

CANADIAN ASSOCIATION OF NEPHROLOGY DIETITIANS

BY-LAW NO. 1

TABLE OF CONTENTS

	Page
ARTICLE 1 DEFINITIONS/INTERPRETATION	4
1.1 Definitions.....	4
1.2 Purpose	5
1.3 Interpretation	5
1.4 Procedural Policy	5
ARTICLE 2 CONTRACTUAL AND FINANCIAL MATTERS	5
2.1 Corporate Seal	5
2.2 Execution of Documents.....	6
2.3 Financial Year End.....	6
2.4 Banking Arrangements	6
2.5 Borrowing Powers.....	6
2.6 Annual Financial Statements	6
2.7 Investments	7
ARTICLE 3 MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION	7
3.1 Membership Groups	7
3.2 Transferability of Membership	7
3.3 Notice of Meeting of Members	8
3.4 Record Date	8
3.5 Proxy Voting.....	9
ARTICLE 4 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE	9
4.1 Membership Dues.....	9
4.2 Termination of Membership.....	10
4.3 Effect of Termination of Membership	10
4.4 Discipline of Members	10
ARTICLE 5 MEETINGS OF MEMBERS	11
5.1 Annual Meeting	11
5.2 Special Meetings.....	11
5.3 Persons Entitled to be Present	11
5.4 Place of Meeting	11
5.5 Chair of the Meeting.....	11
5.6 Quorum.....	12
5.7 Voting.....	12
5.8 Votes to Govern	12
5.9 Resolutions in Writing.....	12
5.10 Participation by Electronic Means at Members’ Meetings	12
5.11 Members’ Meetings Held Entirely by Electronic Means	13

TABLE OF CONTENTS
(continued)

	Page
5.12 Members Calling a Members' Meeting	13
5.13 Proposals at Annual Meetings	13
5.14 Cost of Publishing Members' Proposals	13
ARTICLE 6 DIRECTORS	13
6.1 Number of Directors	13
6.2 Eligibility of Directors	13
6.3 Election and Term	14
6.4 Removal of Directors	15
6.5 Filling Vacancies	15
6.6 Standards of Care	15
6.7 Conflict of Interest	15
6.8 Spokesperson/Confidentiality	16
6.9 No Remuneration	16
6.10 Validity of Acts	17
ARTICLE 7 MEETINGS OF DIRECTORS	17
7.1 Calling of Meetings	17
7.2 Notice of Meeting	17
7.3 Waiver of Notice	17
7.4 Regular Meetings	18
7.5 Votes to Govern	18
7.6 Board Quorum	18
7.7 Electronic Participation	18
7.8 Adjournment	18
7.9 Resolutions in Writing	18
7.10 Guests	19
7.11 Code of Conduct	19
ARTICLE 8 BOARD COMMITTEES	19
8.1 Committees	19
8.2 No Delegation to Committees	19
ARTICLE 9 OFFICERS	20
9.1 Description of Officers	20
9.2 Powers and Duties	21
9.3 Removal/Vacancy in Office	21
ARTICLE 10 INDEMNITY AND INSURANCE	21
10.1 Indemnity	21
10.2 Insurance	22

TABLE OF CONTENTS
(continued)

	Page
ARTICLE 11 NOTICES	22
11.1 Method of Giving Notices	22
11.2 Invalidity.....	23
11.3 Omissions and Errors	23
ARTICLE 12 BY-LAW AMENDMENTS	23
12.1 By-law Amendments.....	23
ARTICLE 13 EFFECTIVE DATE	24
13.1 Effective Date.....	24

BY-LAW NO. 1

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

Canadian Association of Nephrology Dietitians

With a head office located at:

298 Cavendish Drive; Ancaster, ON L9G 3Y3

BE IT ENACTED as a By-law of the Corporation as follows:

ARTICLE 1 DEFINITIONS/INTERPRETATION

1.1 Definitions

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

- 1.1.1 **“Act”** means the *Canada Not-for-profit Corporations Act* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended (any sections of the Act referenced in this By-law are set out in the Appendix to this By-law);
- 1.1.2 **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.3 **“Board”** means the board of directors of the Corporation;
- 1.1.4 **“By-law”** means this by-law and any other by-laws of the Corporation as may be amended in force and effect;
- 1.1.5 **“Chief Executive Officer”** means the senior manager of the Corporation accountable to the Board for the operations of the Corporation and its employees;
- 1.1.6 **“Corporation”** means the Canadian Association of Nephrology Dietitians;
- 1.1.7 **“Director”** means a member of the Board;
- 1.1.8 **“Director of the Act”** means the individual appointed to be responsible for the administration of the Act by the Minister responsible for the Act;
- 1.1.9 **“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;

- 1.1.10 “**Member**” means the members of the Corporation as defined in section 3.1;
- 1.1.11 “**Ordinary Resolution**” means a resolution passed by a majority (50% plus 1) of the votes cast on that resolution;
- 1.1.12 “**Regulations**” means the regulations made under the Act, as amended, restated or in effect; and
- 1.1.13 “**Special Resolution**” means a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution.

1.2 Purpose

The purposes of the Corporation as set out in the Articles of Incorporation are as follows:

The purpose of the Corporation is to support renal dietitians in Canada in their provision of quality care to patients with renal disease through education, advocacy and the development of standards.

1.3 Interpretation

- 1.3.1 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.
- 1.3.2 Words and expressions defined in the Act have the same meanings when used in these By-laws.

1.4 Procedural Policy

The Board may establish a policy outlining any procedural rules applicable to any meeting of the Members, the Board or committees.

ARTICLE 2 CONTRACTUAL AND FINANCIAL MATTERS

2.1 Corporate Seal

The Corporation may have a corporate seal in the form approved 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.

2.2 Execution of Documents

- 2.2.1 All contracts and agreements shall be signed by any two officers (Chair, Vice-Chair, Treasurer) or by the Chief Executive Officer and any other officer.
- 2.2.2 In addition, the Board may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- 2.2.3 Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- 2.2.4 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.

2.3 Financial Year End

The financial year end of the Corporation shall be March 31.

2.4 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 as the Board may designate, appoint or authorize 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 designate, direct or authorize.

2.5 Borrowing Powers

The Board may, without authorization of the Members,

- 2.5.1 borrow money on the credit of the Corporation;
- 2.5.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 2.5.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- 2.5.4 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.

2.6 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a

publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

2.7 Investments

The Board may invest in any investments that are authorized by the Corporation's Investment Policy, if any.

ARTICLE 3 MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

3.1 Membership Groups

3.1.1 Subject to the Articles, there shall be two (2) categories of Members:

3.1.1.1 Regular Members: Each Regular Member shall be entitled to receive notice of, attend and vote at any Meeting of Members and at all such meetings shall be entitled to one (1) vote.

3.1.1.2 Student/Retired Members: Except as otherwise provided by the Act, each Student/Retired Member shall be entitled to receive notice of and to attend any Meeting of Members of the Corporation but shall not be entitled to vote at any such meeting or generally exercise any other voting rights.

3.1.2 The Board in its discretion may admit individuals as either Regular Members or Student/Retired Members, through a Board resolution.

3.1.3 Pursuant to subsection 197(1) (Fundamental Changes) 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).

3.1.4 The Board shall maintain a register of Members in accordance with the Regulations.

3.2 Transferability of Membership

A membership is not transferable. Pursuant to section 197(1) (Fundamental Changes) 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.

3.3 Notice of Meeting of Members

3.3.1 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:

3.3.1.1 by mail, courier or personal delivery to each Member during a period of 21 to 60 days before the day on which the meeting is to be held; or

3.3.1.2 by telephone, fax, electronic or other communication facility to each Member, during a period of 21 to 35 days before the day on which the meeting is to be held.

3.3.2 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

3.3.3 The Corporation shall give notice of all “special business” transacted at a Meeting of Members. Special business includes all business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members, except consideration of the financial statements, public accountant’s report, election of Directors and re-appointment of the incumbent public accountant. Notice of a Meeting of Members at which special business is to be transacted shall:

3.3.3.1 state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and

3.3.3.2 state the text of any Special Resolution to be submitted to the meeting.

3.3.4 Notice of any Meeting of Members shall also be given to the public accountant.

3.3.5 Any person who is entitled to notice of a Meeting of Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.4 Record Date

3.4.1 The Directors may fix in advance a date as the record date for the purpose of:

3.4.1.1 determining the Members entitled to receive notice of a Meeting of Members and/or entitled to vote at a Meeting of Members, but such record date shall be a date that is within 21 to 60 days before the day on which the meeting is to be held;

3.4.1.2 determining the Members entitled to participate in a liquidation distribution or for any other purposes, but such record date be a date within 60 days before

the date in which the determination is made. Such members shall be determined as at the close of business on the day on which the directors pass the resolution relating to the record date.

3.4.2 If no record date is fixed by the directors, the record date shall be determined in accordance with section 161(2) of the Act, as follows,

3.4.2.1 the record date for the determination of Members entitled to receive notice of a Meeting of Members is (i) at the close of business on the day immediately preceding the day on which the notice is given, or (ii) if no notice is given, the day on which the meeting is held;

3.4.2.2 the record date for the determination of Members entitled to vote at a Meeting of Members is (i) if a record date has been fixed under section 3.4.1.1, the day that is 10 days after that date, and (ii) otherwise, the date that is the record date under section 3.4.2.1; and

3.4.2.3 the record date for the determination of Members for any purpose other than to establish a Member's right to receive notice of a meeting or to vote shall be at the close of business on the day on which the directors pass the resolution relating to the record date.

3.5 Proxy Voting

3.5.1 Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of Members may, by means of a proxy, appoint a person, who need not be a Member, to attend and act at the meeting as the Member's nominee, in the manner, to the extent and with the power conferred by the proxy. Any such proxy must be submitted to the Secretary of the Corporation on the Corporation's proxy form at least forty-eight (48) hours prior to the meeting date. Proxy holders who are not Members are not entitled to move or second motions.

3.5.2 Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws to change this method of voting by Members not in attendance at a Meeting of Members.

ARTICLE 4 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues

Membership dues will be set by the Board from time to time. The initial membership fees shall be:

4.1.1 For Regular Members, \$35 per year; and

4.1.2 For Student/Retired Members \$15 per year.

4.2 Termination of Membership

A membership in the Corporation is terminated when the Member does not pay renewal of membership fees.

4.3 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.

4.4 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:

4.4.1 violating any provision of the Articles, By-laws, or written policies of the Corporation; or

4.4.2 carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair shall provide twenty (20) days' 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 Chair in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair 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 will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further thirty (30) 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.

The Board may delegate the Chair's responsibilities under this section to another officer; however, the Board shall not delegate its authority under this section to any committee of the Board or to the Chief Executive Officer.

**ARTICLE 5
MEETINGS OF MEMBERS**

5.1 Annual Meeting

5.1.1 The Board shall call the first annual Meeting of Members not later than eighteen (18) months after the incorporation of the Corporation.

5.1.2 The Board shall call an annual Meeting of Members not later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year. Members are entitled to make proposals at the annual meeting of the Corporation as outlined in section 163 of the Act.

5.1.3 At the annual Meeting of Members, in addition to any special business (as defined in section 3.3.3), the following business shall be done:

- (i) presentation of the public accountant's report;
- (ii) election of Directors; and
- (iii) appointment of the public accountant.

5.2 Special Meetings

The Board may at any time call a special Meeting of Members.

5.3 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting 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 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 Board .

5.4 Place of 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 Board, including entirely by electronic means as contemplated in section 5.11.

5.5 Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present at the meeting shall choose one of their number to chair the meeting. The Chair of the meeting shall be entitled to a casting vote in order to break a tie.

5.6 Quorum

- 5.6.1 A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting.
- 5.6.2 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.

5.7 Voting

- 5.7.1 Voting at a Meeting of Members shall be by show of hands, except if a ballot is demanded by a member entitled to vote at the meeting.
- 5.7.2 A Member may demand a ballot either before or after any vote by show of hands.
- 5.7.3 Despite section 5.7.1, any vote referred to in that paragraph may be held, in accordance with the Regulations, if any, entirely by means of a telephone, fax, an electronic or other communication facility, if the Corporation makes available such a communication facility.

5.8 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of a tie vote, the Chair of the meeting shall have a tie-breaking vote.

5.9 Resolutions in Writing

Subject to subsection 166(1) of the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the Act relating to meetings of members.

5.10 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephone, 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 telephone, 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 telephone, electronic or other communication facility that the Corporation has made available for that purpose.

5.11 Members' Meetings 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 telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.12 Members Calling a Members' Meeting

The Board shall call a special Meeting of Members in accordance with section 167 of the Act, on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.13 Proposals at Annual Meetings

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 five percent (5%) of members entitled to vote at the meeting at which the proposal is to be presented.

5.14 Cost of Publishing Members' Proposals

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.

**ARTICLE 6
DIRECTORS**

6.1 Number of Directors

The Articles provide for a minimum and maximum number of Directors (3-12). The first Board elected under these By-laws shall be composed of six (6) Directors. The Members delegate to the Board their powers to fix the number of Directors of the Corporation and the number of Directors to be elected at annual meetings of the Members.

6.2 Eligibility of Directors

6.2.1 The following persons are disqualified from being an elected or appointed Director:

6.2.1.1 anyone who is less than 18 years of age;

6.2.1.2 anyone who is not a duly licensed dietitian by their provincial College in Canada;

6.2.1.3 anyone who has been declared incapable by a court in Canada or in another country;

6.2.1.4 a person who is not an individual; and

6.2.1.5 a person who has the status of a bankrupt.

6.2.2 No person shall act for an absent Director at a meeting of the Board.

6.3 Election and Term

6.3.1 The Board shall be elected in accordance with the Board's Nominations Policy. The Nominations Policy shall set out the skills, experience and qualifications sought in candidates for Directors, individually, as well as any diversity or other requirements of the Board, collectively.

6.3.2 The Board shall seek candidates with the following skills and competencies:

- Clinical programs and services
- Quality improvement and quality indicators, ideally with an understanding of the supporting information systems
- Finance
- Risk management
- Human resources
- Governance and accountability
- Government relations
- Public relations and communication
- Change management
- Performance measurement
- Facilities and capital project management
- Knowledge of the community

6.3.3 Nominations for candidates for the Board must be submitted in accordance with the Board's Nominations Policy, but in no event shall nominations for candidates for the Board be accepted from the floor of any Meeting of Members.

6.3.4 At the first election of Directors following the approval of this By-law, one-half of the Directors shall be elected for a one (1) year term and one-half of the Directors shall be elected for a two (2) year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for a two (2) year term.

6.3.5 No Director shall serve on the Board for more three (3) consecutive terms; provided, however, that following a break in service of at least one (1) year, the same person may be re-elected for further consecutive terms up to the aforesaid maximum.

6.4 Removal of Directors

The Members may by Ordinary Resolution at a special Meeting of Members remove any Director or Directors from office.

6.5 Filling Vacancies

6.5.1 A quorum of Directors may fill a vacancy among the Directors that arises as a result of a mid-term vacancy.

6.5.2 A Director appointed or elected to fill a mid-term vacancy holds office for the unexpired term of their predecessor.

6.5.3 The Directors may not fill a vacancy resulting from an increase in the minimum or maximum number of Directors provided for in the Articles or a failure to elect at the annual Meeting of Members the minimum number of Directors provided for in the Articles.

6.5.4 Notwithstanding any vacancy among the directors, the remaining directors may exercise all the powers of the directors so long as a quorum of the number of directors remains in office.

6.6 Standards of Care

Every Director and officer shall:

6.6.1 act honestly and in good faith with a view to the best interests of the Corporation; and

6.6.2 exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

6.7 Conflict of Interest

6.7.1 Every Director who has or thinks he or she may potentially have a conflict of interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the conflict of interest at a meeting of the Board.

6.7.2 The declaration of a conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.

6.7.3 All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary or a delegate shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or delegate) when preparing board or committee packages,

and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the board or committee package of any conflicted Director.

- 6.7.4 After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining his or her involvement in the matter that is the subject of the declaration.
- 6.7.5 If the Director fails to make a Declaration of his or her conflict of interest in a contract, transaction, matter or decision, as required by this section, this failure may be considered grounds for the Board to recommend termination of his or her office to the Members.
- 6.7.6 The failure of any Director to comply with the conflict of interest provisions of this section does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- 6.7.7 Where the number of voting Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this section, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

6.8 Spokesperson/Confidentiality

- 6.8.1 The Chair is the only official spokesperson for the Board. No Director shall speak or make representations on behalf of the Board unless authorized by the Chair. When so authorized, the Director's representations must be consistent with accepted positions and policies of the Board.
- 6.8.2 Every Director shall respect the confidentiality of information about the Corporation, whether that information is received in a meeting of the Board or of a committee or is otherwise provided to or obtained by the Director.

6.9 No Remuneration

- 6.9.1 The Board may establish annual honoraria or stipends for the Directors and officers.
- 6.9.2 Directors are eligible to be reimbursed for reasonable out-of-pocket expenses incurred in their role as Directors.

6.10 Validity of Acts

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

**ARTICLE 7
MEETINGS OF DIRECTORS**

7.1 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board, the Secretary or any two (2) Directors at any time.

7.2 Notice of Meeting

- 7.2.1 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 11.1 of this By-law to every Director of the Corporation not less than fourteen (14) days before the time when the meeting is to be held.
- 7.2.2 Notice of a special meeting of the Board may be given by written notice, email or telephone not less than forty-eight (48) hours before the time when the meeting is to be held.
- 7.2.3 Notice of a meeting shall not be necessary if all of the Directors are present, and none 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.
- 7.2.4 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.
- 7.2.5 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 7.2.6 No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of the Board shall expressly specify any matter referred to in section 8.2.

7.3 Waiver of Notice

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

7.4 Regular Meetings

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 subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

7.5 Votes to Govern

7.5.1 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

7.5.2 In case of a tie vote, the Chair of the meeting shall not have a tie-breaking vote.

7.6 Board Quorum

A majority of the Directors required by the Articles constitutes a quorum at any meeting of the Board, and despite any vacancy amongst the Directors, a quorum of Directors may exercise all the powers of the Board.

7.7 Electronic Participation

A Director may, in accordance with the Regulations, if any, and if all the Directors consent, participate in a meeting of the Board or of a committee of the Board by means of a telephone, fax, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present at that meeting.

7.8 Adjournment

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

7.9 Resolutions in Writing

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

7.10 Guests

- 7.10.1 The Chief Executive Officer, if any, shall be invited as a guest to all meetings of the Board. The Chair may require the Chief Executive Officer to leave for any in camera/closed sessions of the Board.
- 7.10.2 Any other guests shall be invited to Board meetings with the approval of the Board or the Chair.

7.11 Code of Conduct

All Directors shall comply with the Code of Conduct as established by the Board (see Schedule A).

**ARTICLE 8
BOARD COMMITTEES**

8.1 Committees

- 8.1.1 The Board may establish committees. The committees of the Board shall be:
 - 8.1.1.1 standing committees, being those committees, whose duties are normally continuous; including Best Practices, Social Media, Outcomes committees
 - 8.1.1.2 working groups, being those groups appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- 8.1.2 The mandate and composition of committees and working groups shall be provided for in the Board Committee Policy.
- 8.1.3 Any such committee or working group may formulate its own rules of procedure, subject to such policies or directions as the Board may set out in the Board Committee Policy.
- 8.1.4 Any committee member or working group member may be removed by resolution of the Board.

8.2 No Delegation to Committees

The Board may not delegate to a committee or to the chief executive officer any of the following matters:

- 8.2.1 submitting to the Members any question or matter requiring the approval of Members;
- 8.2.2 filling a vacancy among the Directors under section 6.5 or in the office of public accountant or appointing additional Directors;

- 8.2.3 issuing debt obligations except as authorized by the Board;
- 8.2.4 approval of annual financial statements; or
- 8.2.5 adopting, amending or repealing By-laws.

ARTICLE 9 OFFICERS

9.1 Description of Officers

The officers of the Corporation shall have the following duties and powers associated with their positions:

- 9.1.1 **Chair** - The Chair shall be a Director elected by the Board. The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- 9.1.2 **Vice Chair** - The Vice-Chair shall be a Director elected by the Board. If the Chair is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- 9.1.3 **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board, without the right to vote. The Secretary shall enter or cause to be entered in the Corporation’s minute book minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall have such other duties and powers as the Board may specify.
- 9.1.4 **Treasurer** – The Treasurer shall oversee the management of the finances of the Corporation, and ensure that appropriate reporting mechanisms and control systems as established by the Board, are in place, and monitor such mechanisms and systems for compliance.
- 9.1.5 **Membership Secretary** – The Membership Secretary shall respond to Member enquiries in a timely and efficient manner.
- 9.1.6 **Other Officers** – The Board may also appoint other officers, including a Website Manager and a Coordinator for the Essential Guide/Cookbook.
- 9.1.7 **Chief Executive Officer** – The Board may appoint a chief executive officer to run the affairs of the Corporation.

9.2 Powers and Duties

- 9.2.1 Officers shall hold office for one year from the date of election or appointment or until their successors are elected or appointed in their stead. It is expected that the Chair and Vice-Chair will hold office, subject to re-election, for four (4) years.
- 9.2.2 The powers and duties of the officers listed in section 9.1, and those of all other officers of the Corporation appointed by the Board, may be set out in Board policy.
- 9.2.3 One or more offices of the Corporation may be held by the same person.
- 9.2.4 The Board may, and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.3 Removal/Vacancy in Office

- 9.3.1 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.
- 9.3.2 Unless so removed, an officer shall hold office until the earlier of:
 - 9.3.2.1 the officer's successor being appointed,
 - 9.3.2.2 the officer's resignation,
 - 9.3.2.3 such officer ceasing to be a Director (if a necessary qualification of appointment) or
 - 9.3.2.4 such officer's death.
- 9.3.3 If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

**ARTICLE 10
INDEMNITY AND INSURANCE**

10.1 Indemnity

- 10.1.1 Provided the individual meets the requirements of section 10.1.3, the Corporation shall indemnify a present or former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

10.1.2 The Corporation may advance money to a Director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in section 10.1.1. The individual shall repay the money if the individual does not fulfill the conditions of section 10.1.3.

10.1.3 To qualify for an indemnity, an individual must have:

10.1.3.1 acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and

10.1.3.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

10.2 Insurance

The Corporation shall purchase and maintain insurance for the benefit of the individuals referred to in section 10.1.1 against the liabilities contemplated in section 10.1.1.

ARTICLE 11 NOTICES

11.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, 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:

11.1.1 if delivered personally (including by courier or messenger), to the latest address on the records of the Corporation or as shown in the last notice that was sent by the Corporation to the individual appointed as the Director of the Act;

11.1.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

11.1.3 if sent to such person by telephone, fax, electronic or other communication facility at such person's recorded address for that purpose; or

11.1.4 if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally 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.

11.2 Invalidity

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.

11.3 Omissions and Errors

The accidental omission to give any notice to any 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.

ARTICLE 12 BY-LAW AMENDMENTS

12.1 By-law Amendments

12.1.1 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 the Board 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.

12.1.2 This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Changes) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

12.1.3 The Secretary shall submit to the Director of the Act a copy of any By-law, amendment or repealed By-law confirmed by the Members.

ARTICLE 13
EFFECTIVE DATE

13.1 Effective Date

Subject to matters requiring a Special Resolution, this By-law shall be effective when on the date that the Corporation's Articles of Continuance are approved by Corporations Canada.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the ● day of ●, 2021 and confirmed by the Members of the Corporation by Special Resolution on the ● day of ●, 20●.

Dated as of the ● day of ●, 2021.

Name: Christine Nash
Title: Chair

Name: Elizabeth Zamajski
Title: Vice-Chair

Schedule A – Code of Conduct

Purpose

The CAND is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity.

Application

This Code of Conduct applies to all directors, including ex-officio directors and non board members of board committees.

Directors' Duties

All directors of CAND stand in a fiduciary relationship to the CAND corporation. As fiduciaries, directors must act honestly, in good faith, and in the best interests of the host corporation.

Directors will be held to strict standards of honesty, integrity and loyalty. A director shall not put personal interests ahead of the best interests of the corporation.

Directors must avoid situations where their personal interests will conflict with their duties to the corporation. Directors must also avoid situations where their duties to the corporation may conflict with duties owed elsewhere.

All directors must respect the confidentiality of information about the corporation.

Best Interests of the Corporation

Directors must act solely in the best interest of the corporation. All directors are held to the same duties and standard of care.

Confidentiality

It is recognized that the role of director may include representing the primary care setting in the community. Such representations must be respectful of and consistent with the director's duty of confidentiality. Unless otherwise designated or delegated, the Board chair is the only official spokesperson for the board. Every director, officer and employee of the corporation shall respect the confidentiality of information about the primary care setting whether that information is received in a meeting of the board or of a committee or is otherwise provided to or obtained by the director.

Board Spokesperson

The board has adopted a policy with respect to designating a spokesperson on behalf of the board. Only the chair or designate may speak on behalf of the board.

News media contact and responses and public discussion of the corporation's affairs should only be made through the board's authorized spokespersons. Any director who is questioned by representatives of the media should refer such individuals to the appropriate representatives of the corporation.

Respectful Conduct

It is recognized that directors bring to the board diverse background, skills and experience. Directors will not always agree with one another on all matters. All debates shall take place in an atmosphere of mutual respect and courtesy.

The authority of the chair must be respected by all directors.

Board Solidarity

Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.

I have read and agree to abide by the CAND Code of Conduct

Name

Date

**APPENDIX:
RELEVANT SECTIONS OF THE ACT REFERENCED IN THIS BY-LAW**

Section Reference	Text
136(3)	<p>Notice of Meeting</p> <p>A notice of a meeting of directors shall specify any matter referred to in subsection 138(2) that is to be dealt with at the meeting but, unless the by-laws otherwise provide, need not specify the purpose of or the business to be transacted at the meeting.</p>
138(2)	<p>Limits on Authority</p> <p>Despite subsection (1), no managing director and no committee of directors has authority to</p> <ul style="list-style-type: none"> (a) submit to the members any question or matter requiring the approval of members; (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors; (c) issue debt obligations except as authorized by the directors; (d) approve any financial statements referred to in section 172; (e) adopt, amend or repeal by-laws; or (f) establish contributions to be made, or dues to be paid, by members under section 30.

Section Reference	Text
159	<p>Place of Meetings</p> <p>(1) Meetings of members of a corporation shall be held within Canada at the place provided in the by-laws or, in the absence of such a provision, at the place that the directors determine.</p> <p>(2) Despite subsection (1), a meeting of members of a corporation may be held at a place outside Canada if the place is specified in the articles or all the members entitled to vote at the meeting agree that the meeting is to be held at that place.</p> <p>(3) A member who attends a meeting of members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.</p> <p>(4) Unless the by-laws otherwise provide, any person entitled to attend a meeting of members may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.</p> <p>(5) If the directors or members of a corporation call a meeting of members under this Act and if the by-laws so provide, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.</p>

Section Reference	Text
167	<p>Requisition of Meeting</p> <p>(1) The members of a corporation who hold the prescribed percentage of votes that may be cast at a meeting of members sought to be held, or a lower percentage that is set out in the by-laws, may requisition the directors to call the meeting for the purposes stated in the requisition.</p> <p>(2) The requisition referred to in subsection (1), which may consist of several documents of similar form each signed by one or more members, shall state the business to be transacted at the meeting and shall be sent to each director and to the registered office of the corporation.</p> <p>(3) On receiving the requisition referred to in subsection (1), the directors shall call a meeting of members to transact the business stated in the requisition, unless</p> <p>(a) a record date has been fixed under paragraph 161(1)(a);</p> <p>(b) the directors have called a meeting of members and have given notice of the meeting under section 162; or</p> <p>(c) the business of the meeting as stated in the requisition includes matters described in paragraphs 163(6)(b) to (f).</p> <p>(4) If the directors do not call a meeting within the prescribed period after receiving the requisition referred to in subsection (1), any member who signed the requisition may call the meeting.</p> <p>(5) A meeting called under this section shall be called as nearly as possible in the manner in which meetings are to be called under the by-laws and this Part.</p> <p>(6) Unless the members otherwise resolve at a meeting called under subsection (4), the corporation shall reimburse the members for the expenses reasonably incurred by them in requisitioning, calling and holding the meeting.</p>
171(1)	<p>Absentee Voting</p> <p>The by-laws of a corporation may provide for any prescribed methods of voting by members not in attendance at a meeting of members. If the by-laws so provide, they shall set out procedures for collecting, counting and reporting the results of any vote.</p>

Section Reference	Text
172(1)	<p>Annual Financial Statements</p> <p>The directors of a corporation shall place before the members at every annual meeting</p> <p>(a) prescribed comparative financial statements that conform to any prescribed requirements and relate separately to</p> <ul style="list-style-type: none"> (i) the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting, and (ii) the immediately preceding financial year; <p>(b) the report of the public accountant, if any; and</p> <p>(c) any further information respecting the financial position of the corporation and the results of its operations required by the articles, the by-laws or any unanimous member agreement.</p>

Section Reference	Text
197(1)	<p>Amendment of Articles or By-laws</p> <p>A Special Resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to</p> <ul style="list-style-type: none"> (a) change the corporation’s name; (b) change the province in which the corporation’s registered office is situated; (c) add, change or remove any restriction on the activities that the corporation may carry on; (d) create a new class or group of members; (e) change a condition required for being a member; (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group; (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group; (h) add, change or remove a provision respecting the transfer of a membership; (i) subject to section 133, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles; (j) change the statement of the purpose of the corporation; (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation; (l) change the manner of giving notice to members entitled to vote at a meeting of members; (m) change the method of voting by members not in attendance at a meeting of members; or (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.