

LANGUAGES CANADA ASSOCIATION

BY-LAW NO. 1

PART 1

INTERPRETATION

Definitions

- 1.1 In the by-laws, except as the context otherwise requires,
- (a) **"Accreditation"** means the quality assurance scheme owned by the Association,
 - (b) **"Act"** means the *Canada Corporations Act*, R.S.C. 1970, c.C-32, as amended,
 - (c) **"Assisted Member"** means a Member of the Association that has the characteristics as described in §3.3,
 - (d) **"Associate "** means a business that has the characteristics described in §4.9,
 - (e) **"Association"** means the Languages Canada Association,
 - (f) **"Board"** means the board of directors of the Association,
 - (g) **"Candidate "** means a potential Member of the Association that has the characteristics described in §4.1,
 - (h) **"Code of Ethics"** means the code of ethics of the Association approved by the Board and ratified by the Members, subject to change pursuant to §2.13,
 - (i) "Conditions of Membership" means the conditions of membership approved by the Board and ratified by the Members, subject to change pursuant to §2.13,
 - (j) **"Dispute Resolution Policy"** means the dispute resolution process approved by the Board and ratified by the Members, subject to change pursuant to §2.13,
 - (k) **"Formation Agreement"** means the Agreement dated effective July 13, 2007 between the Canadian Association of Private Language Schools and the Canada Language Council to form a new Canadian language training association,
 - (l) **"Full Member"** means a Member of the Association that has the characteristics described in §3.1,
 - (m) **"Indemnified Person"** has the meaning given that term in §5.24,
 - (n) **"Honourary Member"** has the meaning given that term in §4.12,
 - (o) **"Listed Member"** means a Member of the Association that has the characteristics described in §3.2,

- (p) **"Member"** includes a Full Member, Listed Member and Assisted Member,
- (q) **"Minister"** means the Minister of Industry as defined in the Act,
- (r) **"Officer"** means a person who holds an office of the Association set out in §6.1,
- (s) **"organization"** means an association, government agency, corporation or not-for-profit corporation which has a united purpose,
- (t) **"Program Closure Policy"** means the program closure process approved by the Board and ratified by the Members, subject to change pursuant to §2.13,
- (u) **"Recorded Address"** means the address of a Member or director, where applicable, as recorded in the records of the Association and includes residential and email addresses,
- (v) **"Special Resolution"** means a resolution passed by a majority of not less than 2/3 of the votes cast by the Full Members and the Assisted Members who are present at a meeting in person or represented by a proxy-holder and who do vote in person or by proxy,
- (w) **"Standards of the Association"** means the standards, which have been approved by the Board and ratified by the Members (subject to change pursuant to §2.13), that are required to be achieved by the Members,
- (x) **"Steering Committee"** means the four voting representatives from each of the Canadian Association of Private Language Schools and the Canada Language Council and the one non-voting representative from the Language Industry Association (AILIA), who were appointed to negotiate on behalf of their respective associations and, subject to formal approval and ratification of the Formation Agreement, to make binding commitments on behalf of their respective associations, and
- (y) **"Teacher"** means an individual trained, meeting the qualifications outlined in the Standards of the Association and involved in the provision of language instruction at a Member institution.

Interpretation

- 1.2 In the interpretation of these by-laws,
 - (a) a word importing singular number includes the plural and vice versa,
 - (b) a word importing gender includes the masculine, feminine and neuter,
 - (c) a word importing a person includes an individual, a body corporate, a partnership, a trust, an estate and an unincorporated organization, and
 - (d) "in writing" may include a facsimile copy of an original or a communication sent by electronic means.

PART 2

BUSINESS OF THE ASSOCIATION

Corporate Seal

2.1 The seal, an impression of which is stamped in the margin, will be the seal of the Association. The Board may adopt a new seal in replacement of a seal previously adopted.

2.2 The seal of the Association, when required, may be affixed to a contract, document or instrument in writing by a person authorized to execute such contract, document or instrument.

Head Office

2.3 The head office of the Association will be situated in the place and the province specified in the Letters Patent at such address as the Board may, by resolution, determine. Subject to the Act, the Association may, by a by-law approved by Special Resolution at a special general meeting (duly called to consider such by-law), change the place where the head office of the Association shall be situated. The Association may, by resolution, establish such other offices and agencies elsewhere as the Board deems necessary. A copy of the approved by-law shall be filed with the Minister.

Execution of Documents

2.4 Subject to §2.5, contracts, documents or instruments in writing that have been approved by the Board and require the signature of the Association will be signed by any two directors of the Board, and contracts, documents and instruments in writing so signed will be binding upon the Association without further authorization or formality.

2.5 The Board will have the power to appoint officers, directors, employees, or agents to sign a contract, document or instrument in writing on behalf of the Association.

Financial Year

2.6 Unless otherwise ordered by the Board, the fiscal year-end of the Association will be December 31st.

Amendment of By-Laws

2.7 The by-laws of the Association not embodied in the Letters Patent may be repealed or amended by a by-law enacted by the Board and sanctioned by a Special Resolution at a special general meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws will not be enforced or acted upon until approved by the Minister.

Auditors

2.8 At each annual meeting of Members, the Full Members and the Assisted Members will, by resolution of the majority, appoint an auditor to audit the accounts and financial statements of the Association for report to the Members at the next annual meeting of Members.

2.9 The auditor will hold office until the next annual meeting provided that the Board may fill any casual vacancy (due to death, resignation or disqualification) in the office of the auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

2.10 The remuneration of the auditor will be fixed by the Board.

Books and Records

2.11 The Board will see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are kept in accordance with generally accepted accounting principles.

2.12 Such books and records will be maintained at the Association's head office.

Rules and Regulations

2.13 The Board may prescribe changes to the Code of Ethics, Dispute Resolution Policy, Program Closure Policy, Conditions of Membership and Standards of the Association (current copies of all such documents will be held at the Association's head office), and any other rules and regulations consistent with these by-laws relating to the management and operation of the Association, provided that such changes or rules and regulations will have force and effect only until the next annual meeting of Members when they will be confirmed, and failing confirmation at such annual meeting of Members they will cease to have any force and effect.

PART 3

MEMBERSHIP IN THE ASSOCIATION

Full Members, Listed Members and Assisted Members

3.1 An organization with its primary purpose being the provision of training in English as a second/foreign language or French as a second/foreign language will be admitted as a Member provided it:

- (a) Meets the requirements outlined in the Conditions of Membership,
- (b) pays all application, Accreditation and other fees as may be prescribed by the Board from time to time; and
- (c) successfully completes the Accreditation process.

3.2 Upon receiving notification of successful accreditation, a full Member must declare in writing to the Board and register, or cause to register, as Listed Members or as Full Members all additional locations, facilities, branches, and operations (whose primary purpose is the provision of training in English as a second/foreign language or French as a second/foreign language), that such Full Member owns or operates or that shares common branding with the Full Member, as well as any additional language program(s) at the same site of either a Full Member or one of its secondary locations. Each full and each listed member must complete the requirements for accreditation before a membership application is submitted to the Board.

3.3 Upon receiving notification of successful accreditation, an organization whose primary purpose is the provision of training in English as a second/foreign language or French as a second/foreign language, but wishes to apply to the Board for a subsidized membership by reason of not having a significant annual student enrolment and/or on the basis that its operations are seasonal or its location remote, may submit an application to the Board for such membership and setting out sufficient reasons for requesting Assisted Member status. Applications for Assisted Member status must be renewed annually.

3.4 All Members must

- (a) meet all requirements of Accreditation,
- (b) pay all membership fees, Accreditation fees or other fees as may be prescribed by the Board from time to time in a timely manner,
- (c) have been operating as an organization for a minimum of three years, with the exception of Listed Members that are new locations of Full Members,
- (d) agree to be bound by and adhere to the Standards of the Association,
- (e) adhere to
 - (i) the Dispute Resolution Policy,
 - (ii) the Code of Ethics, and
 - (iii) any other rule or regulation prescribed by the Board pursuant to §2.13, and
- (f) submit a signed copy of the Code of Ethics on an annual basis.

Membership Ceases

3.5 Membership in the Association will cease for a Member when that Member

- (a) withdraws from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association,
- (b) ceases to meet the Accreditation requirements,
- (c) is required to resign by a Special Resolution, or
- (d) fails to meet the obligations required of it by these by-laws, as determined by the Board acting reasonably, and such determination will be final, without the need for approval by the Members.

Rights and Obligations of Members

3.6 Each Full Member and Assisted Member is entitled to one vote on any question to be determined during a meeting of the Members. Listed Members do not have voting privileges unless the Full Member has transferred its voting privileges in the Association and has registered with the Secretary of the Association in writing.

3.7 Each Full Member and Assisted Member shall appoint one voting representative for the Association and each must be an owner or employee of the Full Member or Assisted Member.

3.8 Each Full Member and Assisted Member shall promptly notify the Secretary of the Association of the address, telephone and fax numbers and e-mail addresses of its voting representative and of any changes as required.

3.9 Each Listed Member shall promptly notify the Secretary of the Association of the address, telephone and fax numbers and e-mail addresses of its contact person and of any changes as required.

3.10 Each Member is entitled to place one listing on the Association's website and/or in the Association guide if applicable.

3.11 Each Member is entitled to use the Association's logo in all advertising.

3.12 Each Member applicant must submit with its application, and all Members must submit annually, by a date specified by the Association, an annual program survey.

3.13 All Members must submit, on an annual basis, all required accreditation documentation in compliance with the Accreditation. Such documentation will include, but is not limited to, a report of all teachers under contract or employment including their dates of employment with the Full Member and such teacher's qualifications; a signed copy of the Code of Ethics; and a copy of all the Full Member's printed promotional material.

PART 4

CANDIDATES AND ASSOCIATES

4.1 A Candidate must

- (a) be an organization whose primary purpose is the provision of training in English as a second/foreign language or French as a second/foreign language,
- (b) be certified and meet all requirements of the Accreditation,
- (c) have been operating as a provider of training in English as a second/foreign language or French as a second/foreign language for a minimum of one year but not longer than three years,
- (d) agree to be bound by the Standards of the Association,
- (e) adhere to
 - (i) the Dispute Resolution Policy,
 - (ii) the Code of Ethics, and
 - (iii) any other rule or regulation prescribed by the Board pursuant to §2.13, and
- (f) submit to the Association a signed Code of Ethics on an annual basis.

4.2 A Candidate may have any number of facilities, branches or operations owned or operated by it and covered by one membership.

4.3 All English and French language programs and locations which qualify under Part 3 of this by-law and that operate under the Candidate's name must register with the Association.

Rights and Obligations of Candidates

4.4 A Candidate does not have voting privileges in the Association.

4.5 A Candidate is not entitled to use the Association's logo or to be listed on the Association's website or guidebook.

4.6 Each Candidate shall promptly notify the Secretary of the Association of the address, telephone and fax numbers as well as e-mail addresses of its contact person and of any changes as required.

4.7 Each Candidate must submit with its application a letter from its external accounting firm reporting financial solvency and an annual program survey.

4.8 Candidates must submit, on an annual basis, all required accreditation documentation in compliance with the Accreditation. Such documentation will include, but is not limited to, a report of all teachers under contract or employment including their dates of employment with the Candidate and such teacher's qualifications; a signed copy of the Code of Ethics; and a copy of all the Candidate's printed promotional material.

Associates

4.9 An Associate must

- (a) be an organization who supports the provision of training in English as a second / foreign language or French as a second/foreign language,
- (b) have been in business for a minimum of three years,
- (c) not have as its primary business purpose the provision of training in English as a second/foreign language or French as a second/foreign language.
- (d) adhere to
 - (i) the Dispute Resolution Policy,
 - (ii) the Code of Ethics, and
 - (iii) any other rule or regulation prescribed by the Board pursuant to §2.13, and
- (e) submit a signed copy of the Code of Ethics on an annual basis.

Rights and Obligations of Associates

4.10 An Associate may attend meetings of Members and participate in committees, special events and Association activities, but has no voting privileges.

4.11 An Associate may use the Association's logo in advertising provided the advertisement indicates its status as an Associate and that the advertisement is approved by the Association before publication.

Honourary Members

4.12 An Honourary Member must

- (a) be an organization with a similar mandate as the Association and who supports the provision of training in English as a second / foreign language or French as a second/foreign language,
- (b) not have as its primary business purpose the provision of training in English as a second/foreign language or French as a second/foreign language and
- (c) must make a reciprocal membership arrangement with the Association and
- (d) be approved by the Directors of the Association.

Rights and Obligations of Honourary Members

4.13 An Honourary member may attend meetings of Members and participate in committees, special events and Association activities, but has no voting privileges.

4.14 An Honourary member may use the Association's logo in advertising provided the advertisement indicates its status as an Associate and that the advertisement is approved by the Association before publication.

PART 5

BOARD OF DIRECTORS

Size of Board

5.1 With the exception of the initial Board who shall include only the nine members of the Steering Committee, the property and business of the Association including the Accreditation will be managed by a Board of a minimum of 12 and a maximum of 16 directors, which will include all honorary directors appointed pursuant to §5.1, a minimum of one director representing French language programs elected pursuant to §5.3, and the ex officio directors specified in §6.4.

5.2 The Board may, by majority resolution, appoint honorary directors, who may attend meetings of the directors and take part in discussions, but may not make motions or vote.

5.3 The Board shall include at least one director representing French language programs. Such director shall be elected by the Full Members and Assisted Members at the annual general meeting of the Members.

5.4 The Board will endorse and nominate candidates for election as directors to encourage adequate regional representation as well as balanced representation of public and private sector membership.

5.5 Each Full Member that has its voting representative elected as a director of the Board and that has multiple Listed Member locations, may, with Board approval, invite a representative of the Listed Member or an additional representative of the Full Member to attend meetings of the Board as a guest. The guest will be entitled to take part in discussions, but may not make motions or vote.

5.6 The Steering Committee, as applicants for incorporation, shall become the first directors of the Association whose term of office on the Board shall continue until their successors are elected. The four representatives from each of the Canadian Association of Private Language Schools and the Canada Language Council will be voting directors and the AILIA representative will be an honorary director, without the right to make motions or vote.

5.7 At the first meeting of Members, the Board then elected shall replace the provisional directors named in the Letters Patent of the association.

Qualification

5.8 A director must be an individual, at least 18 years of age, capable under law to contract and either an owner or an employee of a Full Member.

Election

5.9 Directors will be elected by the Members at an annual meeting of Members for a two year term. To establish staggered terms of office, 50% of the inaugural Board positions shall be for a one year term and the remaining positions for a two year term.

Ceasing to Hold Office

5.10 A director, other than an ex officio director, ceases to hold office as a director when the director

- (a) no longer owns or is employed by a Full Member,
- (b) has resigned by delivering a written resignation to the Secretary of the Association,
- (c) is found by a court to be of unsound mind,
- (d) has the status of bankrupt,
- (e) is removed by Special Resolution,
- (f) if an officer of the Association, ceases to be an officer pursuant to §6.8, or
- (g) dies or becomes incapacitated.

Vacancy

5.11 If a vacancy occurs on the Board, the Board may by majority resolution fill the vacancy and such director will hold office for a term expiring not later than the close of the next annual meeting of Members.

Meetings

5.12 Meetings of the Board may be held at any time and place determined by the Board or President provided that

- (a) a minimum 10 days notice of a meeting is given to each director, if sent by regular mail, or
- (b) a minimum of 48 hours notice of a meeting is given to each director, if sent by fax or e-mail.

5.13 The Board will have at least four quarterly meetings per year.

5.14 Each director is authorized to exercise one vote, except as noted in §5.5.

5.15 The quorum for a meeting of the Board will be 51% of the entire Board.

5.16 If all the directors of the Association consent in advance generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of telephonic, electronic or other communication facility that permits all persons participating in such meeting to communicate with each other, and a director participating in such meeting by such means is deemed to be present at the meeting, provided that

- (a) the Association shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a director and that a quorum is present, and
- (b) if any director votes or takes any action at the meeting by means of remote communication, a record of such vote or such other action shall be maintained by the Association.

Interested Directors

5.17 No Director shall vote on any item of business to be transacted at a meeting of the Board which relates to the Membership, Accreditation or termination of a Member if such Director is

- (a) a representative or nominee of such Member,
- (b) an employee, officer or director of such Member, or
- (c) otherwise, directly or indirectly, interested in such Member.

Notice

5.18 For the purposes of sending notice to any director of any meeting or otherwise, the address of the director will be the director's Recorded Address.

5.19 No error or omission in giving notice of a meeting of the Board or of an adjourned meeting of the Board will invalidate such meeting or make void any proceedings taken at such meeting, and any director may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken at such meeting.

Remuneration

5.20 The directors will serve as such without remuneration and no director will directly or indirectly receive any profit from the position of director. A director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Nothing contained in these by-laws precludes a director from receiving compensation for serving the Association in any other capacity.

5.21 The Board may fix a reasonable remuneration for all agents, employees and committee members. Such resolution will have force and effect only until the next meeting of Members when confirmed by resolution of the Members or, in the absence of such confirmation by the Members, the remuneration of such agents, employees or committee members will cease to be payable from the date of such meeting of Members.

Agents and Employees

5.22 The Board may appoint agents and engage employees as it deems necessary and such persons will have such authority and will perform such duties as prescribed by the Board.

5.23 The Board may delegate to an officer of the Association the right to employ and pay salaries to employees.

Indemnities to Directors and Others

5.24 A director or officer of the Association, or other person approved by the Board, (an "**Indemnified Person**") who undertakes liability on behalf of the Association or any company controlled by it and its heirs, executors and administrators, and estate and effects, respectively, will be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgment reasonably incurred by such Indemnified Person in respect of any civil, criminal, administrative, investigative or other proceeding in which the Indemnified Person is involved by reason of being or having been a director, officer or agent of the Association, if

- (a) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Association, and
- (b) in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

Powers of Directors

5.25 The Board may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, except as otherwise provided in these by-laws, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

5.26 The Board is hereby authorized, from time to time,

- (a) to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions as such

times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient,

(b) to limit or increase the amount to be borrowed,

(c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board, and

(d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal moveable and immovable property of the Association and the undertaking and rights of the Association.

5.27 The Board may approve changes to the budget of the Association provided that the cumulative sum of such changes in a fiscal year shall not exceed 10% of the total budget approved by the Members.

5.28 The Board will 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 promoting the interest of the Association in accordance with such terms as determined by the Board.

5.29 The Board may take steps deemed necessary in order to enable, for the purpose of furthering the objects of the Association, the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind.

Minutes of Board

5.30 The minutes of meetings of the Board will be available simultaneously, within 15 working days, in both English and French, for review by all Members.

PART 6

OFFICERS

Offices

6.1 The offices of the Association will be President, Vice-President, immediate Past-President, Secretary, Treasurer, and any other office the Board determines.

6.2 Any two offices may be held by the same person.

6.3 An officer must be an individual, at least 18 years of age and either an owner or employee of a Full Member.

Ex Officio Directors

6.4 The officers of the Association will be ex officio directors of the Board, and will be entitled to vote at all meeting thereof.

6.5 Ex officio directors will serve so long as that person remains an officer of the Association.

Election

6.6 All officers of the Association, with the exception of the immediate Past-President, will be appointed by resolution of the Board at the first meeting of the Board following an annual general meeting. The person appointed as President will be appointed the immediate Past-President, immediately following the expiry of the person's term as President.

Term

6.7 The officers of the Association will hold office for a term of 1 year from the date of appointment or until their successors are appointed in their stead. To establish staggered terms of office, 50% of the inaugural Officer positions shall be for a term of one year and the remaining positions for a term of two years.

Ceasing to Hold Office

- 6.8 An officer ceases to hold office as an officer when the officer
- (a) no longer owns or is employed by a Full Member,
 - (b) has resigned by delivering a written resignation to the Secretary of the Association,
 - (c) is found by a court to be of unsound mind,
 - (d) has the status of bankrupt,
 - (e) is removed by the Board by majority resolution, or
 - (f) dies or becomes incapacitated.

Vacancy

6.9 If a vacancy occurs in an office, the Board may, by majority resolution, fill the vacancy and such officer will hold office for a term expiring not later than the close of the next annual meeting of Members.

Duties of Officers

6.10 The President will act as chairperson at meetings of Members and of the Board. The President will have the general and active management of the affairs of the Association and may delegate such duties to the Secretary. The President will see that all orders and resolutions of the Board are carried into effect.

6.11 In the absence or disability of the President, the Vice-President will perform the duties and exercise the powers of the President and will perform such other duties as imposed upon that office by the Board.

6.12 The immediate Past-President will perform such duties as imposed upon that office by the Board.

6.13 The Treasurer will have the custody of the funds and securities of the Association, will keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association, and will deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as designated by the Board. The Treasurer, taking proper vouchers for such disbursements, will disburse the funds of the Association as directed by proper authority, and will render to the President and the Board at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. The Treasurer may delegate such duties to a Member or employee of the Association and will perform such other duties as the Board directs.

6.14 The Secretary may, under the supervision of the President, perform management duties of the Association. The Secretary will attend and act as clerk at all meetings of Members and of the Board and record all votes and minutes of all proceedings in the books kept for that purpose or will delegate such duties to a Member or employee of the Association. The Secretary will give or cause to be given notice of meetings of the Members and of the Board, and will perform such other duties as prescribed by the Board or President. The Secretary will be custodian of the seal of the Association, which the Secretary will deliver only when authorized by the Board and to such person or persons as the Board directs. The Secretary may delegate such duties to a Member or employee of the Association and will perform such other duties as the Board directs.

6.15 The duties of all other officers of the Association will be such as the terms of their engagement call for or as the Board requires.

6.16 All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission or otherwise) that the directors think fit and are subject to termination at the discretion of the directors.

PART 7

COMMITTEES

Committees of Members

7.1 There will be seven committees of Members, as follows:

- (a) Advocacy and Affiliations Committee;
- (b) Finance Committee;
- (c) Membership and Communications Committee;
- (d) Marketing and Promotion Committee;
- (e) Professional Development Committee;
- (f) Quality Assurance Committee; and
- (g) AGM/Conference Committee.

7.2 The Board may establish other committees of Members of the Association whose members will be approved by the Board.

Duties

7.3 The Board may establish special interest groups of Members of the Association which may include French, public sector and private sector.

7.4 The Board will determine the duties of such committees and special interest groups and the Board will have the power, by resolution, to determine the size of, appoint directors to and remove directors from these committees.

Powers of Committees and Special Interest Groups

7.5 A committee or special interest group of Members may make recommendations to the Board but does not have the authority to carry out the powers of the directors.

Chairperson

7.6 The chairperson of a committee or special interest group of Members will be a Board member.

PART 8

MEMBERS' MEETINGS

Annual Meeting

8.1 The annual meeting of Members will be held at such location within Canada each year and on such day as the Board determines.

8.2 At every annual meeting of Members, in addition to any other business that may be transacted, the report of the Board, the annual financial statements of the Association and the report of the auditor will be presented, the directors will be appointed for a two year term, the auditor will be appointed for the ensuing year and the directors will be authorized to fix the remuneration of such auditor.

Special Meeting

8.3 A special meeting of Members may be held at such location within Canada as the Board determines or entirely by means of a telephonic, electronic or other communication facility that permits all persons participating in such meeting to communicate with each other, provided that 30% of the Members approve of such meeting. If the Association proposes to hold the meeting by remote communication other than by telephonic communication, each Member must consent in advance to the proposed method of communication. If so authorized, and subject to such guidelines and procedures as the Board may adopt, Members not physically present at a meeting of Members may, by means of remote communication, participate in a meeting of Members and be deemed present in person and vote at a meeting of Members whether such meeting is to be held at a designated place or solely by means of remote communication, provided that

(a) the Association shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member and that a quorum is present,

(b) the Association shall implement reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and

(c) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Association.

Business Conducted

8.4 The Members may consider and conduct any business, either special or general, at any meeting of the Members.

Calling Special Meetings

8.5 The Board, the President or Vice-President will have power to call a special meeting of the Members and will call a special meeting of Members on written requisition of Members carrying not less than 5% of the voting rights.

Quorum

8.6 A quorum for a meeting of Members will be 1/3 of Members entitled to vote, present in person or by proxy.

Notice

8.7 Fourteen days' written notice will be given to each Member of any meeting of Members. Notice of any meeting of Members where special business will be transacted will contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind every Full Member and Assisted Member that it has the right to vote by proxy.

8.8 For the purpose of sending notice to any Member for any meeting of Members or otherwise, the address of the Member will be the Member's recorded mailing or electronic mail address.

8.9 No error or omission in giving notice of an annual or special meeting of Members or of an adjourned meeting, whether annual or special, of the Members will invalidate such meeting or make void any proceedings taken at such meeting and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken at such meeting.

Voting of Members

8.10 Unless the Act or these by-laws provide otherwise, at meetings of Members every question will be determined by a majority of the votes cast by the Full Members and Assisted Members who, being entitled to do so, vote.

Proxy

8.11 A Full Member or an Assisted Member may, by means of a written proxy, appoint a proxy holder to attend and act at a meeting of Members in the manner and to the extent authorized by the proxy. A proxy holder must be a Full Member or Assisted Member.