

BY-LAW NO. 1

A by-law relating generally to the conduct
of the business and affairs of

CANADIAN ASSOCIATION FOR MEDICAL EDUCATION / ASSOCIATION CANADIENNE POUR L'ÉDUCATION MÉDICALE

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

ARTICLE 1 – GENERAL

1.1 Definitions

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

- a. "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;
- b. "Association" means CANADIAN ASSOCIATION FOR MEDICAL EDUCATION/ASSOCIATION CANADIENNE POUR L'ÉDUCATION MÉDICALE. The official acronym of the Association shall be CAME/ACEM;
- c. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- d. "Board" means the board of directors of the Association and "director" means a member of the board;
- e. "by-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- f. "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;

- g. "member" means a person having a membership in the Association in good standing (referred to individually as a "member" and collectively as the "members")
- h. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- i. "person" includes bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- j. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 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 in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Severability

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.

1.4 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the "Board", the Secretary of the Association shall be the custodian of the corporate seal.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President together with any director. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may

certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

1.6 Financial Year End

The financial year end of the Association shall be determined by the Board.

1.7 Banking Arrangements

The banking business of the Association 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 Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.8 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE 2 – MEMBERS

2.1 Membership Conditions

Subject to the Articles, there shall be one class of members in the Association. Membership in the Association shall be available only to persons, organizations, corporations or groups interested in furthering the Association's purposes; to faculty members of a Canadian medical school, to graduate, post-graduate and undergraduate students of a medical school; and to members of recognized medical associations, organizations and groups involved in medical and health professional education, all of whom who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.

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) of the Act.

2.2 Membership Fees

The Board may from time to time determine membership fees or dues payable by members, subject to the approval of the members at an annual or special meeting of members.

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

2.3 Non-Transferrable Membership

Membership in the Association is not directly or indirectly transferable, unless otherwise determined by the Board.

2.4 Termination of Membership

A membership in the Association is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the Association is dissolved;
- b. a member fails to maintain any qualifications for membership described in this Article II of these by-laws;
- c. the member resigns by delivering a written resignation to the President of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 2.5 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Association is liquidated or dissolved under the Act.

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

2.5 Discipline of Members

The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines, by an ordinary vote of the directors at a meeting of directors, that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

2.6 Meetings of Members

Meetings of members shall be held at the registered office of the Association or at any place in Canada as the Board may determine. Meetings of members may be held outside of Canada, provided all members entitled to vote at such meetings agree.

2.7 Annual Meetings of Members

At each annual meeting the members shall, in addition to any other business that may be transacted:

- (a) appoint an auditor to audit the accounts of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board; and
- (b) present the report of the Board, financial statements and the report of the auditors.

2.8 Special Meetings of Members

The Board and the Chairperson shall have the power to call, at any time, a special meeting of the members. The Board shall call a special meeting of the members on written requisition of ten (10%) of the members.

2.9 Quorum of Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

2.10 Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, at least 21 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, at least 21 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 Association to change the manner of giving notice to members entitled to vote at a meeting of members.

2.11 Persons Entitled to be Present at Meeting of Members

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

2.12 Chair of the Meeting of Members

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.

2.13 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

2.14 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Association has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

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 Association to change this method of voting by members not in attendance at a meeting of members.

2.15 Proxies

Any member may, by means of a written proxy, appoint a proxyholder to attend and act a specific meeting of the members and to the extent authorized by the proxy. A proxyholder need not be a member.

ARTICLE 3 – DIRECTORS

3.1 Number of Directors

The affairs of the Association shall be managed by the Board which shall be composed of a fixed number of twenty-five (25) directors.

3.2 Election and Term

Subject to the articles, the members will, subject to Article 3.3, elect the directors at each annual

meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. Directors may be appointed for a maximum of one (1) additional term of three (3) years.

3.3 Composition of the Board

The Board shall consist of:

- (a) one individual from each Canadian medical school who is appointed by the school for a three year term, renewable once as per Article 3.2;
- (b) The Officers identified in Article 4.1 who are elected by the membership;
- (c) In addition, the Board may also invite non-voting observers appointed from other organizations which may include but not limited to:
 - i. The Association of Faculties of Medicine of Canada;
 - ii. The Royal College of Physicians and Surgeons of Canada;
 - iii. The College of Family Physicians of Canada;
 - iv. The Federation of Medical Regulatory Authorities of Canada;
 - v. The Medical Council of Canada;
 - vi. The Canadian Medical Association;
 - vii. Canadian Federation of Medical Students;
 - viii. Canadian Association of Interns and Residents;
 - ix. Other Canadian medical education organizations as approved by the Board; and
- (d) The Board may also, if necessary, determine an alternative composition of the Board by ordinary resolution. Such alternative composition shall continue in effect until the next annual meeting of members where it shall be so approved.

3.4 Vacation of Office of Director

The office of a director shall be automatically vacated if:

- (a) The director becomes disqualified to serve as a director under the Act;
- (b) The director resigns by delivering a written resignation to the President of the Association;
- (c) The director dies;

- (d) An entity which has appointed the director provides a written notice to the President of the Association of the removal of the director;
- (e) The director fails to attend two (2) or more consecutive meetings of the Board without cause and without having first served notice to the President of the Association

provided that if any vacancy shall occur for any reason contained in this section, the vacancy shall be filled with a nominee selected by the entity which appointed the director whose office is vacant.

If the minimum number of directors is not appointed or if a vacancy occurs as a result of any of the reasons above, the directors remaining in office may exercise all the powers of the Board provided that quorum of directors is appointed or remains in office as the case may be.

3.5 Resignation of Directors

A director whose resignation stipulates that it is not to be effective until a certain meeting of the Board or members shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is to be effective.

3.6 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, nor shall a director be reimbursed for expenses incurred by him/her for attendance at meetings of the Board. Nothing contained herein shall be construed to preclude any director from serving the Association as an officer or in any other capacity.

3.7 Meetings of the Board of Directors

Meetings of Board shall be held at the registered office of the Association or at any place in Canada as the Board may determine. Meetings of the Board may be held outside of Canada, provided all directors entitled to vote at such meetings agree.

3.8 Participation by Electronic Means

Directors may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

3.9 Calling of Meetings of Directors

Meetings of the Board may be called by any two (2) directors at any time. If the Association has only one director, that director may call and constitute a meeting. There shall be at least one (1) Board meeting per year.

3.10 Notice of Meetings of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 5.1 of this by-law to every director of the Association not less than forty-eight (48) hours before the time when the meeting is to be held (except for notices provided by mail, whereby 7 days' prior written notice is required). Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

3.11 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of 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.

3.12 Quorum of Meetings of Directors

Fifty percent (50%) of the number of directors shall constitute a quorum at any meeting of the Board.

3.13 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of

the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

3.14 Committees

The Board may from time to time establish, by resolution, committees on such terms and conditions as the Board deems appropriate, whose committee members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

3.15 Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem appropriate, provided such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of the members, shall cease to have any force and effect.

ARTICLE 4 – OFFICERS

4.1 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** - The President shall be the chief executive officer of the Association and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Association. He/she shall, when present, preside at all meetings of the members and of the Board and of the Executive Committee. He/she shall have the general and active management of the affairs of the Association. He/she shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as may be determined by the Board from time to time.
- b. **President-Elect** - The President-Elect shall, in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board from time to time.
- c. **Past-President** – The Past-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board from time to time.

- d. **Secretary** – The Secretary shall carry on the affairs of the Association generally under the supervision of the Officers and shall attend all meetings of the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be specified by the Board or President, under whose joint supervision he/she shall be. The Secretary shall be custodian of the seal of the Association, which the Secretary shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in such resolution. The seal of the Association has been entrusted to the CAME Secretariat for safekeeping. The Secretary shall also perform such other duties as may be determined by the Board from time to time.
- e. **Treasurer** - The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board from time to time. The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and the Board at regular meetings of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. The Treasurer shall also be responsible for maintaining and updating the list of members of the Association.
- f. **Membership Coordinator** - The Membership Coordinator shall report on all aspects of member recruitment, engagement, and renewal and shall report on the ongoing membership strategy of the Association.
- g. **Liaison Officer** - The Liaison Officer shall report on all aspects of the Association’s relationship with external organizations including, but not limited to, those who are observers to the Board and those with whom the Association develops memoranda of agreement and/or partnerships.
- h. **Member-at-Large (2)** – Each Member-at-Large shall be elected from the membership.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers, duties of any officer, or appoint additional offices or officers.

A director appointed by a medical school may also hold an office above, with the exception of the President-Elect, President or Past-President.

4.2 Appointment and Term

The officers shall be nominated from among the membership and elected at the annual meeting of the members.

The President shall be elected for a two (2) year, non-renewable term. In the first year of the President's term, the President whose term ended at the annual general meeting shall become Past President. In the second year of the President's term, a President-Elect shall be elected who shall serve for a term of one (1) year. Upon completion of the two (2) year term of the President, the President shall become the Past-President and the President-Elect shall become the President. The Secretary shall be elected for a two (2) year term and shall be eligible for re-election for one (1) additional term of two (2) years. The Treasurer shall be elected for a two (2) year term and shall be eligible for re-election for one (1) additional term of two (2) years. Any Officer may be removed by resolution of the Board at any time. The Membership Coordinator shall be elected for a two (2) year term and shall be eligible for re-election for one (1) additional term of two (2) years. The Liaison Officer shall be elected for a two (2) year term and shall be eligible for re-election for one (1) additional term of two (2) years. Members-at-Large shall be elected for a two (2) year term and shall be eligible for re-election for one (1) additional term of two (2) years.

Should for any reason an Officer be unable to complete his/her term, the Board shall have the option to either appoint an interim replacement until such time as the officer returns for the balance of the original term, or to call an election for a new officer to fulfill the term. The appointed or elected incumbent shall be eligible to stand for the next election.

4.3 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE 5 – NOTICES

5.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board, 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:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

5.2 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 Association 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.

ARTICLE 6 – MISCELLANEOUS

6.1 Official Languages

English and French shall be the official languages of the Association. Neither public announcements nor headings on official documents shall imply a preferential status for either language.

6.2 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 6.3 of this by-law.

6.3 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

6.4 Indemnification of Directors and Officers

Every Director and Officer of the Association, and their heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by such Director or Officer, in or about the execution of the duties of his or her office, and
- (b) all other costs, charges and expenses that such Director or Officer 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 willful neglect or default

6.5 Director and Officer Insurance

The Association shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

6.6 Amendment and Repeal

Subject to the Articles, 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 mended 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) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to 2.1, 2.10, 2.14, 5.1 and this 6.6.

All previous By-laws of the Association are repealed as of the coming into force of these By-

laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Association obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

6.7 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the ___ day of ___, 20___ and confirmed by the members of the Association by special resolution on the ___ day of ___, 20___.

Dated as of the ___ day of ___, 20___.

President

Secretary