



**Alliance for Healthier Communities**  
*Advancing Health Equity in Ontario*

**BY-LAW NO. 1**  
being the General By-law  
**of Alliance for Healthier Communities**

**1.0 Definitions**

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires, the words or phrases set out below shall have the following meanings:

- 1.1** “**Act**” means the *Corporations Act*, R.S.O. 1990 Chapter c.38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, and reference in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- 1.2** “**Board**” means the board of directors of the Alliance for Healthier Communities.
- 1.3** “**By-laws**” means any By-law of the Corporation from time to time in force and effect;
- 1.4** **Community *centered* organization is one**
- 1.4.1** That is overseen by a board of directors
- 1.4.1.1** Whose voting directors are not employed by the organization;
- 1.4.1.2** That includes equitable representation of the community (ies) served, as defined by the organization; and
- 1.4.1.3** That is accountable to their membership, as demonstrated by the organization’s By-laws.
- 1.4.2** That clearly articulates a mechanism for incorporating the voice of the community in decision-making;
- 1.4.3** *That is publicly committed to meeting the unique and diverse needs of the communities it serves and has formal and informal mechanisms to involve clients and community members in the planning and development of programs, services and community initiatives; and*
- 1.4.4** *Has community partnerships, collaborations or linkages with community services, groups or entities relevant to its objectives.*
- 1.5** “**Corporation**” means the Alliance for Healthier Communities;
- 1.6** “**Letters Patent**” means the Letters Patent and any supplementary letters patent of the Corporation;

- 1.7** “**Meetings of Members**” includes any annual, general, special or any combination thereof of the Members;
- 1.8** “**Members**” means the individuals who are elected to the Board from time to time, who shall be *ex officio* Members for so long as they are directors, and the organizations described in subsection 5.1.1 as admitted by the Board in accordance with subsection 5.3. “Membership” shall have a corresponding meaning;”
- 1.9** “**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any reference in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations; and
- 1.10** “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a Meeting of Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote and present at such meeting.
- 1.11** “**Determinants of Health**” include the social and economic environment, the physical environment, and the person’s individual characteristics and behaviours.
- 1.12** “**Primary Health Care**” is an approach to health and wellbeing centred on the needs and preferences of individuals, families and communities. It addresses the broader determinants of health and focuses on the comprehensive and interrelated aspects of physical, mental and social health and wellbeing. Health care providers from diverse disciplines, including physicians and/or nurse practitioners, contribute to health and health services individually and through collaborative interprofessional practice providing whole-person care for health needs throughout the lifespan, not just for a set of specific diseases. Primary health care ensures people receive comprehensive care - ranging from promotion and prevention to treatment, rehabilitation and palliative care.

Primary health care is rooted in a commitment to social justice and equity. Individuals, families and communities are empowered to optimize their health, as advocates for policies that promote and protect health and wellbeing and as co-developers of health and wellbeing.

(Adapted from the World Health Organization, 2019)

For clarity, interprofessional primary health care must include provision of primary care services inclusive of a physician or nurse practitioner.”

## **2.0 Interpretation**

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- 2.1 All terms which are contained in the By-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations.
- 2.2 Words importing the singular number only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.
- 2.3 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- 2.4 To the extent of any conflict between the provisions of the By-laws and the provisions of either the Act or the Letters Patent, the provisions of the Act or the Letters Patent shall govern.
- 2.5 The unavailability or unenforceability of any provision of the By-laws shall not affect the viability or enforceability of the remaining provisions of the By-laws.

### **3.0 Head Office**

The head office of the Corporation shall be in the City of Toronto in the Province of Ontario, subject to change by Special Resolution, and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.

### **4.0 Seal**

The impression of the seal that is stamped in the margin of the last page of this document shall be the corporate seal of the Corporation.

### **5.0 Membership**

#### **5.1 Classes of Membership**

The Corporation shall have one class of Members.

5.1.1 Memberships may be issued to organizations that meet the criteria for membership as defined in Section 5.2. Each Member shall pay such dues and fees and shall comply with such conditions of Membership as may be imposed from time to time in accordance with the By-laws. Members shall have the right to receive notice of, attend, participate in the discussion of matters properly before the Members, and vote on matters properly before the Members.

#### **5.2 Eligibility**

5.2.1 Eligibility for Membership in the Corporation shall be as follows:

- (i) the individuals who are elected to the Board from time to time, who shall be *ex officio* Members for so long as they are directors;
- (ii) organizations that meet the following criteria:
  - a) Deliver interprofessional primary health care or whose business directly relates to the determinants of health and that also deliver Interprofessional primary health care;
  - b) Be incorporated as a not-for-profit organization or be recognized by the Federal Government as a First Nations Government;
  - c) Meet the definition of community *centered organization*;
  - d) *Support* the vision, mission, and values of Alliance
  - e) *Endorse* the *Health Equity Charter*;
  - f) *Endorse* the *Model of Health and Wellbeing or Model of Wholistic Health and Wellbeing as applicable*;
  - g) Operate in Ontario; and
  - h) Receive funding for its primary care services from the Ontario government *or Federal Government for indigenous organizations*.

### **5.3 Application for Membership by organizations**

All applications for Membership by organizations must be approved by the Board. The Secretary shall promptly inform the applicant of the Board's decision in writing. In the event an application is rejected, the reasons for the rejection will be included in the notice given by the Secretary.

### **5.4 Membership Dues**

**5.4.1** Membership dues shall be determined by the Board and ratified by the Members at the next Meeting of Members duly called for that purpose. Dues paid shall not be refunded to a Member upon resignation unless otherwise determined by the Board.

**5.4.2** Each Member whose dues are in arrears shall be notified in writing by the Secretary of the dues payable by such Member, and if such dues are still outstanding within sixty (60) days of such notice, and such default has not been waived by the Board, the Member in default shall thereupon automatically be suspended from Membership, and not be permitted to vote, make nominations, or exercise any other rights or privileges of Membership. The Secretary shall inform the Member of the suspension in writing. Each defaulting Member may, upon payment of all unpaid dues, be reinstated by a vote of the Board. If however, the dues remain unpaid

further period of six (6) months from the date of the notice of suspension, the Member shall be deemed to have resigned.

- 5.4.3** The Board shall have the capacity, at its discretion, to grant any Member a variance on fees.

## **6.0 Liability of Members**

Members as such, are not answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Corporation.

## **7.0 Resignation of Membership**

- 7.1** Any member may withdraw from the corporation by Notice of resignation in writing mailed or sent by facsimile to the Secretary;
- 7.2** The resignation shall be accepted by the Board at the next Board meeting following receipt of such Notice and shall be effective upon acceptance by the Board; provided that notwithstanding any such resignation, the Member so resigning shall remain liable to the Corporation in respect of any fees, dues or other moneys then outstanding and unpaid, unless the Board shall decide otherwise.

## **8.0 Suspension of Membership Privileges**

The directors may, by resolution passed by the Board, suspend all or any of the Membership privileges of any Member for such length of time, not exceeding one (1) year, as it sees fit, on any of the following grounds:

- 8.1** breaches or non-compliance with the By-Laws or regulations of the Corporation;
- 8.2** breach or non-compliance with any contractual obligation with the Corporation; or
- 8.3** any other act which, in the opinion of the Directors, is contrary to the Mission, Vision, Values and interests of the Corporation.

A resolution of the directors suspending the rights and privileges of any Member shall not be effective unless the Member was provided with notice of the intention to pass such a resolution, and was afforded an opportunity through the Secretary, to be present and to make representations at the meeting of the Board at which the resolution was to be presented.

## **9.0 Termination of Membership**

Membership in the Corporation is not transferable and terminates:

- 9.1** upon dissolution of the Member;
- 9.2** when the Member resigns;

- 9.3** upon default of payment of dues where such default is not waived by the Board or remedied by the Member within sixty (60) days from the date the Member is suspended.
- 9.4** upon determination by special resolution by a two-thirds (2/3) majority vote cast a meeting of members which notice specifying the intention to pass such a resolution has been given.

## **10.0 Meetings of Members**

### **10.1 Location**

All Meetings of Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such days as the directors shall appoint.

### **10.2 Annual General Meeting**

The annual Meeting of Members shall be held within four (4) months of the end of the fiscal year of the Corporation. The Members shall receive an audited financial statement of the Corporation for the last ended fiscal year and the report of the directors. The Members shall appoint auditors for the next year, elect the directors and conduct any other business as may come before it.

### **10.3 Power to call**

The Board or the Chair may at any time call a Meeting of Members of the Corporation. The Board shall call a Meeting of Members on written requisition of not less than one-tenth (1/10) of the Members.

### **10.4 Notice**

No public notice or advertisement of any Meeting of Members is required. However, notice of the time and place of every such meeting shall be given to each Member by sending the notice by mail or facsimile, a minimum of fourteen (14) days before the time fixed for the holding of such meeting; provided that any Meeting of Members shall be held at any time or place without such notice if all the Members of the Corporation are present thereat and, at such meeting, any business may be transacted which the Corporation may transact at annual, general or special meetings. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each Meeting of Members shall remind the Members of their right to vote by proxy and shall include a form of draft proxy.

### **10.5 Errors or omission**

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members

or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any Meeting of Members.

#### **10.6 Addresses**

For the purpose of sending notice to any Member, director or officer or the auditor of the Corporation, for any meeting or otherwise the address shall be the last address and facsimile as recorded on the books of the Corporation.

#### **10.7 Quorum**

The quorum for the transaction of business at any Meeting of Members shall consist of not less than one-third (1/3) plus one (1) of the Members of the Corporation. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 11.4 with regard to notice shall apply to such adjourned meeting.

#### **10.8 Chairperson of the Meeting**

In the event that the Chair is absent and there is no Vice-Chair present who is a director and a representative of a Member, the Members shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the Members shall choose one of their number to be chairperson.

#### **10.9 Voting**

**10.9.1** Each Member in good standing shall be entitled to one vote at each Meeting of the Members.

**10.9.2** At all meetings of members every questions shall be decided by a majority of the votes of the members present in person or represented by proxy, unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, rising, or by any other accessible means declared by the chairperson prior to such decision which enables the full participation of all the Members of the Corporation, unless a poll be demanded by any Member.

**10.9.3** Upon a show of hands, or other method of voting as per section 10.9.2 every member having voting rights shall have one vote and unless a poll be demanded a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact

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

**10.9.4** The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of the votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the chairman of the meeting shall direct and the result of such poll shall be deemed to be the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting whether upon a show of hands, or upon any other method of voting permitted as per Section 10.9.2, or at a poll, the resolution is defeated.

## **10.10 Resolutions**

**10.10.1** Resolutions for consideration by the Members must have the support of two Members.

**10.10.2** Resolutions from Members must be received by the Board at least seventy-five (75) days prior to a Meeting of Members and must be circulated to the Membership at least forty-five (45) days prior to said meeting.

**10.10.3** The Board shall have the right at any time, up to the date of a Meeting of Members, to submit a resolution to the Members in connection with or arising out of business conducted by the Board.

**10.10.4** Emergency resolutions must be submitted, in writing to the Secretary of the Board on or before 6 pm the day prior to any Meeting of Members. Emergency Resolutions must have the support of two member centres and shall deal with an issue that arose after the deadline for submission of resolutions. Emergency resolutions may only be considered after receiving the approval of at least 2/3 of the Members entitled to vote and present at such meeting.

**10.10.5** All Special Resolutions and resolutions to enact or confirm a By-law shall be passed by a two-thirds (2/3) majority vote of the Members entitled to vote and present at such meeting.

## **10.11 Proxies**

**10.11.1** A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

1. a proxy shall be in a form set out by the Corporation;
2. a proxy is valid only at the meeting in respect of which it is given or



- at a continuation of that meeting after an adjournment;
- 3. a member may revoke a proxy by depositing an instrument or act in writing signed by the member or by their agent:
  - i. at the registered office of the Corporation no later than the last business day preceding adjournment of that meeting, at which the proxy is to be used, or
  - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of the meeting after an adjournment of that meeting;
- 4. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands.

**10.11.2** A proxy shall be executed:

**10.11.2.1** by a duly authorized officer of the Member or the Member’s attorney authorized in writing or

**10.11.2.2** in the case of an individual member pursuant to section 5.2.1 (i), by the Member and signed by a witness.

**10.11.3** A person appointed by proxy need not be a Member.

**10.11.4** A proxy may be in the following form:

The undersigned, a Member of The Alliance for Healthier Communities hereby appoints \_\_\_\_\_ of \_\_\_\_\_ or failing the person appointed above, \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to attend and act at the Annual General Meeting of the Members of the said Corporation to be held on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature of Member

**10.11.5** 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 facsimile or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation 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 chairperson of any Meeting of Members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept facsimile or written 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 Corporation, and any votes given in accordance with such facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

#### **10.12 Adjournment**

Any Meetings of Members may be adjourned to any time and from time to time and such business may be transacted in such adjourned meeting as may have been at the original meeting from which such an adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### **10.13 Parliamentary Authority**

Meetings shall be conducted as per the most recent edition of Robert's Rules of Order. Where there is a conflict between Robert's Rules of Order and a By-law or policy of the Alliance, the By-law or policy shall take precedence.

#### **10.14 Resolutions in Lieu of Meetings**

Any By-law or resolution signed by all the Members entitled to vote thereon is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.

### **11.0 Board of Directors**

The affairs of the Corporation shall be governed by the Board who may be known and referred to as directors and who may exercise all such powers and do all such acts and things as may be exercised by the Corporation that are not by the By-laws or by statute expressly directed or required to be done in some other manner.

#### **11.1 Number of Directors**

The board shall consist of 12 directors or such other number of directors as may be determined from time to time by Special Resolution.

#### **11.2 Quorum of Directors**

A quorum of the Board shall be no less than 8 Directors.

### **11.3 Election of Directors**

The Board shall consist of 12 directors elected by the Members.

**11.3.1** The Alliance board shall be inclusive and reflective of the corporation's members and moral owners with input from appropriate groups, including a gender mix and:

**11.3.1.1** shall include a minimum of five (5) senior executive leaders and five (5) directors of members in good standing;

**11.3.1.2** shall include a minimum two (2) Indigenous directors, including one (1) designated by the Indigenous Primary Health Care Council or its successor; *and the second Director nominated with support from the IPHCC or its successor;*

**11.3.1.3** shall include a minimum of two (2) Francophone directors;

**11.3.1.4** shall include a minimum of two (2) directors self-identifying as racialized;

**11.3.1.5** shall include a minimum of two (2) directors who are Two Spirit, Lesbian, Gay, Bisexual, Transgender, Queer and/or Non-Binary (2SLGBTQ+); and

**11.3.1.6** shall reflect all member types, geographic regions, centre sizes, rural, remote and urban areas.

### **11.4 Qualifications of Directors**

The Directors shall:

**11.4.1** be eighteen (18) years or more of age;

**11.4.2** be committed to the Mission, Vision and Values of the Corporation;

**11.4.3** not be an undischarged bankrupt for the duration of their term of office;

**11.4.4** not be an employee of the Corporation; and

**11.4.5** at the time of their election, be an employee, or a Director of a board of directors of a Member in good standing.

**11.4.6** Directors who are elected to the Alliance Board as a Board representative, and who prior to the end of the Alliance term of office, cease to be a Director or employee of a Member, may complete their Alliance term of office on the condition that the Member affirm that the said Director continues to be in good standing with the Member. Under such circumstances, the Alliance Director may complete their term but will not be eligible to be nominated for

a second term of office on the Alliance Board.

Written affirmation must be received within 30 days from the time the Director becomes aware of the situation or within 30 days prior to the next regular meeting of the Alliance Board, whichever is less. If the letter is not received within the specified time frame, the Director will be deemed no longer qualified to hold office on the Alliance Board, and the position will be declared vacant and subject to Section 11.0 hereof.

#### **11.5 Nominees to the Board**

Any Member in good standing may nominate an individual who meets the qualifications of Section 11.4 hereof to stand for election to the Board. Such nomination shall be submitted to the Secretary of the Board. Call for Nominations must be issued no later than 140 days prior to the Annual General Meeting. The Board of Directors will present for consideration nominees consistent with the criteria as set out in Section 11.3 and 11.4 herein. All Nominees from the membership will be considered.

#### **11.6 Term of Office**

Each director shall be elected to hold office for a three (3) year term. The Directors' term of office (subject to the provisions, if any, of the Letters Patent and the By-laws) shall be from the date of the annual meeting following the elections by which the director is elected or from the date of the meeting at which such director is elected or appointed until the annual meeting at which such director's term of office expires, or until such director's successor is elected or appointed or the director resigns.

#### **11.7 Eligibility for re-election**

One-third (1/3) of the Board shall be retired at each annual meeting of the Members but shall be eligible for re-election if otherwise qualified. A director appointed to the Board to fill a vacancy mid-term shall, in addition to the time spent in filling the said vacancy, be deemed eligible to serve for two (2) consecutive terms. No director may serve for more than two (2) consecutive terms unless a period of two (2) years has elapsed since the director has served on the Board.

#### **11.8 Vacation of Office**

The office of a director shall *ipso facto* be vacated if:

**11.8.1** the director ceases to represent a Member of the Corporation;

**11.8.2** the director resigns as a director, by forwarding written notice of such resignation to the Corporation which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

**11.8.3** the director is removed from office by the Members in accordance with Section 11.12 hereof;

**11.8.4** The director fails to attend two (2) regularly scheduled Board meetings within a twelve month period during their term of office. The resulting vacancy shall be filled in accordance with the By-laws. *The Board may suspend the application of this provision in extraordinary circumstances;*

**11.8.4.1** For the purpose of this provision, “regularly scheduled Board meetings” include the five (5) meetings scheduled in the calendar per year including the one day meeting in May. It does not include the meeting to review the logistics of the Annual General Meeting, the AGM itself, Board retreats, or special meetings called by the Chair.

**11.8.4.2** Attendance at a meeting does not preclude a Board member from being absent briefly during each day of the meeting to attend to other commitments provided the Board member is present for a minimum of 50% of the total meeting time as attested by the Minutes of the meeting.

**11.8.5** the director becomes bankrupt or suspends payment of debts compounds with creditors or makes an authorized assignment or is declared insolvent;

**11.8.6** the director dies.

## **11.9 Vacancies on the Board**

All vacancies may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office; otherwise such vacancy shall be filled at the next Meeting of Members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a Meeting of the Members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any Member. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

## **11.10 Remuneration of Directors**

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such director’s position as such, provided that directors may be reimbursed for reasonable expenses incurred by such director in the performance of such director’s duty.

### **11.11 Removal of Directors**

The Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at any Meeting of Members of which notice specifying the intention to pass such 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 any qualified person in the director's stead for the remainder of the director's term.

### **11.12 Indemnities to Directors, Officers and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and such person's heirs, executors, and administrators and estates and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

**11.12.1** all costs, charges and expenses whatsoever which the director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, for, or in respect of any act, deed, manner or thing whatsoever made, done or permitted by such person, in or about the execution of the duties of such person's office or in respect of such liability; and

**11.12.2** all other costs, charges, and expenses that such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses are occasioned by such person's own wilful neglect or default.

The Corporation shall also indemnify any director or officer or other person in such circumstances as the 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 to the extent permitted by law.

### **11.13 Protection of Directors and Officers**

**11.13.1** Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out of or invested, or any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or any loss, conversion, misapplication or misappropriation of any damage resulting from any dealings with any

moneys, securities, or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever may happen in the executive of the duties of such person's respective office or trust, or in relation thereto unless same shall happen by or through his or her own wrongful and wilful act or through such person's own wrongful and wilful neglect or default.

**11.13.2** The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether made or not made, done or entered into in the name or on behalf of the Corporation, except as such shall have been submitted to and authorized and approved by the Board.

**11.13.3** If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a Member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of such person being a director or officer of the Corporation shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

## **12.0 Alliance Representatives to the Canadian Centre for Accreditation Board of Directors**

The Alliance shall appoint one representative for a three (3) year term on the Board of Directors of the Canadian Centre for Accreditation. The appointment and nomination shall be presented to the membership for ratification.

## **13.0 Powers of the Board**

**13.1** The directors of the Corporation may administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may legally enter into and save as hereinafter provided, generally, may exercise all powers and do all other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

**13.2** Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

**13.3** The directors may from time to time:

**13.3.1** borrow money on the credit of the Corporation;

**13.3.2** issues, sell or pledge securities of the Corporation;

**13.3.3** charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation; or

**13.3.4** authorize any director, officer, or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to 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 moneys borrowed or remaining due by the Corporation, and generally to manage, transact or settle the borrowing of money of the Corporation.

#### **14.0 Meetings of the Board**

##### **14.1 Location**

Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. As well, by telephone, video conference or electronically.

##### **14.2 Number of Meetings**

The Board shall meet at least four (4) times per year

##### **14.3 Notice of Meeting**

**14.3.1** No formal notice of any meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or Vice-Chair or by the Secretary of the Corporation on direction of the Chair or Vice-Chair or by the Secretary of the Corporation on direction in writing of two (2) directors.

**14.3.2** Notice of meetings shall be given by telephone, facsimile, e-mail or by other electronic means of communication to each director not less than five (5) days before the meeting is to take place or shall be mailed to each director not less than ten (10) days before the meeting is to take place. If notice of the meeting is given by telephone, written notice of the meeting shall be forwarded to each director immediately thereafter by facsimile.

**14.3.3** The Board may appoint a day or days in any months for regular meetings at an hour to be named and of such regular meetings no notice need be sent.

**14.3.4** If the first meeting of the Board following the election of directors by the Members, if required, is held immediately thereafter, then for such meeting or for a meeting of the Board at which a director is appointed to



fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.

**14.3.5** The certificate of the Secretary or Chair that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.

**14.4 Errors or Omissions**

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting. Any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had there at.

**14.5 Quorum at Meetings**

A quorum of the Board shall consist of half the directors plus one of the filled positions for the purpose of the transaction of business of the Corporation.

**14.6 Voting**

**14.6.1** Questions rising at any meeting of directors shall be decided by a majority of votes.

**14.6.2** All votes at any meeting shall be taken by ballot if so demanded by any director present, but if no demand has been made, the vote shall be taken in the usual way by assent or dissent.

**14.6.3** A declaration by the chairperson of the meeting that a resolution 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 proof of the number of the proportion of the votes recorded in favour or against such resolution.

**14.7 Participation by Telephone, Electronic or Other Communication Facilities**

If all the directors of the Corporation present at or participating in the meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting.

**14.8 Resolutions in Lieu of Meetings**

Any By-law or resolution signed by all the directors entitled to vote thereon is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

## **15.0 Officers of the Corporation**

### **15.1 Appointment of Officers**

**15.1.1** There shall a Chair, Secretary and such other officers that the Board may determine from time to time. And all such other officers shall exercise duties and powers as delegated by the Board of Directors from time to time.

**15.1.2** The officers of the Corporation shall be appointed by the Board from among their number at the first meeting of the Board after the annual Meeting of Members, provided that in default of such an appointment the then incumbents shall hold office until their successors are appointed, as long as such incumbents continue to be qualified.

### **15.2 Duties of the Chair**

**15.2.1** The Chair shall, when present, preside at all meetings of the Directors and Members of the Corporation.

**15.2.2** The Chair shall oversee the governance of the affairs and operations of the Corporation. The Chair with the Secretary or other Officers appointed by the Board for purpose shall sign all By-laws, special resolutions and Membership certificates.

**15.2.3** The Directors may give other duties and powers to the Chair from time to time.

**15.2.4** The Chair shall be an ex-officio Member of all committees.

### **15.3 Term of Office**

The Board shall appoint or elect officers annually or more often as may be required. Officers shall continue in office until the earlier of:

**15.3.1** the officer's resignation;

**15.3.2** the appointment of the officer's successor;

**15.3.3** the officer ceasing to be a director of the Corporation;

**15.3.4** the meeting at which directors annually appoint the officers of the Corporation; following such officers appointment

**15.3.5** the removal of the officer by the Board pursuant to the provisions of Section 15.4 hereof; or

**15.3.6** the death of the officer.

#### **15.4 Removal of Officers**

All officers, in the absence of a written agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

#### **16.0 Financial Year**

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall commence on the 1st day of April of every year and terminate on the 31st day of March in the succeeding year.

#### **17.0 Execution of Instruments**

**17.1** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the Chair together with any Director of the Board as designated by the Board of Directors or CEO; and the Corporation may be signed by the Chair together with any Director of the Board as designated by the Board of Directors or CEO; and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding the foregoing, the Board shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**17.2** The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

**17.3** The term "contracts, documents or instruments in writing" as used in this By-law shall include 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 obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

**17.4** In particular, without limiting the generality of the foregoing, any one of the Chair or a Vice-Chair together with any one of the Secretary, Treasurer or CEO shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

#### **18.0 Cheques, Drafts, Notes, Etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or

not officers of the Corporation and in such manner as the Board may from time to time designate by resolution.

## **19.0 Auditors**

The Members shall at each annual Meeting of Members appoint an auditor to audit the accounts of the Corporation in order to report to the Members. Such auditors shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or by the directors if they are authorized to do so by the Members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. 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 of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

## **20.0 Amendments and Repeal of By-laws**

- 20.1** The Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time, by By-law, amend, repeal or re-enact the By-laws., and any such By-law shall be confirmed by a vote of the Members and become effective when confirmed by a vote of the Members and in accordance with the Act.
- 20.2** By-law No. 1 enacted the 26<sup>th</sup> day of April 2003 of the Corporation is repealed as of the coming into force of this By-law.
- 20.3** Such repeal shall not affect the validity of any contract or agreement made pursuant to, or the validity of any articles as defined in the Act or predecessor charter documents of the Corporation obtained pursuant to any such By-law to its repeal.

All officers and persons acting under the provisions of this By-law and all resolutions of the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent they are inconsistent with this By-law and until amended or repealed.

**AMENDED and CONFIRMED by the Members this 15<sup>th</sup> day of June 2021.**



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Liben Gebremikael  
Board Chair



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Marc Bisson  
Board Secretary