both in accordance with the Federation's Operating Policies.

The Federation may approve categories of Associates as further described in the Federation's Operating Policies. Associates shall not be Members of the Federation and shall have no voting privileges in the Federation. Upon payment of the appropriate fee, Associates shall have the privileges set out in the Operating Policies.

3.02 Rights of Members

A Member of the Federation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.



3.03 Membership Transferability

A membership may only be transferred to the Federation.

3.04 Term of Membership

The membership term shall be one (1) year, which shall run from the anniversary date of admission or re-admission into membership. Unless otherwise changed by ordinary resolution of the Board, the record date for the purposes of determining members eligible to receive notice of and vote at the annual meeting of members shall be 30 days prior to the Annual General Meeting.

3.05 Membership Dues

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing, of the 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 thereupon cease to be Members of the Federation. Once dues are paid, membership begins.

3.06 Termination of Membership

Membership in the Federation terminates when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in Section 3.01;
- (c) the Member resigns by delivering, either by electronic or regular mail, a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member's term of membership expires;
- (e) the Member is removed under section 3.07
- (f) the Federation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

3.07 Discipline of Members

The Board may suspend or remove any Member from the Federation for any one or more of the following grounds:



- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Federation
- (b) carrying out any conduct which may be detrimental to the Federation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Federation.

In the event that the Board proposes that a Member should be expelled, or suspended from membership in the Federation, the President shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that the President receives no written submissions, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Federation. Where 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.

SECTION IV

MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Federation's preceding fiscal year. The annual meeting shall be held for considering the financial statements and reports of the Federation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business, which may properly be brought before the Members. On written requisition by Members carrying not, less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board should call a special meeting of Members, unless the exceptions in the Act are met. 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.



4.03 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, and elections of Directors and re-appointment of the incumbent public accountant, is special business (See 4.02) or as outlined in policies defined by the Board.

4.04 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the meeting or
- (b) 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 meeting

Where the Federation provides notice electronically, as referred to in section 4.014(b), and if a Member requests that notice be given by non-electronic means, the Federation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.04.

Notice of a meeting of Members, shall also be given to each Director and to the public accountant of the Federation during a period of 21 to 60 days before the day on which the meeting is held. Notice of any meeting of Members, at which special business is to be transacted, shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Federation shall include any proposal submitted to the Federation under Section 4.12.

4.05 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine, or outside Canada if all of the Members entitled to vote at such meeting so agree.

On alternate non-biennial conference years, the Annual General Meeting may be held by electronic/teleconference means to accommodate wide geographic location of membership. All notifications will remain as in a biennial conference year and alternate participation will be arranged for those not in attendance.



4.06 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, Officers and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Federation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.07 Chair of the Meeting

The chair of Members' meetings shall be the President or the President-Elect if the President is absent or unable to act. In the event that the President and the President-Elect of the Board are absent, the Members, who are present and entitled to vote at the meeting, shall choose a Member to chair the meeting.

4.08 Quorum

A quorum of members must be present in order to make decisions at annual or special meetings of members (refer to subsections 159(4) and (5) of the NFP Act). Without a quorum, any business carried out at a meeting is not binding on the corporation. The by-laws of a corporation usually contain the quorum requirement, which must be a fixed number of members, a percentage of members, or a percentage of members that is determinable by a formula. If the by-laws are silent on the subject, then a quorum is a majority of the members entitled to vote at the meeting (refer to section 164 of the NFP Act and section 70 of the NFP Regulations).

Subject to the NFP Act, a quorum at any meeting of the Members shall be twenty percent (20%) of the Members. 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. To determine quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

4.09 Meetings Held by Electronic Means

The Members may meet by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members, may participate in the meeting by means of such telephonic, electronic or other communication facility. Whatever means permits all participants to communicate adequately with each other during the meeting provided that the Federation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed present at the meeting.



- (b) Notwithstanding clause (a), if the Directors or Members of the Federation call a meeting of Members, those Directors or Members, may determine that the meeting 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.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Federation has made available for that purpose. When a vote is to be taken at a meeting of Members, either in person or by electronic/telephonic means, the voting may be carried out by telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Federation, and are unidentifiable.

4.10 Absentee Voting by Ballot

Subject to the Act, every Member entitled to vote on the election of Directors at a meeting of Members, may do so by absentee ballot. The ballot shall conform to the requirements found in the Regulations and the Federation's Operating Policies and shall be taken to be the decision of the Member on the question and tallied as a vote.

4.11 Votes to Govern

At any meetings of the Members, Ordinary Resolution shall unless otherwise provided by the Articles or By-laws or by the Act, determine every 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.

4.12 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall include a statement by the Member in support of the Proposal and the name and address of the Member. 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.



4.13 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Federation. This shall include the power to approve the budget of the Corporation.

5.02 Number of Directors

The Board shall consist of between the minimum (3) and maximum (19) number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Federation or its affiliates.

5.03 Qualifications

Directors shall:

- i) be an individual who is not less than eighteen years of age;
- ii) be a Member of the Federation for a minimum of two (2) years as a member in good standing;
- iii) except Directors appointed pursuant to section 5.06, shall be a Member of the Federation;
- iv) not be an employee or representative of a company whose primary business involves the development, manufacture and sole distribution of products or services deemed in conflict with the work of the Federation ;
- v) not be a contractor of the Federation; or
- vi) not be a person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an "ineligible individual" as defined in the *Income Tax Act*.

5.04 Board Composition

The Board shall consist of the following, all of whom, except the Past-President, shall be Directors:

- (a) President;
- (b) President-Elect;
- (c) Secretary;
- (d) Treasurer;
- (e) Past-President (non-voting); and
- (f) One (1) Director for each of the following Provincial and Territorial regions of Canada: Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland/Labrador, Quebec, Ontario, Saskatchewan, Manitoba, Alberta, Northwest Territory, Nunavut, Yukon, British Columbia.
- (g) One (1) Director as appointed from the Canadian Forces

5.05 Election, Appointment and Term of Directors

- (a) Subject to the Articles and pursuant to section 5.06, the President-Elect from the prior year shall be appointed at the first Board meeting after the annual meeting to the position of President. The Term of office, for the President, shall continue until the next annual meeting, and may be renewed after that annual meeting.
- (b) Subject to the Articles, the President-Elect, the Secretary, the Members by Ordinary Resolution shall elect the Treasurer and the regional Directors at an annual meeting of Members at which an election of Directors is required. Every election of Directors shall be carried out with reference to the report of the Nominating Committee and shall be in conformity with the requirements as to Board composition set forth in section 5.04.
- (c) The President-Elect, the Secretary, the Treasurer and the regional Directors shall be elected, and retire in alternate rotation every two (2) years. At the first meeting of Members immediately after passage of this By-law, one-half (1/2) of the Board shall be elected to hold office until the close of the second annual meeting of Members. The following one-half (1/2) shall be elected to hold office until the close of the first annual meeting of Members. Following and subsequently at each annual meeting of Members thereafter, members of the Board shall be elected to fill the position of those members of the Board whose term of office has expired and each Director so elected shall hold office until the close of the second meeting of Members after his or her election.
- (d) If Directors are not elected at a meeting of Members, the incumbent directors shall continue in office until their successors are elected.



- (e) The maximum number of consecutive terms for each Director, including the President, is two (2) terms of two (2) years.
- (f) In the event a Director has to leave the Board before the end of their term, the Board may appoint an interim Director, until such time a meeting of the Members occurs and an individual is elected.
- (g) The Board shall establish a Nominating Committee, the details of which shall be set forth in the Operating Policies. The Nominating Committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this by-law, the requirements as to Board composition set forth in section 5.04, and the Operating Policies.
- (h) Each jurisdiction will determine how their representative will be selected for election to the Board.

5.06 Appointment of Directors and Term

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors (the “appointed directors”) to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of directors elected by the Members at the previous annual meeting of Members.

5.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies; resigns; is removed from office by the Members in accordance with section 5.09; or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.08 Resignation

A resignation of a Director comes into effect at the time the written resignation (electronic or by regular mail), is sent to the Federation, or at the time specified in the written resignation, whichever is later.

5.09 Removal

By Ordinary Resolution passed at a meeting of Members, may remove any Director from office before the expiration of the Director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term; removed; failing which the Board may fill such vacancy.



5.10 Filling Vacancies

In accordance with, and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board. The exception is a vacancy resulting from an increase in the number, or the minimum or maximum number of Directors; or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor (See section 5.06).

5.11 Delegation

Subject to the Act, the Board may appoint from their number, a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

5.12 Committees

The Board may from time to time appoint any committee, working group 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. All committee members must be members of the Federation. The Board may remove any committee member. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

5.13 Conflict of Interest

Every Director and Officer shall disclose to the Federation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Federation, in accordance with the manner and timing provided in the Act.

5.14 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall receive, directly or indirectly, any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.



5.15 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

5.16 Confidentiality

Every Director, Officer, committee member, contractor and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Contractors and volunteers shall also keep confidential matters that come to their attention as part of their contracting or volunteer activities.

**SECTION VI
MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

The President or the President-Elect may call meetings of the Board.

6.02 Place of Meetings

Meetings of the Board may be held via electronic means or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Federation not less than seven (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) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of 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 notice is required to be given because a matter referred to in subsection 138(2) is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. Consent pursuant to this section may be given before or after the meeting, to which it relates, and with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum should be a majority of the number of Directors on current roster determined in accordance with section 5.02. For determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, a majority of the votes cast on the question shall decide every question. The chair shall not cast an initial vote, however in case of an equality of votes; the chair of the meeting shall cast the deciding vote. The Past-President does not carry any voting rights.

All conflicts of interest must be declared prior to voting, and said Director(s) shall refrain from voting.

6.08 Resolutions in Writing

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

6.09 Rules of Order

Any questions of procedures at or for any meetings of the Board, which have not been provided for in this By-law or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of Robert's Rules of Order.



SECTION VII **OFFICERS**

7.01 Appointment

The Board may designate the offices of the Federation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Federation. A Director may be appointed to any office of the Federation. An Officer may, but need not be, a Director unless this By-law otherwise provides. The same person may hold two or more offices.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Federation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall preside at all meetings of the Board and of the Members. As much as possible, the President shall have served as President-Elect before becoming President.
- (b) **President-Elect** - The President-Elect shall be a Director. If the President is absent, is unable, or refuses to act, the President-Elect shall preside at all meetings of the Board and of the Members. The President-Elect shall succeed to the office of President upon expiration of the President's term of office and in the event of the death, resignation, removal or incapacity of the President.
- (c) **Past-President** – The Past-President shall perform such duties as may be delegated by the President or the Board. The Past-President shall not be a Director.
- (d) **Secretary** - The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall enter or cause to be entered in the Federation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Federation .
- (e) **Treasurer** - The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Federation. Whenever required, the Treasurer shall render to the



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Board an account of all such person's transactions as Treasurer and of the financial position of the Federation.

- (f) **Executive Director** - The Executive Director, if one is appointed, shall, be subject to the authority of the Board, be responsible for the direct and actual supervision and charge over the day-to-day operations of the Corporation. The Executive Director shall be entitled to receive notice of and attend meetings of the Board, unless specifically excluded by a resolution of the Board.

The duties of all other Officers of the Federation shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

Except the President who shall hold his or her position for one (1) two (2) year terms, Officers shall hold their position for a period of two (2) years.

7.04 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 Federation. 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 this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Federation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII NOTICES

8.01 Method of Giving Notices

Subject to sections 4.01 and 6.03, any notice 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, member of a committee of the Board, or the public accountant shall be sufficiently given:



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- (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 Federation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Federation in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice, so delivered shall be deemed to have been given when it is delivered personally, or to the recorded address as previously mentioned. A notice so mailed shall be deemed to have been given when deposited in a post office or public letterbox. A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched electronically email/email attachments delivered deemed sent by the sender 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 Federation to any notice or other document to be given by the Federation may be written, stamped, typewritten or printed or partly written, stamped, typewritten, printed electronically signed/'embossed'.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Federation shall not be required to give any further notices to such Member until such Member informs the Federation in writing of his or her new address.

8.04 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



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such person where the Federation has provided notice in accordance with the By-law 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 IX BY-LAWS AND ARTICLES

9.01 Amendment of Articles

The Articles of the Federation by-laws may be amended, if a Special Resolution of the Members sanctions the amendment or minutes of a meeting related to this matter. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-laws to be Confirmed by Special Resolution

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

9.03 Amendment of By-laws

Subject to the Act, the Board may by Special Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Federation. A Board resolution is not required to make, amend or repeal any By-law, which is made pursuant to subsection 197(1) of the Act. Any By-law amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law amendment or repeal.

SECTION X EFFECTIVE DATE

10.01 Effective Date

This By-law is effective upon the issuance of a certificate of continuance of the Federation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.