CANADIAN ASSOCIATION OF PHYSICAL MEDICINE AND REHABILITATION

BY-LAW NO. 1
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A by-law relating generally to the conduct of the affairs of

CANADIAN ASSOCIATION OF PHYSICAL MEDICINE AND REHABILITATION

(hereinafter referred to as the "Corporation")

DEFINITIONS AND INTERPRETATION

1. In this By-law and in all other By-Laws of the Corporation, unless the context otherwise requires:

1.1. "Act" means the federal legislation as to not-for-profit corporations governing the activities of the Corporation including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

1.2. "Annual Meeting of Members" means an annual meeting of the Members of the Corporation as further described herein;

1.3. "Articles" means the original or restated letters patent, articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.4. “Associate” means a supporter or former Member of the Corporation who is not a Member and shall have no right to vote at Members’ Meetings;

1.5. "Board" means the board of directors of the Corporation;

1.6. "By-Laws" 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;

1.7. "Corporation" means the Canadian Association of Physical Medicine and Rehabilitation;

1.8. "Director" means a member of the Board;

1.9. "Meeting of Members" means an Annual Members’ Meeting or a Special Members’ Meeting;

1.10. "Member" means an individual that meets the requirements for membership set out in this By-law, who has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
1.11. "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;

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

1.13. “RCPSC” means the Royal College of Physicians and Surgeons of Canada;

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

1.15. "Special Members’ Meeting" is a meeting of Members that is not an Annual Members’ Meeting and includes a meeting of any class or classes of Members; and

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

2. 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.

3. In this By-law and in all other By-Laws, documents, contracts and business of the Corporation, unless the context otherwise requires “Executive Committee” means the Board.

BUSINESS OF THE CORPORATION

4. **Head Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the Province of Ontario.

5. **Official Languages.** The official language of the Corporation shall be English. Notwithstanding the foregoing, the Corporation shall provide services in both English and French.

6. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

7. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President or Treasurer. 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 signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
8. **Financial Year.** The financial year end of the Corporation shall be December 31st, or as determined by the Board.

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

10. **Public Accountant/Auditors.** The Members will, at the Annual Meeting of Members, appoint one or more public accountants or auditors as required to edit the accounts of the Corporation. The public accountants or auditors, when appointed, shall hold office until the next Annual Meeting of Members after their appointment, until their successors are appointed, or unless previously removed by resolution of the Board.

11. **Funds.** All monies raised or received by the Corporation from Members or otherwise, shall be the property of the Corporation and shall be deposited in first instance into a chequing account at a Canadian chartered bank and utilized in such manner as in the opinion of the Board is most desirable and necessary for carrying out the objectives of the Corporation. All financial transactions shall be presented at the next Annual Meeting of Members in the Treasurer's report for approval.

12. **Saving of Corporation Funds.** Funds not required for a predictable period of time may be used to purchase bonds, guaranteed investment certificates, preferred shares, managed equity companies or other instruments considered most likely to be safe investments for the Corporation’s money; provided the investment is made with the full knowledge and approval of the whole Board and ratified by the Members at the next Annual Meeting of Members.

**MEMBERS OF THE CORPORATION**

13. **Membership Conditions.** Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to individuals who are interested in furthering the purposes of the Corporation, who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board, who are specialists in Physical Medicine and Rehabilitation so certified by The Royal College of Physicians and Surgeons of Canada or who have met such other qualifications or requirements (e.g. trained and certified in PM&R in another country and practicing with a Provincial College of Physicians and Surgeons restricted license) as may be determined by the Board, from time to time.
14. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. Only Members may be Directors or Officers.

15. **Associate Conditions.** Associate Membership in the Corporation shall be available only to those individuals who are interested in furthering the objects of the Corporation; who have applied for and been accepted as an Associate of the Corporation by resolution of the Board; or in such other manner as may be determined by the Board, from time to time; and who have met such other qualifications or requirements as may be determined by the Board and shall include the following:

15.1. **Non-Physiatrist Associate** is a medical doctor duly qualified in one or more provinces of Canada and who has a significant clinical or research involvement in Physical Medicine and Rehabilitation but is not accredited as a specialist in Physical Medicine and Rehabilitation. Non-Physiatrist Associates may be drawn from specialties such as rheumatology, neurosciences, pediatrics, orthopedics, radiology, or be physicians employed by Workers' Compensation Boards or family physicians;

15.2. **Retired Physiatrist Associate** is a physiatrist in good standing who has formally stated to the Corporation secretariat that they have retired from the practice of medicine.

15.3. **Honorary Associate** is a person who has rendered outstanding service in the realm of Physical Medicine and Rehabilitation in Canada such that the Corporation desires to give recognition thereto.

15.4. **Resident Associate** is a resident-in-training in an approved residency program in Physical Medicine and Rehabilitation.

15.5. **Medical Student Associate** is a full time medical student interested in Physical Medicine and Rehabilitation.

16. Associates shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to attend, participate or to vote at meetings of the Members and shall not be considered Members within the meaning of the Act. The Board may suspend or expel Associates from the Corporation at their discretion. Associates may not serve as Directors or Officers.

17. **Application for Membership.** Individuals who wish to become Members shall submit an application in writing to the Corporation secretariat. The application form will contain information on medical school, province(s) of licensure, level of training in Physical Medicine and Rehabilitation and such other information as the Board may require, from time to time.
18. **Application for Associateship.** Subject to Article 15, individuals wishing to become an Associate Member shall submit an application in writing to the Corporation secretariat. The application form will contain such information as the Board may require, from time to time.

19. **Application for Honorary Associates.** Members wishing to nominate an individual as an Honorary Associate shall submit the name, with appropriate documentation as required by the Board, from time to time, to the Corporation secretariat at least six (6) months prior to an Annual Meeting of Members. A minimum of two (2) signatures of Members supporting such nomination are required for the nomination to be considered. Upon receipt of a nomination, the Chair of the Nominating Membership Committee shall recommend acceptance or rejection of the nomination to the Board. If approved, the Board will then bring forth the nomination at the Annual Meeting of Members.

20. **Resident Associates to become Members.** Physicians who are Resident Associates in good standing and who have become eligible to be Members as per Article 15.4 above will be made Members at the next Annual Meeting of Members. No new application form need be submitted.

21. **Resident Associate Application to Maintain Status.** Resident Associates who are eligible for Membership but who remain in a fellowship training program may apply to maintain their Resident Associateship for the duration of their training. If any specific reason for non-acceptance of such application is raised, the Board may, after due investigation, either:

21.1. accept the application in spite of the objection;
21.2. defer the application pending further information; or
21.3. reject the application.

In the latter case, full documentation shall be required which will be kept on file indefinitely. The Board is not obliged to inform the applicant of the reasons for the rejection.

22. **Membership Dues.** The annual fees, dues, and assessments payable by the Members and/or Associates shall be those from time to time established by the Board and then approved by the Members at the next Annual Meeting of Members. If a Member or an Associate does not pay any such dues for one or more consecutive years, such Member’s membership or Associate’s association may be terminated. The Board shall review a list of any such non-paying Members and Associates each year. Members or Associates who resign or are terminated or suspended shall not be entitled to any refund of any dues paid for the balance of the year of termination.

23. **Suspension of Membership.** A Member may be suspended by the Board during any investigation looking into whether the continuation of his or her membership in the Corporation may be detrimental to the Corporation.

24. **Termination of Membership.** A membership in the Corporation is terminated when:
24.1 the Member dies;

24.2 a Member fails to maintain any qualifications for membership as described in these By-Laws, including but not limited to the Member becoming ineligible to practice medicine in Canada by virtue of suspension or restriction of privileges by the provincial licensing body. Further, where a complaint is made against a Member on this basis, the Board may investigate such complaint to determine whether membership should be terminated. The final decision to terminate would be undertaken at a special meeting of the Members;

24.3 the Member fails to uphold the professional standards expected of members of the medical profession, such as those outlined in the Canadian Medical Association Code of Ethics and found in various policy documents of the provincial regulatory and licensing bodies. The final decision to terminate would be undertaken at a special meeting of the Members;

24.4 the Member resigns by delivering a written resignation to the President of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

24.5 if a Member’s annual dues are in arrears by a year or more;

24.6 the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-Laws;

24.7 the Corporation is liquidated or dissolved under the Act.

25 Effect of Termination of Membership. Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

26 Reinstatement of Membership. Where a Member’s membership has been terminated or suspended in accordance with the provisions of Article 23 or 24 herein, such Member may apply to be reinstated if the matter has been resolved to the satisfaction of the Board, or, in the event such termination or suspension was related to the Member’s licence to practice medicine, if the Member’s name has been restored to the provincial medical register and the matter has been resolved to the satisfaction of the Board.

27 Reinstatement of Membership on Payment of Dues. Where a Member is suspended or terminated in accordance with Article 24.5 that Member may be reinstated where the dues in arrears plus an additional year of dues are paid in full.

28 Discipline of Members. The Board shall have authority to suspend any Member from the Corporation for any one or more of the following grounds:
a. violating any provision of the Articles, By-Laws, or written policies of the Corporation;

b. carrying out any conduct which may be detrimental to the Corporation 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 Corporation.

29. **Appeal from Suspension.** In the event that the Board determines that a Member should be suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension to the Member and shall provide reasons for the proposed suspension. 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 from membership in the Corporation. 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.

30. **Appeal from Expulsion.** In the event that the special meeting of Members determines that a Member should be expelled from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Members, 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 Members, may proceed to notify the Member that the Member is expelled from membership in the Corporation. If written submissions are received in accordance with this section, the special meeting of Members 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 special meeting of Members’ decision shall be final and binding on the Member, without any further right of appeal.

31. **Membership Transferability.** A membership may only be transferred to the Corporation.

32. **MEETINGS OF MEMBERS**

32. **Annual Meeting of Members**
32.1 The Annual Meeting of Members shall be held at such time and place within Canada as may be fixed by the Board.

32.2 Business to be conducted will include but not be limited to:
   a) introduction of new Members and Associates;
   b) approval of the minutes of the previous Annual Meeting of Members;
   c) approval of financial statements and fixing of annual dues;
   d) appointment of public accountant and/or auditor;
   e) election of Directors and Officers;
   f) President's report and reports of committee chairs which may be included in the President's report;
   g) ratification of the actions of the Board including expenditures of funds of the Corporation;
   h) other continuing business;
   i) new business initiated by the Board and general membership; and
   j) presentation of special awards.

33 Special Members’ Meeting. A Special Members Meeting may be called by the President, by four (4) members of the Board, or by five (5%) percent of the voting Members. Notice of a Special Meeting shall contain sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.

34 Omission in Notice. No error or omission in giving notice of any Annual Meeting of Members or Special Members’ Meeting or any adjourned meeting of the Members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books of the corporation.

35 Notice of Members Meeting. Notice of the time and place of a Members’ Meeting shall be given to each Member entitled to vote at the meeting by the following means:

35.1 by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 21 and no more than 60 days before the day on which the meeting is to be held; or

35.2 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.

35.3 Notice of the meeting will also be sent to the public accountant and Board between 21 and 60 days before the meeting.
36 **Place of Members’ Meeting.** Subject to compliance with the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

37 **Persons Entitled to be Present at Members’ Meetings.** 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 or auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. The Board may, from time to time and at its discretion, invite representatives of government (federal, provincial or municipal), any corporation, a university or branch thereof or any other group or organization to attend any Members’ Meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members. Any such guests at a Members’ Meeting will be permitted to participate in discussions and serve on committees if so appointed, but shall not have the right to vote or be Officers.

38 **Chair of Members’ Meetings.** In the event that the President of the Board and the Vice-Presidents 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.

39 **Quorum at 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 15 (fifteen) 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.

40 **Votes to Govern at Members’ Meetings.** At any Members’ Meeting 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 questions. 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.

41 **Voting.** Every question shall be decided in the first instance by a show of hands, and unless a poll be demanded, the declaration by the chair of the meeting that resolution has been carried or not carried or that has been carried or not carried by any particular majority and an entry to that effect into the minutes of the meeting shall be sufficient evidence of the fact without further proof of the number or proportion of the votes recorded in favor of or against such resolution. If a poll is demanded and not withdrawn the same shall be taken in such manner as the chair of the meeting directs and the question shall be decided by a majority of votes cast and the results shall be deemed to be the decision of the meeting.

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

43 **Members’ Meeting Held Entirely by Electronic Means.** If the Directors or Members of the Corporation call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

44 **Policy Resolutions.** No resolution dealing with a matter of policy shall, except with the unanimous consent of all voting Members present, be placed on the agenda of any Annual Meeting of Members unless it has been first considered and recommended by the Board for discussion.

44.1 In the event of any question arising as to whether a subject involves a matter of policy, the question shall be decided by an Ordinary Resolution of the voting Members present.

44.2 No resolution involving a matter of policy shall be adopted except by Special Resolution.

44.3 If a special meeting has been called by twenty voting Members who are not on the Board, resolutions relating to the agenda may be adopted without prior approval of the Board.

**BOARD OF DIRECTORS**

45 **Board of Directors.** The property and business of the Corporation shall be managed by the Board.

46 **Number of Directors.** The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.

47 **Term of Office of Directors.** The Directors shall be elected to hold office for a term expiring not later than the close of the next Annual Meeting of Members following the election.
Calling of Meetings of Board. Meetings of the Board may be called by the President of the Board, a vice-president of the Board or any two (2) Directors at any time.

Location of Meeting of Board. Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.

Participating in Meetings by Absent Directors. If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference by telephone or other communications facilities as to permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

Notice of Meeting of Board. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this By-Law to every Director of the Corporation not less than 14 days before the time when the meeting is to be held. 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. A notice of a Meeting shall sufficiently state the purpose or purposes thereof.

First Meeting of New Board. Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

Quorum at Meetings of the Board. A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.

Votes to Govern at Meetings of the Board. 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.

Electronic Meetings of Directors. Meetings may be conducted electronically under the direction of the secretary of the Corporation in such a manner as to permit the Directors to communicate adequately.

Committees of the Board. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The Board may outline terms of reference and policies and procedures for the committees as it sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
57  **Duties of the Board**

57.1 To govern and manage the business of the Corporation including:
   a) all regulatory requirements;
   b) collection of all dues and other monies from whatever source;
   c) disbursement of legitimate expenses including expenses of Members performing duties on behalf of the Board and authorized in writing, in advance;
   d) maintenance of appropriate books;
   e) ensure that no committee shall pledge the credit of the Corporation or commit it to the expenditure of money or to policies, acts or engagements except as specifically authorized or ratified by the Board and subject to ratification by the Members where such ratification is required or considered desirable.

57.2 To pursue the goals and policies of the Corporation as outlined in the Articles, and these By-Laws.

57.3 To form such committees as are deemed necessary to achieve these and other goals, determine their terms of reference and to appoint their chairs.

57.4 To ensure a liaison with the RCPSC Specialty Committee in Physical Medicine and Rehabilitation.

57.5 To appoint the Corporation's representative(s) to other committees, meetings, special bodies, task forces etc. as required.

57.6 Communicate through appropriate channels and vehicles matters of general interest to the membership, items of information relevant to the practice of Physical Medicine and Rehabilitation as well as editorial points of view and outlines of future planning for the Corporation.

57.7 Assist the various committees in organizing the business, social and scientific sections of the Annual Meeting of Members.

57.8 Undertake any other duties which may be required from time to time.

**OFFICERS OF THE CORPORATION**

58  **Director Ineligibility**

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

(a) If a Director dies.
If a Director resigns, by delivering a written resignation to the President and/or Secretary of the Corporation.

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.

If a Director is convicted of an indictable criminal offence.

If a Director becomes insolvent, bankrupt, or makes a consumer Proposal under the provisions of the Bankruptcy and Insolvency Act.

59 **Election of Officers.** Following the election of Directors, at each Annual Meeting of Members the Members will elect the Officers of the Corporation from among the Directors as follows:

59.1 The President:

   a) shall be elected at the Annual Meeting of Members for a period of two (2) years;
   b) shall officially take office at the end of the Annual Meeting of Members;
   c) shall be a voting Member in good standing who has been actively involved in the Corporation's affairs through membership on the Board or in committees;
   d) shall preside over all meetings of the Board and of the Annual Meeting of Members;
   e) shall be ex-officio a member of all standing and ad hoc committees;
   f) shall represent, or cause a Member appointed by himself to represent the Corporation in public affairs, matters of international or national concern where the Corporation input has been requested either by Members of the Corporation or individuals or associations outside the Corporation and where such input seems to be reasonable, legitimate and/or desirable;
   g) shall only serve one (1) term as President.

59.2 The First Vice-President:

   a) shall be elected at the Annual Meeting of Members for a period of one (1) year and may serve additional terms if so elected;
   b) shall have been active on committees of the Corporation and/or been on the Board;
   c) shall act in the absence of the President on behalf of the Corporation for whatever duties arise during said absence. In the event that the President is unable to continue in office for any
reason, the First Vice-President will become Acting President until the next Annual Meeting of Members;

d) shall ordinarily succeed to the office of President on the completion of the term of the incumbent, subject to the approval of the Members.

59.3 The Second Vice-President:

a) shall be elected at the Annual Meeting of Members for a period of one (1) year and may serve additional terms if so elected;
b) shall have been active on committees of the Corporation;
c) may become Acting President in the event that neither the President nor the First Vice-President are able to continue in office;
d) in the event that the First Vice-President is unable to continue in office for any reason, the Second Vice-President will assume the duties of the First Vice-President;
e) shall ordinarily succeed to the office of First Vice-President on completion of the term of the incumbent, subject to the approval of the Members.

59.4 The Secretary shall be elected at the Annual Meeting of Members for a period of one year and may serve for additional terms if so elected. The Secretary will be responsible for:

a) retaining all documents pertaining to the Members of the Corporation;
b) the functioning of the office of the Corporation including the hiring of essential staff, purchase of stationery, office supplies, etc;
c) sending notices to the Members indicating time, date and place of the Annual Meeting of Members and preparing the agenda for the Annual Meeting of Members;
d) sending notices to the Board indicating time, date and place of the next Board meeting and the main agenda items;
e) maintaining a current mailing list of the Members;
f) dealing with all correspondence as expeditiously as possible either summarily or by referral to the President, the Board or the appropriate committee;
g) the preparation and custody of the minutes, records, reports and other documents pertaining to the affairs of the Corporation;
h) such other related duties as may from time to time be assigned to him by the President;
i) being the custodian of the official seal;
j) translation of minutes of the Annual Meeting of Members into French for distribution to those Members who request a French version.

59.5 The Treasurer shall be elected at every second Annual Meeting of Members for a two (2) year term and may serve for additional terms if so elected. The Treasurer shall be responsible for:

a) maintaining the Corporation's books including records of all receipts from whatever source and disbursements;
b) depositing monies to the credit of the Corporation and purchase securities, investments, etc. for safe keeping with the knowledge and agreement of the Board;
c) shall be a signing officer for the Corporation's bank and for cheques drawn on the Corporation's accounts;
d) preparing the books for the use of the public accountant or auditor;
e) retaining the financial records for a minimum period of ten (10) years;
f) advising the Board on the development of the annual budget and on the financial implications of long-term planning.

59.6 The duties of the Secretary and the Treasurer may be combined, in which case the title will be the Secretary-Treasurer.

60 Vacancy in Office. The Board may remove by majority vote, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

60.1 the Annual Meeting of Members at which the Officer’s term ends;
60.2 the Officer’s successor being elected;
60.3 the Officer's resignation;
60.4 such Officer ceasing to be a Director;
60.5 such Officer being convicted of a criminal offence;
60.6 such Officer becomes insolvent, bankrupt, or makes a consumer Proposal under the provisions of the Bankruptcy and Insolvency Act; or
60.7 such Officer’s death.
If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a Director to fill such vacancy.

**RE Muneration of Directors and Officers**

61 The Directors and Officers of the Corporation shall not be remunerated for their services but the Board may, from time to time and in their sole discretion, approve the reimbursement of expenses incurred in the performance of their duties to the Corporation, including but not limited to travelling expenses and expenses related to the Annual Meeting of Members.

**Indemnification of Directors and Officers and Others**

62 Indemnification. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

62.1 all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;

62.2 all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 61.1, the Board may approve such advance.
OFFICERS AND DIRECTORS LIABILITY INSURANCE

63 The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise. Any such insurance will insure each of the foregoing individuals against any liability asserted against him or her; incurred by him her; or arising out of his or her status as a Director, Officer, employee or agent of the Corporation, so long as such individual was acting in good faith and in the best interests of the Corporation.

GENERAL

64 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:

64.1 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
64.2 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.

65 **Invalidity of any Provisions of this By-law.** The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

66 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
By-laws and Effective Date. Subject to the Articles, the Board 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. The amendment or repeal of any By-Law shall not be enforced or acted upon until the approval of the Minister of Industry is obtained.

Repeal of Prior By-laws. All previous By-Laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

IN WITNESS WHEREOF we have set our hands at the City of St. John’s, on the __21st___ day of __June________, 2014__.

Name: Rodney Li Pi Shan
Title: President Board of Directors