



**General Operating Bylaw No. 1**

*A Bylaw relating generally to the conduct of the affairs of*

**The Trauma Association of Canada**

**Association Canadienne de Traumatologie**

**(The "Association")**

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**BE IT ENACTED** as a by-law of the Association as follows:

## **SECTION 1 - GENERAL**

### **1.01 Definitions**

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

“Act” means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation;

“Board” means the board of directors of the Association and “Director” means a member of the board.

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

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

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

“Proposal” means a proposal submitted by a member of the association that meets the requirements of section 163 (Shareholder Proposals) of the act;

“Regulations” means the regulations made under the act, as amended, restated or in effect from time to time; and

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

### **1.02 Interpretation**

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- a) except where specifically defined herein, all terms contained herein, and which are defined in the Act shall have the meanings given to such terms in the Act;
- b) words importing the singular number only will include the plural and vice versa;
- c) the words in "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and

- d) if any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or Act, as the case may be, shall prevail.

## **SECTION 2 - FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year End**

Unless otherwise changed by resolution of the Board, the financial year end of the Association shall be the 31st day of December in each year.

### **2.02 Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

### **2.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **2.04 Public Accountant and Level of Financial Review**

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

### **2.05 Annual Financial Statements**

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1), (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any members may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **2.06 Operating Policies**

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the Bylaws of the Association relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the Bylaws as the Board may deem appropriate

from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed or replaced by a subsequent resolution of the Board.

## **SECTION 3 - MEMBERS**

### **3.01 Classes and Conditions of Membership**

There shall be one (1) class of Members in the Association. The Board of Directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by resolution. Membership in the Association shall be available only to:

- 1) Medical Doctors holding a licence to practice from the appropriate certifying body in Canada;
- 2) Registered Nurses and other allied health professionals holding a licence to practice from the appropriate regulatory or certifying body in Canada.
- 3) Other non-medical professional individuals or groups determined by the BOD as meeting the threshold for membership within Canada (e.g. Health Information Specialists, Injury Prevention Specialists, PhD content experts etc)
- 4) Membership may be further divided into categories of membership as described in the Association's Operating Policies.
- 5) An individual whose conduct is deemed not to be detrimental to the Association as determined by the Board in its sole discretion. The Board's decision shall be final and binding without any further right of appeal.

The term of membership shall be annual, subject to renewal in accordance with the policies of the Association.

Each category shall have the privileges and pay the membership fee as set out in the Operating Policies. Each Member is entitled to receive notice of, attend and vote at all meetings of members and each Member shall be entitled to one (1) vote.

The Association may approve categories of Affiliates as further described in the Association's Operating Policies. Affiliates shall not be Members of the Association and shall have no voting privileges in the Association. Upon payment of the appropriate fee, Affiliates shall have the privileges set out in the Operating Policies.

### **3.02 Rights of Members**

A Member of the Association shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

### **3.03 Membership Dues**

Members shall be notified electronically or in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

### **3.04 Termination of Membership**

A membership in the Association is terminated when:

- 1) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- 2) a member fails to maintain any qualifications for membership described in Section 3.01 of these by-laws;
- 3) the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- 4) the member is expelled in accordance with Section 3.05 below or is otherwise terminated in accordance with the articles or by-laws;
- 5) the member's term of membership expires; or
- 6) the Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

### **3.05 Discipline of Members**

The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

- 1) violating any provision of the articles, by-laws, or written policies of the Association;
- 2) carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
- 3) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, 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 president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. 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 twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.01 Annual Meetings.**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Association's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

### **4.02 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### **4.03 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

### **4.04 Special Business**

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, and election of Directors and re-appointment of the incumbent public accountant, is special business.

### **4.05 Notice of Meeting**

In accordance with and subject to the Act, 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:

- a) by mail, courier or personal delivery, to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Association provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Association shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(b)



Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of 21-60 days before the end of the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgement on the business and provide the text of any Special Resolution or Bylaw to be submitted at the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Association shall include any Proposal submitted to the Association under section 4.13.

#### **4.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such 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.

#### **4.07 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, the Directors, the Officers and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, Articles or Bylaws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the members

#### **4.08 Chair of the Meeting**

The Chair of the Members' meetings shall be the President or the President-Elect if the President is absent or unable to act. In the event that the chair of the board and the vice-chair (President-Elect) of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting

#### **4.09 Quorum**

Subject to the Act, a quorum at any meeting of the members shall be 6% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining a quorum, a Member may be present in person, or by telephone and/or by other electronic means

#### **4.10 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- b) Notwithstanding clause (a) if the Director or Members of the Association call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote as such meeting, may vote using the communication facility that the Association has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **4.11 Absentee Voting by Proxy**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations:
  - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- d. a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Regulation.
- e. votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.12 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the Articles or Bylaws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote to which the chair may otherwise be entitled.

#### **4.13 Proposals at Annual Meetings**

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Association notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Association shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. 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.

#### **4.14 Resolution in Lieu of Meeting**

A resolution in writing and 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, unless a written statement is submitted to the Association by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of the meetings of Members.

### **SECTION 5 - DIRECTORS**

#### **5.01 Powers**

Subject to the Act and the Articles, the Board shall manage or supervise the management of activities and affairs of the Association.

#### **5.02 Number of Directors**

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Association or its affiliates.

### 5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Association as described in 3.01. No person who has been found by court in Canada or elsewhere to be mentally incompetent or who has the status of bankrupt shall be a Director.

### 5.04 Composition of Board and Description of Offices

The Board shall be composed as much as possible of the following roles and descriptions of offices:

- a) **President**- Shall be the Chief Executive Officer of the Association, a Director and shall be the Chair of the Board. The President shall be responsible for implementing the strategic plans and policies of the Association. The President, shall, subject to the authority of the Board, have general supervision of the affairs of the Association.
- b) **President-Elect**-will be the vice-chair of the Board and be a Director. If the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside at all meetings of the Board of Directors and of the Members. The President-Elect shall have such other duties and powers as the Board may direct.
- c) **Past-President**-if appointed, will be the immediate Past President of the Association and act in an advisory and mentoring capacity to the current President as required and will have full voting rights as a member of the Board of Directors.
- d) **Secretary**- if appointed, the secretary, working in collaboration with the Executive Director, shall attend and be the Secretary of all meetings of the Board. The Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees;
- e) **Treasurer**- If appointed, the treasurer shall have such powers and duties as the Board may specify.
- d) **Director(s)**- If appointed, the Director(s) shall have such powers and duties as the Board may specify.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer or Director.

### 5.05 Election of Directors and Term

- a) Subject to the Articles, Directors shall be a Member in good standing and shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- b) The terms of office of Directors shall be three (3) years -or as determined by Ordinary Resolution

- c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- d) Directors shall be eligible for re-election for one (1) additional consecutive term, not including a term as President or President-Elect or Past-President.
- e) Upon completion of a maximum of two (2) x three (3) year terms of office, a Director must be off the Board for one (1) year before being eligible to put their name forth again for nomination.
- f) The Board shall establish a nominating committee and process, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this Bylaw and the Operating Policies.

### **5.06 Appointment of Directors**

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors (the "appointed Directors") to hold office for a term expiring not later than the close of the next annual meeting of the Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

### **5.07 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the qualifications to be a Director set out in section 5.03.

### **5.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

### **5.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be appointed by the Board pursuant to 5.06.

A Director may be deemed to have resigned or be removed from office if the Director is unable to attend the minimum number of meetings of the Board as set out in the Operating Policies of the Association.

### **5.10 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the

Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such a meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **5.11 Committees**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

### **5.12 Conflict of Interest**

Every Director and Officer shall disclose to the Association the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed with the Association, in accordance with the manner and timing provided in section 141 of the Act.

### **5.13 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board,. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

### **5.14 Indemnification**

The Association shall provide present or former Directors or Officers with the indemnification in section 151 of the Act.

## **SECTION 6 - MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

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

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given to every Director of the Association not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

1. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
2. by an electronic document in accordance with Part 17 of the Act.

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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 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.

### **6.04 Place of Meeting**

Meetings of the Board may be held at any place within or outside of Canada, as the Board may determine.

### **6.05 Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director may exercise one (1) vote. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **6.06 Participation in Meeting by Telephonic or Electronic Means**

If all of the Directors consent, a Director may, in accordance with Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purpose of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meeting so the Board and committees of the Board.

### **6.07 Quorum**

A majority of the Directors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 5.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this Bylaw, by teleconference and/or other electronic means.

## **6.08 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

## **SECTION 7 - OFFICERS**

### **7.01 Appointment**

The Board may designate the offices of the Association, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An Officer may, but need not be, a Director unless this Bylaw otherwise provides. Two or more offices may be held by the same person.

### **7.02 Description of Offices**

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a) **President**- shall be a Director and the Chief Executive Officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The President, shall, subject to the authority of the Board, have general supervision of the affairs of the Association and be the Chair at all meetings of the Board and of the Members.
- b) **President-Elect**- shall be a Director will be the vice-chair of the Board and if the President is absent or is unable or refuses to act, the President-Elect shall, when present, preside at all meetings of the Board of Directors and of the Members. The President-Elect shall have such other duties and powers as the Board may direct.
- c) **Past-President**- shall be a Director, and will be the immediate Past President of the Association and act in an advisory and mentoring capacity to the current President as required and will have full voting rights as a member of the Board of Directors. The Past President shall have such duties and powers as the Board may direct.
- d) **Secretary**- shall be a Director and working in collaboration with the Executive Director, shall attend and is the Secretary of all meetings of the Board. The Secretary shall enter or cause to be entered in the Associations' 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 work in collaboration with the Executive Director to ensure the safe storage of all books, papers, records, documents (paper and electronic) and other instruments belonging to the Association. The Secretary shall have such duties and powers as the Board may direct.



e) **Treasurer**- shall be a Director. The Treasurer, in collaboration with the Executive Director, will be responsible for the oversight and maintenance of proper accounting records in compliance with the Act, as well as ensure there is timely and accurate deposit of money, the safekeeping of securities and the disbursement of funds of the Association by the Executive Director or other designated individual; whenever required, the Treasurer shall render to the Board an account of such person's transactions as Treasurer and of the financial position of the Association. The Treasurer shall have such duties and powers as the Board may direct.

d) **Executive Director (ex-officio to the Board)**- if one is appointed shall supervise the day to day operations and administration of the business of the Association, including financial transactions as set forth within the Operating Policies of the Association. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Association. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Association and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Association.

The powers and duties of all other Officers (who are Directors) of the Association shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.03 Term of Office**

Officers, except the President, President-Elect and Past President, shall hold their position, minimally, for a period of one (1) year, or in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **7.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed,
2. the Officer's resignation,
3. such Officer ceasing to be a Director (if a necessary qualification of appointment) or
4. such Officer's death.

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

## **SECTION 8 - NOTICES**

### **8.01 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 of Directors, 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:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, and 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the Bylaws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **8.03 Undelivered Notices**

If any notice given a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notices to such Member until such Member informs the Association in writing of his or her new address.

### **8.04 Invalidity of any provisions of this Bylaw**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

### **8.05 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the Bylaws 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.

### **8.06 Waiver of Notice**

Any Member, proxy holder, Director, Officer, members of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

## **SECTION 9 - ARTICLES AND BYLAWS**

### **9.01 Amendment of Articles**

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolutions of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

### **9.02 Bylaw Confirmation**

In accordance with the Articles and subject to the Act, any Bylaw, amendment or repeal of a Bylaw shall require confirmation by Special Resolutions of the Members.

### **9.03 Effective Date of Board Initiated Bylaw, Amendment or Repeal**

Subject to the Act, the Board may by resolution, make, amend or repeal any Bylaws that regulate the activities or affairs of the Association. Any such Bylaw, amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such Bylaw, amendment or repeal. A Board resolution is not required to make, amend or repeal any Bylaw which is made pursuant to subsection 197(1) of the Act.

## **SECTION 10 - EFFECTIVE DATE**

### **10.01 Effective Date**

This Bylaw shall be effective upon issuance of a Certificate of Continuance of the Association by the federal Government under the Canada Not-For-Profit Act and approval of the Bylaw by Special Resolution of the Members..

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the Directors of the Association by Resolution on the 9th day of April, 2014 and enacted by the Members of the Association by Special Resolution on the 10th day of April, 2014.

Dated as of the 13th day of June, 2014.

Reviewed and amended 22nd day of February, 2018 as enacted by the Members of the Association by Special Resolution on the 22nd day of February, 2018.

Dated as of the 22nd day of February 2018

A handwritten signature in black ink, appearing to read 'N. Yanchar', written in a cursive style.

Dr Natalie Yanchar

President, Trauma Association of Canada