

**CANADIAN ASSOCIATION OF PHYSICAL MEDICINE AND REHABILITATION
BY-LAWS**

DEFINITIONS AND ABBREVIATIONS

- AM: The Annual Meeting includes all educational, business and social activities of the Association held at the Retreat and in conjunction with the Royal College Meeting.
- ABM: Annual Business Meeting
- Association: Canadian Association of Physical Medicine and Rehabilitation
- CAPM&R: Canadian Association of Physical Medicine and Rehabilitation
- CMA: Canadian Medical Association
- Executive: Executive Committee of the Canadian Association of Physical Medicine and Rehabilitation
- Gender: The masculine gender is used throughout these Bylaws for reason of simplicity and brevity only. It shall be interpreted as referring equally to the feminine gender unless specifically stated otherwise.
- PM&R: The medical specialty of physical medicine and rehabilitation
- President: The President of the Canadian Association of Physical Medicine and Rehabilitation
- Royal College or
RCPSC: The Royal College of Physicians and Surgeons of Canada

STATEMENT OF PURPOSE

It is the Purpose of the Canadian Association of Physical Medicine and Rehabilitation (CAPM&R) to provide and maintain a national professional forum and network, for the exchange of information and opinion, which shall contribute to advancing both the specialty of physical medicine and rehabilitation and the provision of rehabilitation within the health care of Canadians.

To achieve this purpose, the Association shall:

- Maintain categories of membership which effectively represent the breadth of clinical practice, education and research in physical medicine and rehabilitation, through trainees and certified specialists in that field, and representatives of other related medical and surgical specialties.
- Support improvements in the quality of physical medicine clinical practice and the provision of adequate compensation for services rendered.
- Provide members with opportunities for professional development.
- Hold annual meetings which permit scientific, business, collegial and social interaction.
- Promote high standards for undergraduate and postgraduate education in the specialty.
- Encourage clinical and basic science research relevant to physical medicine and rehabilitation.
- Maintain liaison with organizations who promote exchanges of views and information between professional and lay groups concerned with rehabilitation.
- Use monies received from membership fees or from other sources to further the purpose of the Association.

BYLAWS

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ARTICLE I

Name

The name of the organization shall be THE CANADIAN ASSOCIATION OF PHYSICAL MEDICINE AND REHABILITATION - L'ASSOCIATION CANADIENNE DE MÉDECINE PHYSIQUE ET DE RÉADAPTATION.

ARTICLE II

Purpose

As in Statement of Purpose.

ARTICLE III

Seal

An impression whereof is made on the final page of these Bylaws shall be the seal of the Association.

ARTICLE IV

Fiscal Year

The fiscal year shall end on the 31st day of December of each year.

ARTICLE V

Official Languages

Shall be English and French.

ARTICLE VI

Offices

SECTION 6.1.0 - Location

The head office of the Association shall be at Ottawa ON Canada. The address shall be considered permanent until such time as it is changed by the Executive.

ARTICLE VII

Membership of the Association

SECTION 7.1.0 - Members

Members of the Association shall be composed of the following classes of members:

- 7.1.1. Active
- 7.1.2. Associate
- 7.1.3. Retired
- 7.1.4. Honorary
- 7.1.5. Resident
- 7.1.6. Medical Student
- 7.1.7. Corresponding

7.1.1. Active members shall be specialists in physical medicine and rehabilitation so certified by The Royal College of Physicians and Surgeons of Canada, or by Le Collège des médecins du Québec. Active members shall be entitled to attend, take part in and vote at all meetings of the Association, and shall be eligible for membership on the Executive and the various committees.

- 7.1.2. Associate members shall consist of medical doctors duly qualified in one or more provinces of Canada who have a significant clinical or research involvement in physical medicine and rehabilitation but who are not accredited as specialists in physical medicine and rehabilitation. They may be drawn from specialties such as rheumatology, neurosciences, pediatrics, orthopedics as well as physicians employed by Workers' Compensation Boards and family physicians. Associate members may attend meetings and participate in discussions but cannot vote or hold executive office.
- 7.1.3. Retired members shall be limited to those members in good standing who have formally stated to the Secretary that they have retired from the practice of medicine. Their names will be announced at the next ABM. They shall continue to have all the rights and privileges associated with their previous membership category, but may not hold executive office.
- 7.1.4. Honorary members will consist of persons who have rendered outstanding service in the realm of PM&R in Canada such that the Association desires to give recognition thereto. Honorary members may attend meetings and participate in discussions but cannot vote or hold executive office.
- 7.1.5 Resident members will consist of residents-in-training in approved Canadian residency programs in physical medicine and rehabilitation. Resident members may attend meetings and participate in discussions but cannot vote or hold executive office
- 7.1.6 Medical Student members will consist of full time medical students interested in physical medicine and rehabilitation. Medical Student members may attend meetings and participate in discussions, but cannot vote or hold executive office,
- 7.1.7. Corresponding members will consist of physicians residing outside of Canada. Members who leave Canada may retain their category of membership or may apply to become corresponding members. Corresponding members may attend meetings and participate in discussions, but cannot vote. They may be members, but not chairs of Standing Committees. They may not hold Executive Office.

SECTION 7.2.0. - Election to membership

Election to membership and changes to membership category take place at the ABM.

7.2.1. Active

(a) Physicians who are qualified specialists in PM&R as in paragraph 7.1.1. above and wish to become Active members shall submit an application in writing to the Secretary. The application form will contain information on medical school, province(s) of licensure, level of training in PM&R and other qualifications.

(b) Physicians who are Resident members in good standing and who have become eligible for Active membership as in paragraph 7.1.1. must become Active members at the next ABM. No new application form need be submitted. Resident members who are eligible for Active membership but remain in a fellowship training program may apply to

maintain their Resident membership for the duration of their training. If any specific reason for non-acceptance is raised, the Executive may, after due investigation, either:

- (i) accept the application in spite of the objection;
- (ii) defer the application pending further information; or
- (iii) reject it.

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

7.2.2. Associate, Corresponding, Resident and Medical Student
Individuals wishing to become Associate, Corresponding, Resident or Medical Student members shall submit an application in writing to the Secretary.

7.2.3. Retired
Members eligible for Retired membership shall submit an application in writing to the Secretary.

7.2.4. Honorary
Members wishing to nominate such individuals should submit the name, with appropriate documentation to the Secretary at least six (6) months prior to an ABM. A minimum of two (2) signatures of Active members should be present for the nomination to be considered. Upon receipt of a nomination, the Chair or the Nominating Committee shall recommend acceptance or rejection of the nomination to the Executive. The Executive will then bring forth the nomination at the ABM.

SECTION 7.3.0. - Dues

7.3.1. Annual membership dues shall be set by the Executive and recommended for approval by the membership at each ABM.

7.3.2. The Association may vary membership dues from year to year as deemed appropriate in the interests of the Association including special assessments. Special assessments may be levied at the discretion of the Executive.

SECTION 7.4.0. - Termination of Membership

7.4.1. Membership in the Association shall cease if:

- (a) the member becomes ineligible to continue the practice of Medicine in Canada by virtue of suspension or restriction of privileges by the provincial licensing body; or
- (b) upon death or resignation; or
- (c) if annual dues are in arrears by one year or more; or
- (d) if the terms of membership under Section 7.1. have significantly changed.

7.4.2. A member may be suspended during any investigation which might show that continuation of his membership is detrimental to the Association.

- 7.4.3. Reinstatement. A member shall be reinstated a) in respect to 7.4.1. (a) above if the member's name has been restored to the provincial medical register; b) in respect to 7.4.1.(c) above if the current dues plus one year of past dues are paid in full. Notwithstanding this proviso, a repetition of such an offence will require payment in full of all arrears prior to reinstatement. In 7.4.2. above, a member shall be reinstated if the matter involving suspension has been resolved in a manner satisfactory to the Executive.

ARTICLE VIII

Fiscal Arrangements

All monies raised or received by the Association from members or otherwise, shall be the property of the Association and shall be utilized in such manner as in the opinion of the Executive is most desirable and necessary for carrying out the objectives of the Association. All financial transactions shall be presented at the next ABM in the Treasurer's report for approval.

ARTICLE IX

Meetings

SECTION 9.1.0. - Annual Business Meeting

- 9.1.1. The ABM shall be held at such time and place within Canada as may be fixed by the Executive.
- 9.1.2. Notice of the ABM shall be mailed or sent by electronic methods to all members eligible to vote at least thirty (30) days prior to the date set for the ABM.
- 9.1.3. Business to be conducted will include:
- (a) introduction of new members;
 - (b) approval of the minutes of the previous ABM;
 - (c) approval of financial statements and fixing of annual dues;
 - (d) appointment of auditor;
 - (e) election of Executive officers and members;
 - (f) president's report and reports of Committee chairs which may be included in the President's report;
 - (g) ratification of the actions of the Executive including expenditures of funds of the Association;
 - (h) other continuing business;
 - (i) new business initiated by the Executive and general membership;
 - (j) presentation of special awards; and
 - (k) transfer of the Office of President.
- 9.1.4. No error or omission in giving notice of any annual or business meeting or any adjourned meeting, whether annual or business, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

SECTION 9.2.0. - Special General Meetings

A special general meeting may be called by the President, by four (4) members of the Executive, or by any twenty (20) voting members. Notice of the meeting must be given to all voting members at least fourteen (14) days before the announced time of the meeting. Such notice shall contain sufficient information to permit a member to make a reasoned judgement on the decision to be taken. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post in providing such service. It shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office.

SECTION 9.3.0. - Participation at Business Meetings

For the purpose of securing the widest participation in the activities of the Association and the carrying out of its objectives, the Executive may, in its discretion, permit or invite representatives of any association, organization, university or branch thereof, department of government, federal, provincial or municipal or any group to attend any annual or special meeting with the right of such persons to participate in discussions and serve on committees but without the right to vote or hold office.

SECTION 9.4.0. - Quorum

Twenty (20) members holding voting privileges constitute a quorum at such meeting.

SECTION 9.5.0. - Voting

- 9.5.1. At all meetings, every questions shall be decided by a majority of the voting members who are present in person, unless the Canada Corporations Act or these bylaws provide otherwise. Each voting member shall be entitled to one vote.
- 9.5.2. Every question shall be decided in the first instance by a show of hands, and unless a poll be demanded, the declaration by the Chair of the meeting that resolution has been carried or not carried or that is has been carried or not carried by any particular majority and an entry to that effect into the minutes of the meeting shall be sufficient evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 9.5.3. If a poll is demanded and not withdrawn the same shall be taken in such manner as the Chair directs and question shall be decided by a majority of votes cast and the results shall be deemed to be the decision of the meeting.
- 9.5.4. In the case of an equality of votes either upon a show of hands or upon a poll the Chair of the meeting shall be entitled to the deciding vote.

SECTION 9.6.0. - Policy Resolutions

- 9.6.1. No resolution dealing with a matter of policy shall, except with the unanimous consent of all voting members present, be placed on the agenda of any ABM unless it has been first considered and recommended by the Executive for discussion.
- 9.6.2. In the event of any question arising as to whether a subject involves a matter of policy, the question shall be decided by a simple majority of the voting members present.
- 9.6.3. No resolution involving a matter of policy shall be adopted except with a 2/3rds majority of the votes cast by the voting members.
- 9.6.4. If a special meeting has been called by twenty voting members who are not on the Executive, resolutions relating to the agenda may be adopted without prior approval of the Executive.

ARTICLE X

Auditors

One or more auditors shall be appointed at the ABM to audit the accounts of the Association. The auditors, when appointed, shall hold office until the next ABM after being appointed or until their successors are appointed unless previously removed by resolution duly passed at an ABM or by the Executive.

ARTICLE XI

Executive Officers of the Association

SECTION 11.1.0. - The elected officers of the Association are:

- 11.1.1. President
- 11.1.2. First Vice-President
- 11.1.3. Second Vice-President
- 11.1.4. Secretary
- 11.1.5. Treasurer
- 11.1.6. Two members at large

11.1.1. President

The President:

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

11.1.2. First Vice-President

The First Vice-President:

- (a) shall be elected at a the ABM for a period of one year, renewable;
- (b) shall have been active on committees of the Association and/or been on the Executive;
- (c) shall act in the absence of the President on behalf of the Association for whatever duties arise during said absence. In the event that the President is unable to continue in office for any reason, the First Vice-President will become Acting President until the next ABM.
- (d) shall ordinarily succeed to the office of President on the completion of the term of the incumbent.

11.1.3. Second Vice-President

The Second Vice-President:

- (a) shall be elected at the ABM for a period of one year, renewable;
- (b) shall have been active on committees of the Association;
- (c) may become Acting President in the event that neither the President nor the First Vice-President are able to continue in office;
- (d) in the event that the First Vice-President is unable to continue in office for any reason, the Second Vice-President will assume the duties of the First Vice-President.
- (e) shall ordinarily succeed to the office of First Vice-President on completion of the term of the incumbent.

11.1.4. Secretary

The Secretary:

shall be elected at the ABM for a period of one year, renewable. The duties of the Secretary may be combined with those of the Treasurer, in which case the title will be the Secretary-Treasurer;

The Secretary shall be responsible for:

- (a) retaining all documents pertaining to the members of the Association;
- (b) the functioning of the office of the Association including the hiring of essential staff, purchase of stationery, office supplies, etc;
- (c) sending notices to the membership indicating time, date and place of the ABM not less than thirty (30) days before the time of the meeting, and shall prepare the agenda for the ABM;
- (d) sending notices to the Executive indicating time, date and place of the next Executive meeting and the main agenda items;
- (e) maintaining a current mailing list of the membership;
- (f) dealing with all correspondence as expeditiously as possible either summarily or by referral to the President, the Executive or the appropriate committee;
- (g) the preparation and custody of the minutes, records, reports and other documents pertaining to the affairs of the Association;
- (h) such other related duties as may from time to time be assigned to him by the President;

- (i) the custodian of the official seal;
- (j) translation of minutes of the ABM into the other official language for distribution to those members who request it.

11.1.5. Treasurer

The Treasurer:

may also be the Secretary, in which case the title shall be known as the Secretary-Treasurer. The Treasurer shall be elected at the ABM for a two year term, renewable;

The Treasurer shall be responsible for:

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

11.1.6. Two Members at Large

The two Members at Large:

- (a) shall be elected at the ABM for one year, renewable;
- (b) shall attend the Executive meetings;
- (c) shall be expected to represent the attitudes and concerns of the membership of the Association.

SECTION 11.2.0. - The Executive Committee

The affairs of the Association shall be managed by an Executive consisting of the elected officers of the Association and the immediate Past President, ex-officio. The Executive Committee may appoint one or more ex-officio members to the Executive Committee, to serve in an advisory non-voting capacity for a term decided by the Executive Committee.

SECTION 11.3.0. - Election and Removal Procedures

The Nominating Committee will present a slate of officers to each ABM, listing its nominees for the officers and members of the Executive.

11.3.1. The President shall hold office for one two (2) year period.

11.3.2. All officers and members, other than the President, shall be eligible for re-election at each ABM.

11.3.3. Any Active member may be nominated from the floor at the ABM provided that there is a seconder and that the member has consented to the nomination.

11.3.4. Voting shall be normally by a show of hands. The President may rule that a voice or written ballot will decide the outcome. The President will not vote except that in the case of a tie the President shall cast the deciding vote.

11.3.5. The removal of an officer of the Association for actions contrary to the best interests of the Association shall be considered by a special general meeting called under the provisions of section 9.2.0.

SECTION 11.4.0. - Duties of the Executive

11.4.1. To transact the financial business of the Association including:

- (a) all regulatory requirements;
- (b) collection of all dues and other monies from whatever source;
- (c) disbursement of legitimate expenses including expenses of members performing duties on behalf of the Executive and authorized by it;
- (d) maintenance of appropriate books;
- (e) provision that no committee shall pledge the credit of the Association or commit it to the expenditure of money or to policies, acts or engagements except as specifically authorized or ratified by the Executive and subject to ratification by the members of the Association where such ratification is required or considered desirable.

11.4.2. To pursue the goals and policies as outlined in the Memorandum of Agreement and in these Bylaws.

11.4.3. To form such committees as are deemed necessary to achieve these and other goals and to appoint their chairs.

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

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

11.4.6. Communicate through the Newsletter matters of general interest to the membership items of information relevant to the practice of physical medicine and rehabilitation as well as editorial points of view and outlines of future planning for the Association.

11.4.7. Assist the various committees in organizing the business, social and scientific sections of the ABM.

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

SECTION 11.5.0. - Meetings

There will be a sufficient number of meetings to cover the agenda as noted in Section 11.4.0. Normally there will be one meeting immediately prior to the ABM and a second one

immediately following the ABM. Normally there will be no more than three meetings per year as well as the two noted above. They will take place in such locations and at such times as are most convenient and economical.

11.5.1. Notice of such meetings shall sufficiently state the purpose or purposes thereof and shall be given to each member of the Executive at least one week before the time of such meeting and at least 14 days notice when notice is sent by mail.

11.5.2. Quorum for such meetings shall be four (4) members of the Executive Committee.

11.5.3. Electronic Meetings

Electronic media meetings, including teleconferences, of the Executive Committee may be held, provided that all Executive Committee members consent to such a meeting, and that the media used permit all Executive Committee members to hear or otherwise communicate effectively with everyone else at all times during the meeting. The Executive Committee may also deliberate and make decisions via electronic mail, electronic discussion groups or other electronic media, provided that all Executive Committee members consent to the decision-making process, that the media used permit all Executive Committee members to communicate effectively with everyone else, and that sufficient time is permitted for all Executive Committee members to participate.

11.5.4. No error or omission in giving notice of any annual or business meeting or any adjourned meeting, whether annual or business, of the Executive of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

SECTION 11.6.0. - Expenses

Members of the Executive may be paid such travelling and living expenses necessarily incurred in connection with carrying out the business of the Association as the Executive shall from time to time authorize. At the time of the ABM, officers and members of the Executive may be paid expenses for the extra time spent at the meeting. This will not normally include travel expenses. No member of the Executive shall receive financial remuneration for activities completed on behalf of the Association.

SECTION 11.7.0. - Borrowing Money

11.7.1. The Executive shall be empowered when authorized by bylaw duly passed by the Executive and sanctioned by at least 2/3rds of the votes cast at the ABM of the members duly called for considering the bylaws to:

- (a) borrow money upon the credit of the Association;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Association;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

- (e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Association to secure any such debentures or other securities or any money borrowed or any other liability of the Association.

11.7.2. Any such bylaw may provide for the delegation of such powers by the Executive to officers or executive members of the Association to such extent and in such manner as may be set out in such bylaw.

11.7.3. Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by, or on behalf of the Association; promissory notes or other negotiable paper may be signed on behalf of the Association by the officers of the Association authorized from time to time to sign negotiable instruments on its behalf for the money so borrowed and interest therein as may be agreed upon and the same and all renewals thereof shall be binding upon the Association without the bank requiring evidence of any resolution of the Executive members.

SECTION 11.8.0. - Saving of Association Funds

11.8.1. Funds collected by the Executive from the membership and from other sources shall be deposited in the first instance into a chequing account of a Canadian chartered bank.

11.8.2. Funds not required for a predictable period of time may be used to purchase bonds, guaranteed investment certificates, preferred shares, managed equity companies or other instruments considered most likely to be safe investments for the Association's money; provided the investment is made with the full knowledge and approval of the whole Executive and ratified by the ABM at its next meeting.

11.8.3. The signing officer for fiscal transactions shall normally be the Treasurer or President. In the absence or inability of both the Treasurer and President to perform their duties, another officer of the Association will be designated to be the authorizing officer.

ARTICLE XII Committees

SECTION 12.0. - Committees

The Executive shall establish special or ad hoc committees according to the requirements of the Association. Such committees shall be established for a fixed term to be determined by the Executive.

12.1. The Executive shall appoint standing, special and ad hoc committee chairs. Committee chairs and members may be removed by the Executive for actions contrary to the best interests of the Association.

12.2. The Committee chairs shall report annually and from time to time to the Executive.

- 12.3. The President of the Association is an ex-officio member of standing, special and ad hoc committees.
- 12.4. The Chair of a committee may, subject to the approval of the Executive, select and co-opt members to his committee.
- 12.5. A liaison to the Specialty Committee in Physical Medicine and Rehabilitation of the Royal College of Physicians and Surgeons of Canada shall be recommended by the Executive.
- 12.6. In the event that a chair of a committee is unable to continue for any reason, the Executive will appoint a successor.
- 12.7. Each committee chair shall prepare a written report to be distributed to the membership in advance of the ABM on the activities of the Committee in the year subsequent to the last annual meeting.
- 12.8. Chairs will invite members to the committee in such a manner as to ensure a fair representation. The term of office of committee chairs will be three (3) years. Committees shall have a chair, vice chair and past chair. Committee chairs will be responsible for identifying the vice chair of the committee who will, in the usual course of events become the next committee chair.
- 12.9. Each chair will develop terms of reference for the committee and submit them to the Executive for approval. Changes may be made by subsequent chairs with the agreement of the Executive and with no change in bylaws.
- 12.10. Chairs will develop a budget for meetings, teleconferences, office supplies, etc. which must be submitted to the Executive for approval or negotiation. The Treasurer of the Association will disburse the expenses on receipt of invoices within the limits of an agreed upon budget. No member of the committee shall receive financial remuneration for activities completed on behalf of the Association.
- 12.11. Without excluding other procedures reports of committees may dealt with by the Executive or ABM as follows:
 - 12.11.1 motion to receive when the report has not been circulated in advance of the Executive Committee or ABM;
 - 12.11.2. motion to accept when the Executive Committee or ABM has received the report and discussed it and is satisfied that the report is complete;
 - 12.11.3 motion to adopt when the Executive Committee or ABM has agreed to take specific action which would then be implemented and be subject of specific motion(s) at the Executive Committee or ABM.

- 12.12 Minutes of committees of the Association are received by the Executive for information only. Recommendations of committees of the Association requiring adoption by the Executive or general membership should be the subject of a separate report by the Committee Chair.
- 12.13 When a committee report contains recommendations which require adoption by the Executive Committee, the chair of the committee shall be entitled to attend the portion of the meeting of the Executive at which the report is submitted and speak to the report.

ARTICLE XIII
Officers' and Directors' Liability Insurance

The Association shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another association, partnership, joint venture, trust or other enterprise against any liability asserted against him incurred by him in any such capacity, or arising out of his status as such.

ARTICLE XIV
Indemnities to Directors and Others

Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

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

ARTICLE XV
Amendments

- 15.1 Amendments to these Bylaws will be made in the form of a motion at a General Meeting of the Association. A two-thirds (2/3) majority is needed to carry a motion to amend.
- 15.2 Members proposing to amend the Bylaws are required to give the proposed motion in writing to the Secretary at least three (3) months prior to the General Meeting at which the proposed motion is to be voted upon. This proposed motion shall carry at least five

(5) signatures of Active members. Also, the Executive Committee can itself propose a motion to amend the Bylaws.

- 15.3 Notification of a motion to amend the Bylaws must be mailed or sent by electronic methods by the Secretary to all members at least one month prior to the General Meeting at which the motion is to be discussed and voted upon.
- 15.4 The amendment or repeal of any bylaw shall not be enforced or acted upon until the approval of the Ministry of Industry is obtained.

Approved: AGM September 26, 1996 – Halifax, NS
Industry Canada March 20, 1997
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