



**Association of Canadian Ergonomists  
Association Canadienne d'Ergonomie**

## **ACE BY-LAWS**

### **1.0 Name and objectives of the Association.**

1.1. The name of the Association shall be:

Association of Canadian Ergonomists / Association Canadienne d'Ergonomie

1.2. The objectives of the Association shall be to promote ergonomics and human factors and to protect the interests of its members.

### **2.0 Definitions**

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

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"board" means the board of directors of the Association which shall be known as the National Council and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

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

### 3.0 Management of the Association.

#### 3.1. National Council

The board of directors for the Association shall be called the National Council and established as set out in section 15. It shall be responsible for managing the affairs of the Association in accordance with these By-laws. These activities shall include, but shall not necessarily be limited to:

- 3.1.1. developing and implementing policies designed to further the objectives of the Association at national and international levels;
- 3.1.2. accepting applicants as members of the Association in accordance with the provisions of paragraph 4, and maintaining an up-to-date database of member information;
- 3.1.3. collecting dues levied on individual members and on nationally-based supporting organizations in accordance with the provisions of section 14, and on regionally-based supporting organizations in accordance with the provisions of section 9;
- 3.1.4. administering the financial affairs of the Association in accordance with the provisions of section 15;
- 3.1.5. managing relations with national and international organizations, including those to which the Association is affiliated according to the provisions of paragraph 32, except to the extent that the National Council may delegate such management to a Regional Council;
- 3.1.6. facilitating communications between the National Council and the Regional Councils especially by maintaining a national electronic infrastructure;
- 3.1.7. facilitating communications between the National Council and members
- 3.1.8. facilitating communications between members by convening professional events at a national and regional level.

#### 3.2. Execution of Documents

- 3.2.1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its signing officers. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

### 4.0 Languages.

- 4.1. Association of Canadian Ergonomists / Association Canadienne d'Ergonomie is a bilingual association.
- 4.2. These By-laws shall be enacted in the English and French languages.
- 4.3. In the event of a difference in the meanings of the two versions of the text of the By-laws, the original language of the proposal to adopt or to modify a By-law shall take precedence over the other language. The original language of each section of the By-laws shall be stated in the appendix to these By-laws.

### 5.0 Financial Year End

The financial year end of the Association shall be December 31<sup>st</sup> in each year.

### 6.0 Banking Arrangements

The banking business of the Association 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 of

directors 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 Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### 7.0 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) 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 Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### 8.0 Membership

8.1. The membership of the Association shall comprise persons accepted for membership by the National Council.

8.2. Members shall be accepted for membership in one of the following categories:

i. Class A - Voting Member which shall include the following types of members:

- Honorary Fellow
- Fellow
- Member

ii. Class B - Non-Voting Member which shall include the following types of members:

- Affiliate
- Student Member
- Corporate Member

8.3 Class A voting membership shall be available only to those who meets the qualifications outlined in 8.5.3 and who have applied and have been accepted for Class A voting membership in the Association.

8.3.1 The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Association.

8.3.2 As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

8.4 Class B non-voting membership shall be available only to those who meets the qualifications outlined in 8.5.4 & 8.5.5 and who have applied and have been accepted for Class B non-voting membership in the Association.

8.4.1 The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Association.

### 8.5 Qualifications for Membership

8.5.1 Honorary Fellow is a subcategory of Class A voting members that recognizes a members long standing significant contribution to the field of ergonomics and/or human

factors.

To be considered for an Honorary Fellow Membership by the National Council a member must meet the following criteria:

1. Currently be a Fellow of the Association;
2. Have had a direct contribution to the Association or to another federated Society of the International Ergonomic Association for at least five years; and
3. Obtain at least three letters of recommendation from other Class A voting members of the Association to the National Board on their behalf.

National Council shall vote to award Honorary fellow Memberships after criteria has been met

8.5.2 Fellow is a subcategory of Class A voting members which recognizes a member's long standing contribution to the field of ergonomics and/or human factors and the Association.

To be considered for a Fellow membership by the National Council a member must meet the following criteria:

1. Currently be a member of the Association
2. Have been a member of the Association for five years prior to being nominated
3. Have been continuously engaged in practising, teaching, or doing research in, ergonomics or human factors for at least ten years;
4. Shall have made an outstanding contribution in two of the three following areas of professional activity: practising, teaching and research;
5. Shall have contributed directly to the Association in an elected or appointed capacity for at least two years;
6. Shall be nominated by three members of the Association who are Fellows or members, each of whom shall be affiliated to a different organization; and
7. Approval by at least two thirds of the members of the National Council.

- 8.5.3 Member is a subcategory of Class A voting members who shall have an active interest in the application, teaching or development of ergonomics and/or human factors.
- 8.5.4 Affiliate is a subcategory of Class B non-voting members who is any person with an interest in ergonomics.
- 8.5.5 Student is a subcategory of Class B non-voting members who is any person pursuing full-time or part-time studies in ergonomics/human factors or a related field at the certificate, diploma, undergraduate or graduate level.
- 8.5.6 Corporate Member is a subcategory of Class B non-voting members for which any corporation or organization interested in the application, teaching, research or

development of ergonomics and/or human factors shall be eligible.

#### 8.6 Application for membership

- 8.6.1 A candidate for membership in the Association shall apply on a prescribed form and must provide proof of the appropriate qualifications.
- 8.6.2 Each application for membership shall be accompanied by a processing fee of an amount to be set by the National Council from time to time and the applicable membership dues.

#### 8.7 Member Privileges

8.7.1 Class A Members shall have the following rights and privileges under these Bylaws:

1. To describe themselves as members of the Association in the category to which they have been accepted by the National Council;
2. To attend all scientific meetings of the Association upon payment of the appropriate registration fee, if any;
3. To attend the Annual Meeting of the Association;
4. To be nominated for and hold elected office;
5. To vote on matters before the Association; and
6. To access such additional services as defined from time to time by the National Council.

8.7.2 Class B Student members shall have the following rights and privileges under these By-laws:

1. To describe themselves as Student members of the Association;
2. To attend all scientific meetings of the Association upon payment of the appropriate registration fee, if any; and
3. To access such additional services as defined from time to time by the National Council.

8.7.3 Class B Corporate Members shall have the following rights and privileges under these By-laws:

1. To describe themselves as Corporate Members of the Association;
2. To send delegates to all scientific meetings of the Association upon payment of the appropriate registration fee, if any; and
3. To access such additional services as defined from time to time by the National Council.

#### 8.8 Termination of Membership

- 8.8.1 A member may resign by submitting a notice in writing to the Association business office and the resignation shall be effective upon acceptance by the National Council or its delegate. There will be no refund of membership dues or processing fees. Members who have resigned shall be required to pay the current processing fee for applications upon reapplication.
- 8.8.2 Members who fail to pay membership dues and/or any late payment penalty where applicable, by a date to be set by resolution of the National Council, shall be considered to have resigned their membership.
- 8.8.3 The membership of any member may be terminated by vote of the National Council if, after due enquiry, the National Council finds the actions of the member to be prejudicial to the aims or reputation of the Association.

8.8.4. Upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

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8.9 Pursuant to subsection 197(1) 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).

## 9.0 Regional structure.

### 9.1 Regions and regional sections

9.1.1 The members of the Association shall be grouped into five regions as follows:

- British Columbia and Yukon Region: the Province of British Columbia and the Yukon Territory
- Prairie and Northern Region: the Province of Alberta, the Province of Manitoba, the Province of Saskatchewan and the Northwest Territories
- Ontario Region: the Province of Ontario and the Territory of Nunavut
- Quebec Region: the Province of Quebec
- Atlantic Region: the Province of New Brunswick, the Province of Newfoundland & Labrador, the Province of Nova Scotia, and the Province of Prince Edward Island

9.1.2. Changes in the regional structure of the Association shall be regarded as an amendment to the By-laws and shall be made only as provided in section 21.

9.1.3. The business of each Region shall be administered by a Regional Council.

9.1.4. Regions may be further divided into regional sections, and the means for defining such regional sections shall be provided in the Regional By-laws. Members of regional sections shall be separately represented on Regional Councils.

### 9.2. Regional membership

9.2.1. The members of each Region shall be members of the Association whose preferred address lies within the area specified for the Region. Members whose preferred address does not lie within one of the five Regions shall be assigned membership to a region of their choice.

9.2.2. All members of the Association shall be entitled to attend meetings of a Region but only Regional voting members, shall be entitled to propose motions and to vote at meetings, and for elections of the Region.

### 9.3. Regional President

9.3.1. Regional voting members shall elect a Regional President every two years. The Regional President shall be a Regional voting member. The term of office of the Regional President shall commence on January 1st of the calendar year in question.

9.3.2. Each Regional President shall be a member of the National Council.

9.3.3. In the case where an election cannot be held, the National Council may extend the term of office of the previous Regional President or otherwise appoint one.

### 9.4. Regional management

#### 9.4.1. Regional Councils

The business affairs of each Region shall be managed by a Regional Council elected by Regional voting members as determined by these By-laws. Regional Councils shall have exclusive responsibility for representing the interests of members of the Association at regional levels, including their relationships with provincial governments and other provincially based agencies, institutions, associations and corporations.

Each Regional Council shall assume the commitments and financial resources of that region.

Each Regional Council may operate a business office and may undertake such activities as it considers necessary to fulfil the objectives of the Association within the Region, except that it shall not undertake any activity specifically reserved by these By-laws as being the responsibility of the National Council.

#### 9.4.2. Regional finances

- 9.4.2.1 Each Regional Council shall receive a capitation payment in an amount to be determined by the National Council, from the National Council, for each Regional member in who is a Fellow, Member and Corporate Member.
- 9.4.2.2 Regional Councils are entitled to do the following:
1. Levy registration fees at workshops and other organized events;
  2. Receive one quarter of the net profits accruing from Annual Conferences held within the Region;
  3. To apply for and receive grants from the National Council; and
  4. To receive grants from other sources.
- 9.4.2.3. A Regional Council shall not, without the prior approval of the National Council, enter into financial commitments exceeding the limit of the funds available to the Regional Council.
- 9.4.2.4. Each Regional Council shall submit to the Treasurer of the National Council an annual statement of receipts and expenditures, the totals of which shall be included in the statement of accounts of the Association.
- 9.4.2.5. In the event that a Regional Council is inactive for three years the funds at the disposal of that Regional Council shall, at the discretion of the National Council, revert to the National Council.

#### 9.5. Regional By-laws.

- 9.5.1. Any addition to, deletion from, or change to Regional By-laws shall be regarded as an amendment that shall be prepared in consultation with the National Council and subject to ratification by the Regional members in question at an annual or special meeting of the members by the procedure set out in these By-laws.
- 9.5.2. Regional By-laws shall not conflict with any of the provisions of these National By-laws and in any case where such a conflict may occur, the provisions of the National By-laws shall prevail.

10.0 Discipline of Members – All members are required to comply with the Association’s Code of conduct.

#### 11.1 Meetings of Members

##### 11.2 Notice of Members Meeting

- 11.1.1. Notice of the time and place of all meetings of members shall be given by telephonic, electronic or other communication facility, to each member entitled to vote at the meeting, 60 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.



- 11.1.2. 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 Association to change the manner of giving notice to members entitled to vote at a meeting of members.

#### 11.2 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the National Council or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### 11.3 Persons Entitled to be Present at Members' Meetings

All members of the Association shall be entitled to address the Annual Meeting, but only voting members shall be entitled to propose and to vote on motions. Each voting member present at the Annual Meeting shall be entitled to exercise one vote in his or her own right. A voting member holding a proxy on behalf of another voting member not present at the Annual Meeting shall, in addition, be entitled to exercise votes to the extent of the number of proxies held. Any other persons may be admitted on the invitation of the chair.

#### 11.4 Chair of Members' Meetings

The meeting shall be chaired by the President. In the absence of the President the meeting shall be chaired by the President Elect, or the absence of the President Elect by a person chosen by the voting members present at the meeting.

#### 11.5 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<sup>1</sup>) shall be 10 percent 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.

#### 11.6 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or Bylaws or by the Act, be determined by a majority of the votes cast on the questions

#### 11.7 Participation by Electronic Means at Members' Meetings

If the Association 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 Association has made available for that purpose.

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<sup>1</sup> Sections 152 & 197 of the ACT

### 11.8 Members' Meeting Held Entirely by Electronic Means

If the directors or 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, 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.

### 11.9 Absentee Voting at Members' Meetings

11.9.1 A member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Association has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- i. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

11.10 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- i. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- ii. a member may revoke a proxy by written notice to the national office .

11.11 Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or By-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

## 12.0 Annual Meeting of the Association.

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12.1 An Annual Meeting of the Association shall be held once a year, at a date determined by the National Council and the above provisions with respect to members' meetings shall apply.

12.2.1 The agenda of the Annual Meeting shall include:

1. Approval of the agenda.
2. Approval of the minutes of the previous Annual Meeting.
3. Report of the President
4. Report of the Secretary.
5. Report of the Treasurer.
6. Any other business specified by the President or the National Council.
7. Any other business specified in writing by ten or more voting members of the Association and notified to the business office at least thirty days before the date of the meeting.
8. Adjournment.

- 12.2.2 In the case where the agenda includes business listed under items 6 or 7, information on that business prepared by the National Council and (if they so desire) by the authors of that business shall be distributed to all members with the notice of meeting.
- 12.2.3 Votes shall be taken only on matters specified on the agenda.
- 12.2.4 Motions proposing amendments to the By-laws shall be passed only if two-thirds of the votes cast are in favour.
- 12.2.5 Minutes of the Annual Meeting shall be published as soon after the Annual Meeting as possible. Appendices to the minutes may be published at the discretion of the Secretary.

### 13.0 Special Meetings

- 13.1 Special general meetings of the Association may be held upon the call of the National Council at such times and places and/or means as it may designate.
- 13.2 Notice of a special meeting shall be published in writing or by electronic means a minimum of thirty (30) days prior to the meeting.
- 13.3 Minutes of the special meeting shall be published as soon after the meeting as possible. Appendices to the minutes may be published at the discretion of the Secretary.

### 14.0 Membership Dues.

- 14.1 Dues shall be paid annually by all members except for Honorary Fellows. Dues are payable on 1 January, and in any case not later than 31 January or by letter postmarked no later than 31 January. Members not meeting this requirement may be required to pay a late penalty fee of an amount to be set by the National Council.
- 14.2 Dues shall be payable by new members on the date of application for membership and may be prorated based on a schedule approved by resolution of the National Council.
- 14.3 Members shall be notified electronically or in writing of the due date for the payment of their dues and any late payment penalty.
- 14.4 The National Council may increase the amount of dues payable annually but in an amount not greater than the increase in the Annual all-items consumer price index ("CPI") for Canada for the preceding year, as reported by Statistics Canada, or any successor organization but shall be rounded up to the nearest dollar.
- 14.5 Proposed increases in dues greater than the consumer price index shall be approved by two-thirds majority vote of National Council.  
Where 5% or more of the members have objected to the dues increase, the increase must be ratified by the members at the Annual Meeting by the procedure set out in section 13.

### 15.0 Number of Directors

- 15.1 The National Council shall consist of: the President, President-Elect, Secretary, and Treasurer as well as the Regional Presidents.
- 15.2 The National Council may invite any person or persons to attend its meetings in order to assist it in conducting its business.
- 15.3 Ad-hoc committees
  - 15.3.1 The National Council may set up ad-hoc committees and set (and, if necessary modify) their terms of reference.

15.3.2 The National Council shall designate the chair of each ad-hoc committee. The President of the Association shall be an ex-officio member of each ad-hoc committee.

15.3.3 Meetings of an ad-hoc committee shall be called by the chair of the committee and this person shall report to the National Council or its designate.

15.3.4 All ad-hoc committees shall terminate in office at the end of the calendar year in which they were appointed.

#### 15.4 Executive Committee

15.4.1 There shall be an Executive Committee of Council that is composed of the President, the President-Elect, the Secretary and the Treasurer. In addition, the Executive Director shall be entitled to attend and participate in all meetings of the Executive Committee but shall have no vote.

15.4.2 Quorum for meetings of the Executive Committee shall be 3 voting members of the Committee.

15.4.3 In the intervals between meetings of the National Council, the Executive Committee shall supervise, control and direct the affairs and business of the Association subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Council. Subject to the aforesaid, the Executive Committee shall possess and exercise all the powers and authority of the Council other than those, which must be exercised by the Council as required by the Act, except when the Council is in session and shall report on its actions at the next Council meeting.

15.4.4 Notice of each meeting shall be delivered to each member of the Committee at the address as it appears on the books of the Association at least 14 days in advance of the meeting. Such notice shall contain mention of the business that is to be transacted at said meeting.

15.4.5 All members of the Executive Committee may participate by conference telephone, electronic or other communications facilities as permit all persons participating to communicate adequately, Council member(s) participating by such a means are deemed to be present at the meeting.

#### 15.5 Meetings of the National Council.

15.5.1 Meetings of the National Council shall be held at least two times each year.

15.5.2 National Council members shall be notified in writing or by electronic means of the date of the meeting at least thirty days before the meeting.

15.5.3 The agenda shall be decided by the President and shall be circulated to National Council members before the meeting. The President shall include any item named by a National Council member or by twenty voting members of the Association.

15.5.4 The meeting shall be chaired by the President, or in the absence of the President by the President Elect, or in the absence of the President Elect by a person selected by the members present.

15.5.5 A quorum shall consist of one half of the members eligible to vote on the National Council.

15.5.6 Each National Council member present at the meeting shall be entitled to propose motions and to exercise one vote. A tie shall be decided by the chair.

15.5.7 All members of the National Council or its committees may participate by conference telephone, electronic or other communications facilities as permit all persons participating to communicate adequately, and such National Council member(s) participating by such means are deemed to be present at the meeting.

15.5.8 Where attendance by National Council members in person or by teleconference or other electronic means is not possible, the President may call a vote on a motion by means of a detailed voting ballot provided notice of the vote is provided 30 days in advance of balloting. The vote on the ballot can be counted only if the motion on the ballot is the same as that on the floor at the meeting and provided all background materials are distributed at the time of balloting. A mail ballot cannot replace a National Council member for the purposes of establishing quorum.

15.5.9 Internet meetings may be held at the discretion of the President provided a majority of National Council Members have consented to the meeting by this means and provided all notice requirements have been met. The meeting must be held by means of a secure area of the Association of Canadian Ergonomists' Web site and all votes shall be recorded votes counted by polling those present.

15.6 All meetings of the Association shall be conducted according to Robert's Rules Revised.

#### 16.0 Terms of office of Council members.

1. President: one year following completion of their term as President Elect and a subsequent year as Past President.
2. President Elect: one year following election with a subsequent year to be served as President and then another as Past President.
3. Past President: one year immediately following the year as President.
4. Secretary: two years following election.
5. Treasurer: two years following election.
6. Regional President: two years following election.

16.1 Terms of office of members of the National Council shall commence on 1 January and continue to 31 December, except that the terms of office shall be extended in the event that the completion of balloting is delayed.

16.2 Retiring members shall be eligible for re-election.

16.3 The term of office of any member of the National Council or member of an ad-hoc committee shall be terminated if a resolution to this effect is passed either (a) by members of the National Council voting at a meeting of the National Council, or (b) by members voting at a Special Meeting of the members called for that purpose. In both cases, the resolution shall only be adopted if two-thirds of the votes cast are in favour.

16.4 The President, Past President and President Elect shall hold office for no more than one (1) term. The Secretary and Treasurer of the National Council shall hold the same office for no more than two (2) consecutive terms. No member of the Council shall hold two (2) positions on the National Council at the same time.

#### 17 Election of National Council members.

17.1 In order to maintain a level of continuity on the National Council, the elected offices shall be divided and filled in alternate years as follows:

1. Elected in Even-Numbered Years: Treasurer
2. Elected in Odd-Numbered Years: Secretary
3. Elected Annually: President Elect

17.2 Qualifications for nomination as candidate and for voting.

17.2.1 Honorary Fellows, Fellows and Members shall be entitled to nominate candidates for election as members of National Council.

17.2.2 A nominee may accept nomination for more than one position.

17.2.3 A member already holding one position on the National Council may be nominated for election to another position but if elected he or she shall resign the position previously held and that position shall be filled as stipulated in section 18.1.

- 17.2.4 Honorary Fellows, Fellows and Members shall be entitled to be nominated as, and to vote for, candidates for election as elected members of National Council.
  - 17.2.5 Student and Affiliate Members shall not be entitled to nominate, be nominated as, or vote for, elected members of National Council, but shall be entitled to accept nomination as appointed non-voting members of National Council.
  - 17.2.6 Corporate Members of the Association shall not be entitled to nominate, be nominated as, or vote for, elected members of National Council, or accept nomination as appointed members.
  - 17.2.7 Candidates nominated for the position of President-Elect must currently or previously have served as a member of the National Council.
  - 17.2.8 Candidates nominated for the position of Secretary must be functionally bilingual in English and French.
- 17.3 Nomination procedure.
- 17.3.1 No fewer than 90 days prior to the Annual Meeting, the Secretary shall invite the membership to submit nominations for the positions available and shall prescribe a nomination form, including the date by which they must be returned to the Head Office of the Association.
  - 17.3.2 Any voting member seeking office as an elected member of National Council must be nominated by two voting members of the Association qualified to nominate under clause 13.3.1, and must indicate a willingness to serve if elected.
  - 17.3.3 In the event that more than one nomination is received for a position, the Secretary shall cause there to be a vote taken at the Annual Meeting on ballots prescribed by the Secretary.
  - 17.3.4 All elected offices shall each be filled using the method of single transferable vote.
  - 17.3.5 Candidates may prepare a brief statement for distribution with the Notice of Annual Meeting and the Proxy form.

## 18. Appointment of Officers

- 18.1 The board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A director may be appointed to any office of the Association. An officer may, but need not be, a director unless these By-laws otherwise provide.

### 18.2 Description of Officers

18.2.1 The duties of the President of the National Council are as follows:

- i. To act as a voting member of National Council and the Executive Committee.
- ii. To preside at the Annual Meeting of the Association and at meetings of the National Council and Executive Committee.
- iii. To assist the Treasurer in the preparation of an annual budget for the succeeding fiscal year for adoption by the National Council.
- iv. To be responsible for managing the budget.
- v. To be a signing officer of the Association.
- vi. To act as a trustee of the Julien M. Christensen Memorial Fund.
- vii. To manage the professional relationship with and supervise the activities of the management company.
- viii. To liaise with the Regional Presidents and report back to the Executive

- Committee as to the activities and status of the Regions.
- ix. To consult with the members of the Executive Committee and on an annual basis review the need for and status of active ad hoc committees.
- x. To consult with the members of the National Council and on an annual basis designate the responsibility for reporting on the activities of ad hoc committees to members of the National Council.
- xi. To act as a Director of the Association

18.2.2 The duties of the President Elect are as follows:

- i. To act as a voting member of Council and the Executive Committee.
- ii. To assume the duties of the President during the temporary absence of the President.
- iii. To assume the position of President in the event that the incumbent cannot complete his or her term of office.
- iv. To prepare policy proposals for consideration by the Annual Meeting of the Association.
- v. To assist the Treasurer in the preparation of an annual budget for the succeeding fiscal year for adoption by the National Council.
- vi. To be a signing officer of the Association.
- vii. To act as a trustee of the Julien M. Christensen Memorial Fund.
- viii. To liaise with and report back to the Executive Committee and National Council as to the activities of ad hoc committees as designated by the National Council and the President.
- ix. To act as a Director of the Association

18.2.3 The duties of the Past President are as follows:

- i. To act as a resource and advisor supporting National Council and the Executive Committee by providing knowledge of the previous years' decisions and issues.
- ii. To attend National Council teleconference meetings and executive council teleconference meetings as requested.
- iii. To assume the duties of the President during the temporary absence of the President and President Elect, if required.
- iv. To act as a Director of the Association

18.2.4 The duties of the Secretary are as follows:

- i. To act as a voting member of National Council and the Executive Committee.
- ii. To record and distribute minutes of the Annual Meeting of the Association and of all meetings of the National Council and the Executive.
- iii. To be a signing officer of the Association.
- iv. To propose revisions of these By-laws as required.
- v. To supervise the application of policies relating to bilingualism.
- vi. To liaise with and report back to the Executive Committee and National Council as to the activities of ad hoc committees as designated by

National Council and the President.

- vii. To act as a Director of the Association.

18.2.5 The duties of the Treasurer are as follows:

- i. To act as a voting member of National Council and the Executive Committee.
- ii. To be a signing officer of the Association.
- iii. To supervise the finances of the Association under the direction of the National Council.
- iv. To receive and disburse the Association's funds, except that expenditures exceeding one hundred times the total of the previous year's annual dues of a Member shall be disbursed under the direction and with the approval of National Council.
- v. To prepare an annual budget for the succeeding fiscal year for adoption by the National Council.
- vi. To act as a trustee of the Julien M. Christensen Memorial Fund.
- vii. To liaise with and report back to the Executive Committee and National Council as to the activities of ad hoc committees as designated by National Council and the President.
- viii. To act as a Director of the Association.

18.2.6 Regional President or Regional Representative:

- i. To act as a voting member of the National Council.
- ii. To represent the region at meetings of the National Council.
- iii. To chair and report on behalf of an ad hoc committee or to perform such duties as determined by the National Council.
- iv. To act as a Director of the Association.

18.2.7 The duties of the Executive Director are as follows:

- i. To act as a non-voting member of National Council and the Executive Committee.
- ii. To manage the business affairs of the Association and to administer the Annual Meeting.
- iii. To be a signing officer of the Association.
- iv. To collect the annual dues of members.

18.3 Vacancy in Office

In the event that an incumbent does not complete his or her term of office the President shall, with the approval of the National Council, appoint a member to fill the vacancy for the remaining period of the term, except that,

18.3.1 In the case of the President not completing his or her term of office, the position shall be assumed by the President Elect, and position of President Elect shall remain vacant until the next elections;

18.3.2 In the case of a Regional President not completing his or her term of office the appointment shall be made as stipulated in the By-laws of the region; and



18.3.3 In the case of the President Elect not completing his or her term, the National Council shall determine how to fill the role.

#### 19.0 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.

#### 20.1 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or By-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- 20.2 The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 20.3 The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 20.4 If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by 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 Association 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. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 20.5 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 arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### 21.0 By-laws and Effective Date

The National Council may not make, amend or repeal any By-laws that regulate the activities or affairs of the Association without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

22.0 Affiliations.

The Association may affiliate with other national or international organizations.

Affiliations to other national or international organizations shall be ratified by the members, either at the Annual Meeting by the procedure set out in section 12.1.

23.0 Dissolution

In the event of dissolution of the Association, all property and assets shall be distributed to a nonprofit, charitable organization as defined in the Income Tax Act (Canada), to be selected by 2/3 majority of the Directors.

Appendix. Original languages

Amendments to the By-laws were prepared in English and translated into French. All sections of the Bylaws have been affected.