

ALBERTA ASSOCIATION OF NURSES

BY-LAW NO. 1

(Approved by the Board of Directors ~~Oct. 13, 2022~~ on [date] and approved by ~~Membership~~ Members at the ~~AGM Nov. 9, 2022~~ Annual Meeting of Members on [date].)

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BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

ALBERTA ASSOCIATION OF NURSES

(hereinafter referred to as the "Corporation")

DEFINITIONS AND INTERPRETATION

1. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:
 - 1.1. **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - 1.2. **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

1.3. **“Associate”** means a supporter of the Corporation as further defined in Section 17 of this By-Law and who is not a member of the Corporation within the meaning of the Act or the By-Laws and shall have no right to vote at Meetings of Members;

1.4. **“Board”** means the board of directors of the Corporation;

1.5. **“By-law”** means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect;

1.6. **“CGN”** means a certified graduate nurse, which is an individual who was formerly a Student Nurse and has completed their program of study but has not yet passed their licencing exam and fulfilled the requirements of the College with which they wish to be registered;

1.7. **“College”** means a regulatory body in Alberta that licences Nurses and includes College of Licenced Practical Nurses of Alberta, the College of Registered Nurses of Alberta and the College of Registered Psychiatric Nurses of Alberta and any successor bodies thereto;

1.8. **“Director”** means a member of the Board;

1.9. **“LPN”** means an individual that is a licenced to practice as a licenced practical nurse by the College of Licenced Practical Nurses of Alberta or a successor regulatory body thereto;

1.10. **“Meeting of Members”** includes an annual meeting of Members (an **“Annual Meeting”**) or a Special Meeting; **“Special Meeting”** includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an Annual Meeting;

1.11. **“Member”** means an individual that meets the requirements for membership set out in Section 11 of this By-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;

1.12. **“General Associate”** means an individual that is not licenced to practice as a Nurse, but who has completed an educational program approved by a College or a body that regulates nurses in another Canadian jurisdiction;

1.13. **“NP”** means “an individual that is a licenced to practice as a nurse practitioner by the College of Registered Nurses of Alberta, or a successor regulatory body thereto;

1.14. **“Nurse”** means an LPN, NP, RN or RPN within the meaning of this By-law;

1.15. **“Officer”** or **“Officers”** means any one or more persons, respectively, who have been appointed as Officers of the Corporation in accordance with the By-laws;

1.16. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;

1.17. **"Proposal"** means a proposal submitted by a Member of the Corporation that meets the requirements of the Act;

1.18. **"Regulations"** means the Regulations made under the Act, as amended, restated or in effect from time to time;

1.19. **"Retired Nurse"** means an individual that was formerly licenced as a Nurse and is now not so licenced having retired from the practice of nursing;

1.20. **"RN"** means an individual that is a licenced to practice as a registered nurse by the College of Registered Nurses of Alberta, or a successor regulatory body thereto

1.21. **"RPN"** means an individual that is a licenced to practice as a registered psychiatric nurse by the College of Registered Psychiatric Nurses of Alberta, or a successor regulator body thereto

1.22. **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.23. **"Student Nurse"** means someone who is (a) a nursing student enrolled in a Canadian educational program approved by a College, upon the completion of which they will be eligible for entry to practice as a Nurse in Alberta on fulfillment of the requirements of the College with which they wish to be registered and who was a resident of Alberta prior to entry into such educational program; or (b) a nursing student enrolled in a Alberta-based educational program approved by a College, upon the completion of which they will be eligible for entry to practice as a Nurse in Alberta on fulfillment of the requirements of the College with which they wish to be registered;

2. In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

BUSINESS OF THE CORPORATION

3. **Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.
4. **Registered Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the City of Edmonton, Province of Alberta.

5. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
6. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.
7. **Financial Year.** The financial year end of the Corporation shall be the 31st day of May in each year, or as otherwise determined by the Board.
8. **Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
9. **Borrowing Powers.** The Directors of the Corporation may, without authorization of the Members,
 - 9.1. borrow money on the credit of the Corporation;
 - 9.2. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - 9.3. give a guarantee on behalf of any person; and
 - 9.4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.
10. **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

MEMBERSHIP IN THE CORPORATION

11. **Membership Conditions.** Subject to the Articles, there shall be one (1) class of Members

in the Corporation. Membership in the Corporation shall be available only to individuals who are interested in furthering the Corporation's purposes, who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board and who are an LPN, NP, RN, RPN, Retired Nurse, CGN or Student Nurse.

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. The term of membership in the Corporation shall be for one (1) year and shall be renewable in accordance with the policies of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

12. **Membership Dues.** The dues payable by Members, if any, shall be determined by the Board. Members shall be notified in writing of the dues at any time payable by them and, if any are not paid within two (2) calendar months of the due date for same set by the Board, the Members in default shall automatically cease to be Members of the Corporation.
13. **Termination of Membership.** A membership in the Corporation is terminated when:
 - 13.1. the Member dies;
 - 13.2. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
 - 13.3. the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
 - 13.4. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
 - 13.5. the Member's term of membership expires upon the Member without the membership being renewed; or
 - 13.6. the Corporation is liquidated or dissolved under the Act.
14. **Effect of Termination of Membership.** Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
15. **Discipline of Members.** The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- 15.1. violating any provision of the Articles, By-laws, or written policies of the Corporation;
- 15.2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- 15.3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board (but not including the Member who has made the submissions) shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal. If a Member is expelled or suspended as a Member, that Member shall, automatically, also be expelled or suspended as a member of the Board.

- 16. **Membership Transferability.** A membership may not be transferred. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to, add, change or delete this section of the By-laws.

ASSOCIATES OF THE CORPORATION

- 17. **Associate Conditions.** An Associate of the Corporation shall be an individual who is who is interested in furthering the objects of the Corporation, who has applied for and been accepted as an Associate in the Corporation by resolution of the Board or in such other manner as may be determined by the Board and who is a General Associate.
- 18. **Admission of Associates.** An individual will be an Associate when they have applied for and been accepted as an Associate of the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Associates shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to vote at Meetings of the Members and shall not be considered Members within the meaning of the Act. The Board may suspend or expel Associates from the Corporation at its discretion and, for further certainty, the discipline process in Section 15 of this By-Law does not apply to Associates.

19. **Associate Dues.** The dues payable by Associates, if any, shall be determined by the Board. Associates shall be notified in writing of the dues at any time payable by them and, if any are not paid within two (2) calendar months of the due date for same set by the Board, the Associates in default shall automatically cease to be Associates of the Corporation.

MEETINGS OF MEMBERS

20. **Notice of Members Meeting.** Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
 - 20.1 by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 21 and not more than 60 days before the day on which the meeting is to be held; or
 - 20.2 by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
21. **Amendments to Notice Provisions.** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.
22. **Members Calling a Members' Meeting.** The Board shall call a Special Meeting of Members in accordance with the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.
23. **Absentee Voting at Members' Meetings.** Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:
 - 23.1 enables the votes to be gathered in a manner that permits their subsequent verification, and
 - 23.2 permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
24. **Amendments to Absentee Voting.** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the above method of voting by Members not in attendance at a Meeting of Members.

25. **Proposals at Annual Meetings.** Members may submit Proposals to the Corporation in accordance with the Act. Subject to the Regulations under the Act, any Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of Members entitled to vote at the meeting at which the Proposal is to be presented.
26. **Cost of Publishing Proposals for Annual Members' Meetings.** The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.
27. **Place of Members' Meeting.** Subject to compliance with the Act, meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.
28. **Persons Entitled to be Present at Members' Meetings.** The only persons entitled to be present at a Meeting of Members shall be those Members entitled to vote at the meeting, the Associates, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.
29. **Chair of Members' Meetings.** In the event that the President, the President Elect, the Chair of the Audit and Finance Committee and the Chair of Governance and Human Resources are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
30. **Quorum at Members' Meetings.** A quorum at any meeting of the Members (unless a greater number of members are required to be present by the Act) shall be ~~one percent~~ fifty (1%50) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
31. **Votes to Govern at Members' Meetings.** At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting vote and, in the event of an equality of votes the motion will be deemed to be defeated.
32. **Participation by Electronic Means at Members' Meetings.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in

a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

33. **Members' Meeting Held Entirely by Electronic Means.** If the Directors or Members of the Corporation 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, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

BOARD OF DIRECTORS

34. **Board Composition and Term.** The Board shall consist of a fixed number of Directors set between the minimum and maximum number of Directors set out in the Articles. The number of Directors on the Board within that range may be set by the Members by Special Resolution or by the Board if the Members delegate this authority to the Board.

35. **Election of Directors.** Directors shall be elected at each Annual Meeting where such election is required and as follows:

- 35.1 in every second (2nd) year the Members shall elect one (1) individual to serve a term of four (4) years, the first two (2) years of which term they shall serve as a Director and President-Elect and the subsequent two (2) years of which term they shall serve as a Director and the President;
- 35.2 the Members shall elect eight (8) additional Directors who shall be each elected to serve a term of two (2) years in accordance with Section 37 of this By-Law and, of whom:

- (a) a minimum of two (2) shall be an LPN;
- (b) a minimum of two (2) shall be an RPN;
- (c) a minimum of two (2) shall be an RN;
- (d) a minimum of two (2) shall be an NP;

36. **Rotation of Presidency.** The offices of President-Elect and President shall rotate between an RN, RPN, NP, and LPN as follows:

- 36.1 At the time of approval of this By-Law, the President-Elect is an RPN, which individual shall proceed to the Presidency in accordance with Section 35.
- 36.2 At the first election of the President-Elect pursuant to this By-Law, the individual elected as President-Elect shall be an NP, which individual shall proceed to the Presidency in accordance with Section 35.;

- 36.3 At the following election of the President-Elect the individual elected shall be an LPN, which individual shall proceed to the Presidency in accordance with Section 35.
- 36.4 At the following election of the President-Elect the individual elected shall be an RN, which individual shall proceed to the Presidency in accordance with Section 35.

Thereafter, the rotation of the office of President-Elect and President shall continue in the order set out in Section 36. In each year where the election of the President-Elect is required, the Corporation shall issue a call for nominations to recruit candidates to fulfill the requirements of this Section 36. If no such candidates are recruited in response to the first call for nominations, the Corporation shall issue a second call for nominations and use its best efforts to recruit candidates to fulfill the requirements of this Section 36. In the event that following such second call for nominations there are no appropriate candidates, the requirements of this Section 36 shall be deemed not to apply for the purpose of the election of the President-Elect in such year; however, any such non-application shall not impact the rotation provided for herein and in the subsequent election the rotation shall continue as set-out above.

37. **Term of Office of Directors.** Directors shall serve for terms of two (2) years. No Director may serve more than two (2) consecutive terms of office as a Director, unless they are serving in the role of President or President-Elect, in which case this term limit shall not apply while a Director is in such role or in the event that they are elected for a term of less than two (2) years or to fill a vacancy, in which case they shall be entitled to serve two (2) full terms following such partial term. A Director who has served the maximum number of terms must be absent from the Board for a period of two (2) years before they are again eligible to seek office as a Director.
38. **Eligibility Criteria for Directors.** In order to be eligible to seek office as a Director, an individual must:
- 38.1 be a resident of Alberta;
 - 38.2 be a Member of the Corporation;
 - 38.3 meet the criteria of the Act, these By-laws and Board policy as to Director eligibility; and
 - 38.4 provide their consent to electronic meetings of the Board, as set out in Section 43 of this By-law.

In addition, in order to be eligible to seek office as a Director, an individual must not:

- 38.5 be a public office holder at the Federal or Provincial level;

- 38.6 occupy a senior position with the government of Alberta, meaning that they shall not be in the role of Assistant Deputy Minister or higher;
 - 38.7 be a member or officer of a Health Authority Board; or
 - 38.8 be employed by or contracted to the Corporation, a College or a union representing Nurses.
39. **Vacation of Office.** The office of Director shall be automatically vacated:
- 39.1 if a Director resigns by delivering a written resignation to the Secretary of the Corporation;
 - 39.2 if the Director is found by a court to be of unsound mind;
 - 39.3 if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
 - 39.4 if, at a Meeting of Members, an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office, upon which event such Director shall also cease to be a Member of the Corporation;
 - 39.5 if the Director no longer meets the criteria of the Act, these By-laws and Board policy as to Director eligibility;
 - 39.6 upon the Director no longer being a Member of the Corporation;
 - 39.7 on the death of the Director;
 - 39.8 if the Director is found guilty of unprofessional conduct by a College;
 - 39.9 if the Director is elected to federal or provincial public office;
 - 39.10 if a Director fails to attend a
minimum of three (3) consecutive Board meetings.
40. **Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting.
41. **Calling of Meetings of Board of Directors.** Meetings of the Board may be called by the

President, the President-Elect or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

42. **Location of Meeting of Board of Directors.** Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.
43. **Participating in Meetings by Electronic Means.** If all the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.
44. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
45. **Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided for in this By-law to every Director of the Corporation not less than 10 days before the time when the meeting is to be held if sent by mail and not less than 48 hours if sent by telephonic, electronic or other communication facilities. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
 - 45.1. submit to the Members any question or matter requiring the approval of Members;
 - 45.2. fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - 45.3. issue debt obligations except as authorized by the Directors;
 - 45.4. approve any annual financial statements;
 - 45.5. adopt, amend or repeal by-laws; or
 - 45.6. establish contributions to be made, or dues to be paid by Members.
46. **First Meeting of New Board.** Notwithstanding the foregoing, provided a quorum of

Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

47. **Regular Meetings Section.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
48. **Quorum at Meetings of the Board of Directors.** A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.
49. **Votes to Govern at Meetings of the Board of Directors.** At any meeting of the Board, every question shall be decided by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall have a second or casting vote and, in the event of an equality of votes the motion will be deemed to be defeated.
50. **Committees of the Board of Directors.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

OFFICERS OF THE CORPORATION

51. **Role of Officers.** Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, shall have the following duties and powers associated with their positions:
 - 51.1. **President** (the “**President**”). The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
 - 51.2. **President-Elect** (the “**President-Elect**”). The President-Elect shall be a Director. If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside at all meetings of the Board and of the Members. The President- Elect shall support the President in completing their executive responsibilities and shall have such other duties and powers as the Board may specify.
 - 51.3. **Other Officers.** In addition to the foregoing, the Board may appoint such other Officers with such roles and duties and for such terms as it deems appropriate, including without limitation a Vice-President, a Secretary and/or a Treasurer. Any

Officer so appointed shall be subject to removal at any time by a resolution of the Board.

52. **Vacancy in Office.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation, other than the President-Elect and President who shall only be removed by the Members. Unless so removed, an Officer shall hold office until the earlier of:

- 52.1 the Officer's successor being appointed;
- 52.2 the Officer's resignation;
- 52.3 such Officer ceasing to be a Director (if a necessary qualification of appointment);
or
- 52.4 such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

REMUNERATION OF DIRECTORS AND OFFICERS

53. **Remuneration of Directors and Officers.** The Directors and Officers of the Corporation shall not be remunerated for their services; however, nothing herein precludes the Corporation from reimbursing Directors and Officers for expenses incurred in their performance of their duties, provided that such expenses are pre-approved by the Board.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

54. **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- 54.1. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;

- 54.2. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in Section 54.1, the Board may approve such advance.

DISPUTE RESOLUTION

55. **Mediation and Arbitration.** Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation shall be resolved in accordance with mediation and/or arbitration as provided in Section 56 of this By-law.
56. **Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows:
- 56.1. the dispute or controversy shall first be submitted to non-binding mediation by single mediator selected by the parties to the mediation. If the parties to the mediation cannot agree on a mediator, each party shall appoint one mediator and the mediators so appointed shall jointly select a single mediator who shall mediate the dispute. Once selected, the mediator will then meet with the parties in question in an attempt to mediate a resolution between the parties. The number of mediators may be increased upon agreement of the parties.
- 56.2. If the parties are not successful in resolving the dispute through non-binding mediation, then the parties agree that the dispute shall be settled by binding arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind in respect of same, including as to the existence of the dispute. The arbitration shall be held by electronic means such that parties are not required to travel to participate. The decision of the arbitrator shall be final and binding and shall not be subject to appeal for any reason, including without limitation as to a question of fact, law or mixed fact and law.
- 56.3. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be

determined by the arbitrator.

GENERAL

57. **Method of Giving Any Notice.** Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
- 57.1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act;
 - 57.2. if mailed to such person at such person's recorded address by prepaid ordinary mail;
 - 57.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - 57.4. if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

58. **Invalidity of any Provisions of this By-law.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.
59. **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise

founded on such notice.

60. **By-laws and Effective Date.** Subject to matters requiring a Special Resolution of the Members, this By-law shall be effective when approved by the Board.
61. **Amendment of By-laws.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting. This section does not apply to a By-law amendment that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

DATED the ____ day of _____, ~~2022~~2023.

Name:
Title:

Name:
Title:

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Description	
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Redline Summary:		
No.	Change	Text
1	Insertion	<u>1</u>
2	Deletion	5
3-4	Change	(Approved by the Board of Directors Oct. 13, 2022 on <u>[date]</u> and approved by
5-6	Change	approved by Membership <u>Members</u> at the
7-8	Change	at the AGM Nov. 9, 2022 <u>Annual Meeting of Members on [date].</u>)

9	Deletion	PERLEY-ROBERTSON, HILL & McDOUGALL LLP
10	Deletion	BARRISTERS & SOLICITORS AVOCATS & PROCUREURS
11	Deletion	PATENT & TRADE MARK...DE BREVETS & MARQUES
12	Deletion	340 Albert Street, Suite...Ottawa, Ontario, K1R 0A5
13	Deletion	**
14-15	Change	be present by the Act) shall be one percent <u>fifty</u> ((
16-17	Change	(1% <u>50</u>)
18	Deletion) of the Members entitled to vote at the
19-20	Change	DATED the ____ day of _____, 2022 <u>2023</u> .

Statistics:	
	Count
Insertions	7
Deletions	13
Moved from	0
Moved to	0
Style changes	0
Format changes	0
Total changes	20