

# CANADIAN CRIMINAL JUSTICE ASSOCIATION

## BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of the Canadian Criminal Justice Association/Association canadienne de justice pénale

### *Section One - Interpretation*

- 1.01 In all By-laws, resolutions and minutes of the Association where the context so requires or permits:-
- (a) the "Act" shall mean the *Canada Corporations Act*, and every other Act or Statute incorporated therewith or amending the same, or any Act or Statute substituted therefor and in the case of such substitution the reference in the By-laws, resolutions and minutes of the Association to non-existing Acts or Statutes shall be read as referring to the substituted provisions in the new Acts or Statutes;
  - (b) the "Board" shall mean the Board of Directors of the Association;
  - (c) the "Association" shall mean the Canadian Criminal Justice Association/ Association canadienne de justice pénale
  - (d) one "Gender" shall include the other genders;
  - (e) "Letters Patent" shall mean the Letters Patent incorporating the Association and shall include any Supplementary Letters Patent issued to the Association;
  - (f) "Provincial/Territorial Association" refers to British Columbia Criminal Justice Association, Alberta Criminal Justice Association, Saskatchewan Criminal Justice Association, Manitoba Criminal Justice Association, Ontario Association of Corrections and Criminology, Société de Criminologie du Québec, New Brunswick/ Prince Edward Island Criminal Justice Association, Nova Scotia Criminal Justice Association, and/or any other provincial/territorial organization which the Board may in time recognize as pursuing the same goals and objectives as the CCJA;
  - (g) "Affiliate" designates a provincial association who has entered into a signed affiliation agreement with the Canadian Criminal Justice Association;

## *Section Two - Name*

- 2.01 The name of the Association shall be "Canadian Criminal Justice Association/ Association canadienne de justice pénale

## *Section Three - Head Office*

- 3.01 The Head Office of the Association shall be in the National Capital Region, and at such place therein as the Board may from time to time determine. The Association may also have an office or offices at such place or places as the Board may from time to time appoint or the business of the Association may require.

## *Section Four - Seal*

- 4.01 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association. The seal shall be kept in the custody of the Executive Director.

## *Section Five - Directors*

### *Number and Quorum*

- 5.01 The number of the Directors of the Association shall be a maximum of seventeen (17) including the President, Past-President, and President-elect and nine (9) shall constitute a quorum for the transaction of business at any meeting.

### *Qualifications*

- 5.02 A Director shall be an individual member, or a designated representative, of an agency or corporate member. No person shall be eligible for election as a Director unless he/she is a member in good standing and elected by the membership of the association.

### *Election by Members*

- 5.03 **Directors shall be elected**, except as in this By-law otherwise provided, by the members of the Association and shall hold office, subject to the provisions of this By-law, until successors are elected. Such election shall be by ballot, in written or electronic format.

### *Biennial Elections*

- 5.04 (a) There shall be 1 Director elected to represent each province and 1 Director will be elected to represent the three territories. In addition, there will be a total of 4 national at-large Directors. All Directors will be elected by the entire membership body.
- (b) Directors of the Association shall be elected and shall retire in rotation. Elections shall be held every 2 years with approximately half the Board members elected for a term of four years, commencing in 2009. Those terms currently expiring in even numbered years shall be extended by 1 year to the next odd numbered year.

- (c) Each member of the Association may vote for a nominee to represent each province or territory when that position becomes available. As well, all members may also vote for at-large position nominees as they become vacant.
- (d) The Association Secretariat shall circulate the list of nominations to all Association members at least two months prior to the Annual General Meeting. Members will have at least 4 complete weeks to cast their votes via standard mail, fax or electronically. When and where possible, the number of nominees will exceed the number of seats to be filled on the Board of Directors to ensure that the membership has a determining influence on the composition of the Board of Directors.

#### *Re-Election*

- 5.05 Directors shall be eligible for re-election to the Board after expiry of their term of election or appointment but a Board member may not serve more than 3 consecutive terms without interruption, exception being those holding the offices of President, President-elect and Past-President.

#### *Chairperson*

- 5.06 All meetings of the Board of Directors shall be chaired by the President of the Association. In his/her absence or inability to act, this duty shall be performed by the President-elect, Vice-President, or the Past-President, respectively.

#### *Powers*

- 5.07 (a) The Board shall have full power and authority to manage and control the affairs and business of the Association.
- (b) The Board may exercise all such powers of the Association as are not by the Act or by these By-laws required to be exercised by the members at general meetings.
- (c) The Board shall have power to authorize expenditures on behalf of the Association in order to further the objects of the Association and may delegate by resolution to an Officer or Officers of the Association the right to employ and to pay salaries to employees and to make expenditures of a routine nature.

#### *Resignation*

- 5.08 Any Director may resign by delivering to the Executive Director a written resignation, such resignation to be effective when accepted by resolution of the Board.

#### *Removal*

- 5.09 The members of the Association may remove any Director before the expiration of his/her term of office by a resolution passed by a majority of the votes cast at a Special General Meeting of which notice specifying the intention to pass such resolution has been given.

### *Vacancies*

5.10 The office of a Director shall ipso facto be vacated:

- (i) if he/she shall resign his/her office;
- (ii) on death;

provided that, if any vacancy shall occur for any reason in this paragraph, or in Section 5.10, it shall not impair the right of the remaining Directors to act. So long as the minimum number of Directors, as outlined in Section 5.01 herein, remains in office, any vacancies from time to time occurring by reason of the above, will be filled during the next following biennial election. If there is not a minimum number of Directors, as outlined in Section 5.01 herein, in office, the Secretariat will organize a special election to fill a vacancy in the Board for the balance of the unexpired term of the vacating Director.

### *Meetings*

5.11 (a) Place and Time: Subject to any restrictions in the Act or the Letters Patent, meetings of the Board may be held at such place as the Chairperson may direct.

(b) Convening: The President, or the Executive Director, may at any time convene a meeting of the Board and shall convene a meeting of the Board upon request in writing by not less than four Directors.

(c) An Annual meeting of the Board shall be held at the earliest possible and convenient opportunity following the Annual General Meeting of the members of the Association.

(d) Notice: Written notice of such meeting shall be given to each Director not less than seven days before the meeting is to take place. Provided however that meetings of the Board may be held at any time without formal notice being given if all the Directors are present, or if a quorum is present and those Directors who are absent either before or after the meeting signify their consent in written or electronic form or by any other form of transmitted recorded message to the holding of the meeting in their absence. Notice of any meeting or any irregularities in any meeting or in the notice thereof may be waived by any Director.

(e) Attendance: Any member whose presence has been approved by the Board shall be entitled to participate in all regular meetings of the Board of Directors but, shall not have voting privileges.

### *Regular Meetings*

5.12 The Directors may appoint a day or days in any month or months for regular meetings 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 given to each Director in written or electronic format and thereafter no other notice shall be required for any such regular meeting.

### *Voting*

- 5.13 All matters and questions arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes, the Chairperson at the meeting shall have a second or casting vote in addition to his/her original vote. All votes shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a matter has been carried and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of votes recorded in favour of or against such matter.

### *Liability of Directors and Officers*

- 5.14 No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty or be occasioned by his/her own wilful neglect or default.

### *Indemnity of Directors and Officers*

- 5.15 Every Director and Officer of the Association and his/her heirs, executors and administrators and estate and effects respectively 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) All liabilities, judgements, costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or alleged so to be except such liabilities, judgments, costs, charges or expenses as are occasioned by his/her own wilful default or neglect.
  - (b) All other liabilities, judgments, costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Association except such liabilities, judgments, costs, charges or expenses as are occasioned by his/her own wilful default or neglect.

### *Acts of Directors*

- 5.16 No proceeding of any Director or of the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such proceeding or the qualification of such Director or Directors.

*Acting on Auditors' Reports*

5.17 Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting when acting upon such statement or report.

*Reports*

- 5.18 (a) The Board shall receive the reports and recommendations of its committees and may in its absolute discretion transmit such reports and recommendations, or parts only, with further comments and recommendations of the Board, to any meeting of the members.
- (b) The Board shall, through the Chairperson, lay before the members at the Annual General Meeting a report of the operations and activities of the Association during the preceding fiscal year.
- (c) The Board shall, through the Treasurer, lay before the members at the Annual General Meeting, a report of the financial status of the Association including financial statements, budget estimates and the Auditors' Report, if available.

*Powers and Duties*

- 5.19 (a) The Board may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, generally, may exercise all such powers and do all such other acts and things as the Association is by the Act, its Letters Patent or otherwise authorized to exercise and do.
- (b) The Board shall be under a duty to promote the interests of the Association and to ensure its effective management.
- (c) The Board shall take such steps as it may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.

*Rules and Regulations*

5.20 The Board may prescribe such rules and regulations consistent with the By-laws relating to the management and operation of the Association as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such Annual General Meeting of members shall, at and from that time, cease to have force and effect.

*Remuneration*

5.21 The Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.

## *Section Six - Officers*

6.01 The Directors shall elect and appoint from among themselves at the first meeting of the Board following the Annual General Meeting of members a President, a President-Elect, a Vice-President, and a Treasurer who, with the Past-President, shall be officers of the Association. The President, the President-Elect, the Vice President and the Treasurer shall be appointed for a two-year term, and the Past-President shall hold that title for two years also. In the normal course of events, the President-Elect will become the President of the Association. The Officers shall assume office immediately upon being elected or appointed by the Board. Any office which is not filled at such meeting may be filled at any later meeting of the Board.

### *Executive Director*

6.02 The Board shall also appoint as an Officer, an Executive Director, who may, but need not be, a member of the Association.

### *Other Officers*

6.03 The Board may appoint such other Officers or agents or attorneys as may be necessary and may combine any of such offices. The other Officers so appointed may, but need not be, members. One person may hold more than one office.

### *Remuneration*

6.04 The Executive Committee may fix the terms of employment, duties and remuneration of the Executive Director, who in turn shall be responsible for the management of all employees of the Association. Any Officer, agent, servant or employee of the Association may receive such remuneration as may be determined notwithstanding the fact that he/she is a member of the Association.

### *Removal*

6.05 All Officers whether appointed or elected shall hold office, subject to good conduct and any contract of employment, or until their successors are appointed.

### *Inability to Act*

6.06 In the case of the absence or inability to act of any Officer of the Association, which absence or inability is expected to last for a period longer than three months, or for any other reason that the Board may deem sufficient, the Board may appoint a Director or another Officer to replace the said Officer until the following Annual General Meeting or may delegate from time to time the power and authority of such Officer to any other Officer or to any Director of the Association.

### *Vacancies*

6.07 If any officer position shall be or become vacant, the Board by resolution may elect or appoint any qualified person to fill such vacancy or vacancies.

*Duties of President*

6.08 Subject to the direction of the Board, the President shall be the Chief Executive Officer of the Association and shall have the general and executive charge and control of the affairs and operations of the Association and shall exercise such powers and authority and shall perform such duties, in addition to those specified in this By-law as shall from time to time be prescribed by the Board.

*Duties of the President-Elect and the Vice-President*

6.09 The President-Elect, or in his/her absence or inability to act, the Vice-President subject to Section 6.05 herein, in the absence or inability to act of the President, shall perform all the duties and have all the authority vested in the President by the By-laws of the Association and the Act, and if the President-Elect or Vice-President shall exercise any such duties or authorities the absence or inability of the President shall be presumed with reference thereto. The President-Elect and Vice-President shall also perform such duties and exercise such powers as the President may delegate from time to time or as the Board may prescribe.

*Duties of Treasurer*

6.10 The Treasurer shall have general charge of the finances of the Association. He/she shall be responsible for ensuring that others are carrying out their duties relating to the management of the Association's finances. He/she shall render to the President and to the Board whenever so directed, an account of the financial condition of the Association and, as soon as possible after the close of each fiscal year, he/she shall submit to the President and to the Board alike an audited report for such fiscal year. He/she shall exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the Board.

*Duties of Executive Director*

6.11 The Executive Director shall be the general manager of the Association and shall be responsible for the management and control of its operations in accordance with the policies and plans approved by the Board of Directors and under the general direction of the Executive Committee. He/she shall be ex officio a member of the Board and the Executive Committee and all other committees and he/she or his/her representative shall be entitled to attend all meetings of same. The Executive Director shall attend to the giving and service of all notices of the Association and shall keep the Minutes of all meetings of the Board and of the members. He/she shall keep in safe custody the Corporate Seal of the Association. He/she shall have charge of the records of the Association including books containing the names and addresses of the members and of the Directors, together with copies of all reports made by the Association and such other books and papers as the Board may direct. He/she shall be responsible for the keeping and filing of all books, reports, certificates and all other documents required by law to be kept and filed by the Association. He/she shall exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the Board and, save and except for those duties specifically required by the Board to be performed by him/her, may delegate from time to time any or all of his/her duties to any other Officer or employee of the Association.

### *Duties of Other Officers*

6.12 The duties of all other Officers of the Association shall be such as the terms of their employment call for or as the Directors may determine from time to time.

### *Signing Officers*

6.13 The President, Past President, President-elect, Vice President, Treasurer and Executive Director shall be signing officers for the Association. All cheques issued on the Association's account will require 2 signatures.

## ***Section Seven - Secretariat***

### *Composition*

7.01 The Secretariat shall consist of the Executive Director and such further and other staff as may from time to time be authorized.

### *Powers and Duties*

7.02 Subject to the direction of the Board and the Executive Committee, the Secretariat shall manage the affairs of the Association on a day-to-day basis, and in addition, without limiting the foregoing, the Secretariat shall:

- (a) carry out or arrange for the carrying out of research activities related to the Association;
- (b) organize promotional activities in relation to projects determined by the Board, by the Executive Committee and by other Committees;
- (c) provide for the co-ordination of all the Association's activities and disseminate to all members information of such activities; and
- (d) undertake such other duties and responsibilities as shall from time to time be determined by the Board or by the Executive Committee.

## ***Section Eight - Committees***

### *Executive Committee*

- 8.01 (a) There shall be an Executive Committee consisting of:
- (i) the President of the Association;
  - (ii) the Past-President of the Association;
  - (iii) the President-Elect of the Association;
  - (iv) the Vice-President of the Association;
  - (v) the Treasurer of the Association;
  - (vi) such other members as the Board may appoint by resolution; and
  - (vii) the Executive Director as ex officio member without the right to vote; under the Chairpersonship of the President of the Association.

- (b) A member of the Committee shall cease to be a member upon ceasing to be a Director.
- (c) Each member of the Committee shall hold office during the pleasure of the Board and in any event not longer than until their successors are elected or appointed-
- (d) The Executive Committee shall possess and may exercise and there is hereby delegated to it during the intervals between meetings of the Board all the powers of the Board in the management and direction of such of the affairs of the Association as are not by these By-laws otherwise delegated. In addition, without limiting the foregoing, the Executive Committee shall:
  - (i) recommend the Annual Budget to the Board of Directors;
  - (ii) submit audited financial statements and the report of the auditor to the Board of Directors with comments and observations;
  - (iii) recommend policy to the Board of Directors;
  - (iv) recommend plans and programmes and the creation of committees to the Board of Directors;
  - (v) approve lease or other arrangements for office accommodation, office furniture and equipment;
  - (vi) undertake other duties and responsibilities as shall from time to time be determined by the Board.
- (e) The Executive Committee may, without meeting, act to execute its duties and responsibilities of a routine nature requiring prompt action, provided that all the members of the Executive Committee signify their consent.

*General*

8.02 The Executive Committee or the Board may from time to time create such committee or committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules of procedure and may create sub-committees, subject to such regulations or directions as the Executive Committee or Board may from time to time make. Meetings may be held at the Head Office of the Association or at any other place.

*Chairperson and Members*

- 8.03 (a) Except where otherwise expressly stated herein, all committee Chairpersons and members of Committees, except of the Executive Committee shall be appointed by the Executive Committee.
- (b) All committees, shall report to and make recommendations to the Board.
  - (c) Except where otherwise expressly stated herein, members of committees may, but need not be, members of the Association.
  - (d) Except where otherwise expressly stated herein, any committee Chairperson or member may resign by delivering to the Executive Director a written resignation.

- (e) Except where otherwise expressly stated herein, all committee Chairpersons or members shall hold such office during the pleasure of the Executive Committee or until their successors are appointed.
- (f) Except where otherwise expressly stated herein, if any vacancy shall occur on any committee, the Chairperson of the Executive Committee may appoint any qualified person to fill such vacancy, which appointment shall be valid and effective until the next following meeting of the Executive Committee wherein the appointment may be confirmed or another person may be elected or appointed to fill the said vacancy.
- (g) All committee Chairpersons and members may receive such remuneration as may be determined by the Board notwithstanding the fact that they are Directors or members of the Association, provided that any such above-mentioned remuneration shall be payable only for expenses incurred on behalf of the Association.

#### *Standing Committees*

8.04 In addition to other Standing Committees, the Executive Committee or Board may from time to time create, new Standing Committees of the Association.

#### *Nominating Committee*

8.05 There shall be a Nominating Committee, chaired by the Past-President of the Association.

### ***Section Nine - Membership***

#### *General*

9.01 Membership in the Association shall be limited to such members as have complied with the requirements for membership in the Association, and the Association will be composed of three categories of members, namely individual members, agency members and corporate members.

#### *Individual Members*

9.02 Individual members shall consist of those persons who subscribe the sum set for individual membership ~~to~~ in the Association. A member may submit topics for study or action and may consider policy questions when members are polled for expression of views. Obligations of individual members are to actively promote the basic purpose of the Association and to pay the membership fee. The obligations of the Association to the individual member are to provide electronic copies of the Association's position statements, and the Association's Annual Report and to inform the member of the Association's current activities.

#### *Agency Members*

9.03 Agency members shall consist of all non-profit organizations which subscribe the sum set for agency membership.

### *Corporate Members*

9.04 Corporate members shall consist of corporations, partnerships and generally all other legal entities other than individual or agency members. Each corporate member shall have the right to designate two representatives each of whom shall acquire all the rights and benefits of an individual member pursuant to Section 9.02.

### *Transfer*

9.05 Membership in the Association shall not be transferable.

### *Resignation*

9.06 Any member may resign as such by sending a written notice to the Executive Director of the Association at its Head Office. In the event of such resignation, fees paid or payable shall not be refundable

### *Removal*

9.07 Upon thirty days' notice in writing to a member, the Board, in its absolute discretion, may pass a resolution authorizing the removal of a member from the register of members of the Association and thereupon such person shall cease to be a member of the Association. In the event of termination of membership in this manner, it is in the discretion of the Board to refund all, part of, or none of, the membership fee.

### *Fees*

- 9.08 (a) The amount of fees and terms of payment for all classes of membership shall be set by the Board.
- (b) Failure of a member to discharge any financial obligation, including payment of fees to the Association within six (6) months of the due date, shall constitute resignation by the member from the Association.
- (c) Notwithstanding termination of membership pursuant to Section 9.06, 9.07 and 9.08(b), a member shall continue to be liable to the Association for any financial obligation and/or fee due and owing at the time of termination of membership.

### *Annual and Special General Meetings*

9.09 (a) Subject to any restriction in the Act or the Letters Patent, an Annual General Meeting of the members of the Association shall be held at such place in Canada as may from time to time be decided upon by the Board. The Annual General Meeting shall normally be held during the second or third calendar quarter of each fiscal year, but the elapsed time between Annual Meetings shall not exceed the maximum time permitted by the Act. Any Annual General Meeting may, if a quorum thereof is present, constitute a Special General Meeting to consider, deal with and dispose of any business to be considered, dealt with and disposed of at any Special General Meeting, provided notice of the nature of the special business has been given or waived pursuant to Section 9.09(b) and/or 9.11.

- (b) A Special General Meeting of the members of the Corporation may be held at such time and places as may be decided upon by the Board. It shall be called upon resolution passed by a two-thirds majority vote of the Board, by the President, or at the request of one-third of the members who submit the request in writing to the President. The notice calling the meeting shall specify the purposes for which it is called and no business other than that mentioned in the notice calling the meeting shall be transacted thereat unless all members entitled to vote at the meeting are present to the transaction of such other business.

*Quorum*

- 9.10 Twenty (20) or more members personally present or represented by proxy, and entitled to vote shall be a quorum for the transaction of business at an Annual or Special General Meeting of members.

*Notice of Meetings*

- 9.11 Not less than twenty (20) days notice shall be given for any Annual or Special General Meeting of members. Such notice shall be in writing and sent by prepaid post, facsimile or e-mail, or posted on the Association's website. Provided always that a meeting of members may be held for any purpose at any time and at any place within Canada as may be authorized by the Act or the Letters Patent without notice if all the members entitled to notice of such meeting are present in person or if a quorum be present in person and if, either before or after the meeting, each of the persons entitled to be present who is not present in person signs a written waiver of notice or a consent to the holding of such meeting or an approval of the Minutes thereof.

*Attendance*

- 9.12 The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and those who, although not entitled to vote, are entitled under the provisions of the Act or of the By-law of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

*Chairperson*

- 9.13 The President, or in his/her absence the President-Elect, or in his/her absence the Vice-President, shall preside over all meetings of members of the Association.

*Secretary*

- 9.14 The Executive Director, or in his/her absence any person designated by the Chairperson of the meeting, shall act as the secretary of the meeting.

*Right to Vote*

- 9.15 (a) At each meeting of members, subject to any restriction in the By-laws, every individual member or designated representative of an agency or corporate member shall be entitled to one vote. Agency and corporate members shall vote and act through a representative who shall be designated by the member by filing with the Executive Director or with such other person as the Board may direct prior to or at the meeting an authorization in writing. Such authorization shall remain in full force and effect until withdrawn or changed in writing by the agency or corporate member.
- (b) No individual member or designated representative of an agency or corporate member shall have a right to vote unless the membership fee of the individual member, or agency member or corporate member is paid in full prior to the meeting.

*Voting at Meetings*

- 9.16 Every question submitted to any meeting of members shall be determined by a majority of votes unless otherwise specifically provided by the Act or by the By-laws and every such question shall be decided in the first instance by a show of hands unless the Chairperson of the meeting requires a poll. After a show of hands the Chairperson of the meeting may require or any member may demand a poll. Unless a poll be so required or demanded a declaration by the Chairperson of the meeting that a resolution has been carried or carried by a particular majority, or not carried and any entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

*Casting Vote*

- 9.17 In case of an equality of votes at any Annual or Special General Meeting, either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to a second or casting vote in addition to his/her regular vote.

*Business to be Transacted - General*

- 9.18 In addition to all rights and powers otherwise enjoyed and subject to any provision to the contrary in the Act or the Letters Patent the members may transact and do all business at a duly called and held meeting of members.

*Business to be Transacted - Annual General Meeting*

- 9.19 In addition, without limiting Section 9.18, the members at an Annual General Meeting shall:
- (a) approve the election to the Board of Directors from the nominees presented to the Meeting;
  - (b) receive and review an annual report from the Board;
  - (c) receive and review a financial report from the Treasurer;
  - (d) appoint an auditor who shall hold office until the next Annual General Meeting.

### *Proxies*

9.20 Every member entitled to vote at meetings of members may by instrument in writing appoint any other member or the Chairperson of the meeting to attend and act at the meeting in the same manner, to the same extent and with the same power as if the member were present at the meeting. Subject to the provisions of the Act, the instrument appointing a proxy may be in such form as the Board may from time to time prescribe, including electronic format, or in such other form as the Chairperson of the meeting may accept as sufficient, and shall be deposited with the Executive Director before any vote is cast under its authority, or at such earlier time and in such manner as the Board may prescribe in accordance with the Act. Unless an earlier or later time is specified in such instrument, it shall cease to be valid after the expiration of one year from the date thereof.

### ***Section Ten - Fiscal Year***

10.01 The fiscal year of the Association shall terminate on the 31st day of March in each and every year or as may be determined from time to time by resolution of the Board provided that such change in the fiscal year shall not be valid unless approved by the Minister of National Revenue.

### ***Section Eleven - Execution of Documents***

#### *Documents under Seal*

11.01 All deeds and other documents to which the Seal of the Association may be affixed shall be signed by any one of the President, the President-Elect or Executive Director, and when so signed and sealed with the Corporate Seal of the Association and delivered shall be received as the act of the Association.

#### *Copies of By-laws, etc.*

11.02 Copies of By-laws, resolutions or other proceedings of the Board or members of the Association may be certified under the Corporate Seal of the Association by the President, President-Elect or Executive Director of the Association.

#### *Other Documents*

11.03 All other contracts, agreements, engagements, or instruments may be signed by such Officer, Director, agent or attorney as the Board may from time to time by resolution appoint to perform such duties and failing appointment, by the persons authorized to sign documents under the Seal of the Association.

#### *General*

11.04 The Board shall have power from time to time by resolution to appoint any other Officer or Officers or any person or persons on behalf of the Association either to sign instruments in writing generally or to sign specific instruments in writing, both under the seal of the Association or otherwise.

## ***Section Twelve - Adjourned Meetings***

12.01 The Chairperson, with the consent of any meeting and subject to such conditions as the meeting may decide, may adjourn the same from time to time and from place to place and no notice of such adjourned meeting need be given except when a meeting is adjourned for thirty clear days or more or is not adjourned to a fixed time and place in which event notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Any business may be brought before or dealt with at such adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

## ***Section Thirteen - Notice***

### *Method of Giving*

13.01 Any notice, demand, copy of resolution or other documents to be given by the Association pursuant to any provisions of the Act, the Letters Patent, any By-Law of the Association, or any resolution of the members or the Board to a member, Director or Officer of the Association or to any person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her last address as recorded in the books of the Association or if mailed by prepaid ordinary or registered mail in a sealed envelope addressed to him/her at his/her last address as recorded in the books of the Association or by electronic mail or if no address is recorded then at the last address of such member, Director, Officer or person known to the Executive Director to "General Delivery" at the municipality in which such person was last known to reside by the Executive Director or if sent by any means of electronic or wireless communication or any form of transmitted and recorded message addressed to him/her at such address. A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box in the Province or Territory in which the Head Office of the Association is situate; and a notice sent by any means of telegraph, cable, wire or wireless communication or any other form of transmitted and recorded message shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch. The Executive Director or any Officer or Director of the Association may change the address on the books of the Association of any member, Director, officer or person in accordance with any information believed by him/her to be reliable. The accidental omission to give any notice to any member, Director, Officer or other person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### *Signature to Notices*

13.02 The signature to any notice to be given by the Association may be written, stamped, typewritten or otherwise mechanically reproduced or partly written, stamped, typewritten or otherwise mechanically reproduced.

*Computation of Time*

13.03 In the absence of provision to the contrary, where a given number of days or other period of notice is required to be given the day of giving the notice shall be excluded and the day for which notice is given and statutory holidays shall be included in such number of days or other period.

*Proof of Service*

13.04 A certificate of the President or the Executive Director or other duly authorized Officer of the Association in office at the time of the making of the certificate or of any agent of the Association as to facts in relation to the mailing or delivery or sending of any notice shall be conclusive evidence thereof and shall be binding on every person entitled to such notice.

***Section Fourteen - Investments***

14.01 The Board or such other person or persons as the Board may authorize from time to time by Resolution shall have authority on behalf of the Association to invest and deal with the monies of the Corporation and to sell, assign, transfer, exchange, convert, convey or realize any and all shares, stocks, bonds, debentures, rights, warrants, securities, notes, mortgages, investment certificates, and other investments owned by or registered in the name of the Association and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting, conveying or realizing the same.

***Section Fifteen - Auditors***

15.01 The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Association to hold office until the next Annual General Meeting provided that the Board may fill any casual vacancy in the office of the auditor.

The remuneration of the auditor shall be fixed by the Board.

***Section Sixteen - Amendment of By-laws***

16.01 By-laws of the Association may be enacted and the By-laws repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board but every such by-law and every repeal, amendment, or re-enactment thereof shall only have force from and after confirmation at the next Annual General Meeting of the members or at a Special General Meeting of the members duly called for that purpose, provided further that the enactment, repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister or other person, if any, designated in the Act has been obtained.

Enacted the 17<sup>th</sup> day of October, 2008

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Executive Director

## **BY-LAW NO. 2**

1. The Directors of the Association may from time to time by Resolution:
  - (a) borrow money upon the credit of the Association;
  - (b) limit or increase the amount so to be borrowed;
  - (c) issue bonds, debentures or other securities of the Association;
  - (d) pledge or sell such bonds, debentures or other securities of the Association for such sums and at such prices as may be deemed expedient;
  - (e) secure any such bonds, debentures or other securities or any other present or future borrowing or liability of the Association by Mortgage, Hypothec, Charge or pledge of all or any currently owned or subsequently acquired real and personal moveable and immoveable property of the Association, and the undertaking and rights of the Association.
2. The Directors of the Association may from time to time by Resolution authorize any Director or Directors, Officer or Officers, employee of the Association or other person or persons, whether connected with the Association or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Association as the Directors of the Association may authorize, and generally to manage, transact and settle the borrowing of money by the Association and the banking business of the Association.
3. The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company, or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by Resolution to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Association accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any Officer of such banker to do any act or thing on the Association's behalf to facilitate such banking business.

4. The powers hereby conferred shall be deemed to be in supplement to, and not in substitution for, any powers to borrow money for the purpose of the Association possessed by its Directors or Officers independently of a borrowing by-law.

Enacted the 13th day of June, 1977

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President

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Secretary