



# **Constitution and By-law No. 16**

## CONSTITUTION

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The objects of this Association shall be to advance public museum services in Canada, to promote the welfare and better administration of museums, and to foster a continuing improvement in the qualifications and practices of museums professionals by:

- (a) aiding in the improvement of museums and institutions for the collection, preservation, research, exhibition and interpretation of the works of man and nature;
- (b) acting, at the national level, as an information consultant and as a clearinghouse for information of interest to museums and museum professionals;
- (c) promoting, supporting and developing museum training programs;
- (d) advancing among museum employees the observance of high standards of ethical conduct and professional practice;
- (e) extending job placement assistance to individuals and institutions;
- (f) acting as a spokesman for the museum community in Canada, with a view to protecting and/or furthering its interests;
- (g) co-operating with other associations, regional, national and international; contributing to the public understanding of the functions of museums.

### BY-LAW No. 16

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BE IT ENACTED (together with such additions and amendments as the Minister of Industry Canada, Corporations Directorate may require) as a By-law of the Association as follows:

By-law No. 11 as amended By-Law No. 12, By-law No. 13, By-law No.14 and By-law No. 15 relating generally to the transaction of the business and affairs of the Canadian Museums Association/Association des musées canadiens are hereby revoked and replaced by the following:

#### 1. INTERPRETATION

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

- (a) all reference to gender shall be taken to mean both genders unless specifically stated otherwise;
- (b) "Association" means the Canadian Museums Association;
- (c) "Corporations Act" means the *Canada Corporations Act*, R.S.C. 1970, C.32, and any statute amending or enacted in substitution therefore, from time to time;
- (d) the "Board of Directors" means the Board of Directors of the Association;
- (e) "Director" means a member of the Board of Directors of the Association;
- (f) "Director-at-large" means those candidates referred to in Section 6.5 that have been elected by the members in accordance with Section 6;
- (g) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers, 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, bonds, debentures or other securities and all paper writings;
- (h) "Officers" means the persons who hold the offices enumerated in Section 5.1;
- (i) "Past President" means the person whose term of office as President has most recently expired and who is willing to serve as such.

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

#### 2. HEAD OFFICE

2.1 The Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario, Canada. The Association may establish such other local or regional offices or agencies elsewhere in Canada as the Board of Directors may, by resolution, determine.

#### 3. SEAL AND EMBLEM

- 3.1 The seal, which is impressed hereon, shall be corporate seal of the Association.
- 3.2 The Executive Director, acting under the direction of the President or Vice-President shall have authority to affix the corporate seal of the Association to any documents requiring the same.

#### 4. BOARD OF DIRECTORS

4.1 *Board of Directors* The affairs of the Association shall be managed by a Board of Directors comprised of eight (8) voting Directors being the President, the two (2) Vice-Presidents and the five Directors-at-large and two (2) non-voting ex-officio Directors being the Past-President and the Executive Director.

4.2 *Duties of the Board of Directors* The Board of Directors shall be responsible to the membership for the formulation of policy and the management of the affairs of the Association. The Board of Directors shall determine all such policy of the Association as is not by the Corporations Act or by this By-law required to be exercised by the Association in general meetings, subject, nevertheless, to any provisions of this By-law, to the provisions of that Act, and to such rules or other directions not inconsistent with such By-laws or provisions as may be prescribed by the Association in general meetings; but no By-law and no rule or other direction made by the Association in general meetings, shall invalidate any prior act of the Board of Directors which would have been valid if such a By-law, rule or other direction had not been made. The Board of Directors shall by resolution fix the remuneration of all of its agents and employees.

4.3 *Directors-at-large* Subject to the provisions of Section 4.4, Directors-at-large shall be elected in the manner set out in Section 6, each of whom, subject to the provisions of the Letters Patent and any Supplementary Letters Patent, shall hold office for three (3) years from the date of their election by the membership and until his successor has been duly elected and qualified.

4.4 *Qualifications* Each director shall:

- (a) be at least eighteen (18) years of age;
- (b) not be an undischarged bankrupt or a mentally incompetent person;
- (c) be a member of the Association who is qualified by the terms of Section 6.2 to hold office.

If a person ceases to be a member of the Association who is qualified by the terms of Section 6.2 to hold office, or becomes bankrupt or a mentally incompetent person, or resigns, he thereupon ceases to be a director, and the vacancy so created may be filled in the manner prescribed by Section 4.5.

4.5 *Vacancies* Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors, and any person so chosen shall retain his office only for so long as the vacating member would have retained the same if no vacancy had occurred. The person, however, retains the right to run for the same position in a succeeding term.

4.6 *Removal of Directors* Membership in the Board of Directors may be withdrawn prior to the completion of a member's full term by a vote of two-thirds of the members of the Board of Directors.

4.7 *Mandatory Vacating of Office*

- (a) A director shall vacate his office if he is concerned in, or participates in, the profits of any contract with the Association. However, a director shall not be required to vacate his office by reason of his being a shareholder or member of any corporation which has

entered into any contract with or done any work for the Association of which he is a director if he has not voted in respect of such contract or work;

- (b) A director shall vacate his office if he is absent from more than two consecutive Board meetings and can show no just cause for his absence.

4.8 *Quorum* A quorum of the Board of Directors shall consist of at least five (5) voting directors. The Executive Director or his designate shall attend meetings of the Board of Directors and act as recording secretary.

4.9 *Meetings* Meetings of the Board of Directors shall be called at the President's discretion or by the written request of two directors and shall be accompanied by a statement of the purpose of the meeting. A minimum of four meetings each fiscal year must be held. Should the President or any officer fail to attend such a meeting, or having attended, decline to act, the directors present, providing they constitute a quorum, may elect a Chairman and Secretary and proceed with the business of the meeting.

4.10 *Notice* Subject to the provisions of Section 4.9, written notice of a Board of Directors meeting, setting out the time and place of such meeting, shall be delivered or mailed to each director not more than sixty (60) days and not less than ten (10) days before the meeting is to take place. The statutory declaration of the Executive Director or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.11 *Voting* Questions arising at any meeting of the Board of Directors shall be decided by a majority vote. In the case of an equality of votes, the Chairman in addition to his original vote, has a second or casting vote. At all meetings of the Board of Directors, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman 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.

4.12 *Remuneration of Directors* Members of the Board of Directors, as such, shall not receive any stated salary for their services, but by sanction of the Association, travel costs and per diem expenditures may be afforded those members of the Board of Directors for attendance at each meeting of the Board of Directors, providing that nothing herein contained shall be construed to preclude any member of the Board of Directors from serving the Association in any other capacity.

4.13 *Indemnities to Directors etc.* Every director and officer of the Association or any other person who has undertaken or

is about to undertake any liability on behalf of the Board of Directors or a person who acts or acted at the Association's request as a director or officer of another company of which the Association is or was a shareholder or creditor and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever which the director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or 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; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own wilful neglect or default.

4.14 *Insurance* The Association may purchase and maintain insurance for the benefit of any person referred to in Section 4.13 against any liability incurred by him:

- (a) in his capacity as a director or officer of the Association, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Association;
- (b) in his capacity as a director or officer of another company as set out in Section 4.13 where he acts or acted in that capacity at the Association's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the other company.

4.15 *Protection of Directors and Officers* No directors or officers of the Association 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 happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful or wilful act or through its own wrongful and wilful neglect or default.

4.16 *Responsibility for Acts* The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction

whether or not made, done or entered into in the name or on behalf of the Association except such as shall have been submitted to and authorized or approved by the Board of Directors.

4.17 *Ex Officio Directors* The Past President and the Executive Director shall each be an ex-officio director of the Association and shall not be entitled to vote at a meeting of directors and shall not be included in determining whether there is a quorum of directors.

## 5. OFFICERS

5.1 The officers of the Association shall be as follows:

- (a) President;
- (b) two Vice-Presidents.

5.2 *Duties* The duties of the Officers shall be as follows:

- (a) The President shall normally preside at all meetings of the Association and of the Board of Directors. The President shall be an ex-officio member of all committees;
- (b) The Vice-Presidents shall, in the absence of the President, perform the duties of the President and when so acting shall have all the power and be subject to all responsibility hereby given or imposed upon the President.

5.3 *Term* Subject to Section 5.4, the officers of the Association shall hold office for two (2) years from the date of their election by the membership and until their successors are elected by the membership in their stead.

5.4 *Removal of Officers* An officer of the Association may be removed from office before completion of a full term by a vote of two-thirds of the members present at the Annual General Meeting of the Association or at a Special General Meeting called in accordance with the regulations set forth in Section 7.21 or 7.22 respectively.

5.5 *Executive Director* The Executive Director and Chief Executive Director, hereinafter called the Executive Director, shall be the principal administrative officer of the Association in accordance with the decisions and resolutions of the Board of Directors. The Executive Director or his designate shall act as recording secretary to the Board of Directors and shall assist all Committee Chairs in the performance of their duties. The Executive Director shall have the authority to engage and dismiss staff within the Secretariat subject to administrative and financial guidelines established by the Board of Directors of the Association, and may delegate such responsibilities as are necessary to enable staff members to perform effectively their duties and assignments.

## 6. ELECTION OF DIRECTORS AND OFFICERS

### 6.1 *Nomination of Directors and Officers*

- (a) Not later than forty-five (45) days before the Annual General Meeting, the Board of Directors shall provide the Executive Director with a copy of the recommended slate of Directors-at-large and officers for nomination for election at the next Annual General Meeting of the Association as proposed by the Nominations Committee for circulation to the members of the Association;
- (b) Voting members of the Association may submit additional nominations for Directors-at-large (but not for officers) in writing to the Executive Director at the Head Office of the Association not later than fourteen (14) days prior to the date of the Annual General Meeting. Such nominations must be supported by two voting members of the Association and must include the concurrence of the nominee.

### 6.2 *Eligibility for Nomination to Board of Directors*

- (a) All individual voting members and designated representatives of Institution members and Association members shall be eligible for nomination to the Board of Directors;
- (b) A retiring member of the Board of Directors shall be eligible for re-election to the same position on the Board of Directors only after one year has elapsed after serving one three-year term. Retiring Directors-at-large may, however, be eligible for re-election to the Board of Directors as an Officer, subject to Sections 6.3 and 6.4.

### 6.3 *Eligibility for Nomination as an Officer* President – A nominee must have served on the immediately preceding Board of Directors.

### 6.4 *Re-Election* The President and Vice-Presidents may not be re-elected for a second term to the same position.

### 6.5 *Nomination for Directors-at-large* Candidates for election as Directors-at-large by the members shall include:

- (a) the slate of candidates for Directors-at-large proposed by the Nominating Committee; and
- (b) the persons whose names are put in nomination for election as a Director-at-large by any Member pursuant to Sections 6.1 and 6.2.

### 6.6 *Rejection of Officer Proposed by Nominating Committee*

If the Annual General Meeting does not elect a person proposed by the Nominating Committee as an Officer, the Nominating Committee shall appoint an interim Officer who should not be the person whose nomination was rejected, and shall submit a new nomination to the next Annual General Meeting in accordance with the procedure specified in this Section 6.

## 7. MEMBERSHIP

### 7.1 *Definition* The membership of the Association shall consist of all members who are enrolled on the records of the Association as members on the date of enactment of this By-law, together with such other individuals, corporations, partnerships and other entities admitted to membership from time to time pursuant to procedures hereinafter set forth.

Application for membership shall be subject to the approval of the Board of Directors. The Board of Directors shall review the membership roll annually and exclude those who no longer meet the requirements of membership.

### 7.2 *Voting Classes* There shall be five (5) classes of voting for membership in the Association:

- (a) Institution members;
- (b) Regular individual members;
- (c) Fellows;
- (d) Association members;
- (e) Honorary life members.

### 7.3 *Institution Member* Museums are institutions created in the public interest. They engage their visitors, foster deeper understanding and promote the enjoyment and sharing of authentic cultural and natural heritage. Museums acquire, preserve, research, interpret and exhibit the tangible and intangible evidence of society and nature. As educational institutions, museums provide a physical forum for critical inquiry and investigation.

Museums are permanent, not-for-profit institutions whose exhibits are regularly open to the general public. This definition encompasses institutions that pursue similar objectives and accomplish most or some of a museum's functions. Accordingly, the following are also recognized as museums:

- Exhibition places such as art galleries and science and interpretation centres;
- Institutions with plant and animal collections and displays, such as botanical gardens, biomes, zoos, aquariums and insectariums;
- Cultural establishments that facilitate the preservation, continuation and management of tangible and intangible living heritage resources, such as keeping houses and heritage centres;
- Natural, archaeological, ethnographic and historical monuments and sites.

The Director or chief executive officer of the institution, as recorded in the CMA Directory of Museums or as otherwise known to the Association shall be the authorized representative of each institution at any Annual General Meeting or Special General Meeting of the Association, except that the Director of an institution may delegate in writing an alternative representative for a specific meeting

provided that such delegation is received by the Executive Director at least twenty-four (24) hours prior to such an Annual General or Special General Meeting.

7.4 *Regular Individual Member* A person, who is interested in the Association and who is or has been employed by or associated with a Museum or association eligible for membership in the Association as confirmed by a responsible officer of that Museum or association, may apply to the Board of Directors for admission as a regular member subject to the payment of an annual fee. Employees of the Association are also eligible.

7.5 *Fellow* The Board of Directors may appoint as Fellows of the Association, persons who are, or have been, individual members of the Association, who have contributed in a distinctive and exemplary fashion to their profession, have contributed to the advancement of museums and have made a significant contribution to the work of the Association. Such members are appointed for life, and may use the letters FCMA after their names. The number of Fellows at any one time shall be limited to fifty (50) but need not reach that figure. Candidates may be proposed for Fellowship by any member of the Association in good standing. The duties of the Fellows are:

- a) To elect a Chair and to establish other officers at their discretion;
- b) To assist in receiving nominations for Fellowship in the Association and to make recommendations to the Board of Directors on the appointment of Fellows;
- c) To participate in making recommendations to the Board of Directors on other awards which may be bestowed on members, former members and non-members of the Association; and,
- d) To serve in any other capacity which the Board of Directors and the Fellows of the Association deem useful and appropriate.

7.6 *Association Member* Associations, which are legally incorporated and professionally related to the aims and objects of the Canadian Museums Association. The President of the association member, as recorded in the CMA Directory of Museums or as otherwise known to the Association, shall be the authorized representative of each association member to represent the association member at any Annual General Meeting or Special General Meeting of the Association, except that the President of an association member may delegate in writing an alternative representative for a specific meeting, providing that such delegation is received by the Executive Director at least twenty-four (24) hours prior to such Annual General or Special General Meeting.

7.7 *Honorary Life Member* A person who by long service or exceptional contribution to the museum community is awarded life membership in the Association. Such a person must be nominated by three (3) members in good standing

of the Association. Nomination must be received by the Awards Committee in sufficient time for the Board of Directors to receive the Awards Committee recommendations no later than the full Board of Directors meeting before the Annual General Meeting. Honorary Life Membership does not preclude the recipients from holding a regular membership in the Association with the attendant rights and privileges.

7.8 *Non-Voting Classes* There shall be three (3) classes of non-voting membership in the Association:

- (a) Affiliate Member;
- (b) Sustaining Member;
- (c) Student.

7.9 *Affiliate Member* A person, institution, association, business or group based in Canada or in another country which, although not directly involved in the work of the museum community, wishes to support the aims and program of the Association, subject to the payment of an annual fee.

7.10 *Sustaining Member* There shall be four (4) categories of sustaining members:

- (a) Corporate Donor;
- (b) Individual Donor;
- (c) Benefactor;
- (d) Patron.

7.11 *Corporate Donor* One who makes an annual donation of an amount under the conditions as may be determined by the Board of Directors from time to time. (The designation of a corporate donor will normally be for a given number of months from the date of the donation and may be renewed for a further period by a further donation.)

7.12 *Individual Donor* One who makes an annual donation of an amount under the conditions as may be determined by the Board of Directors from time to time. (The designation of an individual donor will normally be for a given number of months from the date of the donation and may be renewed for a further period by a further donation.)

7.13 *Benefactor* One who makes a number of donations over a period to a total amount as may be determined by the Board of Directors from time to time. (A benefactor may be a corporation or individual. The benefactor designation will normally be assigned as of the date of the gift, or the most recent gift, and will continue indefinitely.)

7.14 *Patron* A person whose interests lend support to the Association and who is so appointed by the Board of Directors may be designated a Patron of the Association.

7.15 *Student* A person who wishes to support the objectives and programs of the Association and who is in full-time attendance at a bona fide educational institution, subject to the payment of an annual fee.

- 7.16 *Transfer of Membership* Membership in the Association is not transferable.
- 7.17 *Termination of Membership* A membership in the Association automatically terminates upon the happening of any of the following events:
- (a) if the person, in writing, resigns as a member of the Association, such notice to be given to the Association;
  - (b) if a member dies;
  - (c) when, after warning, no just cause can be shown for a default of payment of fees;
  - (d) if a member fails to comply with all of the terms and conditions that the Board of Directors may impose as a condition of membership;
  - (e) when so decreed in a resolution of the Board of Directors.
- 7.18 *Membership Fees* Wherever an annual fee is prescribed for a category of membership, the fee shall be payable on application for membership and annually thereafter no later than the end of the second month following the anniversary date of acceptance by the Board of Directors of an application for membership.
- 7.19 *Changes in Membership Fees* When a change in the fee is approved by the Board of Directors, the effective date of the change shall be the first of any month as determined by the Board of Directors at which the change was approved and all fees, including renewals, that fall due after the effective date of change shall be payable at the new rate (but a renewal which falls due before the date of any change in fee may be renewed at the rate in force when the renewal came due within the two month period provided in Section 7.18 above).
- 7.20 *Membership General* Various responsibilities for membership are assigned as follows:
- (a) *Questions* Questions concerning membership issues are assigned to the President and/or his designate from the Board of Directors as required;
  - (b) *Review* The review of membership applications for the ratification of the Board of Directors are assigned to an ad hoc committee chaired by a Vice-President.
- 7.21 *Annual Meeting* The Annual General Meeting of the members of the Association shall be held in such place within Canada and at such time (not later than six months after the end of the Association's fiscal year) as may be fixed from time to time by resolution of the Board of Directors for the purpose of:
- (a) hearing and receiving the reports and statements required by the *Corporations Act* to be read at and laid before the Association at an annual meeting;
  - (b) electing directors pursuant to Section 6.1;
  - (c) appointing the auditor and fixing or authorizing the Board of Directors to fix his remuneration; and
- (d) the transaction of any other business for which proper notice has been given to be brought before the meeting.
- 7.22 *Special General Meeting* A Special General Meeting may be called at any time:
- (a) by the President;
  - (b) by resolution of the Board of Directors;
  - (c) by a petition signed by not less than fifty (50) or one-tenth of the voting members of the Association whichever is the lesser number and any petition shall state the nature of the business to be considered at the meeting; or
  - (d) by the Members as provided by the *Corporations Act*.
- Such meeting shall be held at such times and places as the Board of Directors may determine. Any special meeting called by the Members shall be held within twenty-one (21) days from the date of the petition. All other notice requirements as set out in Section 7.23 shall apply mutatis mutandis.
- 7.23 *Notice of Meetings* Notice of meeting shall be served by sending each member, not later than thirty (30) days before the date of the Annual General Meeting and further fourteen (14) days before a Special General Meeting and directed to such address of each member as appears on the records of the Association, a printed, written or typewritten notice stating the date, hour, place of meeting and general nature of business to be transacted.
- 7.24 *Omission of Notice* The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any member of the Association shall not alone invalidate any resolution passed, or any proceedings taken, at any meeting of members if in all other respects, the meeting has been properly called and conducted.
- 7.25 *Quorum* The presence in person of at least fifty (50) voting members, or of one-tenth of the voting members, whichever is the smaller number, shall constitute a quorum at general meetings.
- 7.26 *Voting*
- (a) *One vote* Each voting member is entitled to one vote. Institution Members, Individual Members and Association Members may vote by proxy. The names of proxies shall be registered in writing with the Executive Director of the Association, or his designate, at least twenty-four (24) hours in advance of the time set for the meeting;
  - (b) *Majority* A simple majority of the votes cast shall constitute a decision of the membership of the Association, except for the revision of the Constitution and/or By-laws. No By-law for the purpose of changing the place where the head office of the Association is to be situated is valid or shall be

acted upon unless it is sanctioned by at least two-thirds of the voters cast a Special General Meeting of the members duly called for considering the By-law.

7.27 *Chairman* The President or in his absence a Vice-President shall preside at all meetings of the members. If the President and Vice-Presidents are all absent or decline to act, the members may choose one of their numbers to be Chairman. The Chairman shall be entitled to vote when the vote is by ballot and in all other cases where the vote will determine the result of a motion.

7.28 *Procedures* All meetings of members of the Association, including those of the Board of Directors and Committees, shall be conducted in accordance with procedures laid down in *Roberts Rules of Order*.

## 8. COMMITTEES

8.1 *Standing Committees* The Nominating Committee shall be a standing committees of the Association.

### 8.2 *Duties of Committees*

*Nominations* The Nominating Committee shall consist of up to six members and shall include the Past President, one member selected from the current Board of Directors, the current Executive Director and up to three members selected by the membership at the Annual General Meeting. The members of the Nominating Committee shall serve for a one-year term. The Chairman of the Nominating Committee selected as aforesaid will be the Past President. The Nominating Committee shall:

- (a) Receive nominations and suggested nominations from members of the Association;
- (b) Propose additional candidates for nomination;
- (c) Having regard to specific nominating criteria to be developed annually by the Board of Directors in line with needs of the Association at that time and respecting the diversity of the Museum community, to prepare a slate of eligible and willing candidates from among members of the Association to fill vacancies on the Board of Directors or among the elected officers of the Association at the next Annual General Meeting;
- (d) Present to the Board of Directors of the Association through the President the officers and the slate of candidates for election as Directors-at-large to the Board of Directors prepared by the committee no later than sixty (60) days before the Annual General Meeting at which elections will be held;
- (e) Be responsible for presenting through the Board of Directors to the membership of the Association, not later than forty-five (45) days before the Annual Meeting, the officers to be appointed together with a slate of candidates as Directors-at-large for the Board of Directors.

8.3 *Other Committees* It shall be in the power of the Board of Directors to establish other committees as deemed necessary. Such committees shall work within an annual

budget approved by the Board of Directors.

8.4 *Committee Membership* All the members of the Standing Committees and a majority of the members of ad hoc committees must be voting members of the Association. Chairmen of ad hoc committees may be chosen from outside the Board of Directors.

## 9. EXECUTION OF DOCUMENTS

9.1 *Contracts* Any and all deeds, documents, instruments and writings signed for, on behalf of, and in name of the Association by the Executive Director (other than routine expenditures within the guidelines of an approved budget) shall be approved through the Board of Directors and shall be binding upon the Association. Any such authorization may be general or confined to specific instances. Save as aforesaid or as otherwise by these By-laws provided, no officer, agent or employee shall have any power or authorization to bind the Association by any contract or engagement or to pledge its credit.

9.2 *Cheques and Drafts* All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued, accepted or endorsed in the name of the Association shall be signed by the those individuals as designated by the Board of Directors from time to time. The personnel designated for the purpose, may arrange, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank forms of settlement of balance and release or verification slips.

9.3 *Books and Records* The Association shall keep proper books of accounts with respect to:

- (a) The receipt and expenditure of all sums of money received, granted or expended by the Association;
- (b) All sales and purchases by the Association;
- (c) The assets and liabilities of the Association;
- (d) All other transaction affecting the financial position of the Association.

## 10. BANKING ARRANGEMENTS

10.1 *Deposits* All funds of the Association shall be deposited from time to time to the credit of the Association in such bank or banks or trust companies or with bankers as the Board of Directors may approve.

## 11. BORROWING BY THE ASSOCIATION

11.1 *Borrowing Authorization* Subject to the limitations set out in these By-laws or in the Letters Patent or any Supplementary Letters Patent of the Association, the Board of Directors may:

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

11.2 *Board of Directors Designation* From time to time the Board of Directors 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 terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

## 12. FISCAL YEAR

12.1 *Fiscal Year* The fiscal year of the Association shall end on the 31<sup>st</sup> day of December.

## 13. NOTICE

13.1 *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 any meeting or other event, the date of giving and receiving the notice is, unless otherwise provided, included.

13.2 *Omissions and Errors* The accidental omission to give notice of any meeting of the Board of Directors to members or non-receipt of any notice by any Director or member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Association may any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## 14. BY-LAWS AND AMENDMENTS ETC.

14.1 *Revisions of the Constitution* The Constitution of the Association may be revised by the enactment of a special By-law authorizing an application for Supplementary Letters Patent in the customary form by a vote of two-third of the votes cast at an Annual General Meeting of the Association, provided that the proposed changes are submitted for review in writing to all members prior to or at the Annual General Meeting preceding the Annual General Meeting at which action is to be taken and provided also that such revisions shall not be enforced or acted upon until the necessary Supplementary Letters Patent are issued in

accordance with the procedures set forth in the *Corporations Act*.

14.2 *By-laws* The By-laws of the Association may be enacted, repealed, amended or re-enacted by a vote of two-thirds of the votes cast at an Annual General Meeting or Special General Meeting of the Association, provided that thirty (30) days' notice of such enactment, repeal, amendment, or re-enactment is given to the active members by mail to their address as recorded by the Secretariat, and provided that such enactment, repeal, amendment or re-enactment shall not be enforced or acted on until the approval of the Ministry of Industry Canada has been obtained as required under the *Corporations Act*.

## 15. AUDITORS

15.1 *Appointment of Auditors* The members at each Annual General Meeting shall appoint one or more auditors to hold office until the close of the next Annual General Meeting and, if an appointment is not so made, the auditor in office continues in office until his successor is appointed.

15.2 *Vacancy* The Board of Directors may fill a casual vacancy in the office of the auditor but while the vacancy continues, the surviving or continuing auditor, if any, may act.

15.3 *Removal of Auditors* Members, by a resolution passed by at least two-third of the votes cast at a General Meeting of which notice specifying the intention to pass such a resolution was given, may remove any auditor before the expiration of his term of office and shall, by a majority of the votes cast at the meeting, appoint another auditor in his stead for the remainder of his term.

15.4 *Remuneration* The remuneration of the auditor or auditors shall be fixed by the Board of Directors.

15.5 *Examination of Records* At least once in every fiscal year, the accounts of the Association shall be examined and the correctness of such accounts and the balance sheet shall be certified by the auditor or auditors appointed. Such audited accounts shall be presented at the next Annual General Meeting of the Association.

## 16. DISSOLUTION

16.1 *Dissolution* If this Association is dissolved, upon dissolution the entire assets thereof, after its just debts are paid, shall be distributed to a charitable organization or organizations, or to a municipal government or governments, or to a provincial government or governments or to the federal government, in such a way as to ensure that no direct benefit may accrue to a member or members of the Association.

## **17. NON-PROFIT**

17.1 The Association is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Association are to be used in promoting its objects.

## **18. LANGUAGE**

18.1 The official languages of the Association shall be English and French. In constructing this By-law, both its English and French version are equally authentic.

## **19. EFFECTIVE DATE**

19.1 This By-Law No. 16 shall come into full force and effect upon the approval of the Ministry of Industry Canada.