

BYLAWS OF THE CANADIAN OSTEOPATHIC ASSOCIATION

COA Bylaws approved unanimously by membership at AGM - October 22, 2013

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Definitions

In this by-law and all other by-laws of the Canadian Osteopathic 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 Canadian Osteopathic Association;

"**board**" means the board of directors of the Canadian Osteopathic Association and "**director**" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Canadian Osteopathic Association as amended and which are, from time to time, in force and effect;

"**COA**" means Canadian Osteopathic Association;

"**executive**" means a member of the board who holds position as President, Vice-President, President-Elect, Past-President, or Secretary-Treasurer

"**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;

"**officer**" means an individual chosen by the board of directors and given the authority to contract or act on behalf of the corporation under the direction of the board;

"**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 Canadian Osteopathic 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.

Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Corporate Seal

The Canadian Osteopathic Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Canadian Osteopathic Association may be signed by any two (2) executive directors, or two (2) officers if so approved by the Board. 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 signing officer or executive director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. The Secretary/Treasurer shall be authorized to sign any document and will hold the corporate seal (if any) which can be applied to a document.

Financial Year End

The financial year end of the Canadian Osteopathic Association shall be December 31st in each year.

Banking Arrangements

The banking business of the Canadian Osteopathic Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada 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 COA and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Borrowing Powers

The directors of the Canadian Osteopathic Association may, with a 2/3rd majority vote, and without authorization of the members,

- i. borrow money on the credit of the COA;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the COA;
- iii. give a guarantee on behalf and mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the COA, owned or subsequently acquired, to secure any debt obligation of the COA.

Annual Financial Statements

The Canadian Osteopathic Association may, at the discretion of the Board of Directors, send a copy of the annual financial statement and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to members, or,

may send a copy of a publication of the COA reproducing the information contained in the documents, or,

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 members, may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge, or,

may 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 COA and that any member may, upon request, obtain a copy free of charge at the registered office, by prepaid mail, or electronically.

The COA is not required to send the documents or a summary to a member who, in writing, declines to receive such documents

Membership Conditions

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Membership classes will be as follows:

A) Full Membership:

- i. Full Members must be licensed to practice medicine or osteopathic medicine by the physician registration authority for the respective province or territory in which he or she is located.
- ii. Full Members will be graduates of a recognized College of Osteopathic Medicine that has been granted approval by the Board of Directors of the COA.
- iii. Full Membership in the COA shall be considered continuous until a member resigns from, is suspended from, or expelled from membership, provided that their membership dues are not in arrears.
- iv. Full Members will be eligible to vote and hold office in the COA.
- v. Appropriate dues levels to be established annually by the Board of Directors.

B) Life Membership:

- i. Life Membership may be granted by a majority vote of the Board of Directors to a member who has reached the age of 65 years and has retired from practice and who has been a member in good standing of the COA for at least 20 years.
- ii. A Life Member will have the privileges and duties of a Full Member and shall not be required to pay dues or special assessments.

C) Honorary Membership:

- i. Honorary Membership may be granted by a majority vote of the Board of Directors to a member who has been in good standing for at least 20 years, and who has rendered outstanding service to the profession.
- ii. An Honorary Member will have the privileges and duties of a Full Member and shall not be required to pay dues or special assessments.

D) Associate Membership:

- i. Associate Membership may be granted by a majority vote of the Board of Directors to persons other than an osteopathic physician.
- ii. An Associate Member may participate in the activities of the COA, but may not vote.
- iii. Appropriate dues levels to be established annually by the Board of Directors.

E) Affiliate Membership:

- i. Affiliate Membership may be granted by a majority vote of the Board of Directors to an osteopathic physician outside of the geographical limits of Canada, who is a graduate of a COA accredited program, who is registered

- for medical practice by a governmentally accredited organization outside of Canada, and who holds registration of good standing.
- ii. An Affiliate Member may participate in the activities of the COA, but may not vote.
- iii. Appropriate dues levels to be established annually by the Board of Directors.

F) Student and Resident Membership:

- i. At the discretion of the Board of Directors, future provision for a membership category, or categories, of Students and/or Residents to the COA can be made upon a majority vote of the Board of Directors.
- ii. Student Members must be Canadian Citizens or Permanent Residents of Canada who are currently enrolled in a College of Osteopathic medicine approved by the Board of Directors of the COA, and have expressed an interest in eventual return to Canada to practice.
- iii. Resident Members must be graduates of a College of Osteopathic Medicine approved by the Board of Directors of the COA, must be engaged in a residency program that will lead to eligibility for eventual registration with a Canadian professional regulatory body, must have expressed an interest in eventual practice in a province or territory of Canada, and must be Canadian Citizens or legally entitled to permanent residency in Canada.
- iv. As long as the Student or Resident is in good standing with their training program and professional regulatory body, membership in the COA shall be considered continuous until their training is complete.
- v. Student and Resident members may participate in the activities of the COA, but are not eligible to vote.
- vi. Appropriate dues levels, if any, will be established annually by the Board of Directors.

Good Standing:

A Member is in Good Standing with the COA if:

- i. Dues are not in arrears beyond one year.
- ii. His or her license to practice medicine or osteopathic medicine is not invalid, suspended, or revoked.
- iii. Membership has not been terminated.

Notwithstanding any of the above, all Members of the COA in good standing as of the time of adoption of these Amended Bylaws shall continue to be members of the COA within their current membership category.

All Members will be provided with a copy of the Constitution and Bylaws of the COA as well as a list of all current Members. Alternatively, these documents will be available through the COA website.

Membership Transferability

A membership may only be transferred to the Canadian Osteopathic Association. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, no later than 21 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

The Annual General Meeting of the COA will be held during the month of October each year.

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 COA to change the manner of giving notice to members entitled to vote at a meeting of members.

Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of no less than 4 members. Once membership of the COA exceeds 40 members in number, then written requisition of no less than 8 members shall be required. If the directors do not set a date for a meeting within 45 days of receiving the requisition, any member who signed the requisition may call the meeting.

Absentee Voting at Members' Meetings

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 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 or act in writing executed by the member or by their agent:
 - i. at the registered office of the COA 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 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 has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the COA to change this method of voting by members not in attendance at a meeting of members.

Membership Dues

Members shall be notified in writing or electronically of membership dues. Dues will be collected for the membership calendar year, January 1st to December 31st and must be paid by the renewal date deadline of March 31st of each calendar year. If dues are not paid by the renewal date deadline, then members in default shall automatically have their voting privileges and executive duties suspended until membership is renewed. If membership dues in arrears are not paid within 12 months following the renewal date deadline, then membership in the COA shall be terminated.

Termination of Membership

A membership in the Canadian Osteopathic Association is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the Secretary- Treasurer of the COA in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the COA is liquidated or dissolved under the Act.

Effect of Termination of Membership

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

Discipline of Members

By a majority vote of the Board of Directors, the board shall have authority to suspend or expel any member from the Canadian Osteopathic Association for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, written policies, or code of ethics of the Canadian Osteopathic Association, the Canadian Medical Association and Divisional Societies, or that of the Provincial College of Physicians and Surgeons where the member is registered and actively practicing;
- b. carrying out any conduct which may be detrimental to the COA as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the COA.

In the event that the board determines that a member should be expelled or suspended from membership in the COA, the president, or such other officer as may be designated by the board, shall provide sixty (60) 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 sixty (60) 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 COA. 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 sixty (60) 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.

Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than three members entitled to vote at the

meeting at which the proposal is to be presented. The number of directors will be determined by the Board of Directors and will be at least 3 and not more than 15 members. One full year of membership is required of any member before they are eligible for election to the Board of Directors.

a) Nominating Papers: At least 8 weeks prior to the date of the Annual Members meeting, the President shall cause to be distributed to each voting member in good standing, nominating papers for positions on the Board of Directors together with a notice specifying the date by which completed nominating papers must be returned to the President which will be at least 4 weeks prior to the Annual Members meeting.

b) Failure to Nominate: If after the date specified for the return of completed nominating papers there are not sufficient nominations to fill the required number of positions, then the President shall notify the Governance Nominating Committee as soon as possible, who shall nominate those voting member in good standing for each directorship position for which no nomination has been received.

c) Conduct of Vote: During the Annual Members meeting, if more nominations are received than positions available for directors then voting will take place by a simple show of hands, or verbal count if the meeting is held by electronic means.

The Executive Committee positions of Vice-President, President-Elect, and Secretary/Treasurer will be subsequently determined by the Board of Directors.

Vacancy and Removal of Elected Representatives

A vacancy on the Board of Directors or Executive Committee shall be deemed to have occurred if a member of the Board of Directors or of the Executive Committee resigns, or otherwise ceases to hold office, ceases to be member in good standing, is absent from more than two consecutive meetings they are required to attend without reason acceptable to the Board, or ceases to hold residence in Canada.

An Executive Officer or Director may be removed by special resolution, the voting on which shall be conducted by mail in ballot, telephone, electronic ballot, or any combination thereof as determined by the Board. Any Executive Officer or Director so removed shall cease to hold office immediately upon resolution to remove him or her being passed.

Procedure to Remove

A special resolution for the removal of an Executive Officer or Director may be initiated by special vote of the Board of Directors and shall be initiated in the case of an Officer or Director by written petition to the President signed by 20% of the voting members in good standing or by ordinary resolution of the members at a Special Meeting called for that purpose.

Within 15 days of the initiation of a special resolution to remove an Officer or Director, the President shall cause to be distributed by mail or electronically to each member entitled to vote on the special resolution, one ballot for each officer or director proposed to be removed and a notice specifying the date by which completed ballots, telephone, and electronic votes must be received which will be no later than 30 days following distribution of the ballots.

Should the President be removed, then the President-Elect will fill the President's position. Position of Past President will not be filled. Other executive or officer positions will be filled upon direction from the Board of Directors.

Cost of Publishing Proposals for Annual Members' Meetings

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. The Board of Directors, at their discretion, may choose to have the COA absorb the cost of any proposals as they deem appropriate.

Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada. Alternatively, upon approval of the directors and membership, annual meetings may be held via teleconference or other electronic media available to all members.

Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Canadian Osteopathic Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the COA to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Chair of Members' Meetings

In the event that the President (chair) of the board and the Vice-President (vice-chair) of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Quorum at Members' Meetings

- a. Board Meetings: The quorum at all meetings of the Board of Directors shall be a majority of the total number of Directors then in office.
- b. Executive Meetings: The quorum at all meetings of Executive Committee shall be a majority of the total number of members of the Executive Committee then in office.
- c. Committees: The quorum at all Committee meetings shall be a majority of the total number of members of the Committee.
- d. General Membership Meetings: The quorum at all general membership meetings shall be 50% of voting members until such time that voting membership exceeds 30 members, at which time 15 voting members will represent a quorum.

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.

Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Participation by Electronic Means at Members' Meetings

If the Board of Directors chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present

at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the COA has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means

If the directors or members of the COA call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Number of Directors

As specified in the COA Articles, the Board of Directors shall consist of no less than 3 and no more than 15 directors. By resolution, the Board will have the power to alter the number of directors.

Term of Office of Directors

The directors shall be elected to hold office for a one year term expiring no later than the close of next annual meeting of members following the election. Directors who are officers will hold office for two year terms subject to the conditions below under 'Appointment of Officers'. The positions of Vice-President and Secretary-Treasurer are 2 year terms with eligibility for re-election to the same position for a further 2 year term only once (total of 4 years).

Calling of Meetings of Board of Directors

Meetings of the Board of Directors may be called by the President of the board or the Vice-President of the board at any time.

Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Canadian Osteopathic Association not less than 21 days before the day on which the meeting is to be held. 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. The notice of meeting should specify the purpose or business to be transacted at the meeting.

Votes to Govern at Meetings of the Board of Directors

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

Committees of the Board of Directors

The Board of Directors may from time to time appoint any committee Chair as it deems necessary or appropriate for the purpose of such committee and, subject to the Act, with such powers as the Board shall see fit. The Chair of each committee shall, within 6 weeks of appointment, nominate up to four other members in good standing to serve on his or her committee and shall file such nominations for confirmation by the President. The number of committee members may exceed four only where approved by the Board. Any member of any committee may be removed by special vote of the Board.

If the President, Vice-President, or President-Elect is named by the Board as a member of a committee, then the President, Vice-President, or President-Elect, as applicable, is a full member of that committee, with the same rights and obligations, including the right to vote, as other members of the Committee. The President, Vice-President, and President-Elect are ex officio, non-voting members of all other committees and may, but are not required to, attend any meetings of such committees

The first duty of the Chair of each committee, once his or her committee is constituted, is to review or develop the terms of reference of the committee, in consultation with the committee members, for submission to the Board of Directors. 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.

Unless otherwise specifically provided, the duties of all committees shall be advisory only.

Every committee shall keep minutes of each of its meetings and shall promptly provide a copy of its minutes to the Board.

Unless the Board requires otherwise, the Chair of each committee shall present a written report of the committee to the membership during the COA annual membership meeting, and the written report must be received by the President of the COA no later than 4 weeks before the annual membership meeting.

Appointment of Officers

The Governance Nominating Committee of the COA will annually select directors to the Board. The Board of Directors will designate the Executive Officers of the COA. The offices of Vice-President and Secretary-Treasurer will be two year terms with eligibility for re-election to the same position for a further 2 year term only once (total of 4 years), after which a one year leave from the Board of Directors is required before reappointment to the Board. The offices of President Elect, President, and Past President will each be held for 2 year terms. Upon completion of the office of Past-President, this officer will not be eligible to reappointment to the Board of Directors for one full year. The Board of Directors may also appoint other officers on an annual or more frequent basis, specifying their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the COA. A director may be appointed to any office of the COA. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

Description of Offices

Unless otherwise specified by the Board the offices of the Canadian Osteopathic Association shall have the following duties and powers associated with their positions:

1. President: Shall be the chair of the board, and chief executive officer of the COA. The President shall, when present, preside at all meetings of the board of directors and of the members. The duties of the President shall include the following:
 - a. To act as Chairperson of the Board of Directors
 - b. To act as the Chief Executive Office of the COA
 - c. To act as an ex-officio member of all standing and special committees of the COA
 - d. To prepare a public Annual Report on the activities of the COA
 - e. To recommend a list of approved Canadian and American Colleges of Osteopathic Medicine for consideration of the Board of Directors at the annual meeting
 - f. To perform the duties usually pertaining to this office as Chief Executive Officer of the COA
 - g. Sign contracts, documents, or any other instruments in writing that require an official signature on behalf of the COA
2. Vice-President: Shall be the vice-chair of the board, and shall be a director. If the President is absent or is unable or refuses to act, the Vice-President of the board shall,

when present, preside at all meetings of the board of directors and of the members. The Vice-President shall have such other duties and powers as the board may specify which will include the following:

- a. To assume the office of the President until the next annual meeting should the President be unable to complete his or her term
 - b. To replace the President upon request of the President as Acting Chairperson of the Board and/or any committees as needed
 - c. To replace the President upon request of the President as Acting Chief Executive Office of the COA
 - d. The Vice-President may also hold the position of President-Elect
3. President-Elect: Shall be a director of the board. The President-Elect will have such duties and powers as the board may specify which will include the following:
- a. To succeed to the office of President at the annual meeting following the end of the term of the President
 - b. To become familiar with the challenges and opportunities facing the COA in preparation for assuming the office of President
4. Past-President: Shall be a director of the board. The Past-President will have such duties and powers as the board may specify which will include the following:
- a. To act as a member of the Executive Committee of the board
 - b. To act in an advisory capacity to the President, Vice-President, and President-Elect
 - c. To periodically review and recommend changes to the guiding documents of the COA including the Constitution, Bylaws,
5. Secretary/Treasurer: The Secretary/Treasurer shall attend and be the secretary of all annual meetings of the COA. The duties of the Secretary/Treasurer shall include the following:
- a. Enter or cause to be entered in the COA's minute book, minutes of the annual general meeting
 - b. Give, or cause to be given as and when instructed, notices to members, directors, the public accountant and members of committees
 - c. Maintain the official files of the COA and be the custodian of all books, papers, records, documents and other instruments belonging to the COA
 - d. To chair the Finance Committee, and prepare for the Board of Directors an annual report on all financial transactions of the COA. An examination of the current financial status of the COA may be requested by the President of Board at any time
 - e. To prepare an annual audit of the COA, or delegate same on approval of the Board
 - f. To perform such other duties as are usually attached to the office of Treasurer
 - g. To maintain the Seal of the COA and, when required, affix same to contracts, documents and other COA instruments in writing

The powers and duties of all other officers of the COA 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.

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 or director of the COA. Unless so removed, an officer or director shall hold office until the earlier of:

- a. the officer's or director's successor being appointed,
- b. the officer's or director's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's or director's death.

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

Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) 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 COA or in the case of notice to a director to the latest address as shown in the last notice that was sent by the COA in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 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, 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 COA to any notice or other document to be given by the COA may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Invalidity of any Provisions of the By-laws

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

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 COA has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the COA are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of these by-laws.

Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the COA arising out of or related to the articles or by-laws, or out of any aspect of the operations of the COA is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the COA as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of directors) appoints one mediator, and the two mediators so appointed jointly appoint a third

mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- The mediators are to be drawn from COA membership.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the COA is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Liquidation and Dissolution

In compliance with Part 14 of the Act, in the event of dissolution of the COA, any assets remaining after liquidation and payment of COA debts will be distributed to other not-for-profit entities as the Board of Directors should deem appropriate.

By-laws and Effective Date

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the COA without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.