

THE MANITOBA CRIMINAL JUSTICE ASSOCIATION

BY-LAW NO. 1

A By-Law relating generally to the transaction of the affairs of The Manitoba Criminal Justice Association (“MCJA” or “the Association”).

SECTION ONE - INTERPRETATION

1.01 In all By-Laws, Resolutions and Minutes of the MCJA where the context so requires or permits:

- (a) The "Act" shall mean *The Corporations Act* (Manitoba) and every other Act or Statute incorporated therewith or amending the same, or any Act or Statute substituted therefor and in the case of such substitution the reference in the By-Laws, Resolutions and Minutes of the Association to non-existing Acts or Statutes shall be read as referring to the substituted provisions in the new Acts or Statutes;
- (b) The "Association" shall mean the Manitoba Criminal Justice Association (“MCJA”);
- (c) “AGM” means the Annual General Meeting of the Members of the Association;
- (d) The “Board” shall mean the Board of Directors of the Association;
- (e) “By-Laws” mean the By-Laws of the Association from time to time in force and effect;
- (f) “CCJA” means The Canadian Criminal Justice Association;
- (g) “Constitution” means the Constitution established for the Association;
- (h) “Director(s)” mean the Director(s) of the Association;
- (i) “Member” means a person who becomes and remains a Member in accordance with these By-Laws;

- (j) “Ordinary Resolution” means:
 - (i) A Resolution passed in a general meeting by the Members of the Association by a simple majority of the votes cast in person; or where proxies are allowed, by Proxy;
 - (ii) A Resolution that has been submitted to the Members of the Association and consented to in writing by two-thirds (66 2/3%) of the Members who would have been entitled to vote on it in person or by Proxy at a general meeting of the Association; and a Resolution so consented-to shall be deemed to be an Ordinary Resolution passed at a general meeting of the Association;
- (k) “Registered address” of a Member means the address as recorded in the Register of Members;
- (l) “Special Resolution” means:
 - (i) A Resolution passed in general meeting by a majority of not less than two-thirds (66 2/3%) of the votes of those Members of the Association who, being entitled to do so, vote in person; or where proxies are allowed, by Proxy:
 - (a) Of which not less than 14 days’ notice specifying the intention to propose the Resolution as a Special Resolution has been given; or
 - (b) If every Member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days’ notice has been given;
 - (ii) A Resolution consented to in writing by every Member of the Association who would have been entitled to vote on it in person; or where proxies are allowed, by Proxy;
- (m) All terms contained in the By-Laws that are defined in the Act shall have the meanings given to such terms in the Act;

- (n) Words importing the singular include the plural and vice versa; and words importing the masculine gender shall include the feminine and vice versa;
- (o) The headings to the sections of these By-Laws are inserted for convenience only and shall not be taken into account in construing the terms or provisions thereof and shall not in any way be deemed to clarify, modify or explain the affect of any such terms or provisions.

SECTION TWO - CORPORATE SEAL

- 2.01 The Directors of the Association may authorize the creation and the use of a Corporate Seal in such form as may be prescribed by the Directors. Any such Seal shall contain the words "The Manitoba Criminal Justice Association."

SECTION THREE – MEMBERSHIP

Members

- 3.01 The Members of the Association are those persons who have become Members in accordance with this By-Law and have not ceased to be Members. A person may apply to the Directors for Membership in the Association and on acceptance by the Directors shall be a Member and their names shall be entered in the Register of Members accordingly. A Corporation shall not be entitled to become a Member of the Association.

Provisions of Membership

- 3.02 For purposes of registration, the number of Members in the Association shall be unlimited. Membership in the Association shall not be transferable. The following persons may be admitted to Membership in the Association:
- (a) Any person over the age of 18 residing in the Province of Manitoba who:

- (i) Is committed to furthering the purposes of the Association as set out in its Constitution and these By-Laws;
- (ii) Contributes to the support of the Association;
- (iii) Pays annual dues to the CCJA.

Compliance

3.03 Every Member shall uphold the Constitution of the Association and comply with these By-Laws.

Fees and Dues

3.04 Fees or dues are payable to CCJA annually and upon confirmation of payment of fees to CCJA applicants shall become registered Members of MCJA.

Votes

3.05 Each Member of the Association shall be entitled to one vote at a meeting of the Members.

Liability to Creditors

3.06 No person who is now, or who later becomes, a Member of this Association shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Association shall look only to the monies and/or assets of the Association for payment of any indebtedness.

Termination of Members

3.07 A Member shall cease to be a Member of the Association upon the occurrence of any one of the following events:

- (a) By delivering a resignation, in writing, to the Secretary of the Association or by mailing or delivering it to the official address of the Association;
- (b) On the death of the Member;
- (c) On being expelled;
- (d) By failing to maintain paid Membership with CCJA; .
- (e) On mental incapacity

Removal of Members

3.08 A Member may be expelled by a three-quarters (3/4) majority vote of the Directors;

- (a) The Directors shall give to a Member seven (7) days notice either orally or in writing of a proposed Resolution to expel the Member from Membership in the Association, and such notice shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion and the Directors may give the Membership similar notice thereof;
- (b) The person who is the subject of the proposed Resolution shall be given an opportunity to be heard at the Directors Meeting before the Resolution is put to a vote;
- (c) All Members of the Association agree that any of the following shall be full and sufficient reasons for expulsion from Memberships in the Association:
 - (i) Failure to be in good standing for non-payment of fees;
 - (ii) The Member is no longer is committed to furthering the purposes of the Association as set out in its Constitution and these By-Laws;
 - (ii) The Member is convicted of a criminal offence involving dishonesty or moral turpitude;

- (iii) The Member's words or actions are considered detrimental or embarrassing to the Association.

Proxies

3.09 A Member shall be entitled to appoint a Proxy Holder to attend, act and vote for the Member at any annual, special or general meeting of Members. A Member may also appoint one or more Alternate Proxy Holders to act in the place and stead of an absent Proxy Holder;

- (a) A form of Proxy shall be in writing under the hand of the appointer or of the appointer's Power of Attorney duly authorized in writing;
- (b) A Proxy Holder need not be a Member if the persons present, in person or by Proxy, and entitled to vote at the meeting by Resolution permit the Proxy Holder to attend and vote.
- (c) A form of Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the Head Office of the Association or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed;
- (d) A Proxy, whether for a specified meeting or otherwise, shall be in the form following, with any appropriate changes, but may also be in any other form that the Directors or the Chairperson of the meeting shall approve:

Sample Proxy

PROXY

To: The Manitoba Criminal Justice Association

The undersigned, being a Member of the above-named Association, hereby appoints _____ or failing that person _____

as Proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the ___ day of _____, 20__ and at any adjournment thereof.

Signed at the City of Winnipeg, in Manitoba this ___ day of _____, 20__

"signature"

Member's Name

- (e) A vote given in accordance with the terms of a Proxy is valid notwithstanding the previous death or incapacity of the Member giving the Proxy or the revocation of the Proxy or of the authority under which the form of Proxy was executed or the cessation of Membership of the Member giving the Proxy, provided that no notification in writing of such death, incapacity, revocation or cessation shall have been received at the Head Office of the Association or by the Chairperson of the meeting or adjournment meeting for which the Proxy was given before the vote is taken;
- (f) Every Proxy may be revoked by an instrument in writing:
 - (i) Executed by the Member giving the same or by the Member's Attorney authorized in writing;
 - (ii) Delivered either at the Head Office of the Association at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof at which the Proxy is to be used, or to the Chairperson of the meeting on the day of the meeting or any adjournment thereof before any vote in respect of which the Proxy is to be used shall have been taken; or
 - (iii) In any other manner provided by law.
- (g) No person shall serve as Proxy Holder or alternate Proxy Holder for more than one Member at any one time.

SECTION FOUR - HEAD OFFICE

4.01 The Head Office of the Association shall be located in the Province of Manitoba, Canada, as the Board may from time to time designate.

SECTION FIVE - DIRECTORS

5.01 The affairs of the Association shall be managed by a Board of not more than fourteen (14) but not less than five (5) Directors, of whom one-half plus one of the Directors then in office shall constitute a quorum.

Election of Directors and Term of Office

5.02 A Director shall be a Member in good standing of the Association;

5.03 The term of office of each Director shall be three (3) years or until a successor is elected. Successors for Directors whose terms of office are then expiring shall be elected at the AGM or at a Special General Meeting of the Members in the year such terms expire. Retiring Directors shall be eligible for re-election to the Board of Directors.

Vacancies

5.04 Vacancies in the Board of Directors may be filled by nomination and recommendation of any of the Directors, upon the approval and a majority vote of the remaining Directors then in office, even though less than a quorum, which appointments shall be ratified and approved at the next AGM. Successor Directors so elected shall serve for the unexpired term of the predecessor. Otherwise a vote may be held at the next AGM or at a Special General Meeting of the Members held prior to the AGM to appoint Directors in accordance with this By-Law;

Removal of a Director

5.05 The office of Director shall be automatically vacated upon the occurrence of any one of the following events:

- (a) The Director shall resign the office by delivery of a written resignation to the Secretary of the Association;
- (b) The Director is found to be mentally disabled or unable to manage his/her own affairs and not able to function as a Director;
- (c) The Director is convicted of a criminal offence involving dishonesty or moral turpitude;
- (d) If at a Special General Meeting of Members a Resolution is passed by a three-quarters (3/4) majority vote of the members present at the meeting that the Director be removed from office for cause;
- (e) On death;
- (f) The Director is otherwise disqualified from being a Director;

provided that if any vacancy shall occur for any of these reasons, the Board of Directors, by majority vote, may, by appointment, fill the vacancy with a Member of the Association.

Meetings of Directors

5.06 Meetings of the Directors or any Committee of the Directors may be held at any time and place within or outside of Canada to be determined by the Directors;

5.07 The President or any three (3) Directors may, or the Secretary shall upon the request of the President or any three (3) Directors, call a meeting of the Directors or any Committee of Directors at any time. Reasonable notice of such meeting shall be given by mail in written or electronic format addressed to each of the Directors at their address as it appears on the records of the Association, or by leaving it at their place of business or residential address, or by telephone, or by email, or by facsimile, or any

other method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of Directors to any Director if such meeting is to be held immediately following a General or Special Meeting;

- 5.08 Any Director of the Association may file with the Secretary a document executed by said Director waiving notice of any past, present or future meeting or meetings of the Directors being, or required to have been, sent to the Director and may at any time withdraw such waiver. After filing such waiver with respect to future meetings and until such waiver is withdrawn, no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held shall be deemed to have been properly called or constituted;
- 5.09 No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat;
- 5.10 The Directors may participate in a meeting of the Board or of any Committee of the Directors by means of videoconferencing, email, teleconference, or such other electronic communications or facilities such as texting, by means of which all Directors participating in the meeting can communicate with each other and provided that all such Directors agree to such participation. A Director participating in a meeting in this manner shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote at the meeting;

Resolutions of Directors

- 5.11 A Resolution consented to in writing, whether by document, email, or any method of transmitting legibly recorded messages or other means, by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such Resolution may be in two or more counterparts which together shall be deemed to constitute one Resolution in writing. Such Resolution shall be filed with the Minutes

of the proceedings of the Directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart

Chairperson

- 5.12 The President shall be Chairperson of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the Meeting, the First Vice-President shall act as Chairperson; and if neither of them is present, the Second Vice-President shall act as Chairperson, or if none of those Officers are present then the Directors who are at the Meeting may choose one of their number to be Chairperson of that meeting;

Questions

- 5.13 Questions arising at any Meeting of the Directors and Committee of Directors shall be decided by a majority of votes, the Chairperson shall normally abstain from any vote unless there is an equality of votes, in which case the Chair shall have the deciding vote;

Resolutions

- 5.14 No Resolution proposed at a meeting of Directors or Committee of Directors need be seconded and the Chairperson of a meeting may move or propose a Resolution;

No Remuneration of Directors

- 5.15 Directors are volunteers and shall not receive any remuneration for their services and no Director shall directly or indirectly receive any profit from his/her position as a Director. Directors serving the Association as Officers or in any other capacity shall likewise not receive any remuneration for their services and no Director shall directly or indirectly receive any profit from his/her position as an Officer or in any other capacity. Provided that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual business or professional fees for work or services required to be

done for or on behalf of the Association. Provided further that disbursements, fees, charges and/or expenses incurred by Directors to attend meetings or conferences may be authorized by the Board.

Retirement

5.16 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the Director's retirement is accepted and a successor is elected.

Agents and Employees

5.17 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

Employee Remuneration

5.18 The remuneration of all Officers, agents and employees shall be fixed by the Board of Directors by Resolution.

SECTION SIX - POWERS OF DIRECTORS

General Administration

6.01 The Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Constitution and By-Laws or otherwise is authorized to exercise and do.

Corporate Power

6.02 Subject to the limitations of other sections of these By-Laws and of the law, all corporate power of the Association shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Association shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To appoint and remove all the other ~~Officers~~, agents, and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, the Constitution or the By-Laws, fix their compensation, and require from them security for faithful service;
- (b) To conduct, supervise, and control the affairs and business of the Association, and to make rules and regulations not inconsistent with law, the Constitution, or the By-Laws; and
- (c) To borrow money upon the credit of the Association to issue, re-issue, sell or pledge bonds, debenture, notes or other evidence of indebtedness or guarantee, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal moveable or immovable property of the Association including book debts, rights, powers, franchises and undertaking, to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness or liability of the Association. Nothing in this provision limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association. Provided however, that no debenture shall be issued without the authorization of the Members by Special Resolution.

Expenditures

6.03 Directors shall have power and authority to make expenditures for the operation and management of the Association and for the purpose of furthering the objectives of the Association. The Board of Directors may delegate by Resolution to an Officer or Officers of the Association the authority to pay operating expenses and to employ and pay salaries to employees. Subject to the following:

- (a) An individual Director shall not make any expenditure in excess of \$200.00 without the approval of five (5) members of the Board of Directors.
- (b) An expenditure in excess of \$200.00 may only be made with the consent and approval of a majority of the Board of Directors.

Donations

6.04 The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the purposes of the Association.

SECTION SEVEN - INDEMNITIES TO DIRECTORS

Indemnities

7.01 The Association shall indemnify its Directors against liability imposed by law upon them or any one or more of them for each and every wrongful act provided they were exercising their duties honestly and in good faith;

- (a) "Wrongful act" means and includes any error, misstatement, misleading statement, act, omission, neglect, or breach of duty committed, attempted, or allegedly committed or attempted, by the Director, individually or otherwise, or any matter claimed against the Director by reason of serving in the capacity of Director or Officer;

- (b) The indemnity to be provided by the Association shall extend to damages, prejudgment and post-judgment interest, and costs;

7.02 In addition to the indemnity payable by the Association, the Association may pay the cost of the investigation and defence of claims, including the cost of expert witnesses, subject to any insurance coverage and provided that there are sufficient funds available for that purpose;

Insurance

7.03 The Association may purchase and maintain liability insurance for the benefit of a Directors of the Association.

SECTION EIGHT – OFFICERS

Officers

8.01 The Officers of the Association shall be comprised of a President, a 1st Vice-President, a 2nd Vice-President, a Secretary and a Treasurer who shall be elected by the Directors and the Past President;

8.02 Officers shall hold office for a term of three (3) years and until their successors are chosen. A vacancy occurring in the position of President, 1st Vice-President, 2nd Vice-President, Secretary or Treasurer shall be filled for the unexpired term by election by a majority vote of the Directors.

President

8.03 The President of the Association shall be responsible for the general and active management of the business of the Association and shall possess all powers and duties in relation thereto. The President shall preside as Chairperson at all meetings of the Association. The President shall be a member, *ex-officio*, of all Committees. The President shall normally abstain from any vote unless there is an equality of votes, in which case the Chair shall have the deciding vote. The duties of the President include:

- (a) To ensure all Orders and Resolutions of the Board are carried into effect;

- (b) To sign all By-Laws and other documents requiring the signatures of the Officers together with the Secretary or other Officer appointed by the Board;
- (c) To prepare and submit to the membership at the Annual General Meeting a statement and report of the preceding year for their approval.

together with all such other powers and duties that a majority vote of the Board of Directors prescribe to that office.

1st Vice-President

8.04 The 1st Vice-President shall, in the absence or inability to act of the President possess all of the powers and perform all of the duties of the President and shall have such other powers and shall perform such other duties as from time to time that a majority vote of the Board of Directors prescribe to that Office.

2nd Vice-President

8.05 The 2nd Vice-President shall, in the absence or inability to act of the 1st Vice-President, possess all of the powers and perform all of the duties of the President and shall have such other powers and shall perform such other duties as from time to time that a majority vote of the Board of Directors prescribe to that Office.

Secretary

8.06 The Secretary shall be the Records Officer of the Association and be responsible for:

- (a) The correspondence of the Association;
- (b) Issuing notices of meetings of the Association and the Directors;

- (c) Keeping minutes and recording all votes of the meetings of the Association, the Directors and other Committees;
- (d) The Minute Book of the Association and keeping it current;
- (e) Arranging for custody of all records and documents of the Association except those required to be kept by the Treasurer;
- (f) Arranging for custody of the common seal of the Association, and ensuring that it is properly affixed in the presence of duly authorized signatories;
- (g) Maintaining the register of Members;
- (h) Certifying Resolutions or other documents passed or issued by the Association as and when the circumstances require;

and shall perform all of the duties incident thereto and such other duties from time to time that may be directed by the Board.

Treasurer

8.07 The Treasurer shall collect all revenues of the Association and shall, subject to Resolution of the Board of Directors, have care and custody of all the funds, investments and securities of the Association. The duties of the Treasurer include:

- (a) Ensuring that proper financial records are kept, including books of account, as are necessary;
- (b) Keeping full and accurate records of all receipts and disbursements;
- (c) Maintaining the Accounts of the Association;
- (d) Depositing all monies and other valuable effects in the name and to the credit of the Association;

- (e) Reporting to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all financial transactions;
- (f) Preparing and delivering an Annual Financial Report ,in writing, to the AGM showing the financial condition of the Association;
- (g) Preparing and delivering any other financial reports which the Board of Directors may from time to time require.

and shall perform all of the duties incident to that office and such other duties from time to time that may be directed by the Board.

Secretary-Treasurer

8.08 The offices of Secretary and Treasurer may be held by one (1) person who shall then be known as the Secretary-Treasurer.

Termination

8.09 An Officer may be, replaced, terminated or removed, before the expiration of the Officer's term of office, upon the occurrence of any one of the following events:

- (a) The Officer may resign the office by delivery of a written resignation to the Board of Directors;
- (b) The Officer is found to be mentally disabled or unable to manage his/her own affairs;
- (c) The Officer is convicted of a criminal offence involving dishonesty or moral turpitude;
- (d) A Resolution is passed by a three-quarters (3/4) majority vote of the Board of Directors that the Officer be removed from office for cause;
- (e) On death;

- (f) The Office is otherwise disqualified from holding office;

In any and all such cases, the Board of Directors may, by majority vote, appoint an Officer or Officers to fill the position with a Member of the Association.

Representation

- 8.10 The President or designate shall represent the Association at National Conferences and meetings.

SECTION NINE – EXECUTIVE

Executive Committee

- 9.01 The day-to-day affairs and management of the Association between meetings of the Board of Directors shall be governed by an Executive Committee. The Board may elect such Directors then in Office, to constitute an Executive Committee. The Executive Committee shall keep proper Minutes and Records of its proceedings, and all actions of the Executive Committee shall be reported to the Board at its meeting next succeeding such activity. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise, all powers and rights of the Board unless otherwise limited by a Resolution of the Board.

Executive Director

- 9.02 The President shall, *ex-officio*, be the Executive Director of the Association. The Executive Director shall preside as Chairperson at all meetings of the Executive Committee. The Executive Director shall normally abstain from any vote unless there is an equality of votes, in which case the Chair shall have the deciding vote.

Term of Office

- 9.03 The term of Office shall be set by a majority vote of the Board of Directors.

Executive Director

- 9.04 The Executive Director shall be the General Manager of the Association and shall be responsible of the management and control of its operations in accordance with the policies and plans approved by the Board of Directors and under the general direction of the Executive Committee. The Executive Director shall exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board and may delegate from time to time any or all of his/her duties to any other Director of the Association.

Functions of the Executive Committee

- 9.05 Subject to the control of the Board, the Executive Committee shall have the power and authority to transact all business of the Association in the interim between the meetings of the Board. A majority of members shall constitute a quorum. The Executive Committee shall meet at the call of the Chairperson or of any two (2) members thereof.
- 9.06 The Executive Committee may make such Regulations as its Members considers appropriate for the efficient conduct of the business of the Executive Committee and the Association.
- 9.07 A majority of the Members of the Executive Committee may fix its rules of procedure, determine its action and fix the time and place of its meetings and specify what notice thereof, if any shall be given, unless the Board shall by Resolution otherwise provide.

Vacancies

- 9.08 Vacancies in the Executive Committee may be filled by nomination and recommendation of any of the Directors, upon the approval and a majority vote of the remaining Directors then in Office, even though less than a quorum, which appointment shall be ratified and approved at the next meeting of the Board of Directors.

Expenditures

9.09 The Executive Committee shall have power and authority to make expenditures for the programs, operation and management of the Association in an amount(s) set by Resolution of a majority vote of the Board of Directors, for the purpose of furthering the objectives of the Association. The Board of Directors may delegate by Resolution to a member of the Executive of the Association the authority to pay disbursements, fees, charges and/or operating expenses of the Association.

SECTION TEN - EXECUTION OF DOCUMENTS

10.01 Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) of the Officers of the Association or any one (1) Officer of the Association together with any one (1) Director duly authorized in that behalf and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by Resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

SECTION ELEVEN - COMMITTEES OF DIRECTORS*Delegation of Powers*

11.01 The Directors may delegate any, but not all, of their power to Committees consisting of such Director or Directors or Members as they think fit.

Standing Committees

11.02 The following shall be Standing Committees of the Board:

- (a) Program

- (b) Membership
- (c) Finance/Fund Raising
- (d) Communications/Media Relations
- (e) Nominating Committee

11.03 The Membership Committee shall be Chaired by the President. The Program Committee shall be chaired by the First Vice-President. The Communications/Media Relations Committee shall be chaired by the Second Vice-President. The Finance/Fund Raising Committee shall be chaired by the Treasurer. The Chairpersons of the remaining standing Committee and all other Committees shall be elected from amongst the Board members by a majority vote of the Board of Directors.

11.04 Members of any Standing Committees may be appointed by the Chairpersons of the Committees, subject to ratification by the Board of Directors.

Nominating Committee

11.05 The Nominating Committee shall be an Ad Hoc Committee of the Membership Committee and comprised of the Chairperson of the Membership Committee and at least two members of the Board of Directors.

11.06 Any member of the Board of Directors in good standing with the Association may submit nominations to the Committee.

11.07 It shall be the responsibility of the Nominating Committee to recommend to the membership at the Annual General Meeting, candidates to fill vacancies on the Board of Directors of the Association.

11.08 Nominations may also be accepted from members of the Association in attendance at the Annual General Meeting.

11.09 It shall be the responsibility of the Nominating Committee to attempt to ensure that as many persons of various communities and fields of interest as possible are represented within the membership of the Board of Directors.

Adjournments

11.10 The Chairperson of any Committee may with the consent of the Committee members, adjourn meetings from time to time and notice of the adjournment shall be submitted to the Board of Directors. Any business of the Committee may be brought before or dealt with at the meetings of the Board of Directors.

SECTION TWELVE - MINUTES OF THE BOARD OF DIRECTORS & COMMITTEES

12.01 The minutes of the Board of Directors or the minutes of the Committees shall be available to the Directors each of whom shall receive a copy of such minutes-

SECTION THIRTEEN - MEETINGS OF MEMBERS

General Meetings

13.01 General meetings of the Association shall be held at such time and place, in accordance with *The Corporations Act*, as the Directors may determine.

13.02 All meeting shall be generally governed by Roberts Parliamentary Rules of Order of Procedure.

Special General Meetings:

13.03 Every general meeting, other than an annual general meeting, is a special general meeting.

13.04 The Directors may, whenever they think fit, convene an special general meeting.

Notice of Meeting

13.05 Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business;

- 13.06 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 13.07 For purposes of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the individual's registered address, and such notice may be delivered by leaving it at the their place of business or residential address, or by telephone, or by email, or by facsimile, or any other method of transmitting legibly recorded messages.

Quorum

- 13.08 A quorum shall be five (5) Members in good standing.
- 13.09 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next month, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting is terminated.

Adjournments

- 13.10 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- 13.11 Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting;
- 13.12 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

Votes

13.13 A Member in good standing present at a meeting of Members is entitled to one vote.

SECTION FOURTEEN - ANNUAL GENERAL MEETING

14.01 An Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.

Business at the AGM

14.02 The regular business of the Annual General Meeting shall be determined by the Executive and shall include:

- (a) Adoption of the Agenda
- (b) Adoption of the Minutes of the preceding Annual General Meeting
- (c) Business arising from the Minutes
- (d) Report of the President
- (e) Report of the Treasurer and consideration of the financial statements
- (f) Reports of the Committees
- (g) Election of members of the Board of Directors, as needed
- (h) Adoption of Rules of Order; and
- (i) Report of attendances at National Meetings or Conferences.

and such other business as, under these By-Laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the Report of the Officers and Directors of the Association issued with the notice convening the meeting.

Quorum

- 14.02 A quorum at an AGM shall be five (5) Members in good standing or such greater number as the Members may determine.
- 14.03 No business, other than the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present;
- 14.04 If at any time during the general meeting there ceased to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated;

SECTION FIFTEEN - FINANCIAL YEAR

- 15.01 Unless otherwise ordered by the Board of Directors the fiscal year end of the Association shall be the 31st day of December.

SECTION SIXTEEN - BY-LAWS

- 16.01 Subject to the provisions in *The Corporations Act*, the By-Laws of the Association may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least three-quarters (3/4) of the Members by Special Resolution at the AGM.

SECTION SEVENTEEN - BOOKS AND RECORDS

- 17.01 The books and records of the Association shall be open for inspection by Members at all reasonable times.

17.02 On being admitted to Membership, a Member is entitled to and the Association upon request shall give to the Member, without charge, a copy of the Constitution and By-Laws of the Association.

SECTION SEVENTEEN - RULES & REGULATIONS

17.03 The Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such annual general meeting of Members the proposed Rules and Regulations shall cease to have any force and effect.

Passed by the Board of Directors this day of December, 2010.

CORRINE DEEGAN
President/Chairperson of the Board

MARCI RIEL
Secretary/ Director

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Approved by the Members at the Annual General Meeting held this day of
January, 2011.

CORRINE DEEGAN
President/Chairperson of the Board

MARCI RIEL
Secretary/ Director