

CONSTITUTION AND BY-LAWS OF



Approved by the Board of Directors on November 2, 2019

Approved by the Members on: _____

ARTICLE 1 THE NAME

1.1 Name

The name of this organization is Sonography Canada/Échographie Canada (the "Corporation").

ARTICLE 2 OBJECTS OF THE CORPORATION

2.1 Objects

The objects of the Corporation are as follows:

- 2.1.1 To promote the highest level of professional standards for practice for sonographers in Canada;
- 2.1.2 To develop and deliver Canadian entry-to-practice examinations and to provide a registry for Canadian credentialed sonographers.

ARTICLE 3 DEFINITIONS

3.1 Definitions

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;

"Active Member" means an individual as defined in Article 4.3.2.1 herein;

"Allied Healthcare Professional Member" means an individual defined in Article 4.4.6 herein

"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;

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"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;

"Canadian Sonography Credentials" means one or more professional credentials issued by the Corporation or its predecessor organization.

"Central Region" means Manitoba and Ontario;

"Chapter Member" means an entity defined in Article 4.4.3 herein;

"Corporate Member" means an entity defined in Article 4.4.4 herein

"CPD Policy" means the policy established and from time-to-time amended by the Board of Directors with respect to continuing professional development requirements for maintaining an individual's Sonography Canada credentials, or for maintaining an individual's Sonography Canada membership subject to conditions of the membership category

"Certification" means the process by which the appropriate body for a health profession (e.g., national professional association, alliance of regulators, provincial regulatory body) recognizes individuals who have attained the competencies for the profession and any other pre-determined qualifications.

"Credential" means a professional designation acknowledging a person's qualifications obtained by successful completion of a professional certification process.

"Director" means an individual elected as a director pursuant to the provisions of Article 6.2 herein;

"Eastern Region" means Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador;

"Good Standing" means that a Member meets all conditions of their membership category including timely payment of dues, and that the Member is not currently subject to any disciplinary action by the Corporation or by the Member's provincial regulatory college.

"Inactive Member" means an individual defined in Article 4.4.1 herein;

"Meeting of the Members" includes an annual meeting of the Members or a special meeting of the Members; "special meeting of the 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 the Members;

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“Member” means a person confirmed in compliance with section 4.1;

“Membership Fee” means a membership fee which may be charged by the Corporation and payable by a Member pursuant to Articles 4.1 and 5.2.9;

“Officers” means the officers of the Corporation pursuant to Article 7 of these By-laws;

“Operating Policies and Procedures” means any internal, operational, membership, or other requirement duly established in writing by the Board that does not require ratification of the Members;

“Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;

“Practicing Non-Credentialed Member” means an individual as defined in Article 4.4.5 herein

“Proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

“Recent Graduate Member” means an individual defined in Article 4.3.3.1

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

“Sonographer” means a person qualified in the application of sonographic equipment and techniques for diagnostic medical purposes, whose qualifications have been issued by Sonography Canada, the American Registry for Diagnostic Medical Sonography, or other similar recognized national or international body recognized by Sonography Canada as authorized to issue such qualifications and; or a Provincial regulatory body legally authorized to regulate the practice of diagnostic medical sonography; or an individual currently engaged in active sonography practice, education, and/or application of diagnostic medical sonography; this includes clinical practitioners, educators in accredited Diagnostic Medical Sonography training programs, and clinical applications specialists.

“Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

“Student Member” means an individual defined in Article 4.4.2 herein;

“Western Region” means British Columbia, Yukon, Northwest Territories, Nunavut, Alberta and Saskatchewan.

ARTICLE 4
CONDITIONS OF MEMBERSHIP

- 4.1. Membership in the Corporation shall be limited to persons interested in furthering the Objects of the Corporation. A Member shall consist of anyone whose application for admission as a Member has received the approval of the Board, provided they have also made payment of the membership fee.
- 4.2. The Corporation shall have two (2) classes of membership: Voting and Non-Voting
- 4.3. Voting Members
- 4.3.1 Voting Members: The Corporation shall have two (2) categories of membership with voting rights and up to six (6) categories of membership without voting rights. Conditions of membership for each membership category are as described in the Operating Policies and Procedures of the Corporation from time to time.
- 4.3.2 Active Members: Active Members, in good standing, shall be entitled to receive notice of, attend and vote at all meetings of the Members.
- 4.3.2.1 Active Members shall be professionals who are currently engaged in sonography practice, education and/or application of diagnostic medical sonography on a full-time, part-time or casual basis, as well as those on temporary leave (e.g. maternity or sick leave), who hold Sonography Canada credentials AND/OR hold credentials from another credentialing organization accepted by Sonography Canada AND/OR are registered with a provincial sonographer regulatory body.
- 4.3.2.2 The Board shall reserve the right to deny the status of Active Membership to any applicant.
- 4.3.3 Recent Graduate Members: A Recent Graduate Member, shall be entitled to receive notice of, attend and vote at all meetings of the Members.
- 4.3.3.1 Recent Graduate Members shall be a person who has completed a training program for Diagnostic Medical Sonographers accredited by or registered with an accreditation body approved by the Board of Directors within the past 12 months.
- 4.4. Non-Voting Members
- 4.4.1 Inactive Practitioner Members
- An Inactive Practitioner Member shall be an individual who would otherwise be an Active Member, who is not currently working in sonography, which may include those who are retired or seconded to other roles, or otherwise.

4.4.2 Student Members

A Student Member shall be a person who is enrolled in a training program for Diagnostic Medical Sonographers accredited by or registered with an accreditation body approved by the Board of Directors, whose application as a Student Member has been approved by the Board of Directors.

4.4.3 Chapter Members

A Chapter Member shall be a non-profit organization whose goals and objectives are similar to that of the Corporation and whose application for admission as a Chapter Member has been approved by the Board of Directors.

4.4.4 Corporate Members

A Corporate Member shall be a for-profit organization, but not individuals, who desire a formal association with the Corporation and whose application for admission as a Corporate Member has been approved by the Board of Directors.

4.4.5 Practicing Non-credentialed Members

Practicing Non-credentialed Members shall be individuals who are currently engaged in sonography practice, education and/or application of diagnostic medical sonography who do not hold credentials in sonography from Sonography Canada or another credentialing body accepted by Sonography Canada, nor are registered with a provincial regulatory authority.

4.4.6 Allied Healthcare Professional Members

An Allied Healthcare Professional Member shall be an individual who is a licensed, qualified non-sonographer health professional who operates within a scope of practice outside of sonography that includes application of point-of-care ultrasounds to complement and aid their medical diagnostic capabilities.

4.5 Termination of membership

Membership in the Corporation is not transferable and shall terminate:

4.5.1 Upon the death of the Member;

4.5.2 Upon written resignation addressed to the Executive Director;

4.5.3 Upon Expulsion of a Member for cause;

4.5.4 In the event that fees owed to the Corporation by the Member are in arrears by more than 180 days from their due date.

4.6 Complaints and Discipline

Any Member may be subject to disciplinary action by the Corporation, up to and including expulsion of a Member from the Corporation, for violating either the Code of Ethics or the Code of Conduct of the Corporation; for an act of negligence in the practice of the Profession; or for any other matter that is deemed contrary to the public interest or the best interest of the Corporation. All charges brought against a Member shall be submitted to the Appeals and Discipline Committee of the Board in accordance with the procedures for submitting such charges. The Appeals and Discipline Committee will review the complaint in accordance with the Operating Policies and Procedures and will make its recommendations to the Board. The Board's decision in the matter is final.

4.7 Reinstatement

Any Member whose membership has been terminated for any reason, may apply for reinstatement as such by written application to the Corporation in accordance with the Operating Policies and Procedures in effect at the material time.

4.8 Effective 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.

ARTICLE 5 BOARD OF DIRECTORS

5.1. Affairs Conducted by the Board

The affairs of the Corporation shall be conducted by the Board. Directors shall be elected in accordance with the provisions in Article 6.2 herein.

5.2. Powers of the Board

The Board has the powers, rights, and privileges conferred upon and vested in the Corporation by the Act, and may, without limitation, do the following:

- 5.2.1. Govern the affairs of the Corporation;
- 5.2.2. Enter into or make or cause to be entered into or made, contracts or agreements which the Corporation may lawfully enter into or make;
- 5.2.3. Make By-laws, resolutions and rules for the exercise and carrying out of powers;
- 5.2.4. Establish and award bursaries, grants, and prizes;

- 5.2.5. Print, publish, sell or distribute reports, journals, guidelines or such other Corporation information or material as the Board may determine;
- 5.2.6. Purchase, acquire, take, hold, possess land, tenements or personal property and sell, mortgage, lease or dispose of same;
- 5.2.7. Collect and accept money to be used to further the purpose and goals of the Corporation;
- 5.2.8. Invest money in stocks, bonds, or debentures eligible for the investment by insurance companies under the "Insurance Companies Act (Canada)";
- 5.2.9. Establish membership fees;
- 5.2.10. Expend such monies as it considers necessary to conduct the affairs of the Corporation;
- 5.2.11. Lease or purchase real property; enter into contracts and leases, including contracts of employment and personal service contracts; and
- 5.2.12. Purchase insurance to indemnify individuals who serve at the request of the Corporation on Boards and Committees or assume specific tasks on behalf of the Corporation.
- 5.3. Subject to the Act, the Board may by Ordinary Resolution, adopt, amend or repeal such Operating Policies and Procedures that are not consistent with the By-laws relating to the affairs of the Association as the Board may deem appropriate from time to time. Any policy and/or procedure so adopted by the Board shall continue in full force and effect until amended, repealed or replaced by a subsequent Ordinary Resolution of the Board.

ARTICLE 6

ELECTION OF THE BOARD

6.1 Composition

The Board shall be comprised of a fixed number of Directors, as determined from time to time by the Members, by Ordinary Resolution, the composition of which shall be as provided for in the Operating Policies and Procedures.

6.2 Election of Directors

6.2.1 Elections are to be held annually. Except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for a term of three (3) years. The term of office for a Director commences immediately following the close of the annual meeting of Members. A Director whose term expires is eligible for re-election as a Director. Notwithstanding the requirement for three (3)-year terms for all Board members, the Board may, at its discretion, extend the Board term of the Chair by up to one year so as to coincide with the term of the Chair position.

6.2.2 The election of Directors shall be in accord with Operating Policies and Procedures in effect from time to time which shall provide for:

6.2.2.1 A nomination process open to all Members meeting Director Eligibility criteria set out in the Operating Policies and Procedures, and

6.2.2.2 An electronic voting process conducted in accordance with section 8.9 and which is to be completed in advance of the annual meeting of the Members.

6.3 Vacancy on the Board

In the event of a vacancy due to resignation or inability to serve, so long as there is a quorum in place at the time, the Board may name a replacement Director to serve until the next annual meeting of the Members at which time, should there remain an unexpired portion of the term of the vacated position, an election will be held to elect a Director who shall complete the unexpired portion of the term of the Director in question.

6.4 Director Eligibility

A Director must satisfy the following pre-requisites in order to be eligible for election:

6.4.1 A Director must be an Active Member in Good Standing.

6.4.2 A Director must have at least one of the credentials issued by the Corporation and must have held this (these) credential(s) for at least 2 years prior to taking office.

6.5 Director Ineligibility

A Director shall no longer be eligible to hold office in the following circumstances:

6.5.1 Upon the death of the Director;

6.5.2 If a Director resigns, by delivering a written resignation to the Chair and/or Executive Director of the Corporation;

- 6.5.3 If a Director fails to maintain his/her Canadian Sonography Credentials in Good Standing;
- 6.5.4 If a Director fails to maintain his/her Sonography Canada membership;
- 6.5.5 If a Director is removed by the Members of the Corporation by a special resolution at a special meeting of the Members called for such purpose.

ARTICLE 7 OFFICERS

- 7.1 The officers of the Corporation shall be the Chair, the Vice-chair and the Secretary.
- 7.2 The officers shall hold office at the pleasure of the Board and be charged to carry out the Objects of the Corporation.
- 7.3 An Executive Director shall be retained by the Board and shall hold office at the pleasure of the Board or pursuant to the terms of any contract between the Executive Director and the Corporation.
- 7.4 The Chair:
 - 7.4.1 Shall be a duly elected member of the Board appointed by the Board to be the senior officer.
 - 7.4.2 Shall normally serve for a two (2) year term.
 - 7.4.3 Shall preside at all meetings of the Board and the Executive Committee and shall be an ex officio member of all committees of the Board.
 - 7.4.4 Has the authority to delegate to any Director such authority and/or duties as may be required to conduct the affairs of the Corporation.
 - 7.4.5 Shall be responsible for liaison with other associations, organizations and agencies for promoting the Objects of the Corporation.
- 7.5 The Vice-Chair:

Shall be a duly elected member of the Board, appointed by the Board to act in absence of or in the case of incapacity of the Chair.
- 7.6 The Secretary:

Shall perform the function of a Secretary of the Corporation in accord with the requirements of the Act as amended and the By-law herein.

ARTICLE 8 MEETINGS OF THE MEMBERS

- 8.1 Meetings of the Members shall be held on such date and at such place as determined by the Members.
- 8.2 Annual Meetings of the Members shall be held at such time, on such day, at such place, in each year as the Members may from time to time determine for the purpose of receiving the reports and statements to be laid before the annual meeting, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 8.3 Quorum of any in person meeting of the Members shall be fifteen (15) Voting Members. A quorum of any meeting of the Members conducted entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting shall be ten (10%) percent of Voting Members at the material time.
- 8.4 Each Active and Recent Graduate Member present and in Good Standing shall be entitled to cast one vote at any meeting of the Members. At all meetings of the Members, every question shall be determined by a majority of fifty percent plus one votes cast at the meeting, except where the Act or these by-laws provide otherwise.
- 8.5 Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
 - 8.5.1 By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - 8.5.2 By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

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.

- 8.6 Authority to call Meetings of the Members

- 8.6.1 The Chair has the authority to call a Meeting of the Members.
- 8.6.2 The Chair, on written request by five (5%) percent of the Members in Good Standing, shall have the power to call, at any time, a Special Meeting of the Members.
- 8.6.3 The Board shall have power to call, at any time, a special meeting of the Members on written requisition delivered to the Chair and/or Executive Director by not less than sixty-six and two-thirds ($66 \frac{2}{3}$) percent of Directors entitled to vote.
- 8.6.4 The notice of special meeting shall include sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.
- 8.6.5 Special Meetings of the Members must take place within 60 days of the written request.
- 8.7 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:
- 8.7.1 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) and received by the Director;
- 8.7.2 If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 8.7.3 If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 8.7.4 If provided in the form of an electronic document in accordance with Part 17 of the Act. 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, typewritten or printed or partly written, stamped, type-written or printed.

8.8 Persons Entitled to be Present at Members Meeting

All Voting (Active and Recent Graduate) Members are entitled to be present at any meeting of the Members. At the request of the Board, Staff Members of the Corporation may attend. At the discretion of the Board, all other classes of Members and/or members of the public may attend a Meeting of the Members. In every event, Staff Members, Non-Voting Members or members of the public will not have a vote or right to participate at a Meeting of the Members.

8.9 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 the 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 the 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.

**ARTICLE 9
MEETINGS OF THE BOARD**

9.1 Authority to Call Meetings of the Board

9.1.1 Meetings of the Board shall be held at such time and place as the Board shall determine.

9.1.2 A meeting of the Board may be called by the Chair on his/her own and must be called by the Chair as required.

9.1.3 Directors may require that the Chair convene a meeting of the Board on written request by any two (2) of the Directors entitled to vote.

9.1.4 There shall be at least two (2) meetings annually of the Board.

9.2 Notice of Meetings

Notice of the time and place for the holding of a meeting of the Board shall be given by the Chair, or by the Executive as directed by the Chair, electronically to every Director not less than 72 hours before the time when the meeting is to be held in the case where

the meeting is to be held by telephone or electronic means and not less than 30 days before the time when the meeting is to be held in the case where the meeting is to be held in person. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

9.3 Quorum

9.3.1 At all meetings of the Board, a majority (50 percent plus one) of Directors entitled to vote shall constitute a quorum.

9.3.2 The Chair shall determine that quorum has been established.

9.3.3 When there is no quorum present within thirty (30) minutes after the time for which the meeting was called, the Chair shall postpone the meeting to some other time.

9.4 Participation by telephone or electronic means:

9.4.1 A Director may participate in a meeting of the Board by telephone or electronic means so long as such permits all participants to communicate with each other.

9.4.2 A Director shall be entitled to vote at a meeting of the Board by telephone or electronic means.

9.4.3 The Chair may call from time to time a Meeting of the Board by electronic means.

9.5 Voting

Each Director shall have one (1) vote. All decisions of the Board shall be decided by a majority (fifty percent plus one) vote of the Directors participating in the meeting. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The votes cast in favour, in opposition and abstentions shall be recorded in the minutes in the instance of a request to do so by a Director present at such meeting.

9.6 Order of Business

The order of business at all meetings of the Board shall be decided by the Chair. Any change in the proposed order of business may be requested by any Director and, if approved by the Board, the order shall proceed as amended.

9.7 Entitlement to Attend

Meetings of the Board of Directors may be attended by Board members and, at the request of the Chair, Board Advisors, staff, and invited guests.

**ARTICLE 10
COMMITTEES**

- 10.1 The Board may establish such committees of the Board as it deems necessary, the purpose and composition of which shall be provided for in the Operating Policies and Procedures of the Corporation.

**ARTICLE 11
BANKING AND SIGNING OFFICERS**

- 11.1 Contracts, documents or any instruments in writing (including all banking documents) requiring the signature of the Corporation shall be signed by two (2) signing officers named by the Board.
- 11.2 Notwithstanding Section 11.1, the Board may delegate sole signing authority to the Executive Director under terms and conditions set out in the Operating Policies and Procedures of the Corporation.

**ARTICLE 12
AUDITORS**

- 12.1 The Auditor for the Corporation shall be appointed annually by resolution of the Members at the annual Meeting of the Members. Any vacancy may be filled by the Board until the next Annual General Meeting.
- 12.2 At least once every year and as soon as possible after the fiscal year end, the auditors shall examine the correctness of the accounts and the financial records of the Corporation and prepare the financial statements for review by the Audit and Finance Committee, approval by the Board and acceptance by the Members.

ARTICLE 13
REIMBURSEMENT

- 13.1 Directors shall receive no remuneration or reimbursement by the Corporation for acting as such.
- 13.2 Board, committee and working group members may be reimbursed for reasonable expenses incurred in the performance of their duties, at such rates and in accordance with such policies as may be determined by the Board from time to time.

ARTICLE 14
INDEMNIFICATION

- 14.1 Every Director and Officer of the Corporation in exercising the powers and discharging the duties of a Director or Officer shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any Director or any Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 14.2 Every Director, Officer, member of a committee, employee or agent of the Corporation and his or her heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- 14.2.1 All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceedings that is brought, commenced, or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

- 14.2.2 All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- 14.3 If any employee of the Corporation is named in a civil suit and the subject matter relates to the person's employment by the Corporation, the Corporation will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been deliberately dishonest or has committed a criminal offence, the Corporation will not be liable for such payment.
- 14.4 Any indemnification under Article 14.2 of the present article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, member of a committee, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

ARTICLE 15

POLICIES AND PROCEDURES

15.1 Rules of Order

At meetings of the Board, all matters of procedure not provided for by the By-Law shall be decided by the procedures set forth in Robert's Rules (including Rules of Order).

ARTICLE 16

AMENDMENTS TO THE BY-LAWS

- 16.1 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.

- 16.2 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.

ARTICLE 17

GENERAL

- 17.1 All general By-Laws and amendments thereto of the Corporation are hereby repealed and the foregoing By-Laws substituted therefore.
- 17.2 The head office of the Corporation shall be in the Town of Kemptville, Ontario, Canada.
- 17.3 English and French shall be the official languages of the Corporation.
- 17.4 In these and subsequent By-Laws, the masculine or singular has been used, the same shall be construed as meaning the plural, feminine or neutral, where the context so requires and references to persons shall include firms and corporate bodies.
- 17.5 The fiscal year-end of the Corporation shall be the 31st of December in each calendar year.
- 17.6 The Board may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of the Corporation as it deems appropriate, provided that such rules and regulations shall be confirmed at the next Annual Meeting of the Members and in default of such confirmation shall cease to have force and effect.
- 17.7 In the event of the dissolution of the Corporation; the assets shall be used to discharge any liabilities of the Corporation. Any remaining assets shall be liquidated, and the income distributed to an association having similar Objects.

APPROVED by the Board of Directors this 2nd day of November 2019.

APPROVED by the Members this day of

Original signed by:
Victor Lee
Chair

Original signed by:
Susan Clarke
Corporate Secretary
