

Children's Mental Health Ontario
Santé mentale pour enfants Ontario

AMENDED AND RESTATED BY-LAW NO. 1

A By-Law relating generally to the organization and the transaction of the affairs of Children's Mental Health Ontario/Santé mentale pour enfants Ontario and amending, restating and repealing all prior by-laws.

1.0 INTERPRETATION

1.01 In this By-law and all other By-laws and resolutions of the Association unless the context otherwise requires:

- (a) The singular includes the plural;
- (b) "Board" means the Board of Directors of the Association;
- (c) "Director" means an Individual Member who has been appointed or elected to the Board;
- (d) "member" means an organization or an individual that has been accepted into membership in accordance with Article 5;
- (e) "voting delegate" means an individual designated by a member pursuant to Article 10.03 and deemed to be an Individual Member pursuant to Article 5.03(B);
- (f) "Officers" means the "Chair", "Vice Chair", "Past Chair", "Secretary/Treasurer" and "Chief Executive Officer" as defined in Article 7;
- (g) "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other securities and all paper writings;
- (h) "Corporation" means the Association;
- (i) "Association" means "Children's Mental Health Ontario/Santé mentale pour enfants Ontario".
- (j) "Corporations Act" means the Corporations Act (Ontario), and any statute amending it or enacted in substitution therefor, from time to time;

1.02 All terms defined in the Corporations Act have the same meanings in this By-law and all other By-laws and resolutions of the Association.

2.0 NAME

The Corporation shall be known as “Children’s Mental Health Ontario/Santé mentale pour enfants Ontario”, hereinafter referred to as the “Association”.

3.0 HEAD OFFICE

The Head Office of the Association shall be in the City of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time determine.

4.0 SEAL

The Association may but need not have a corporate seal, and if one is adopted it shall be in such form as the Directors may from time to time determine.

5.0 MEMBERSHIP

5.01 Members

The members of the Association shall be as follows:

- (a) those organizations referred to in Article 5.03(A) that are admitted to membership in the Association by resolution of the Board; and
- (b) the individuals referred to in Article 5.03(B) that are admitted to membership in the Association by resolution of the Board.

Membership may be conditional upon the payment of a fee, assessment or other charge as established by the Board pursuant to paragraph 5.05.

5.02 Eligibility of Current Members

Any organization that is a member in good standing of the Association as defined in Article 5.06 at the time this amended and restated By-law No. 1 came into effect shall continue to be a member of the Association and shall be subject to this By-law.

5.03 Qualifications for Membership — New Members

Any changes to the qualifications for membership must be ratified by the Accredited Members (defined below) at a meeting of members.

(A) Membership

An organization shall be eligible for membership in the Association following approval by the Board and satisfying the criteria as follows:

- (a) The organization is committed to the Association's mission.
- (b) The organization provides mental health treatment, as defined by the Association, to children and youth and their families.
- (c) The organization agrees to comply with the Accreditation Requirements of the Association.
- (d) Within the organization, all services demonstrate the involvement of qualified professionals representing disciplines relevant to the treatment of children and families.
- (e) The organization promotes and contributes to a sustainable mental health system for children, youth and their families.
- (f) The organization is non-profit and governed by a voluntary board of directors.
- (g) The organization has been providing children's mental health services for at least one year.

There shall be three categories of members as follows:

1. "Accredited Members" shall be those organizations which satisfy all of the foregoing criteria and meet the Accreditation Requirements (referred to above) as approved by the Board from time to time.
2. "Organizational Members" shall be those organizations:
 - (a) that satisfy items (a) and (e) contained in the foregoing criteria; and
 - (b) that do not provide mental health treatment services to children and youth or do so only as an incidental part of their operations.
3. "Individual Members" shall be those individuals described in Articles 5.01(b) and 5.03(B).

(B) Individual Membership

The Individual Members of the Association shall be:

- (a) every person who is elected as a Director of the Association; and
- (b) each individual who is committed to the Association's mission, who applies for membership and whose application is approved by resolution of the Board.

The membership of a person referred to in Article 5.03(B) (a) above shall be deemed to commence upon such election and shall exist for as long as that person is required to hold

such membership in order to be qualified to be a Director. The membership of a person referred to in Article 5.03(B) (b) above shall exist for a membership year and shall be subject to annual renewal.

5.04 Membership Year

The membership year shall be April 1 to March 31.

5.05 Membership Fees

The membership fee structure of the Association shall be annual fees as determined from time to time by the Board and ratified by the Accredited Members at a meeting of members prior to implementation.

5.06 Good Standing

A member is declared to be in good standing upon:

- (a) payment of all applicable membership fees due by the end of the membership year in which they are due; and
- (b) in the case of an Accredited Member, compliance with the Accreditation Requirements of the Association.

5.07 Termination/Reinstatement of Membership

- (a) If a member fails to comply with Article 5.06(a), the Board shall give the member written notice of such loss of good standing. If the member fails to pay the overdue membership fees within six (6) months of the date of notice, the Board shall terminate the member's membership. Any organization whose membership has been terminated under Article 5.06(a), upon payment of overdue membership fees, may provide written notice to the Board requesting reinstatement of membership.
- (b) If a member fails to comply with Article 5.06(b), the Board shall give the member six months written notice of such loss of good standing and shall terminate the member's membership. Any organization whose membership has been terminated for failing to comply with Article 5.06(b), may provide written notice to the Board requesting reinstatement. A reinstatement request must be accompanied by a plan for satisfying the Accreditation Requirements. The Board may, in its sole discretion, grant the organization reinstatement of its membership.
- (c) Where membership is terminated subject to Article 5.07, the affected member will have access to a formal appeal process. The Appeals Committee shall be distinct from, but have representation from the Board, the Accreditation Committee and the broader membership.

- (d) The interest of a member in the Association is not transferable and shall lapse and cease to exist upon: (i) the death of an Individual Member; (ii) an Accredited Member or Organizational Member ceasing to exist or losing its status as an organization under applicable law; (iii) resignation; or (iv) a resolution passed by at least two-thirds of the votes cast at a meeting of members, of which notice specifying the intention to pass such resolution has been given, terminating the membership of any member of the Association.

5.08 Resignation

A member may resign at any time by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by such member to the Association prior to the effective date of the resignation of such member.

5.09 Affiliates

The Association may have, as affiliates, the organizations and individuals that meet the criteria and pay the fees for affiliate status determined from time to time by the Board of Directors. Affiliates do not have voting rights but are entitled to the benefits of affiliate status determined from time to time by the Board of Directors.

6.0 BOARD OF DIRECTORS

6.01 Responsibilities and Powers

The Board shall have full and complete authority in the conduct, management and control of the Association's business, property and funds and may pass all rules and policies which it considers necessary or advisable for the Association from time to time.

6.02 Composition of The Board, Eligibility Criteria

The Board shall be composed of 18 Directors including the following:

- (a) Regional Directors

Two persons from each territorial region of the Association. One of the said persons shall be a staff member of an Accredited Member in the said region and the other person shall be a current or past member of the board of an Accredited Member in the said region; and

- (b) Directors-at-Large

Six additional directors nominated in accordance with Article 6.04 and elected by the members at the Annual General Meeting of members.

To be qualified to be a Director, a person must be an Individual Member of the Association, 18 or more years of age and must not be an undischarged bankrupt.

6.03 Regional Representation

The Directors referred to in Article 6.02(a) shall be elected from the following territorial regions, as described by the local government jurisdictions in place at the time of enactment of this bylaw:

(a) East Region

Counties of Frontenac; Hastings; Lanark; Leeds and Grenville; Lennox and Addington; Prescott and Russell; Renfrew; Stormont, Dundas and Glengarry; and the Cities of Ottawa and Prince Edward.

(b) Central-East Region

Counties of Haliburton; Northumberland; Peterborough; Simcoe; and the Regional Municipalities of Durham and York; and the City of Kawartha Lakes.

(c) North Region

Districts of Algoma; Cochrane; Kenora; Manitoulin; Muskoka; Nipissing; Parry Sound; Rainy River; Sudbury; Thunder Bay; Timiskaming; and the City of Greater Sudbury.

(d) South-West Region

Counties of Bruce; Elgin; Essex; Grey; Huron; Lambton; Middlesex; Oxford; Perth; and the City of Chatham-Kent.

(e) Central-West Region

Counties of Dufferin and Wellington; and the Regional Municipalities of Halton; Niagara; Peel; Waterloo; and the Cities of Brant; Brantford; Hamilton; and the Towns of Haldimand and Norfolk.

(f) Toronto Region

City of Toronto.

6.04 Nomination of Directors

Prior to each Annual General Meeting, the Board Development Committee shall compile a list of qualified nominees for election as the Directors referred to in Article 6.02(a), from each of the regions that has one or more retiring Directors.

The Board Development Committee shall set a date after which no further nominations shall be accepted, subject to the provisions below.

A candidate for the position described in Article 6.02(a) may be nominated only by an Accredited Member of the applicable region and the name of such candidate shall be sent to the Board Development Committee by a person authorized to do so by the board of such member. If, on the closing date of nominations prior to the Annual General Meeting, the number of such candidates nominated from a region is equal to or greater than the number of vacancies in that region, no additional candidates may be nominated from that region.

Candidates for the positions described in Articles 6.02(b) may be nominated by an Accredited Member, an Organizational Member or an Individual Member. In each case, the name of the candidate shall be sent to the Board Development Committee by a person authorized to do so by the board of the member, or by the Individual Member, as the case may be.

The Board Development Committee shall prepare the list of the said nominees in accordance with the terms of reference of the Board Development Committee as determined from time to time by the Board and the Board Development Committee shall present the names of such nominated persons to the Annual General Meeting.

In the event of there being fewer nominees from a region than the number of retiring Directors from that region, or fewer Directors-at-Large nominees than are required to be elected pursuant to Article 6.02(b), additional qualified candidates may be nominated from the floor of the Annual General Meeting by any voting delegate.

6.05 Election, Re-Election

The Directors shall be elected for a term of three years and retire in rotation. Directors who hold office at the time this By-Law is enacted shall continue for the remaining period of the term for which they were elected, at which time the vacancy shall be filled in accordance with the provisions of this Article. Thereafter, at each Annual General Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office until the third Annual General Meeting after such Director's election. Subject to any policies the Association may have in place from time to time regarding the nomination and eligibility of persons for election to the Board, a Director whose term has expired, if otherwise qualified, is eligible for re-election to the Board for one further three year term. If such a Director is re-elected to such an additional term of office, that Director shall not be eligible for further election or re-election as a Director until the Annual General Meeting following

the Annual General Meeting at which that Director's second consecutive term of office expired.

If there are more nominees from a region than Directors to be elected from that region or, more nominees for Directors-at-Large than Directors to be elected, the voting delegates and the other Individual Members of the Association voting together at the Annual General Meeting shall choose which of those nominees shall become Directors.

6.06 Vacancies

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

- (a) if the Director becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorised assignment or is declared insolvent; or
- (b) if the Director dies; or
- (c) if the Director is removed from office by the members or the Board in accordance with Article 6.08.

When a vacancy occurs on the Board, the Board shall, as long as a quorum remains in office, fill that vacancy for the balance of the term or for such shorter term as the Board may determine, but only with a person who meets the eligibility criteria in accordance with Article 6.02 and is presented to the Board by the Board Development Committee as a nominee.

If there is not a quorum of Directors, the remaining Directors shall forthwith call a special meeting of members to fill such vacancy or vacancies.

6.07 Resignation of a Director

A Director may resign by submitting a resignation in writing to the Board and such resignation shall be effective upon receipt by the Association of a written resignation, or if a time is specified in such resignation, at the time so specified, whichever is later.

6.08 Removal of a Director

The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of members of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of that Director's term of office and may, by a majority of the votes cast at that meeting elect a Director to replace that Director for the remainder of that Director's term, subject to Article 6.02.

A Director who fails to attend three consecutive meetings of the Board shall be automatically removed from office. The Board may, by a motion at a meeting of which

notice specifying the intention to pass the motion has been given, and supported by at least three-quarters (3/4) of the Directors holding office, require the resignation or removal of a Director who fails to attend more than 50% of the meetings of the Board held in one twelve month period. In this Article, meetings of the Board that occur prior to and after the Association's Annual General Meeting are considered as one meeting, provided the later meeting begins less than seventy-two (72) hours after the adjournment of the earlier meeting.

6.09 Remuneration of Directors

The Directors shall receive no remuneration for acting as such. However, they shall be entitled to be reimbursed for reasonable expenses incurred by them in the execution of their office.

6.10 Protection of Directors, Officer and Others

(A) Limitation of Liability

Every director and officer of the Association in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Corporations Act and the regulations thereunder or from liability for any breach thereof.

(B) Indemnity

Subject to the Corporations Act, the Association shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Association or such body corporate, if such person (a) acted honestly and in good faith

with a view to the best interests of the Association; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Association shall also indemnify such person in such other circumstances as the Corporations Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.11 Insurance

The Association shall, at the direction of the Board, annually allocate monies to purchase the necessary insurance to cover the Association's liability as set out in the paragraph above provided that the policy limits of the said insurance be determined on an annual basis by the Board.

6.12 Conflict of Interest

Members of the Board and their families shall not enter into any business arrangement with the Association in which they have an interest directly or indirectly, except:

- (a) on a written and competitive sealed quotation basis; and
- (b) having declared any interest therein, and having refrained from voting thereon.

The chair of any meeting of the Board or of any committee of the Board shall request any member who has declared an interest in any business or other financial arrangement with the Association that is being discussed, to be absent during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

7.0 OFFICERS

The Officers of the Association shall be a Chair, a Vice-Chair, a Secretary/Treasurer and a Chief Executive Officer.

7.01 Chair and President

Subject to the Corporations Act, the members shall by special resolution provide for the election by the Directors from among themselves of a Chair of the Board who is eligible to hold office in accordance with Article 6.05 for at least one additional year. The Chair shall have such powers and duties as the Board may specify including such duties of a president as the members may by special resolution fix and prescribe. Without limiting the generality of the foregoing, the Chair shall preside at all Annual and Special Meetings of the Association and at meetings of the Board and shall call meetings of the members and of the Board when the Chair deems necessary and when called upon in proper manner to do so. The Chair shall be an ex-officio member of all committees of the Board.

7.02 Vice Chair

The Board shall also appoint a Vice-Chair of the Board who shall be a director and who is eligible to hold office in accordance with Article 6.05 for at least three additional years. The Vice-Chair shall have such powers and duties as the Board may specify. During the absence or disability of the Chair, the Vice-Chair shall also have the powers and duties of that office.

7.03 Past Chair

The Chair shall automatically become the Past Chair after serving his or her term in office. The Past Chair shall be entitled to vote at all meetings of the Board.

7.04 Secretary/Treasurer

The Board shall appoint a Secretary who may also hold the office of Treasurer. The Secretary/Treasurer shall be a director of the Association. The Secretary/Treasurer shall have such powers and duties as the Board may specify. Without limiting the generality of the foregoing, the Secretary/Treasurer shall attend and be the Secretary of meetings of the Board, members and committees of the board, unless otherwise determined by the Board at any specific meeting, and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Association. The Secretary/Treasurer shall have such responsibilities, powers and duties as the Board may specify in connection with the financial activities of the Association.

7.05 Chief Executive Officer

The Board shall select and shall hire a Chief Executive Officer of the Association who shall continue as Chief Executive Officer at the pleasure of the Board or in accordance with the terms of any employment agreement which the Board may enter into with the Chief Executive Officer. The Chief Executive Officer shall, subject to the authority of the Board, have the general supervision of the affairs of the Association and shall have such other powers and duties as the Board may specify. The Chief Executive Officer may use, for the purposes of his or her dealings with the public, the title of president, recognizing for the purposes of the Corporations Act that the president shall be the Chair as provided in Article 7.01. The Chief Executive Officer shall be entitled to attend, but not to vote at, all meetings of the Board or any committee of the Board, except the CEO may be excluded by a majority vote of the Directors present from that part of a Board meeting at which his or her performance or compensation is being discussed.

7.06 Term of Office

Each of the Chair, Vice-Chair and Secretary/Treasurer shall serve a two-year term. The Past Chair shall serve one year beyond the end his or her term as Chair. If the Chair or Past Chair has completed a second consecutive term of office as a Director, in accordance with Article 6.05, his or her term of office as a Director shall be automatically extended until the end of his or her term as Past Chair.

7.07 Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board may prescribe. The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

8.0 BOARD MEETINGS

8.01 Regular Meetings

The Board shall meet not less than five times each year and at such time and place as the Board shall determine. 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 shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

8.02 Other Meetings

The Chair may convene a meeting of the Board whenever the Chair deems necessary, the general nature of which shall be specified in the notice calling the meeting.

The Chair, upon requisition made in writing by any two or more Directors and stating the general nature of the business to be presented at the meeting, shall convene a meeting of the Board. At least fifteen days' notice of such meeting shall be given to each Director.

8.03 Place of Meetings

The Board may meet at any place in Ontario.

8.04 Meetings of the Board by Telephone, Electronic or Other Communication

If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a meeting of the Board may be by means of such telephone, electronic, or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

At the commencement of any meeting by telephone, electronic, or other communications facilities, the chair of the meeting shall determine by such means as are acceptable to him or her that there is a quorum for the meeting, the method of recording votes at the

meeting, and how any security issues will be handled, such determinations to be final and binding on the meeting.

8.05 Notice

Notice of the time and place of each meeting of the board shall be given in the manner provided in Article 13.01 to each director not less than 15 days before the date of the meeting to each member of the Board, provided however, that where all members of the Board waive notice, a meeting may be held without notice.

Notwithstanding the foregoing and 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.

8.06 Quorum (For Board Meetings)

A majority of the authorized number of Directors shall form a quorum for the transaction of business. In the absence of a quorum, the business of the Association may be tabled and discussed by the Directors present but any resolutions and decisions of the Directors with respect thereto may only be passed at meeting when a quorum is present

8.07 Voting

So long as a quorum is present and unless otherwise required by this By-law, questions arising at any meeting of the Board shall be decided by a majority of the Directors present and voting. There shall be no proxy voting at meetings of the Board.

The Past Chair has full voting rights at all meetings of the Board. In the case of an equality of votes, the chair of the meeting, in addition to his or her original vote, shall be entitled to a second or casting vote.

At all meetings of the Board, every question shall be decided by show of hands unless a poll on the question is required by the chair of the meeting or requested by any Director. Polls shall be conducted by secret ballot.

A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

9.0 COMMITTEES

9.01 Executive Committee

The Association shall have an Executive Committee comprised of the Chair, Vice-Chair and Secretary/Treasurer, a majority of whom shall constitute a quorum. In the event that a member of the Executive Committee is unable or unwilling to attend a meeting of the Committee, the Chair shall appoint another Director to act in his or her place for the

duration of such meeting. The Chair of the Board shall be the Chair of the Executive Committee. The Executive Committee may exercise such powers of the Board as the Board of the Association shall determine and subject to ratification of the actions taken by the Executive Committee by the Board at its next regularly scheduled meeting.

9.02 Board Development Committee

The Board shall establish a Board Development Committee, which shall have a maximum of five Directors, a majority of whom shall constitute a quorum, and be chaired by the Vice-Chair of the Association.

9.03 Audit and Risk Management Committee

The Board shall establish an Audit and Risk Management Committee, which shall have a maximum of five Directors, a majority of whom shall constitute a quorum, and be chaired by the Secretary/Treasurer of the Association.

9.04 Other Committees and Task Forces

The Board shall designate such other committees and task forces of the Board as are deemed by the Board to be necessary or desirable to carry out the activities of the Association. The terms of reference of the Executive Committee, the Board Development Committee, the Audit and Risk Management Committee and all other committees and task forces of the Board shall be as prescribed by the Board.

10.0 MEETINGS OF ASSOCIATION MEMBERS

10.01 Annual General Meeting

The Annual General Meeting shall be held at such place in Ontario and at such time in each calendar year, not more than fifteen months after the holding of the last preceding annual meeting, as the Board may from time to time determine.

10.02 Special Meetings

The Chair may call a Special Meeting of members at any time, the general nature of which shall be specified in the notice calling the meeting. The Chair shall call a Special Meeting of members when requested in writing to do so by at least 10% of those voting delegates who have been designated by Accredited Members and shall do so within twenty-one (21) days of receipt of the requisition. Upon no meeting being held within twenty-one (21) days of the request, the requisitioning bodies may call such meeting for the purpose set forth in the requisition.

10.03 Voting Delegates

All members shall be entitled to attend the Annual General and Special Meetings and to vote, subject to Article 10.05, on all questions brought before the meeting.

Each Accredited Member shall be entitled to designate three individuals to be its voting delegates. Each Organizational Member shall be entitled to designate one individual to be its voting delegate. Voting delegates may be chosen from that member's own board of directors, staff members or consumers of services. Each voting delegate shall have one vote on each question, subject to Article 10.05. A meeting of voting delegates and Individual Members shall for all purposes be deemed to be, and to have all the powers of, a meeting of the members.

Organizational Members and Accredited Members may, at any time up to ten (10) business days prior to a meeting of members, change their voting delegates upon written notification to the Board. Any such change shall be effective only upon receipt of such notification by the Secretary/Treasurer. Thereupon, any person no longer qualified shall cease to be a voting delegate and an Individual Member of the Association.

Notwithstanding the foregoing, nothing in this by-law affects the current voting representation rights of any member.

10.04 Voting

Only Individual Members and the voting delegates of members in good standing, as defined by Article 5.06, who have held membership at least ten (10) business days prior to any meeting of members may vote at such meeting. In the case of Individual Members and the voting delegates designated by Organizational Members, voting rights of each such person shall be restricted to voting on the election of Directors, except that this restriction shall not apply to any such person who is a current Director.

Unless otherwise required by the provisions of the Corporations Act or the By-laws of the Association, all questions at meetings of members shall be decided by a majority of the votes cast at the meeting. A person who is both an Individual Member and a voting delegate shall be entitled to cast one vote.

In the case of an equality of votes, the Chair presiding at the meeting shall be entitled to a second or casting vote.

At all meetings of members, every question shall be decided by a show of hands unless a poll is required by the Chair or requested by any member. Polls shall be conducted by secret ballot.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.

10.05 Proxy Vote

A voting delegate who is designated pursuant to Article 10.04 and who is unable to attend any meeting of the members of the Association may not vote by proxy pursuant to Section 130(3) of the Corporations Act, as may be amended.

An Individual Member who is unable to attend any meeting of the members of the Association may appoint a person as his or her proxy to represent such an Individual Member. Every person so appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxy holder. A proxy shall be in writing and signed by such an Individual Member. A person appointed by proxy need not be a member.

The Board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Association or to any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Association, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the chair of the meeting shall be valid and shall be counted.

10.06 Notice

Written notification of the time and place of holding the Annual General Meeting shall be sent to each member at least thirty (30) days before the time of the said meeting.

Written notification of the time and place of holding a Special Meeting shall be sent to each member at least fourteen (14) business days before the time of the said meeting.

10.07 Quorum

The quorum for members' meetings shall be twenty percent of the voting delegates designated by Accredited Members and registered with the Association not less than ten (10) business days prior to the said meeting.

No business shall be transacted at any members' meeting unless a quorum is present.

10.08 Appointment of Auditor

The Association shall at the Annual General Meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Association or a partner or

employee of any such person, and who is duly licensed under the provisions of the applicable legislation, to hold office until the next annual meeting of the Association or until a successor is appointed.

11.0 AFFAIRS OF THE ASSOCIATION

11.01 Banking Arrangements

The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, or other corporation that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Association's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, acceptances, bills of exchange and orders for the payment of money;
- (c) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (d) authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

11.02 Deposit of Securities

The securities of the Association shall be deposited for safe keeping with one or more bankers 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 the written order of the Association signed by such officer or officers, 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 of 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 of the proceeds thereof.

11.03 Borrowing by the Association

Subject to the limitations set out in the By-laws or in the Letters Patent of the Association, the Board may;

- (a) borrow money on the credit of the Association;
- (b) issue, sell or pledge securities of the Association; and

- (c) charge, mortgage, hypothecate or pledge all or 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, provided that, except where the Association borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

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 money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

The Board may authorize the borrowing of money for the purpose of the Association provided that the total sum borrowed in any fiscal year does not exceed one-third of the total income of the Association for the preceding fiscal year.

11.04 Financial Year

The financial year of the Association shall terminate on the 30th day of June in each year or on such other date as the Board may determine from time to time.

11.05 Signing Officers

Any two of the following shall sign on behalf of the Association all contracts, agreements, conveyances, mortgages, cheques or other documents which may be required by law or authorized by the Board: Chair, Past-Chair, Secretary/Treasurer and the Chief Executive Officer.

The Board may by resolution appoint another member of the Board or staff of the Association to serve as one of the two signing officers for cheques or other specific documents.

11.06 Execution of Documents

Documents requiring execution by the Association may be signed by two signing officers as defined in Article 11.05 and all documents so signed are binding upon the Association without any further authorization or formality. The seal of the Association, if any, shall, when required, be affixed to documents executed in accordance with the foregoing.

12.0 AMENDMENTS

This By-law may be amended or rescinded by a further By-law enacted by the Board and confirmed at any annual or special meeting of the members by a two-thirds majority of the votes cast by the Accredited Members' voting delegates present, providing a quorum

is present and notice giving the substance of the proposed amendment has been given to each voting delegate at the time notice of calling such a meeting was given.

Any change in the By-law made by the Board of Directors shall remain in effect only until the next meeting of members, when such change shall cease to have effect unless confirmed at such meeting.

13.0 NOTICE

13.01 Method of Notice

Subject to any notice requirements set out in this By-law, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Corporations Act, the Letters Patent, Supplementary Letters Patent, the By-laws or otherwise to a member, voting delegate, Director, Officer or auditor shall be sufficiently given if delivered to such person's last address as recorded in the books of the Association or if mailed by prepaid ordinary mail addressed to such person at the said address or if sent to such person at the said address by any means of transmitted or recorded communication.

The Secretary may change the address on the Association's books of any member, voting delegate, Director, Officer or auditor in accordance with any information believed by the Secretary to be reliable. A notice so delivered personally shall be deemed to have been given when delivered at the address aforesaid; a notice so mailed shall be deemed to have been given two business days after the date when it was 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 on the first business day after the date when it was actually sent or delivered to the appropriate communication company or agency or its representative for dispatch.

13.02 Computation of Time

In computing the date when notice must be given under any provision of the By-laws requiring a specified number of days' notice of a meeting or event, the date of giving the notice is included unless otherwise provided.

13.03 Waiver of Notice

Any Director, Officer, voting delegate, member, or auditor may waive any notice required to be given to such person under any provision of the Corporations Act or the Letters Patent, Supplementary Letters Patent, or the By-laws of the Association, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

13.04 Declaration of Notice

The statutory declaration of the Secretary/Treasurer or the Chair that notice has been given pursuant to the By-laws, shall be sufficient and conclusive evidence of the giving of such notice.

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

14.0 ADJOURNMENTS

Any meetings of the members or of the Board may be adjourned at any time, and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment if the date, time and place is announced at the original meeting. Such adjournment may be made notwithstanding that no quorum is present.

15.0 EFFECTIVE DATE

Enacted as Amended and Restated By-law Number 1 by the Directors of the Association at a meeting duly called and regularly held and at which a quorum was present on the 21st day of September, 2009 and confirmed by the members on the 23rd day of November, 2009.

16.0 REPEAL

All prior by-laws of the Association are repealed. Such repeal shall not affect the previous operation of any by-law or affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent (as defined in the Act) or predecessor charter documents of the Association obtained pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members of the Board of Directors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by law and until amended or repealed.

_____ [original signed by Bill Saul] _____

_____ [original signed by Roy Karlstedt] _____

Chair

Secretary/Treasurer

CERTIFICATE

The foregoing is a certified copy of Amended and Restated By-Law Number 1, as enacted by the Directors of the Association at a meeting duly called and held on the 21st day of September, 2009, at which a quorum was present and approved ratified, sanctioned and confirmed without

variation by a two-thirds affirmative vote of all members entitled to vote at a meeting of members, which was duly called and held on the 23rd day of November, 2009, and at which a quorum was present.