



# CACE By-Laws

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**A by-law relating generally to the conduct of the affairs of**

**CANADIAN ASSOCIATION OF COMMUNICATORS IN EDUCATION/ASSOCIATION  
CANADIENNE DES AGENTS ET AGENTES DE COMMUNICATION EN ÉDUCATION  
(the "Corporation")**

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

**1. Definition**

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

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

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

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

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

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

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

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

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

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

**2. Interpretation**

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

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

**3. Name**

The Corporation shall be known as the CANADIAN ASSOCIATION OF COMMUNICATORS IN EDUCATION (CACE) / ASSOCIATION CANADIENNE DES AGENTS ET AGENTES DE COMMUNICATION EN ÉDUCATION (ACACÉ).

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**4. Corporate Seal**

The seal of the Corporation shall be in such form as shall be prescribed by the board of directors of the Corporation (the “Executive”) and shall have the words Canadian Association of Communicators in Education/Association canadienne des agents et agentes de communication en education inscribed thereon.

The Secretary of the Corporation shall maintain custody of the corporate seal.

**5. Official Languages**

5.1. Written Communications. The Corporation shall function in both official languages. For written and electronic communications, members shall be free to use the official language of their choice.

5.2. Official Documents. The official documents of the Corporation, including the Letters Patent and By-Laws of the Corporation, the proceedings of the general meetings of the members of the Corporation, the financial statements of the Corporation, the notices of general meetings and any other documents declared official by the Executive, shall be in both official languages. In declaring official documents, the Executive shall take into account the resources of the Corporation available for translation services.

**6. Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President or 1st Vice President together with any other Executive Member, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Executive shall have the power from time to time by resolution to appoint an Officer or Executive Member on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally, or to sign specific contracts, documents, and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by the President or any other Officer or Executive Member or staff appointed by the Executive.

**7. Audit**

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the Executive may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Executive.

**8. Financial Year**

The financial year end of the Corporation shall be June 30 in each year.

**9. Banking Arrangements**

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

**10. Borrowing Powers**

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

10.1. borrow money on the credit of the corporation;

10.2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

10.3. give a guarantee on behalf and

10.4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

**11. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents

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themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **12. Membership Conditions**

The Corporation shall have four categories of members: Full Members, Associate Members, Honorary Members and Life Members.

In addition to the rights specified below, members in each category shall enjoy such other rights and privileges as are accorded to members in that category from time to time under the Regulations passed pursuant to this By-law.

12.1. Full Members. Those eligible to become Full Members shall be individuals who occupy non-elected remunerated positions in a school, school board, college, university, school board/trustees' association, department of education, teachers' association or other educational body, with responsibility for communications/public relations/information, or who are engaged by such an institution to work in communications/public relations/information. Full Members may hold any office in the Corporation and may vote on any matters before the Corporation.

12.2. Associate Members. An Associate Member shall be an individual who is not eligible to be a Full Member and who has an interest in communications/public relations/information in education. Associate Members may not hold any office in the Corporation and may not vote on any matters before the Corporation.

12.3. Honorary Members. Honorary Members shall individuals selected by the Executive from nominations submitted by the membership based on criteria as established by the membership. Honorary Members may not hold any elected office in the Corporation and shall not have a vote on any matters before the Corporation. The intent of this category of membership is to honor an individual who has never been eligible for a Full Membership but has made significant contributions toward communications in education.

12.4. Life Members. Life Members shall be former Full Members selected by the Executive from nominations submitted by the membership based on criteria established by the membership. The intent of this category of membership is to honor individuals who have been involved in or contributed toward the growth and development of the Corporation. Life Members may not hold any elected office but may vote on any matter before the Corporation.

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

## **13. Membership Transferability**

A Full or Associate Member of the Corporation may transfer their membership to another individual in their organization provided the new prospective member meets the membership criteria for the same category of membership to which the transferring member previously belonged to and the Executive approves of the transfer. No other category of membership in the Corporation is transferable.

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

## **14. Frequency of Members Meeting**

The members of the Corporation shall meet at least annually at an Annual General Meeting and, in addition to any other business that may be transacted, the report of the Executive, the financial statements, and the report of the auditors shall be presented and the Executive elected/appointed and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Executive or President shall have the power to call a general meeting of the members.

## **15. Notice of Members Meeting**

Notice of the time, place and date of meetings of members and sufficient information concerning the business to be transacted to permit a member to form a reasoned judgement on the decision to be taken shall be given at least twenty-one (21) days before the date of the meeting to each member (in the case of an annual meeting to the auditor of the Corporation) by ordinary mail, electronic mail or facsimile transmission to the last address of the member shown on the Corporation's records.

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When it is deemed to be urgent, it shall be sufficient notice if the members are summoned to a meeting on five (5) days notice by electronic mail, facsimile transmission, telephone or in any other practical manner.

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

#### **16. Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. 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.

#### **17. Absentee Voting at Members' Meetings**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- 17.1. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- 17.2. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
  - 17.2.1. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - 17.2.2. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- 17.3. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- 17.4. if a form of proxy is created by a person other than the member, the form of proxy shall
  - 17.4.1. indicate, in bold-face type,
    - 17.4.1.1. the meeting at which it is to be used,
    - 17.4.1.2. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - 17.4.1.3. instructions on the manner in which the member may appoint the proxyholder,
  - 17.4.2. contain a designated blank space for the date of the signature,
  - 17.4.3. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - 17.4.4. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
  - 17.4.5. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and

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- 17.4.6. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- 17.5. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- 17.6. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- 17.7. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### **18. Adjournments of Members Meeting**

The chairperson presiding at the meeting may, with the consent of the members at the meeting, adjourn such meeting to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

#### **19. Membership Dues**

The annual membership fee and any other fee or fees shall be determined from time to time by the Executive. All fees and increases to fees as determined by the Executive must be ratified by a majority of the members at the annual general meeting. Upon application and payment of the prescribed fee or fees, those eligible for the above categories of membership shall become members of the Corporation upon approval of the Executive. The Executive may require proof of eligibility from any or all prospective members in any or all categories.

#### **20. Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

#### **21. Effect of Termination of Membership**

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

#### **22. Discipline of Members**

Any member may be expelled from the Corporation by a two-thirds (2/3) vote taken by a ballot of the members present and eligible to vote at an annual or other special meeting of members.

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**23. Proposals Nominating Directors at Annual Members' Meetings**

The members of the Corporation shall annually or more often as may be required, elect a President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer of the Corporation. The Elected Officers of the Corporation shall be elected by a majority vote of the members of the Corporation having voting privileges at the annual general meeting upon the recommendation of the Nominations Committee. The order of election of the Officers of the Corporation shall be President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer.

**24. Cost of Publishing Proposals for Annual Members' Meetings**

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

**25. Place of Members' Meeting**

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

**26. Persons Entitled to be Present at Members' Meetings**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

**27. Chair of Members' Meetings**

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

**28. Quorum at Members' Meetings**

Twenty-five (25) per cent of the eligible voting members shall constitute a quorum at a general meeting. Fifty (50) per cent of the eligible voting members shall constitute a quorum at a Special Meeting. The number of voting members eligible shall be determined by the membership list as recorded in the head office of the Corporation on the date of the general or special meeting. Written proxies received by the chairperson of a general or special meeting at the commencement of the meeting will count towards the percentage required for a quorum. Notwithstanding the foregoing, there must be at least two members present at a meeting to constitute a quorum.

**29. Votes to Govern at Members' Meetings**

At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is requested by any five (5) members entitled to vote. Upon a show of hands, every member entitled to vote or proxy holder for a member entitled to vote, present in person shall have one vote. Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of the members of the Corporation shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the chairperson presiding at the meeting shall have a casting vote. Otherwise, the chairperson is not entitled to vote at a meeting of the membership.

**30. Participation by Electronic Means at Members' Meetings**

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

**31. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

**32. Number of Directors**

The Executive shall be composed of the Immediate Past President, President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and the chairperson of the next annual national conference. In any event, the Executive shall not be less than three (3) persons.

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**33. Qualifications of Directors**

Executive Members must be a Full Member, at least eighteen (18) years of age with the power under law to contract.

**34. Residency of Directors**

A majority of the members of the Executive shall not reside in any one Province of Canada or region of Canada. The regions of Canada are defined as: the Atlantic Provinces; Quebec; Ontario; Saskatchewan and Manitoba; Alberta, Northwest Territories and Nunavut; and British Columbia and the Yukon Territory.

An Executive Member who moves to another province or region may continue to serve as an Executive Member for the remainder of his or her term of office.

**35. Language of Directors**

At least one member of the Executive shall be fluently bilingual, preferably of French Canadian background.

**36. Powers of the Executive**

The Executive, as management of all of the affairs and business of the Corporation, shall have powers including, without limiting the generality of the foregoing, the following:

- a) the power to employ and pay salaries to staff and may delegate by resolution to an Officer or Officers of the Corporation the right to do so;
- b) to authorize other expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation and may by resolution delegate this to an Officer or Officers of the Corporation;
- c) establish such policies and regulations as it deems necessary to govern the management and operation of the Corporation;
- d) appoint such committees, work groups, etc. as it deems advisable; and
- e) may solicit, receive and administer grants, donations, devises, bequest of real and personal property, and other forms of direct and indirect financial support to further the work of the Corporation.

**37. Term of Office of Directors**

Executive Members shall serve on the Executive of the Corporation for a term of one (1) year commencing on the date they are elected as an Officer or appointed as chairperson of the next annual national conference and shall hold office until the dissolution or adjournment of the next annual general meeting one year hence or until his or her successor is elected or appointed. No Executive Member shall serve more than six (6) consecutive years on the Executive. If during an Executive Member's term of office he or she ceases to meet the criteria of a Full Member, the Executive Member may complete his or her term of office, provided the remaining Executive Members approve it.

**38. Removal of Directors**

The office of an Executive Member shall be vacated automatically upon the occurrence of any one of the following events:

- a) if a person resigns his or her office by delivering a written resignation to the President, or, in the case of the President, to the Vice-President;
- b) if the Executive Member dies;
- c) if he or she does not meet the qualifications prescribed by any Act of Parliament which governs this Corporation;  
or
- d) if at a special meeting of members of the Corporation, a resolution is passed that he or she be removed from office by a majority of the members present at the meeting who are eligible to vote.

**39. Calling of Meetings of Board of Directors**

The Executive shall hold a meeting following the close of each annual general meeting of the Corporation and shall hold at least two additional meetings in each fiscal year of the Corporation. The President, or in his or her absence, the 1st Vice-President of the Corporation shall chair the meetings of the Executive. If no such officer is present, the Executive Members shall choose one of its members to be chair. Meetings of the Executive shall be held at the call of

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the President or 1st Vice-President. The meeting shall be held from time to time at such time and place as the President or 1st Vice-President may determine.

**40. Notice of Meeting of Board of Directors**

Notice of Executive meetings shall be given by ordinary mail, electronic mail, facsimile transmission or telephone to each Executive Member not less than ten (10) business days prior to the meeting. If the notice is given by ordinary mail, it shall be at least fourteen (14) days prior to the meeting. The notice of meeting shall set out the time, place and date of the meeting. No error or omission in giving notice of any meeting of the Executive or any adjourned meeting of the Executive of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Executive Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. An urgent meeting of the Executive may be held at the call of the President or 1st Vice-President at such time and place as the President or 1st Vice-President may determine. Notice of such meeting shall be given by electronic mail, facsimile transmission or telephone to each Executive Member not less than forty eight (48) hours before the meeting is to take place. No formal notice of a meeting is necessary if all the Executive Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

**41. Regular Meetings of the Board of Directors**

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

**42. Meetings by Communications Facilities**

Meetings of the Executive may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

**43. Teleconference Participation**

The Executive may meet by teleconference provided that either a majority of the Executive Members consent to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Executive at a meeting of the Executive members.

**44. Meetings by Other Electronic Means**

The Executive may meet by other electronic means that permits each Executive Member to communicate adequately with each other provided that:

- a) the Executive has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) each Executive Member has equal access to the specific means of communication to be used; and
- c) a majority of the Executive Members have consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

**45. Votes to Govern at Meetings of the Board of Directors**

Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions posed for consideration at a meeting of the Executive shall be determined by a majority of the votes cast at the meeting. In the case of an equality of votes, the chairperson presiding at the meeting shall have a casting vote. Otherwise, the chairperson is not entitled to vote at a meeting of the Executive. At all meetings of the Executive, every question shall be decided by a show of hands or during a teleconference by voice identification, unless otherwise required by a by-law of the Corporation or a poll on the question is requested by any three (3) Executive Members. Every Executive Member entitled to vote shall have one vote.

**46. Quorum at Meetings of the Board of Directors**

A quorum for the transaction of business at meetings of the Executive shall be a majority of the members of the Executive but at no time shall it be less than two (2) members of the Executive.



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**47. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

**48. Nominations Committees**

The Nominations Committee shall be composed of three (3) members of the Corporation who are entitled by their membership category to hold an elected office, two of whom shall be chosen by a majority vote of the members of the Corporation who are eligible to vote at the annual general meeting. The immediate Past-President shall be the third member of the Nominations Committee and shall serve as the chairperson of that Committee. The Nominations Committee shall serve for a one (1) year term or until the next annual general meeting.

The Nominations Committee shall have such powers and duties as shall be determined by the Executive from time to time.

**49. Appointment of Officers**

The members of the Corporation shall annually or more often as may be required, elect a President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer of the Corporation. The Elected Officers of the Corporation shall be elected by a majority vote of the members of the Corporation having voting privileges at the annual general meeting upon the recommendation of the Nominations Committee. The order of election of the Officers of the Corporation shall be President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, and Treasurer. The officers of the Corporation shall be the President, 1st Vice-President, 2nd Vice-President, Immediate Past President, Secretary, Treasurer and any such other officers as the Executive may by by-law determine. All Officers must be a Full Member in good standing

**50. Description of Offices**

50.1. Duties of President. The President shall, when present, preside at all meetings of the Executive and members; call meetings of the Executive and members as set out in these by-laws; sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to her or him by the Executive or as are incidental to her or his office.

50.2. Duties of the 1st Vice President, 2nd Vice-President, and Past-President. The 1st Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall be vested with all the powers and shall perform all of the duties of the President in the absence or inability or refusal to act of the President and the 1st Vice President. The 1st Vice President, Vice-President and Past President shall sign such contracts, documents or instruments in writing as require her or his signature and shall also have such other powers and duties as may from time to time be assigned to her or him by the Executive.

50.3. Duties of Secretary. The Secretary shall attend and act as recording secretary at all meetings of the Executive and members of the Corporation and shall ensure that minutes of those proceedings are produced and retained. The Secretary shall ensure that the lists of Executive Members, Officers and members of the Corporation are up to date. The Secretary shall have custody of the Corporate Seal of the Corporation which he or she shall deliver only when authorized by a resolution of the Executive to do so and to such person or persons as may be named in the resolution. The Secretary shall also have such other powers as may from time to time be assigned to her or him by the Executive.

50.4. Duties of Treasurer. The Treasurer of the Corporation shall have responsibility for the funds and securities of the Corporation and shall ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation. The Treasurer shall also be responsible for deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such financial institution as may be designated by the Executive from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Executive at the regular meetings of the Executive, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be assigned by the Executive. He or she shall give the Corporation a bond, should the Executive so require, in a sum and with one or more sureties satisfactory to the Executive for faithful performance of the duties of his or her office, and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers,

vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

#### **51. Duties of Officers May be Delegated**

In case of the absence or inability to act of any Officer of the Corporation or for any other reason that the Executive may deem sufficient, the Executive may delegate all or any of the powers of such Officer to any other Officer or to any Executive Member for the time being.

#### **52. Vacancy in Office**

So long as a quorum of the Executive Members remain in office, a vacancy on the Executive may be filled by the Executive Members when such vacancies arise in the interval between annual general meetings of the Corporation. If no quorum of Executive Members exist, the remaining Executive Members shall forthwith call a general meeting of members to fill the vacancies on the Executive.

If the President is unable to complete his or her term of office, the 1st Vice President shall assume the office of the President. If the 1st Vice President is unable to fill the office of the President, the 2nd Vice-President shall fill the office of the President until the next annual general meeting of the Corporation. If the 2nd Vice-President is unable to complete the term as President, a President shall be appointed, by a majority vote of the Executive.

#### **53. Method of Giving Any Notice**

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

- 53.1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 53.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 53.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 53.4. if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 53.5. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **54. Limitation of Liability**

No Executive Member or Officer of the Corporation shall be liable for:

- a) the acts, receipts, neglects or defaults of any other Executive Member or Officer, or for joining in any receipts or other act of conformity;
- b) any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Executive for or on behalf of the Corporation;
- c) the insufficiency or deficiency of any security in which or upon which any monies of the Corporation shall be invested;

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- d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
  - e) any loss occasioned by any error of judgement or oversight on their part, or
  - f) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty or willful neglect.

**55. Indemnity**

Every Executive Member or Officer of the Corporation and their heirs, executors and administrators, and estate and effects respectively, shall at any time or from time to time be indemnified and saved harmless out of the funds of the Corporation, unless any of the following shall be occasioned through their own dishonesty or willful neglect, from and against:

- a) all costs, charges and expenses whatsoever which such Executive Member or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or presented against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of his or her office; and
- b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the execution of the duties of his or her office.

**56. Expenses**

By resolution of the Executive, the reasonable expenses of their attendances as Executive Members or Officers may be allowed and paid. Nothing herein contained shall be construed to preclude any Executive Member or Officer serving the Corporation in any other capacity and receiving compensation therefor.

**57. Invalidity of any Provisions of this By-law**

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

**58. Omissions and Errors**

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

**59. By-laws and Effective Date**

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

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

**60. Rules of Order**

The authority to whom reference should be made if any question is raised regarding rules of order is prescribed as Robert's Rules of Order.

*As approved by the general membership at the Annual General Meeting on October 20<sup>th</sup>, 2014.*