

**CANADIAN HEALTH FOOD ASSOCIATION/  
L'ASSOCIATION CANADIENNE DES ALIMENTS DE SANTE**

**BY-LAW 1**

A by-law relating generally to the conduct of the activities and affairs of CANADIAN HEALTH FOOD ASSOCIATION/L'ASSOCIATION CANADIENNE DES ALIMENTS DE SANTE (the "**Association**").

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Association as follows:

**INTERPRETATION**

1. Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise specifies or requires:

- (a) "**Act**" means the *Canada Not-for-profit Corporations Act* and the regulations thereunder, as from time to time amended, and every statute or regulation that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Association shall be read as referring to the amended or substituted provisions;
- (b) "**by-law**" means any by-law of the Association from time to time in force and effect;
- (c) "**Member**" means any person admitted as a member of the Association, as described in paragraphs 4 and 5;
- (d) all terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act;
- (e) words importing the singular number only shall include the plural and *vice versa*; words importing any gender shall include all genders; the word person includes, without limitation, an individual, corporation, partnership, trust, and any other legal or business entity, as the context requires; and
- (f) 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.

## **REGISTERED OFFICE**

2. Unless changed in accordance with the Act, the registered office of the Association shall be in the City of Toronto, in the Province of Ontario.

## **SEAL**

3. The Association may, but need not, have a corporate seal.

## **MEMBERSHIP**

4. Entitlement

Membership in the Association shall consist of those persons, who are not individuals, who are admitted as Members of the Association by resolution of the board of directors. The directors may delegate to the President (or such other officer of the Association as the directors may designate), the authority to admit Members, within the parameters established by the by-laws. The President (or such other officer) shall advise a Member forthwith of such Member's admission.

The directors may recognize from time to time, such persons as they consider appropriate, as associates of the Association. Associates shall not be Members of the Association and shall not have the right to vote or have any other rights or entitlements with respect to the Association.

5. Members

A Member is a person, who is not an individual, and who has as a business activity the manufacture, importation, distribution, promotion, brokering or sale of natural health products, sustainable products, and/or organic products, or who has as a business activity the supply of goods or services to anyone who is engaged in the manufacture, importation, distribution, promotion, brokering or sale of natural health products, sustainable products, and/or organic products, and who has applied for and been admitted into membership as a Member. For greater certainty, in determining whether to admit a prospective Member, the board of directors or its delegate will consider if the admission of such person as a Member would be prejudicial to the Association or a majority of its Members.

Each Member is entitled to receive notice of, attend and vote at all meetings of Members and each Member is entitled to one vote per Member.

6. Resignation

Any Member may resign from membership in the Association upon notice in writing thereof received by the President. A resignation shall be effective from the date specified in the notice or the date on which such notice is delivered to the President, whichever is later. In the case of resignation, a Member shall remain liable for payment of any outstanding membership fees levied or which became payable by the Member to the Association prior to the resignation of such person.

7. Termination of Membership

The interest of a Member in the Association is not transferable and lapses and ceases to exist:

- (a) upon death or dissolution of the Member;
- (b) when the Member's period of membership expires in accordance with paragraph 8 hereof;
- (c) when the Member ceases to be a Member by resignation or otherwise in accordance with the by-laws;
- (d) if at a meeting of directors a resolution is passed to expel the Member or to transfer the Member to associate status by at least three-quarters of the votes cast at the meeting, provided that the expelled Member or associate shall have the right to appeal to the membership at the first annual meeting of Members held following expulsion or transfer of the Member; or
- (e) if the Association is liquidated or dissolved.

8. Membership Fees

Annual membership fees shall be set by the directors by resolution at least 30 days prior to the beginning of the calendar year. Such fees may be based on the nature and size of the business activities of the Member, or such other criteria as the directors may determine. Members shall be notified in writing of the membership fees at any time payable by them and, if any fees are not paid within one calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members. Defaulting Members may on payment of all unpaid fees be reinstated by a unanimous vote of the directors. Members in default shall be subject to paragraph 16 with respect to that Member's right to vote.

**MEMBERS' MEETINGS**

9. Annual or Special Meetings

The directors of the Association:

- (a) shall call an annual meeting of Members not later than 15 months after holding the last preceding annual meeting but no later than 6 months after the end of the Association's preceding financial year;
- (b) may at any time call a special meeting of Members; and
- (c) shall call a special general meeting of Members on written requisition of not less than five per cent of the Members.

10. Place of Meetings

Meetings of Members of the Association shall be held at such place within Canada as the directors may determine, or at a place outside Canada if the place is specified in the articles or all the Members entitled to vote at the meeting agree that the meeting is to be held at that place.

11. Electronic Participation and Voting

Subject to the Act, any person entitled to attend a meeting of Members may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person participating in a meeting by such means is deemed for all purposes of the Act and the by-laws to be present at the meeting. Subject to the Act, if the directors or the Members of the Association call a meeting of Members pursuant to the Act, those directors or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Subject to the Act, any vote at a meeting of Members may be held entirely by means of a telephonic, electronic or other communication facility, if the Association makes available such a communication facility, and any person participating in a meeting of Members by means of such facility may vote by means of such facility, provided that any such facility made available by the Association shall enable the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member or group of Members voted.

12. Notice

Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

(a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

The directors and any other person or persons designated by the board of directors, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting (for greater certainty, this is not intended to restrict such individuals from voting in their capacity as Member representatives at meetings of the Members). The public accountant of the Association is entitled to receive notice of every meeting of Members of the Association and, at the expense of the Association, to attend and be heard thereat on matters relating to the public accountant's duties.

13. Special Business

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting. For purposes of this paragraph, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is "**special business**".

14. Waiver of Notice; Omission of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at any meeting of Members.

15. Chair

The Chair of the directors (if any) shall when present preside at all meetings of Members. In the absence of the Chair of the directors (if any), the Vice-Chair, (if any), the President or, if the President is also absent, a Vice-President (if any) shall act as chair. If none of such officers is present at a meeting of Members, the Members present shall choose a director as chair of the meeting and if no director is present or if all the directors decline to take the chair then the Members present shall choose one of their number to be chair.

16. Votes

Votes at meetings of the Members may be cast either personally or by electronic means in accordance with these by-laws.

Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands and in case of an equality of votes the chair of the meeting shall neither on a show of hands nor on a ballot have a second or casting vote in addition to the vote to which the chair may be entitled as a Member.

At any meeting, unless a ballot is demanded by a Member entitled to vote at the meeting, either before or after any vote by a show of hands, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

If at any meeting a ballot is demanded on the election of a chair or on the question of adjournment or termination, the ballot shall be taken forthwith without adjournment. If a ballot

is demanded on any other question or as to the election of directors, the ballot shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be made either before or after any vote by show of hands and may be withdrawn.

Where a body corporate or association is a Member, any individual authorized by a resolution of the directors or governing body of the body corporate or association may represent it at any meeting of Members and exercise at such meeting on behalf of the body corporate or association all the powers it could exercise if it were an individual Member, provided that the Association or the chair of the meeting may require such Member or such individual authorized by it to furnish a certified copy of such resolution or other appropriate evidence of the authority of such individual.

No Member shall be entitled to vote at meetings of Members if such Member is in default in the payment of membership fees.

17. Absentee Voting

If the Association makes available an electronic ballot system, Members not in attendance at a meeting of the Members may vote in advance of the meeting by electronic ballot in accordance with the instructions provided by the Association, provided that any such system (a) enables the votes to be gathered in a manner that permits their subsequent verification; and (b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted. An electronic ballot is valid only at the meeting in respect of which it is given or any adjournment thereof. Once tallied, the votes cast by electronic ballot will be added to the votes cast at the meeting to determine the outcome of the vote. No Member shall be entitled to vote in person or by electronic means at a meeting of Members if such Member has cast her or his vote in advance of the meeting by electronic ballot.

18. Adjournment

The chair of the meeting may with the consent of the meeting adjourn any meeting of Members from time to time to a fixed time and place. If the meeting is adjourned for less than 31 days, no notice of the time and place for the holding of the adjourned meeting need be given to any Member, other than by announcement at the earliest meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The persons who form the quorum at the adjourned meeting need not be the same persons who formed the quorum at the original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

19. Quorum

Unless a greater number of Members are required to be present by the Act or by the articles or any other by-law, five per cent of the Members present in person at the meeting shall constitute a quorum of any meeting of Members for all purposes. For greater certainty, Members who have cast their votes by electronic ballot (if applicable) shall be counted as present for purposes of determining quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement 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 persons 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 paragraph 12 with regard to notice shall apply to such adjournment.

## **DIRECTORS**

20. Composition

The board will consist of a minimum of seven (7) directors and maximum of eleven (11) directors. The number of directors to be elected at the annual meeting of the Members shall be such number as shall be determined from time to time by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the directors. A majority of the directors shall be shareholders, directors, partners, members or employees of Members whose primary business activities are focused on or within the natural health and/or organic products sectors.

In addition, the board shall make reasonable efforts to put forward for election by the Members, an equal number of individuals who are (i) Members who are engaged as retailers of natural health and/or organic products (or any shareholder, director, partner, member or employee of such Members) (collectively “**Retailers**”) and (ii) Members who are engaged as suppliers of natural health and/or organic products, goods and services (or any shareholder, director, partner, member or employee of such Members) (collectively, “**Suppliers**”) and, in addition, no more than one director may be an individual who is independent of any Member (“**Independent Director**”). If the number of directors is set at an uneven number and no Independent Director is nominated, then the board may put forward for election nominees such there is either one more Retailer than Supplier (or *vice versa*) being nominated. To the extent that the board appoints additional directors between meetings of the Members, they shall do so in accordance with the spirit of this paragraph 20.

21. Powers

The directors shall manage, or supervise the management of, the activities and affairs of the Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the Act, the articles, the by-laws, or by statute expressly directed or required to be done in some other manner.

22. Duties

Every director and officer of the Association in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director and officer of the Association shall comply with the Act, the regulations thereunder, the Association's articles and by-laws.

Every director of the Association shall verify the lawfulness of the articles and the purpose of the Association.

A director or committee of directors shall not exercise individual authority over the organization, management, staff, or membership except as explicitly directed by the board through a duly passed motion.

23. Qualification

Every director shall be an individual 18 or more years of age and no one who has been declared incapable (as the term “incapable” is defined in the Act) or who has the status of a bankrupt shall be a director.

24. Election of directors

Directors shall be elected by the Members by ordinary resolution. Whenever at any election of directors of the Association the number or the minimum number of directors required by the articles is not elected by reason of the lack of consent, disqualification, incapacity or death of any candidates, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum, but such quorum of directors may not fill the resulting vacancy or vacancies. If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member.

25. Nominations for directors

- (a) The Governance and Nominating Committee shall deliver the names of its nominees for director to the board for approval on or before the 50<sup>th</sup> day preceding the date fixed for the annual meeting of Members.
- (b) The board shall send a list of those nominees for director that the board has approved, together with a request for further nominations from the Members, to the



Members no later than 45 days preceding the date fixed for the annual meeting of Members.

- (c) Any Member may make additional nominations for director provided that each such nomination is in writing signed by the Member, seconded in writing by two Members in good standing, and consented to in writing by the nominee, who must be a Member (or shareholder, director, partner, member or employee thereof). Each such nomination must be delivered to the Chair by 11:00 a.m. on or before the 30<sup>th</sup> day preceding the date fixed for the annual meeting of Members.
- (d) A list of all nominees shall be mailed to each Member, together with a list of the continuing directors, concurrently with the notice of the annual meeting of Members, and no additional nominations for director may be made at the annual meeting of Members.

26. Election and Term

Subject to the provisions of the Association's articles and paragraph 29 hereof, the Members shall elect the directors at each annual meeting at which an election of directors is required. The directors shall be elected to hold office for a term of three years.

A retiring director shall be eligible for re-election as a director, provided however that a retiring director who has served three consecutive terms shall not be eligible for re-election until the annual meeting of Members following the annual meeting of Members at which such director retires. Each retiring director shall retain office until the conclusion or adjournment of the meeting at which the director's successor is elected.

27. Ceasing to Hold Office

A director ceases to hold office if such director:

- (a) dies or sends to the Association a written resignation and such resignation, if not effective upon receipt by the Association, becomes effective in accordance with its terms;
- (b) is removed from office in accordance with paragraph 29 below;
- (c) becomes bankrupt; or
- (d) is declared incapable by a court in Canada or in another country.

28. Vacancies

Notwithstanding any vacancy among the directors, the remaining directors may exercise all the powers of the directors so long as a quorum of the number of directors remains in office. Subject to subsections 132(1) and (4) of the Act and to the provisions (if any) of the Association's articles, where there is a quorum of directors in office and a vacancy occurs, such quorum of directors may appoint a qualified person to fill such vacancy for the unexpired term of

such appointee's predecessor.

29. Removal of directors

Subject to subsection 130(2) of the Act, the Members of the Association may by ordinary resolution at a special meeting remove any director before the expiration of such director's term of office and may, by a majority of the votes cast at the meeting, elect any person in such director's stead for the remainder of such director's term.

If a meeting of Members was called for the purpose of removing a director from office as a director, the director so removed shall vacate office forthwith upon the passing of the resolution for such director's removal.

30. Validity of Acts

An act of a director or officer is valid notwithstanding an irregularity in their election or appointment or a defect in their qualification.

31. Agents and Employees

The directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the directors at the time of such appointment. The remuneration of all agents and employees shall, subject to the other provisions of this by-law, be fixed by the directors by resolution.

32. Rules and Regulations

The directors may prescribe such rules and regulations not inconsistent with the by-laws relating to the management and operation of the Association and other matters provided for in these by-laws as they may deem expedient.

### **MEETINGS OF DIRECTORS**

33. Place of Meetings

Meetings of directors and of any committee of directors may be held at any place.

34. Calling Meetings

A meeting of directors may be convened by the Chair of the directors (if any), the President of the Association, or any director at any time and the Secretary shall upon direction of any of the foregoing convene a meeting of directors.

35. Notice

Notice of the time and place for the holding of any such meeting shall be sent to each director not less than 5 days before the day on which the meeting is held; provided that

meetings of the directors or of any committee of directors may be held at any time without formal notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors have waived notice. The notice shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

Subject to the Act, for the first meeting of directors to be held following the election of directors at an annual or special meeting of the Members or for a meeting of directors at which a director is appointed to fill a vacancy in the directors, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

36. Waiver of Notice

Notice of any meeting of directors or of any committee of directors or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director, and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

37. Electronic Participation

Where all the directors of the Association consent thereto (either before or after the meeting), a director may participate in a meeting of directors or of any committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in a meeting by such means shall be deemed for the purposes of the Act and the by-laws to be present at that meeting.

38. Quorum and Voting

A majority of the number of directors of the Association shall constitute a quorum for the transaction of business. Subject to subsections 132(1) and 140(1) of the Act, no business shall be transacted by the directors except at a meeting of directors at which a quorum is present. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to the chair's original vote as a director.

39. Adjournment

Any meeting of directors or of any committee of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. No notice of the time and place for the holding of the adjourned meeting need be given to any director if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who form the quorum at the adjourned meeting need not be the same directors who formed the quorum at the original meeting. If there is no

quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

40. Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Such resolution may be signed in counterparts.

**COMMITTEES OF DIRECTORS**

41. General

The directors may from time to time appoint from their number one or more committees of directors. The directors may delegate to each such committee any of the powers of the directors, except that no such committee shall have the authority to:

- (a) submit to the Members any question or matter requiring the approval of the Members;
- (b) fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements to be placed before the Members of the Association;
- (e) adopt, amend or repeal by-laws of the Association; or
- (f) establish contributions to be made, or fees to be paid, by Members as provided in the Act.

**REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

42. The Association shall reimburse each director for such expenses as the director may reasonably incur in his or her capacity as or as a result of being a director in accordance with the policies established by the directors or otherwise with the consent of the directors. The Association may pay to the directors such reasonable remuneration as may be approved by a committee of not fewer than three Members who shall be appointed by the membership at an annual meeting of Members.

The directors may fix the reasonable remuneration of the officers and employees of the Association. An officer or Member may receive reasonable remuneration and expenses for any services to the Association that are performed in any other capacity.

The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the

Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the directors may prescribe.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

43. Subject to the provisions of the Act and to paragraph 46, the Association shall indemnify a director or officer of the Association, a former director or officer of the Association or another individual who acts or acted at the Association's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

44. Subject to paragraph 46, the Association shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in paragraph 43. The individual shall repay the moneys if the individual does not fulfil the conditions of paragraph 45.

45. The Association may not indemnify an individual under paragraph 43 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

46. The Association shall, with the approval of a court, indemnify an individual referred to in paragraph 43, or advance moneys under paragraph 44, in respect of an action by or on behalf of the Association or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Association or other entity as described in paragraph 43 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in paragraph 45.

47. The Association will also indemnify the individuals referred to in paragraph 43 in any other circumstances that the Act permits or requires. Nothing in these by-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

48. The Association shall, at all times, maintain in force such director's and officer's liability insurance as may be approved by the board.

### **OFFICERS**

49. Appointment of Officers

The directors may annually or as often as may be required appoint such officers as they shall deem necessary, who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by resolution of the directors, delegated by the directors or by other officers or properly incidental to their offices or other duties, provided that no officer shall be delegated the power to do anything referred to in paragraph 41 above. Such officers may include, without limitation, any of a President, a Chair of the directors, a Vice-Chair one or more Vice-Presidents, a Secretary, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers, or any other officer to whom authority has been delegated by the board. None of such officers (except the Chair of the directors) need be a director of the Association. A director may be appointed to any office of the Association. Two or more of such offices may be held by the same person.

50. Removal of Officers

All officers shall be subject to removal by resolution of the directors at any time, with or without cause. The directors may appoint a person to an office to replace an officer who has been removed or who has ceased to be an officer for any other reason.

51. Duties of Officers may be Delegated

In case of the absence or inability or refusal to act of any officer of the Association or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being. All officers shall respectively have and perform all powers and duties respectively as may from time to time be assigned to them by the directors.

### **NOTICES, ETC.**

52. Method of Giving Notice

A notice or document required by the Act, the articles or the by-laws, to be sent to a Member or director of the Association may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with the Act and this by-law. A notice or document mailed in accordance with this paragraph 52 to a Member or director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this by-law.

**CHEQUES, DRAFTS, NOTES, ETC.**

53. All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Association, and in such manner as the directors, or such officer or officers as may be delegated authority by the directors to determine such matters, may from time to time designate.

**EXECUTION OF CONTRACTS, ETC.**

54. Unless otherwise determined by the board of directors, contracts, documents or other instruments in writing requiring the signature of the Association, shall be signed by any two (2) of its officers or directors or by any one (1) officer together with a director and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Association to sign specific contracts, documents or instruments in writing. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any director or officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

**PUBLIC ACCOUNTANT**

55. The Members shall, at each annual meeting of the Members, appoint a public accountant to audit the accounts of the Association to hold office until the next annual meeting of Members provided that the directors may fill any casual vacancy in the office of public accountant. The remuneration of the public accountant may be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the directors.

**FINANCIAL YEAR**

56. The financial year of the Association shall end on December 31 in each year or on such other date as the directors may from time to time by resolution determine.

PASSED by the directors of the Association effective on September 25, 2012.

CONFIRMED by the Members of the Association effective on September 25, 2012.

AMENDED by the Members of the Association effective on May 13, 2016.

AMENDED by the Members of the Association effective on April 7, 2017.

AMENDED by the Members of the Association effective on September 14, 2018.

AMENDED by the Members of the Association effective on April 29, 2020.

AMENDED by the Members of the Association effective on April 28, 2021.

ACTIVE\_CA\ 43162914\5