

4.07 **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 questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these by-laws. 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.

4.08 **Business to be transacted**

At every annual meeting, the following business shall be transacted:

- (a) Receiving the report of the president;
- (b) Receiving the report of the auditors (which shall include the financial statements of the Association);
- (c) The appointment of auditors for the ensuing year;
- (d) Election of the directors; and
- (e) Any other business, either special or general.

SECTION 5 – DIRECTORS

5.01 **Board of Directors**

The property and business of the Association shall be managed by a board of directors, comprised of the president and seventeen (17) other directors:

- (a) One (1) director representing the Province of Newfoundland and Labrador, and the Territory of Nunavut;
- (b) One (1) director representing each of the Provinces of Nova Scotia, Prince Edward Island, New Brunswick, Manitoba and Saskatchewan;
- (c) Two (2) directors from the Province of Quebec;
- (d) Three (3) directors from the Province of Ontario;
- (e) One (1) director representing the Province of Alberta and the Northwest Territories;
- (f) One (1) director representing British Columbia and the Yukon Territory;
- (g) Two (2) directors “at large”, one of which will be the immediate past president of the Association; and

- (h) Two (2) directors representing corporate counsel.

Each director shall be a member of the Association and shall maintain the qualifications for which he or she was appointed.

5.02 Election and Term

Subject to the articles:

- (a) On the recommendation of the nominating committee, the president shall be elected for a term of one (1) year and a slate of directors shall be elected for a staggered term of two (2) years at the annual meeting of members;
- (b) On the recommendation of the nominating committee, the other officers of the Association shall be ~~appointed~~ elected from amongst the directors for one (1) year terms ~~by resolution of the board of directors at the annual meeting of members;~~
- ~~(b)~~(c) In the normal course, the president shall be the previous year's vice-president and the vice-president shall be the previous year's secretary and treasurer (customarily filled as a combined position).

5.03 Vacancy

The directors may, by resolution, appoint any person to fill a vacancy on the board arising during the term of a director until the next annual meeting of members.

5.04 Removal

The directors may, by Special Resolution, remove any person from the board. Without limiting the generality of the foregoing, a director may be removed from the board if the director misses three consecutive meetings without reasonable excuse communicated to the president of the Association and the absences excused by the board.

5.05 Borrowing Matters

The directors may and are authorized, from time to time:

- (a) to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors; and

- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

5.06 Appointment of Authority

The directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the directors at the time of such appointment.

5.07 Remuneration

Remuneration for all officers, agents and employees and committee members shall be fixed by the directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

SECTION 6 – MEETING OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

Meetings of the board of directors may be held at any time and place to be determined by the directors, including by conference call, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 6.01 of this by-law to every director of the Association. 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.

6.03 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.

6.04 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.

6.05 Quorum

A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

6.06 Indemnity

Every director 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 which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such director, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability.
- (b) all other costs, charges and expenses which the director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the directors own willful neglect or default.

6.07 Committee

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

Without limiting the generality of the foregoing, a nominating committee shall be established whose members shall be the president, the vice-president, the treasurer and the immediate past president of the Association. The duties of the nominating committee shall be to identify, recruit and review candidates for election to the board.

6.08 Minutes of Board of Directors

The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the Association but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

SECTION 7 - OFFICERS

The officers of the Association shall be a president, vice-president, secretary and treasurer, and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers shall be directors.

The president shall be elected in accordance with sub-section 5.02(a). The other officers of the Association shall continue to be directors in accordance with section 5.01 and shall be elected in accordance with sub-section 5.02(b).

~~Officers of the Association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.~~

The officers of the Association shall hold office for one (1) year from the date of appointment election or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

7.01 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. The president shall have the general and active management of the affairs of the Association. The president shall see that all orders and resolutions of the board of directors are carried into effect. The president shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Association and in the absence of an appointment of a secretary, the president shall also assume the duties and powers of the secretary.
- (b) **Vice-President** – The vice-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 shall from time to time be imposed upon the vice-president by the board of directors.
- (d) **Secretary** – If appointed, the secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the Association generally under the supervision of the officers thereof and shall