

BY-LAW No.4

Canadian Superior Courts Judges Association/ Association
Canadienne des juges des cours supérieures

ARTICLE 1
INTERPRETATION

1.01 In this and all other By-laws of the Association:

- a) **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 as amended from time to time, or any act that may hereafter be substituted therefor;
- b) **"Association"** means the Canadian Superior Courts Judges Association / Association canadienne des juges des cours supérieures;
- c) **"Articles"** means the Articles of Continuance of the Association, as amended from time to time;
- d) **"Board"** means the board of directors of the Association;
- e) **"By-laws"** means the by-laws of the Association, as amended from time to time;
- f) **"Council"** means the committee of Members of the Association constituted under Article 6;
- g) **"Council Member"** means a Member of Council;
- h) **"Courts"** means the Federal Court of Canada, the Federal Court of Appeal, and the Tax Court of Canada; and **"Court"** means any one of the Courts;
- i) **"Provinces"** means, collectively, all of the provinces of Canada;
- j) **"Territories"** means, collectively, Yukon, Northwest Territories, and Nunavut;
- k) any other word or term contained in this and in any other By-laws of the Association which is defined in the Act shall have the meaning given thereto in the Act; and
- l) where the context so requires, the singular shall include the plural; the plural shall include the singular; and the word **"person"** includes individuals, firms, and corporations.

**ARTICLE 2
PURPOSES**

- 2.01 The purposes of the Association shall be those set out in its Articles and in furtherance thereof the Association shall have the following mandate:
- (a) to take such actions and make such representations as may be appropriate in order to assure that the salaries and other benefits guaranteed by s. 100 of the *Constitution Act*, 1867, and provided by the *Judges Act*, R.S.C. 1985, c. J-1, are maintained at levels and in a manner which are fair and reasonable and which reflect the importance of a competent, dedicated and independent judiciary;
 - (b) to concern itself with the provisions of the *Judges Act*, R.S.C. 1985, c. J-1 and the procedures established thereunder pertaining to complaints, investigations and inquiries concerning the conduct of judges, and to provide appropriate guidance and assistance to its Members in relation to those matters;
 - (c) to play a role in determining policy for the continuing education of judges and in the work of the National Judicial Institute;
 - (d) to seek to achieve a better public understanding of the role of the judiciary in the administration of justice, and in so doing to initiate or support programmes of public education and public relations;
 - (e) to monitor, and where appropriate, seek enhancement of the level of support services made available to the judiciary in co-operation with the Canadian Judicial Council; and
 - (f) to address the needs and concerns of supernumerary and retired judges.

**ARTICLE 3 REGISTERED
OFFICE**

- 3.01 The registered office of the Association shall be located in the City of Ottawa in the Province of Ontario, at such address and within such place as the Board may from time to time determine.
- 3.02 The Association may establish such other offices and agencies elsewhere in Canada as the Board may deem expedient.

**ARTICLE 4
MEMBERSHIP**

- 4.01 Eligibility Membership in the Association shall be limited to persons who: (a) have been appointed under Section 96 and Section 101 of the *Constitution Act*, 1867; (b) are subject to the provisions of the *Judges Act*, R.S.C. 1985, c. J-1; and (c) have paid their annual fees to the Association.

- 4.02 Fees The Membership fee shall be payable annually and shall be in such amount as may be determined from time to time by the Board.
- 4.03 Withdrawal Any Member may withdraw from the Association by delivering to the Secretary of the Association a written resignation which shall be effective upon receipt thereof. In the case of a resignation, a Member shall remain liable for payment of any fee or other sum levied which became payable by him or her to the Association prior to receipt by the Secretary of his or her resignation.
- 4.04 Retired Judges Upon payment of the fee fixed by the Board, retired judges will become affiliated with the Association. For greater certainty, retired judges affiliated with the Association are not Members of the Association, and their participation in the Association shall be governed by these By-laws and such terms of reference as the Board may deem advisable.
- 4.05 Military Judges Upon payment of the fee fixed by the Board, military judges will become affiliated with the Association. For greater certainty, military judges affiliated with the Association are not Members of the Association, and their participation in the Association shall be governed by these By-laws and such terms of reference as the Board may deem advisable.

ARTICLE 5 BOARD OF DIRECTORS

- 5.01 Number The Board shall be comprised of 19 directors as follows:
- (a) the 5 officers of the Association as appointed at the Annual Meeting
 - (b) one director from each of British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland and Labrador;
 - (c) one director from the Territories;
 - (d) two directors from each of Ontario and Quebec;
 - (e) one director from the Courts
- 5.02 Election of Directors
- (a) The directors listed under paragraphs (a) to (d) shall be elected by Members of the Association or Council Members from their geographic region or the Courts pursuant to a democratic process acceptable to that region or the Courts. Once a director is elected by a region, the Board will ratify the director's appointment.
 - (b) At each annual meeting, the Members shall elect the directors listed under paragraphs (a) to (d) of section 5.01, and, if applicable, the officers, from amongst the individuals listed on the slate of nominees prepared by the Executive Committee and presented to the Members. For greater certainty, the slate presented to the Members shall be final and there shall be no nominations from the floor at any Members' meeting.
- 5.03 Term of Office Each director shall hold office for a term of three years to begin at the commencement of the annual meeting at which his or her election took place and to expire at the commencement of the second annual meeting thereafter, provided that if his or her successor has not then been elected to office, he or she shall continue to hold office as a director until his or her successor has been elected. A

director is eligible to hold office for a maximum of three terms, unless they are elected to the Executive as an officer. If a director is elected to the Executive, a new director will be elected from their geographic region or the Courts, as the case may be.

- 5.04 Qualification as a Director A director must be a Member of the Association.
- 5.05 Meetings The Board shall meet at least three times each year or more frequently as may be required or deemed necessary by the Board at any place the Board may from time to time determine. A majority of the Members of the Board shall constitute a quorum for the transaction of business. A meeting may be convened on at least seven days' notice by the President or any two officers of the Association.
- 5.06 Voting Questions arising at any meeting of the Board shall be decided by a majority of votes of those present. The chairperson shall not be entitled to vote except in case of an equality of votes, and in that event shall have a tie breaking vote.
- 5.07 Participation by Telephonic, Electronic or other Communication Facility If all Members of the Board consent thereto in advance, generally or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of such telephonic, electronic or other communication facility as permits all persons participating in the meeting to communicate adequately with one another, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Board at the meeting. Each vote cast by a Director participating by means of a telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary.
- 5.08 Vacation of Office The office of director shall automatically be vacated if:
- (a) the director resigns by delivering a written resignation to the Secretary of the Association (such resignation being effective at the time the resignation is sent to the Association or at the time specified in the resignation, whichever is later);
 - (b) the director is removed by resolution of a majority of the Members present at a special meeting of the Members.
 - (c) the director is removed by a democratic process acceptable to Members of their geographic region or the Courts; or
 - (d) by resolution of the Board if the director has failed to attend three consecutive Board meetings without excuse.
- 5.09 Replacement of Director If a vacancy occurs with respect to a director who is not on the Executive, the Council Members or Members of the Association who represent the particular Province, Territories, or the Courts, from which the vacating director was elected, shall nominate an individual to fill the vacancy in accordance with the procedures adopted by the Members of the Association who reside in the particular Province, Territories, or by the Members from the Courts in which the vacancy occurs. Provided the Board

elects the nominee, he or she shall hold office as a director for the unexpired term of their predecessor

ARTICLE 6
COUNCIL OF THE ASSOCIATION

- 6.01 Number There shall be a Council of the Association which shall comprise not less than twenty and not more than sixty persons. The Board shall from time to time by resolution set the actual number of Council Members and the number of them to be elected by Members of the Association resident in each of the Provinces and in the Territories, and from the Members of the Courts. Each of the Provinces, the Territories and the Courts shall be represented on the Council.
- 6.02 Qualifications A Council Member must be a Member of the Association.
- 6.03 Notice of Council Elections At least ninety days before the annual meeting of the Association, the Secretary of the Association shall advise the Members in each Province, the Territories and of the Courts of the number of Council Members to be elected by the Members from each Province, the Territories and from the Courts.
- 6.04 Election The Members of the Association from each of the Provinces, the Territories and the Courts shall at least sixty days prior to the annual meeting of the Association elect from their Members, the Council Members, in accordance with the procedures adopted by the Members of the Association from each of the Provinces, the Territories and the Courts.
- 6.05 Term of Office Each Council Member shall hold office for a three-year term to begin at the commencement of the annual meeting at which his or her election took place, provided that if his or her successor has not then been elected to office, he or she shall, continue to hold office as a Council Member until his or her successor has been elected. A Council Member may be elected for a maximum of three terms.
- 6.06 Vacation of Office The office of a Council Member shall automatically be vacated if:
- (a) the Council Member resigns by delivering a written resignation to the Secretary of the Association;
 - (b) the Council Member ceases to qualify as a Member of the Association; or
 - (c) the Council Member is removed by resolution of three quarters of the Members of the Association present at a special meeting of the Members resident in the Province or the Territories, or who are members of the Court, from which the Council Member was elected.
- 6.07 Replacement of Council Member If a vacancy occurs, the remaining Council Members from the particular Province, the Territories, or from the Courts, from which the vacating Council Member was elected, shall fill the vacancy in accordance with the procedures adopted by the Members of the Association from the Province, the Territories, or the Court and the person so elected shall hold office for the unexpired term of their predecessor.

- 6.08 Increase in Council If a vacancy occurs on the Council as a result of an increase in the number of Council Members to be elected from a particular Province, the Territories or a Court, the Council Members of that Province, the Territories or the Court may, by resolution, fill the vacancy prior to the next following meeting of the Council, and the person so appointed shall hold office until the close of the unexpired term of office of the Council Members from the Province, the Territories or the Court whose representation on Council is increased.
- 6.09 Quorum of Meetings of Council A majority of Council Members present shall constitute a quorum at any meeting of the Council.
- 6.10 Place of Meeting Meetings of the Council may be held at any place the Board may from time to time determine.
- 6.11 Council Meeting A meeting of Council shall be held at least once a year and may be convened on at least thirty days' notice by the President or any two other officers of the Association.
- 6.12 Participation Telephonic, Electronic or other Communication Facility If all of the Council Members consent thereto in advance, generally or in respect of a particular meeting, and all Council Members have equal access, a Council Member may participate in a meeting of the Council by means of such telephonic, electronic or other communication facility as permits all persons participating in the meeting to communicate adequately with one another, and a Council Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Council at the meeting. Each vote cast by a Council Member participating by means of a telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary.
- 6.13 Voting Questions arising at any meeting of the Council shall be decided by a majority of votes of those present. The chairperson shall not be entitled to vote except in case of an equality of votes, but in that event shall have a tie breaking vote.
- 6.14 Retired Judges The Retired Judges Committee may select a Member of the committee who shall be eligible to attend and participate with the exception of voting, at meetings of Council.

ARTICLE 7 DUTIES OF THE BOARD

- 7.01 Management The Board shall manage or supervise the management of the activities and affairs of the Association in accordance with the Act and these By-laws.
- 7.02 Expenditures Without limiting the provisions of Section 7.01, the Board shall have the power to authorize expenditures on behalf of the Association from time to time and may

delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The powers of the Board shall include the making or incurring of expenditures for the purpose of furthering the purposes of the Association.

ARTICLE 8 COMMITTEES

- 8.01 Constitution of Committees The Board may from time to time constitute such committees, including but not limited to an Executive Committee, a Compensation Committee, Conduct Review Committee and an Independence of the Judiciary Committee, as the Board deems necessary to assist the directors in carrying on the activities and affairs of the Association.
- 8.02 Appointment The Board shall annually or more often appoint such Members of the Association to be Members of each of the committees as the Board deems necessary and shall designate one or more of the Members of each committee as chair, co-chair or vice-chair thereof. All Members shall be eligible for appointment to committees. Members of committees shall be subject to removal by the Board at any time with or without cause.

- 8.03 Meetings Except as may be otherwise provided in these By-laws or by the Board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the Members (being not less than two Members) of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairperson shall have a tie breaking vote.
- 8.04 Duties Each committee shall perform such duties and responsibilities as are assigned to it from time to time by the Board.
- 8.05 Chairperson The chairperson of each committee is responsible for:
- (a) conducting the affairs for the committee meeting in an orderly and efficient manner;
 - (b) maintaining properly recorded minutes or notes of the business conducted by the committee;
 - (c) submission of minutes, reports or recommendations in person or in writing, to the Board, or if required, to the Membership.

ARTICLE 9 EXECUTIVE COMMITTEE

- 9.01 The Executive Committee shall comprise five officers: the Immediate Past President, the President, the Vice-President, the Secretary and the Treasurer. The Executive Committee shall be elected at the Annual General Meeting of Members.
- 9.02 Officer Nomination The Board shall appoint a committee or subcommittee comprised of the Immediate Past President, who shall serve as chair, and four directors, none of whom shall be officers to recommend candidates for positions on the Executive as required. This committee or subcommittee shall recommend a person for nomination to any position on the Executive required to be filled at the annual meeting and provide its recommended candidate(s) to the Executive Committee for inclusion in the notice of the annual meeting. The five members of the Executive must have at least one member from each of: 1. Ontario/Courts, 2. Quebec/Courts, 3. Atlantic, 4. West and North.
- 9.03 Term of Office The officers of the Association shall hold office for a period of one year or until their successors are appointed.

9.04 Removal of Officers The Board shall be entitled to remove any officer by resolution at its pleasure.

9.05 Powers and Duties

The Executive Committee shall, subject to the overriding direction of the Board, manage the day to day activities and affairs of the Association provided always that:

- (a) no decision or action whatsoever shall be had or taken by the Executive Committee that is inconsistent with its powers under the Act;
- (b) no expenditure or commitment to an expenditure shall be made by the Executive Committee that:
 - has not been included in the Association's then prevailing budget of expenditures, or
 - would exceed \$25,000.00;
- (c) no decision or action whatsoever shall be had or taken by the Executive Committee without the prior approval of the Board if the action or decision could reasonably be expected to materially affect the rights of the federal judiciary and
- (d) the Executive Committee shall promptly report to the Board all decisions or actions had or taken by the Executive Committee.

The duties of each position on the Executive Committee are

- (a) President The President shall preside at all meetings of the Members, of the Board and the Council. He or she shall be the chief executive officer of the Association and be charged with the general and active supervision, subject to the directions of the Board, of the business and affairs of the Association. He or she shall also see that all orders and resolutions of the Members, the Board and the Council are carried into effect.
- (b) Vice-President The Vice-President shall, in the absence or disability or refusal to act of the President, act as President of the Association and have all the powers and authority and perform all of the duties of the President. The Vice-President shall perform such other duties as may be imposed upon him or her from time to time by the Board.
- (c) Secretary The Secretary shall give, or cause to be given, all notices required to be given for all meetings of the Board, and all meetings of Members; he or she shall attend all meetings of the Board, the Council and Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he or she shall have charge of the corporate records (other than accounting records) which the Association is required to prepare and maintain by the provisions of the Act; and she or he shall perform such other duties as may be prescribed by the Board or by the President under whose supervision the Secretary shall be.
- (d) Treasurer The Treasurer shall have custody of the corporate funds and securities of the Association; keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; she or he shall render to the Board and the Members at their meetings, or whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial position of the Association; and he or she shall perform such other duties as may from time to time be prescribed by the Board or the Members.

- 9.06 Vacancies If the office of the President, Secretary or Treasurer, or any other officer, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Board by resolution may appoint from amongst its Members, a director to fill such vacancy.
- 9.07 Agents and Employees The Board may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have the authority, perform the duties and receive the remuneration as shall be prescribed and fixed by the Board by resolution.

ARTICLE 10 MEETINGS OF MEMBERS

- 10.01 Annual Meeting The annual meeting of the Members shall be held each year at such place in Canada and on such day and at such time as the Board may by resolution determine, but, in any case, not (a) more than fifteen months after the holding of the last preceding annual meeting, and (b) later than six months after the end of the Association's preceding financial year. At such meeting, in addition to any other business that may be transacted, the Members shall elect directors, receive a report of the directors, the financial statements and the report of the public accountant and the public accountant of the Association shall be appointed for the ensuing year.
- 10.02 Special Meetings Special meetings of the Members may be convened at any time by order of the Board to be held at such place in Canada as may be determined. In addition, the Board shall call a special meeting of the Members upon receipt of a written requisition to do so of not less than five percent of the Members entitled to vote at such meeting.
- 10.03 Quorum The quorum for any meeting of Members shall be thirty Members present in person. No business shall be transacted at any meeting unless the requisite quorum be present at the commencement of the meeting.
- 10.04 Voting Each Member shall be entitled to one vote. Every question submitted to any meeting of Members may be decided in the first instance by a show of hands and shall be decided by a majority, unless the Act or these By-laws otherwise provide. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question, it shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment, as the chairperson directs. A demand for a poll may be withdrawn at any time prior to the taking of the poll. In case of an equality of votes on a poll, the chairperson shall have a casting vote in addition to the vote to which he or she may be entitled as a Member. Unless a poll is demanded, a declaration by the chairperson at a meeting that a resolution has been carried or carried unanimously or by a particular majority or lost shall be, in the absence of evidence to the contrary, evidence of the fact.
- 10.05 Procedure In the absence of the President and the Vice-President, the Members present entitled to vote shall choose another director as chairperson and, if no director be present or if all the directors decline to take the chair, then the Members present shall choose one of their Member to be chairperson.

- 10.06 Participation by Telephonic; Electronic or other Communication Facility If the Association makes available a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with one another, a Member may participate in a meeting of Members by such means, and a Member participating in a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Except where a poll is demanded, each vote cast by a Member participating by means of a telephonic, electronic or other communication facility shall be recorded in the minutes by the Secretary. Where a poll is demanded, each ballot cast by a Member shall be gathered in a manner that permits (a) its subsequent verification, and (b) the tallied ballots to be presented to the Association without it being possible for the Association to identify how each Member voted.

ARTICLE 11 NOTICES

- 11.01 Notice of Members Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
- (a) by mail, courier or personal delivery to each such Member, during a period of twenty-one to sixty days before the day on which the meeting is to be held; or
 - (b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one to thirty-five days before the day on which the meeting is to be held.
- 11.02 Contents of Notice
- (a) Notice of any annual meeting shall include a statement informing the Members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Association and that the Members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.
 - (b) Notice of any meeting where special business will be transacted shall (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business, and (ii) state the text of any resolution to be submitted to the meeting requiring an affirmative vote of not less than two-thirds of the votes cast on that resolution by the Members. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of

directors and re-appointment of the incumbent public accountant, is "**special business**". The directors, public accountant, and the retired judges and military judges who are affiliated with the Association, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

- 11.03 Waiver of Notice A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and the attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting *is* not lawfully called.
- 11.04 Notice, Generally Subject to Section 11.01 regarding notices to Members of any annual or special meetings of Members, any notice or other document required by the Act, the Articles or the By-laws to be sent to any Member, Council Member, director or to the public accountant shall be:
- (a) delivered personally;
 - (b) delivered by prepaid mail; or
 - (c) delivered by electronic means such as e-mail or facsimile.
- at such person's latest address as shown in the records of the Association, to the information system designated in writing by the recipient for purposes of receiving notices by electronic means, or to the public accountant at its business address or if no address be given therein, to the latest address of such party that is known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- 11.05 Computation of Time In computing the date when notice must be given under any provision of these By-laws requiring a specified number of day's notice of any meeting or other event, the date of giving the notice shall be excluded.
- 11.06 Omissions and Errors The accidental omission to give a notice to any Member, director, officer or public accountant or the non-receipt of any notice by any Member, director, officer or public accountant 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, unless otherwise provided in the Act.

ARTICLE 12

GENERAL

- 12.01 Cheques, Dra f t s and Notes All cheques, drafts or orders for the payment or money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board may from time to time designate.

- 12.02 Banking 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 and all such banking business, or any part thereof, shall be transacted on behalf of the Association by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Association; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Association; 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 bank to do any act or thing on behalf of the Association to facilitate such banking business.
- 12.03 Public Accountant The Members shall at each annual meeting appoint a public accountant to audit the financial statements of the Association and report to the Members. The public accountant so appointed shall hold office until the next annual meeting provided that the Board shall immediately fill any vacancy in the office of public accountant.
- 12.04 Remuneration The directors, Members, Council Members, officers and committee Members shall not be entitled to receive any remuneration for their services, but may be paid reasonable expenses incurred in connection with their attendance at each regular or special meeting of the Board or of any committee, as may be determined by resolution of the Board.
- 12.05 Repeal and Amendment The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board 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 any amendment that requires a Special Resolution of the Members according to subsection 197(1) of the *Canada Not-for-Profit Corporations Act*, namely, any amendment to the articles or the Bylaws of the Association to:
- (a) change the Association's name;
 - (b) change the province in which the Association's registered office is situated;
 - (c) add, change or remove any restriction on the activities that the Association may carry on;

- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a Membership;
- (i) increase or decrease the number of or the minimum or maximum number of directors fixed by the articles;
- (i) change the statement of the purpose of the Association;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
change the manner of giving notice to Members entitled to vote at a meeting of the Members;
- (l) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

Such amendments are only effective when confirmed by the Members.

- 12.06 Execution of Instruments Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President or the Vice-President and the Secretary and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The term **"contract, documents or instruments in writing"** as used in these By-laws shall include deeds, mortgages, hypothecs, charges, security interests conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper in writing.

12.07 Indemnification of Directors and Officers

- (a) Subject to the provisions of the Act and to Section 12.07(d), the Association shall indemnify a director or officer of the Association, a former director or officer of the Association or another individual who acts or acted at the Association's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Association or other entity.
- (b) Subject to the provisions of Section 12.07(d), the Association shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 12.07(a). The individual shall repay the moneys if the individual does not fulfill the conditions of Section 12.07(c).
- (c) The Association may not indemnify an individual under Section 12.07(a) unless the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.
- (d) The Association shall, with the approval of a court, indemnify an individual referred to in Section 12.07(a), or advance moneys under Section 12.07(b), in respect of an action by or on behalf of the Association or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Association or other entity as described in Section 12.07(a) against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfills the conditions set out in Section 12.07(c).
- (e) The Association will also indemnify the individuals referred to in Section 12.07(a) in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.
- (f) The Association may purchase and maintain insurance for the benefit of any person referred to in Section 12.07(a) against any liabilities and in any amounts as the Board may determine.

- 12.08 Financial Year The financial year of the Association shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.
- 12.09 Enforceability The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

Enacted by the directors of the Association as of the 14th day of July 2022.

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