

DRAFT By-Laws of the Canadian Association of Wilderness Medicine

1. **Definitions**

In this By-Law, 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;

"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;

"meeting of members" includes an annual meeting of members or a special 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;

"special meeting of members" means a special meeting of all members entitled to vote at an annual meeting of members;

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

2. **By-laws Changes**

These By-Laws may only be amended by a special resolution at a meeting of members.

Membership

3. **Membership Conditions**

There shall be one class of members in the Association.

Membership in the Association shall be available to individuals who have applied for and been accepted in such a manner as may be determined by the Board. Organizations may not be members of the Association with voting privileges, as defined within these By-Laws.

Members will be required to pay annual membership dues. The cost of membership dues will be determined by the Board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of members of the Association.

4. **Transferring Membership**

A membership cannot be transferred between individuals.

5. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated by the Board in accordance with the articles or By-Laws;
- c. the member's term of membership expires; or
- d. the Association is liquidated and dissolved under the Act.

6. Effect of Termination of Membership

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

Meetings

7. Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic means at least 14 days before the day of the meeting.

8. Members Calling a Meeting of Members

The Board of Directors shall call a special meeting of members when they have received a written request to do so signed by not less than 5% of the members.

If the Directors do not call a meeting within 21 days of receiving the request, any member who signed the request may call the meeting.

9. Place of Meeting of Members

Meetings of members may be held at any place within Canada determined by the Board.

10. Electronic Participation in Meeting of Members

Meetings may be held entirely by electronic means, so long as the method of communication employed permits all members the opportunity to participate in discussion and voting.

When a meeting of members is held in person, members entitled to attend the meeting may be allowed to participate electronically so long as the method of communication employed permits all members the opportunity to participate in discussion and voting. In this circumstance, members participating electronically are considered to have been present for the meeting.

11. Quorum at Meeting of Members

A quorum at any meeting of members shall be 5% of the members entitled to vote at the meeting (unless a greater number of members are required to be present by the Act). 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.

12. Voting at Meeting of Members

Every vote shall be determined by a simple majority of the votes cast, unless otherwise specified by the articles, by these By-Laws or by the Act.

13. Absentee Voting at Meeting of Members

A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder to attend and act at the meeting in the manner and to the extent authorized by the proxy. The proxyholder must be a member of the Association.

14. Chair of Meeting of Members

Meetings of members shall be chaired by the President.

In the event that the President is absent or unable to take on the role of Chair, the members who are present at the meeting shall choose one of their number to chair the meeting.

Board of Directors

15. Number of Directors

The Board shall consist of 9 Directors.

16. Electing Directors

Directors will normally be elected at the annual meeting of the members. Any member of the Association may nominate themselves or another member for a position on the Board.

When a vacancy on the Board exists in between the annual meeting of members, the Board may appoint an individual to fill the vacant position. The individual being appointed to the Board must be a member of the Association.

17. Term of Office of Directors

Directors shall be elected to hold office for a term of 2 years. A Director's term shall end after the close of the second annual meeting of members following their election.

Directors may run for re-election for up to 3 consecutive terms.

18. Termination of the Term of a Director

An individual may be removed from their role of Director either by a vote of the Board of Directors or by a vote of the membership at a general meeting. A vote by the Board of Directors to Terminate the Term of a Director must have the support of at least two-thirds of

the full Board to pass. A vote by the membership at a general meeting to Terminate the Term of a Director must have the support of a simple majority of the members participating in the meeting to pass.

Appropriate grounds for removing a Director include if that individual is not performing their duties as a Director (i.e. not attending meetings), or if that individual has been found to be behaving in a way which undermines the goals and/or best interests of the Association.

19. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President or any two Directors.

20. Notice of Meeting of Board of Directors

Notice of the time and place of a Board meeting shall be given to each Director by electronic means at least 2 days before the day of the meeting.

Notice of a meeting shall not be necessary if all of the Directors are present and none objects to holding the meeting, and if any Director who is absent has consented to holding the meeting.

21. Voting at Meetings of the Board of Directors

At meetings of the Board votes shall be decided by a simple majority, unless otherwise specified in these By-Laws.

22. Committees of the Board of Directors

The Board may appoint any committee or other advisory body as it deems necessary or appropriate, with such powers as the Board shall see fit.

Committee membership shall be determined by the Board, or the Board may delegate this responsibility to the Chair of the committee. Any committee member may be removed by a vote by the Board of Directors.

23. Officers of the Corporation

The Association shall have the following officers:

- a. President – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Association. The President shall preside at all meetings of the Board and meeting of members. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Association.
- b. Vice President - The Vice President shall take on the roles and responsibilities of the President if that individual is unable to execute their duties.
- c. Secretary – The Secretary shall ensure accurate minutes are taken at all meetings of the Board and meetings of members. The Secretary shall ensure that a current list of the members of the Association is maintained.

- d. Treasurer – The Treasurer shall ensure that the Association employs appropriate financial practices including financial record keeping. The Treasurer shall present the annual financial statements at the annual meeting of members.

Officers shall be appointed by the Board at the first Board meeting following the annual meeting of members.

An individual must be a Director in order to be eligible to be an Officer.

Officers shall be elected to hold office for a term of one year. An Officer's term shall end when their term as a Director is complete, or after the close of the first Board meeting following the first meeting of members following their election.

Officers may run for re-election for up to 4 consecutive terms to the same Officer position.

Finances of the Corporation

24. Financial Year End

The financial year end of the Corporation shall be determined by the Board of directors.

25. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf and
- d. 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.

26. Annual Financial Statements

Annual financial statements shall be presented at the annual meeting of the members.

A member of the Corporation may request a copy of the annual financial statements at any time, by contacting the Treasurer or designate. When such a request is submitted, a copy of the requested financial statements shall be provided within 14 days at no charge to the member.