

**New Brunswick  
Continuing Care Safety  
Association Inc.**



**Association de sécurité  
des soins continus  
du Nouveau-Brunswick Inc.**

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# Bylaws

**NBCCSA**

**May 12, 2015**

These Bylaws are enacted pursuant to the provisions of the Companies Act, R.S.N.B. 1973 of the Province of New Brunswick and the New Brunswick Workers' Compensation Act and are subject to the provisions of, and the regulations, under that Act.

BYLAWS as of May 12, 2015

BYLAWS RELATING TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF  
NEW BRUNSWICK CONTINUING CARE SAFETY ASSOCIATION INC.

TO BE CONFIRMED, AMENDED OR REJECTED BY THE MEMBERS OF THE CORPORATION IN  
ACCORDANCE WITH THE PROVINCE OF NEW BRUNSWICK *CORPORATIONS ACT, 1973* BY A VOTE  
OF ALL MEMBERS DULY CALLED FOR THE PURPOSE OF CONSIDERING SUCH BYLAWS.

DATED AT FREDERICTON, NEW BRUNSWICK THIS TWELFTH DAY OF MAY, 2015

True certified copy of the Bylaws of the

**NEW BRUNSWICK CONTINUING CARE SAFETY ASSOCIATION INC.**

APPROVED BY THE MEMBERSHIP AT THE SPECIAL MEETING  
THIS TWELFTH DAY OF MAY, 2015

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President of the Board of Directors

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## 1.0 ARTICLE 1 - INCORPORATION

The New Brunswick Continuing Care Safety Association (NBCCSA) was incorporated on the 31st day of May, 2013, under the authority of the Companies Act, R.S.N.B. 1973 Part I, as amended from time to time.

## 2.0 ARTICLE 2 - DEFINITIONS

### Articles

The term "Articles" means the Articles of Incorporation of the New Brunswick Continuing Care Safety Association Inc. dated May 31, 2013 as from time to time amended, supplemented or restated.

### Associate Member

The term "Associate Member" means a non-voting member subject to approval by the Board.

### Association

The term "Association" means the New Brunswick Continuing Care Safety Association.

### Board

The term "Board" means the Board of Directors of the New Brunswick Continuing Care Safety Association.

### Continuing Care

The term "Continuing Care" means the health, personal care and accommodation services provided by operators in nursing homes, auxiliary hospitals, special care homes and homecare service providers.

### Commission

The term "Commission" means the WorkSafeNB Commission of New Brunswick

### Director

The term "Director" means a person elected or appointed to serve on the Board of Directors pursuant to these bylaws.

### Executive Committee

The term "Executive Committee" means

- The President
- The Vice-President
- One Director Employer
- One Director Employee

## Industry

The term "Industry" means employers and the workers within the WorkSafeNB NAICS 623110 rate code.

## Member

The term "Member" when used throughout these bylaws, unless otherwise specifically referred to, shall be deemed to include all members.

## Officer

The term "Officer" or "Officers" means:

- The President
- Vice President
- One (1) Director - Employer
- One (1) Director - Employee

## Secretariat

The term "Secretariat" means the Executive Director and employed staff of the Association.

## Sector

The term "Sector" means employers and the workers within the WorkSafeNB NAICS 623110 rate code.

## Voting Member

The term "Voting Member" means any employer from WorkSafeNB NAICS 623110 rate code in good standing with the Commission.

Words importing the singular number include the plural and vice versa. Words importing the masculine gender include the feminine and neuter genders and vice versa. Words importing persons include individuals, bodies corporate, partnerships, trust and un-incorporated organizations where the context so requires.

## 3.0 ARTICLE 3 - VISION AND MISSION

### 3.1 Vision

Provide sector specific tools, expertise and leadership with a view of improving the health and safety of all employees working for the sector it serves.

### 3.2 Mission

- To research and provide up-to-date evidence-based health and safety information
- Deliver quality and consistent educational services in a cost effective manner
- Develop sector specific occupational health and safety materials and information
- To foster and encourage a culture of safety within the entire continuing care sector

## 4.0 ARTICLE 4 - HEAD OFFICE

The head office shall be in the Province of New Brunswick at such a place therein as the Directors may from time to time determine.

## 5.0 ARTICLE 5 - MEMBERSHIP

### 5.1 Membership Categories

The members may, by amendment to the bylaws as set out herein, establish such membership categories as they deem fit from time to time, but not limited to existing membership categories and further, may by resolution at any general meeting discontinue one or more membership categories from time to time.

### 5.2 Voting Membership

Voting membership will be open to every employer in the WorkSafeNB NAICS 623110 class of employer as defined by the Commission classification system, provided that such employer is registered pursuant to The Workers' Compensation Act, has a firm number and in good standing with the Commission. A voting member shall enjoy full membership privileges including the right to vote at meetings and to hold a position of Director or Officer of the Association. Each Voting Member will be entitled to one vote.

### 5.3 Associate Membership

Associate membership will be subject to approval by the Board and is available to organizations who provide continuing care services but do not fall under the WorkSafeNB 623110 class of employer and having expressed interest in the elimination of work related injuries through safety and injury prevention initiatives. An associate



member shall pay fees in accordance with those fees charged to voting members and shall be entitled to notice of meetings and attendance of the Association meetings and annual general meetings, but will not be entitled to vote and may be appointed to the Board in a non-voting advisory position.

An associate member may withdraw from the Association by submitting to the Association office notice in writing of its intention to do so. The notice shall become effective thirty (30) days after date of posting and the membership and the rights hereunder shall then be terminated provided always that there shall be no refund of dues paid by the Association except at the discretion of the Board.

If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to NO membership privileges or powers in the Association until reinstated.

An Associate member may be expelled from the membership for any cause that the Board of Directors of the Association may deem reasonable.

A new Associate member, who is admitted as a member other than in January, shall pay a prorated proportion of the annual fee.

Annual fees and other fees, charges and assessments and membership renewals shall be due and payable on the first day of January of each calendar year, and a renewal membership shall be defined as a member who has been a member within the immediate twelve (12) month period. Associate members shall be notified of the fees payable by them, and if fees are not paid by the 31st day of January in any year, or such other date as may from time to time be fixed by the Board, the member in default shall then automatically cease to be an associate member of the Association. Upon payment of all unpaid fees and other sums due within a period of one year after the fees shall have become due and payable, the member shall be automatically reinstated.

A member shall be deemed to be in good standing when not in arrears of the payment of any membership fees or other sums due to the Association or WorkSafeNB.

## 6.0 ARTICLE 6 - MEETING OF MEMBERSHIP

### 6.1 Time and Place of Meetings

The annual general meeting, and any other general or special meeting of Members of the Association, shall be held in New Brunswick at such a time on such a day in each year as the Board may determine.

Any meeting of the members may also be held by means of telephone or other communication facilities if such facilities permit all persons participating in the meeting to hear each other and a member participating in such a meeting by such

means is deemed to be present at the meeting and providing that proper minutes of such meeting are drawn up and signed by at least two (2) members.

## 6.2 Notice of Meeting

No public notice or advertisement of an annual general or other general meeting of the members shall be required, but notice of time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, fax, or electronic mail at least ten (10) days before the time fixed for the holding of such a meeting provided that any meeting of the members may be held at any time and place without such notice if all of the voting members of the Association are present thereat or represented by proxy duly appointed, and at such a meeting any business may be transacted. For the purpose of sending notice to any member for any meeting or otherwise, the address of any member shall be the last address including email address as recorded on the books of the Association.

## 6.3 Error or Omission in Notice

An error or omission in giving notice of the annual or any special meeting or any adjourned meeting of membership shall not invalidate such meeting or make void any proceedings taken thereat.

## 6.4 Adjournments

Any meetings of the Association may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless the members decide otherwise, notice of such adjournment is not required.

## 6.5 Quorum of Members

A quorum for the transaction of business at any meeting of membership shall consist of those Voting Members present in person.

## 6.6 Voting Procedure

At all meetings of the membership, every question shall be decided by a majority of the votes of the Voting Members present in person. All questions are to be decided in the first instance by a show of hands, unless a ballot including facsimile or electronic ballots is requested by any Voting Member.

In case of a tie of the votes at any annual or special meeting, whether by a show of hands or a ballot including electronic, the Chairperson shall not be entitled to a or casting vote. Therefore, a second show of hands or a second ballot including facsimile or electronic ballots shall be taken to break the tie. If the tie shall not be broken with the second vote, the Chairperson shall declare the resolution to be defeated.

## 6.7 Proxy

Each Voting Organization shall forthwith upon becoming a member of the Association execute an instrument of Proxy in the form herein specified, naming a representative and an alternate of such a member who can vote on its behalf at any

meeting of the members of the Association and shall deposit same with the Executive Director of the Association.

## INSTRUMENT OF PROXY

I, \_\_\_\_\_, the undersigned, authorized to act on behalf of an organization identified as a voting member of the New Brunswick Continuing Care Safety Association by virtue of being an employer categorized through the WorkSafeNB NAICS 623110 class of employers, hereby nominate, constitute and appoint as proxy and representative of the undersigned to attend the annual and other general or special meetings of members of the New Brunswick Continuing Care Association Inc. and any adjournment thereof, that may be convened or held from time to time and to vote and otherwise act for and on behalf of and in the name of the undersigned in respect of all matters that may come before the meeting in the same manner, to the same extent and with the same power as the undersigned could do, the undersigned hereby ratifying and confirming and agreeing that such proxy or representative may lawfully do by virtue hereof, and I hereby revoke any former instrument appointing a proxy or representative, for and on our behalf; as a voting member of the New Brunswick Continuing Care Association.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

\_\_\_\_\_  
(Name of Organization)

\_\_\_\_\_  
(Authorized Signature)

\_\_\_\_\_  
(Name of Proxy)\*

\_\_\_\_\_  
Signature

\_\_\_\_\_  
(Name of Alternate)\*

\_\_\_\_\_  
Signature

\*If both representatives of the Voting Member Organization are present, only the first named can vote

## 6.8 Chairperson

The Chairperson of a meeting of membership shall be:

- a) the President of the Board; or
- b) the Vice President of the Board if the President is not present; or
- c) a Director, elected by the members present, if the President or Vice President of the Board are not present.

## 6.9 Business at Annual Meeting

The Association shall hold an annual general meeting every year in or before the month of May at the head office of the Association or elsewhere in New Brunswick as the Board may determine.

The business transacted at the annual general meeting of the Association shall include:

- a) the consideration of bylaw additions, amendments and/or repeals made by the Directors during the preceding year;
- b) consideration of the Auditor's report;
- c) the election and appointment of the Directors;
- d) the appointment of the Auditor;
- e) the consideration of financial statements;

## 7.0 ARTICLE 7 - BOARD OF DIRECTORS

### 7.1 Board Structure

There shall be a Board of Directors, in compliance with the Workers' Compensation Act, Funding of Safety Associations Regulation. The Board of Directors shall consist of no less than eight (8) members and not exceeding (15) including advisory positions.

The Board shall consist of the following:

Two (2) Provincial nursing home sector representatives

1. One (1) New Brunswick Association of Nursing Homes (NBANH) Executive Director who shall remain in the position of President
2. One (1) New Brunswick Association of Nursing Homes Employee

Three (3) Employer Directors appointed by the NBANH as follows:

1. Three (3) New Brunswick Association of Nursing Homes members
2. The New Brunswick Association of Nursing Homes shall make available two (2) alternates should a position become vacant.

Four (4) Employee (Worker) Director appointed as follows:

1. One (1) Canadian Union of Public Employees
2. One (1) New Brunswick Nurses Union
3. One (1) New Brunswick Union of Public and Private Employees
4. One (1) non-union employee nominated from with the NBANH membership
5. Each above mentioned organization shall make available one (1) alternate should a position become vacant.

Two (2) Advisory non-voting positions appointed as follows:

1. One (1) WorkSafe New Brunswick
2. One (1) Department of Social Development

## 7.2 Election and Term of Office

- a) Directors shall be elected or appointed for a term of two (2) years.
- b) Elections/appointments for board positions shall be held annually and half the Board will be up for election/appointment annually.
- c) No person shall be elected/appointed a Director for more than a combination of three (3) consecutive full terms with the exception of the Executive Director of the New Brunswick Association of Nursing Homes.
- d) Nominations will not be received from the floor of a meeting of the membership. Any and all nominations for Directors must be submitted through the Board of Directors, who will accept nominations prior to presenting the nominations to the meeting. Calls for nominations will be communicated to the membership no less than thirty (30) days in advance of the Annual Meeting.
- e) A Director elected/appointed to fill a vacancy on the Board shall complete the term of office of the Director who has ceased to be a Director and thereafter may be elected/appointed for three (3) consecutive full terms.
- f) A Director, having served three (3) full consecutive terms on the Board, may only be re-elected as a Director following an interval of one (1) year of not serving on the Board.
- g) Any remuneration paid to Directors must be approved by the Board.
- h) Directors shall be notified no less than seven (7) days in advance of every meeting of Directors.
- i) Directors are not required to be present at Board meetings but may participate in Board meetings by teleconference or videoconferences.
- j) Any Director who fails to attend three (3) consecutive Board meetings, either in person or by teleconference/videoconference, will automatically cease to be a Director at the conclusion of the third Board meeting, unless the Board or Chairperson have approved a leave of absence for the Director or a majority of the Directors present at the third meeting vote to waive this provision.
- k) Attendance of a Director at a meeting of Directors is deemed to be a waiver of notice of meeting.
- l) The Board shall manage the business and affairs of the Association acting honestly and in good faith and with a view to the best interests of the Association.

- m) The Board may establish standing and ad hoc committees to whom it may delegate day to day duties, and which committees shall consist of a minimum of one (1) Director, appointed by the Board of Directors as Committee Chairperson and such Chairperson shall report from time to time to the Board.

### 7.3 Qualifications

- a) A Director must be an employee of the New Brunswick Association of Nursing Homes, an employer of the WorkSafeNB NAICS 623110 rate code, an employee (Worker) of the WorkSafeNB NAICS 623110 rate code.
- b) The following persons are disqualified from being a Director of the Association:
  - a. anyone who is less than 18 years of age;
  - b. anyone who has been found to be of unsound mind by a court in Canada or elsewhere;
  - c. a person who has the status of bankrupt

### 7.4 Responsibilities of the Board

Nothing in the Bylaws, including any assignment, reference or delegation of authority by the Board to the Executive Director or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the Corporation.

### 7.5 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) If by notice in writing to the Association, the Director resigns his office; or
- b) If removed from office before expiration of the term of office by a resolution passed by the majority of votes cast thereon at a meeting of the members duly called for that purpose; or
- c) If a Director becomes bankrupt or suspends payment or compounds with said Director's creditors or makes an unauthorized assignment or is declared insolvent or is convicted of a criminal offence; or
- d) If that person loses their qualifications or eligibility as a Director included in section 7.3; or
- e) If a Director is absent from three (3) consecutive meetings of the Board without leave of absence waiver; or
- f) If any order is made declaring the Director to be a mentally incompetent person or incapable of managing their affairs; or
- g) A conflict of interest where actions of a Director are questionable to the conduct of the position.

### 7.6 Filling of Vacancies

#### *President*

If the position becomes vacated, the Vice-President shall be the interim President until the Executive Director of the New Brunswick Association of Nursing Homes can resume his/her duties.

### *Directors*

If a vacancy occurs on the Board, the identified alternate shall fill the vacancy. If a vacancy occurs and there are no alternates, then a new Director shall be appointed in accordance with section 7.1

### 7.7 Quorum and Time and Place of Meetings

- a) The Board shall meet at least two (2) times each calendar year.
- b) Meetings of the Board shall be held in New Brunswick, at such time and on such day as the Board may determine.
- c) A majority of the number of current Directors shall constitute a quorum for the transaction of business.
- d) The business of the meeting may be conducted without a quorum, however the decisions made during that meeting must be ratified during the next Board meeting with quorum.
- e) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any motion of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed. No other notice shall be required for any such regular meeting.
- f) Meetings of the Board and committees shall permit Directors and committee members to participate by means of telephone or other forms of communication provided all persons participating in the meeting can hear one another.

### 7.8 Notice

Notice of the time and place of every Board meeting called shall be given in the following manner to each Director:

- a) at least seven (7) days before the time when the meeting is to be held if the notice is mailed, emailed, delivered personally, or is delivered/sent by any means of transmitted or recorded communications;
- b) Provided that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise consent to such meetings being held; and,
- c) No notice shall be required for a meeting of Directors to be held immediately following the meeting at which they were elected/appointed.

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.

## 7.8 Voting

The Board will strive for consensus of opinion in its decision-making. Questions arising at any meeting of Directors shall be decided by a majority of votes of Directors present at the meeting (including teleconference/videoconference). In case of an equality of votes, the Chairperson shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot or roll call if so demanded by any Director present but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of the votes recorded in favour of or against such motion. Voting by proxy is not permitted at any meeting to the Board.

## 7.9 Attendance of Other Persons

Persons, other than Directors, may attend meetings of the Board upon:

- a) Invitation by the Chairperson, in consultation with the Executive Director;
- b) Invitation by the Executive Director, with the approval of the Chairperson.

## 7.10 Remuneration of Board Members

Board members shall not be paid remuneration or honoraria for their services. They shall be reimbursed according to established Board policy for expenses incurred in attending Board, Committee or Members' meetings or otherwise in respect of the performance of their duties as the Board may from time to time determine.

## 8.0 ARTICLE 8 - DIRECTORS AND DUTIES OF THE BOARD

Every Director and Executive of the Association shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the Association. In connection therewith, the Directors and Executives shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

### 8.1 President

The Executive Director of the New Brunswick Association of Nursing Homes shall serve as President and shall preside as Chairperson at all regular and special meetings of the members and Directors of the Association. The President shall sign all instruments which require his signature and shall have such other powers and duties as may be assigned to him or her from time to time by the Board. The President shall be an ex officio member of all committees



## 8.2 Vice President

A Vice President shall be scheduled to act as President in his/her absence and shall have such other powers and duties as may be assigned to him or her from time to time by the Board.

## 8.3 Directors

A Director shall have such duties and responsibilities as may be assigned from time to time by the Board.

## 8.4 Executive of the Board

Immediately following each annual meeting, the Board shall elect Directors, by a majority vote from amongst themselves, to fill any vacant positions on the Executive of the Board.

The Executive of the Board shall:

- a) Exercise full powers of the Directors in all administrative matters to the extent permitted by law and report all material actions taken at the next meeting of the Directors;
- b) Examine at regular intervals the administrative organization of the Association and make recommendations for any change to the Board;
- c) Study, examine, advise and make recommendations to the Directors on any matters of policy and on any other matters as directed by the Board;
- d) Ensure all minutes and actions of the Executive are presented for approval at the next Board meeting;
- e) Require a quorum for all meetings which shall be a majority of its members.

The Board may appoint other Executives and agents as it considers necessary and all Executives shall have the authority to perform the duties assigned to them from time to time by the Board.

The Directors of the Association may hold the following offices and any other position the Board may appoint from time to time:

- a) President - position to be held by the current Executive Director of the New Brunswick Association of Nursing Homes
- b) Vice President - elected by and from the Board of Directors for two (2) year term
- c) One (1) Employer Director - elected by and from the Board of Directors for two (2) year term
- d) One (1) Employee (Worker) Director - elected by and from the Board of Directors for two (2) year term

The duties of the Executive shall be those as called for in their terms of engagement, or as the Board may prescribe. The Executive of the Board with the exception of the President, in the absence of agreement to the contrary, shall hold office at the discretion of the Board.

## 8.5 Powers and Responsibilities of the Board

Subject to any limitations of its authority imposed by Acts of the Legislature and Regulations thereunder, the Board may exercise all such powers and do all such acts as may be exercised or don by the Association. The powers or acts of the members in accordance with the Bylaws of the Association may not be exercised by the Board. No Executive, Director or other person will have the power to overrule or direct Board decisions on matters conferred upon the Board by the Bylaws or in any other way effectively fetter the discretion of the Board. More specifically and without restricting the generality of the foregoing, the Board shall be responsible to:

- a) Hire or terminate the Executive Director. The Executive Director reports to and is responsible to the Board and acts as secretary and advisor to the Board.
- b) Define the Executive Director's duties and responsibilities and complete an annual performance appraisal.
- c) Establish Board policies governing the Association
- d) Provide for preparation and custody of Minutes of proceedings of the Association and the Directors and other books and records of the Association.
- e) Designate, by resolution of the Board, a bank or other financial institution where monies of the Association shall be deposited and through whom financial transactions shall be conducted, and appoint appropriate signing officers.
- f) Appoint and retain legal counsel
- g) Adopt an Association seal and determine its use.
- h) Delegate, by resolution of the Board, specific matters as it may from time to time determine.
- i) Develop a program for orienting Board members to their duties and responsibilities.

### *Appointment of Committees*

The Board shall have the power to appoint or dissolve such standing committees, ad hoc committee or task forces, to determine their terms of reference and operating guidelines and appoint members to such committees as from time to time may be deemed necessary. All reports, recommendations or other actions of committees shall ultimately be submitted to the Board for their consideration.

## 8.6 Conflict of Interest and Confidentiality

- a) Every Director who is in any way directly or indirectly interested in a proposed contract or transaction or any existing contract or transaction with the Association shall declare his or her interest and the nature and extent of such interest at the meeting, prior to any discussion of the Board, and shall not take part in any deliberations concerning such contract or transaction and shall not vote on the contract.

- b) In the case of a proposed contract or transaction, the Director shall declare his or her interest at the meeting of the Board during which the question of entering into the contract or transaction is first considered. If the Director is not present at such meeting he or she will make a declaration at the first Board meeting which is held after he or she becomes interested in the contract.
- c) A notice as given by a Director shall be considered a sufficient declaration of interest in any contract or transaction made or to be made but it shall not relieve the Director of any obligations under this Bylaw.
- d) A Director who has declared an interest in a proposed contract or transaction and who has not voted thereon as provided in subsection a) shall not be accountable to the Association or its creditors for any profit resulting from such contract. The contract will not be void by reason only of the Director holding that office or of the fiduciary relationship established thereby.
- e) An appropriation of monies for the purpose of a contract or transaction for work to be done or for materials to be supplied to the Association is a contract within the meaning of this section.
- f) Directors and their families shall not enter into any contract or transaction with the Association except:
  - i. On a competitive bid basis or other similar basis in writing;
  - ii. Where the Director has declared any interest therein, and where he or she has absented himself from the meeting and where he or she has not voted thereon.
- g) Every Director, Executive or employee of the Association shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements would adversely affect the interests of the Association.

## 9.0 ARTICLE 9 - EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Executive Officer of the Association and shall be responsible to the Board. The Executive Director shall be given authority and shall be held responsible for the administration of the Association's program in all of its activities and departments, subject only to such policies as may be adopted and such orders as may be issue by the Board. The Executive Director shall act as secretary and advisory to the Board. The Executive Director does not vote at any meeting.

## 10.0 ARTICLE 10 - GENERAL

### 10.1 Notices

Any notice, that requires any communication or documents, to be given, sent, delivered, or served pursuant to the Act, the articles, the bylaws or otherwise to a member, Director, Executive, or Auditor, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her

recorded address by any means of prepaid transmitted or recorded communication.

A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice 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 Executive Director may change or cause to be changed the recorded address of any member, Director, Executive or Auditor in accordance with any information believed by him or her to be reliable.

## 10.2 Rules of Order

Normal parliamentary procedure using *Roberts Rules* shall govern all deliberations and procedures of the Association, when not inconsistent with the Bylaws of the Association.

## 10.3 Inspection of Records

Books and records may be inspected by voting members during regular business hours at the Association office upon at least twenty-four (24) hours' notice.

## 10.4 Corporate Seal

This seal, an impression which is stamped on the margin hereof, or such form of seal as may be authorized from time to time by special resolution of the Board, shall be the corporate seal of the Association.

### *Custody of Seal*

The Executive Director shall have the custody of the corporate seal in the form noted hereon or as approved by the Board from time to time.

## 10.5 Use of Association Insignia and Property

The official insignia of the Association may be used on stationary and advertising by members, provided that a description of the type of membership is placed above or below the insignia.

On termination of membership for any reason whatsoever or on any person ceasing to be an elected Officer or Director of the Association, such person, member or representative thereof shall return all insignias, books, documents, papers, record, certificates, accounts and all other property in his, their or its possessions or control, which are the property of the Association, to the Head Office of the Association or to a duly authorized Officer thereof.

## 10.6 Execution of Instruments

Unless otherwise directed or permitted by the Boards, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be signed on behalf of the Association by any two (2) authorized signing officers.

In addition, the Board may direct, by motion, the manner in which, and the person or persons by whom, any particular instrument or class of instrument may or shall be signed.

## 11.0 ARTICLE 11 - INDEMNITY TO DIRECTORS OR OTHERS

Every Director of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it 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, Executive or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, default or criminal conduct.

## 12.0 ARTICLE 12 - FINANCE

### 12.1 Financial Year

The fiscal year of the Association shall terminate on such day in each year as the Board may from time to time by motion determine and, until otherwise determined, shall end December 31.

### 12.2 Auditing

The books accounts and records of the Association shall be audited at least once each year by a duly qualified accountant appointed at the annual general meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual general meeting of the Association.

### 12.3 Budget

The Board shall be guided in establishing a budget by the requirement of maintaining financial sustainability. Normal expectations should be a "balanced budget".

### 12.4 Authorized Borrowing

From time to time the Board may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the monies

borrowed or to be borrowed as aforesaid and as the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

The Board may from time to time at its discretion:

- a) Borrow money on the credit of the Association;
- b) Issue, sell or pledge securities for the Association;
- c) Charge, mortgage, or pledge for any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

### 12.5 Reserve Funds

The Association shall maintain sufficient reserve funds to cover financial eventualities that it may encounter.

### 12.6 Banking

The banking business of the Association shall be transacted with such banks, trust companies and other corporate bodies or organizations as may from time to time be designated by or under the authority of the Board.

Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe, for and in the name of the Association.

#### *Banking Signing Officers*

The Board shall by motion from time to time designate signing officers of the Association and they are hereby authorized, subject to any limitation contained in a specific motion, for and in the name of the Association to:

- a) draft, accept, sign and make all or any bills or exchange, promissory notes, cheques and orders for the payment of money;
- b) receive all monies and give receipts for the same;
- c) sign contracts and other legal documents in the name of and on behalf of the Association as directed by the Board;
- d) negotiate with, deposit, and also transfer to, the bank or financial institutions for the credit of the Association only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable papers;

### 12.7 Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time, only upon written order of the Association signed by such Officer or Officers, Director or Directors, Agent

or Agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### 13.0 ARTICLE 13 - AMENDMENTS TO BYLAWS

- a) The Directors may, by motion, make, amend, or repeal any bylaws that regulate the activities and affairs of the Association.
- b) The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of members and the members may, by motion, confirm, reject or amend the bylaw, amendment or repeal by two-thirds (2/3) of the members who attend the meeting of the members. Notice of any bylaw, amendment, or repeal of a bylaw shall be sent to the members in the notice of meeting.
- c) A new bylaw, or an amendment, or repeal is effective from the day of the motion of Directors until confirmed, confirmed as amended, or rejected by the voting members.
- d) If a bylaw, or any amendment or repeal of a bylaw is rejected by the voting members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by the voting members.

### 14.0 ARTICLE 14 - REPEAL

Upon enactment of this bylaw all other bylaws of the Association are hereby repealed.