

A bylaw relating generally to the activities and affairs of
Canadian Association of Medical Device Reprocessing (CAMDR)
(the "**Corporation**")

BE IT ENACTED as a bylaw of the Corporation as follows:

ARTICLE 1
INTERPRETATION

1.1 Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

- (a) "**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;
- (b) "**Affiliates**" has the meaning set out in Section 3.2;
- (c) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- (d) "**Board**" means the Board of Directors of the Corporation;
- (e) "**Bylaw**" means this bylaw and any other bylaw of the Corporation as amended and which are from time to time in force and effect;
- (f) "**Corporate Affiliates**" has the meaning set out in Section 3.2(b);
- (g) "**Director**" means a member of the Board;
- (h) "**Executive Committee**" has the meaning set out in Section 8.2(a);
- (i) "**Executive Director**" means the executive director of the Corporation;
- (j) "**Honorary Affiliates**" has the meaning set out in Section 3.2(a);
- (k) "**Immediate Past President**" means the immediate past President of the Corporation;
- (l) "**Officer**" means any one of the individuals who have been appointed as officers of the Corporation in accordance with the Bylaws;
- (m) "**Ordinary Resolution**" means a resolution passed by a majority of not less than fifty percent plus one (50% + 1) of the votes cast on that resolution;
- (n) "**President**" means the president of the Corporation;

- (o) "**President-Elect**" means the president-elect of the Corporation;
- (p) "**Provincial Advisor**" has the meaning set out in Section 8.3;
- (q) "**Provincial Advisors Committee**" has the meaning set out in Section 8.3;
- (r) "**Secretary**" means the secretary of the Corporation;
- (s) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (t) "**Treasurer**" means the treasurer of the Corporation.

1.2 Interpretation

- (a) In the interpretation of this Bylaw, words in the singular include the plural and *vice-versa*, words in one (1) gender include all genders, and "**person**" includes an individual, body corporate, partnership, trust, and/or unincorporated organization.
- (b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.
- (c) The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any section, nor be deemed in any way to qualify, modify, or explain the effect of any such terms or provisions.
- (d) These Bylaws shall be published in English and in French; however, the English-language version shall govern in the event of any ambiguity.

ARTICLE 2
FINANCIAL AND OTHER MATTERS

2.1 Corporate Seal

The Corporation 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 shall be the custodian of the corporate seal.

2.2 Registered Office

The registered office of the Corporation shall be situated in the place or municipality and the province specified in the Articles, at such address as the Executive Committee may determine by resolution. Subject to the Act, the Corporation may, by a resolution of the Executive Committee, change the place or municipality within the province in which the registered office of the Corporation is situated.

2.3 Financial Year

Unless otherwise determined by the Board, the financial year end of the Corporation shall be December 31 in each year.

2.4 Banking Arrangements

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

2.5 Borrowing Powers

The Board may from time to time:

- (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 of the Corporation to secure performance of an obligation of any person; 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.

Any such resolution may provide for the delegation of such powers by the Board to such Officers or Directors of the Corporation to such extent and in such manner as may be set out in the resolution.

2.6 Annual Financial Statements

The Corporation shall provide a summary copy of the audited annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents at the Annual General Meeting. The corporation shall provide the members a copy of the audited statement at the Annual General meeting.

ARTICLE 3
MEMBERS AND AFFILIATES

3.1 Membership Conditions

There shall be one (1) class of members in the Corporation. Membership in the Corporation shall be available only to individuals who:

- (a) are interested in furthering the Corporation's purposes;
- (b) are occupationally or professionally involved in the practice of (i) medical device reprocessing, (ii) infection prevention or control, or (iii) perioperative nursing; and
- (c) have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation. Further, each member's name shall be entered on a roster of membership, and each member will be issued a card as proof of membership.

3.2 Affiliates

There shall be affiliates of the Corporation ("**Affiliates**") consisting of those persons who have been accepted as affiliates by the Board from time to time under one of the following subsections:

- (a) honorary affiliates ("**Honorary Affiliates**") are individuals who have been appointed as such by the Board for life in recognition of their contributions to the field of medical device reprocessing or to the Corporation in general; or
- (b) corporate affiliates ("**Corporate Affiliates**") are persons (who are not individuals) who: (i) support the purposes of the Corporation, and (ii) have applied for and been accepted as a Corporate Affiliate of the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

For greater certainty, Affiliates are not members of the Corporation. The extent of the participation of Affiliates in the activities and affairs of the Corporation will be determined from time to time by the Board.

3.3 Honorary Lifetime Membership

- (a) The Past President of the Association will be bestowed an Honorary Lifetime Membership by the Association at the completion of their term of office.
- (b) Honorary Memberships will be conferred at the end of the Past President's term of the office and at the Annual General Meeting held during the Biennial Conference.
- (c) An honorary member does not have the right to vote at the Annual General Meeting but will be entitled to serve on standing or special committee of the association except for the Nominations Committee or the Board of Director.
- (d) If the honorary member wishes to be a voting member; they shall pay their membership fee.

- (e) Other CAMDR member's names can be brought forward by a Board of Directors member to the Board for consideration. Some of the reasons to make them an honorary member could be; their contribution to CAMDR or long service in CAMDR contributing to the CAMDR Mission and Vision.
- (f) These individuals shall be considered an "Associate Member" with no membership fee to be paid annually

3.4 Transferability of Membership or Affiliate Status

Membership or Affiliate status may only be transferred to the Corporation.

3.5 Termination of Membership or Affiliate Status

Membership or Affiliate status in the Corporation is terminated when the member or Affiliate, as applicable:

- (a) resigns by delivering a written resignation to the President, in which case such resignation shall be effective on the date specified in the resignation;
- (b) is removed in accordance with Section 3.5; or
- (c) dies.

Upon any termination of membership, the member's name shall be removed from the roster of membership, and the rights of the member will automatically cease.

3.6 Discipline of Members or Affiliates

The Board may suspend or remove any member or Affiliate from the Corporation for any one (1) or more of the following grounds:

- (a) violating any provision of the Articles, Bylaws, or operating policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a member or Affiliate be expelled or suspended, the President shall provide twenty (20) days' notice of suspension or removal to the member or Affiliate and shall provide reasons for the proposed suspension or removal. The member or Affiliate may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the member or Affiliate that the member or Affiliate is suspended or removed. Where 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 or Affiliate concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

3.7 Dues

Annual dues for members and Affiliates (excluding Honorary Affiliates) shall be established from time to time by the Board. Dues shall not be refundable due to termination of membership or Affiliate status. Elected officials must renew membership dues within one (1) month in a new membership year or will risk being removed from the position.

ARTICLE 4
MEETINGS OF MEMBERS

4.1 Notice of Member Meetings

- (a) 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 Corporation's preceding financial year.
- (b) The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation 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.
- (c) Notice of the time and place of a meeting of the members shall be given to the members by the following means:
 - (i) by mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (d) Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".

4.2 Members Calling a Meeting

Subject to the Act, the Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the 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.

4.3 Place of Member Meetings

Meetings of the members may be held at any place within Canada as determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside of Canada. Special Meetings may only be called by electronic means (webinar, teleconference or Go to Meeting on line). Annual General Meetings outside conference year must be held via electronic means.

4.4 Persons Entitled to be Present at Member Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, Articles, Bylaws, or operating policies of the Corporation 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.

4.5 Chair of Member Meetings

In the event that the President and the President-Elect are absent, the members who are present and entitled to vote at the meeting shall choose one (1) of their members to chair the meeting.

4.6 Quorum at Member Meetings

The quorum for a member meeting, whether annual or special, shall be twenty-five (25) members present in person and in good standing.

4.7 New Meetings

The Board of Directors shall, as a whole, conduct all business pertaining to the Association using Robert's Rules of Order. All items must be duly moved and seconded and voted on with majority ruling. All motions must be documented for future reference and direction.

4.8 Votes to Govern at Member Meetings

At any meeting of members every question shall, unless otherwise provided by the Articles, Bylaws, or by the Act, be determined by a majority of the votes cast on the question. As per Robert's Rules of Order – if a vote results in a tie, the vote is considered defeated. This is effective whether on a show of hands or on a ballot. In the event of a tie during electronic voting for election of officers; there will be a second electronic vote until someone receives a majority. If the vote is by ballot or electronic vote, the presiding officer votes with everybody else, and a tie vote is either a lost motion or a failed election. However, if the vote is by voice, by rising, or by counted vote, the presiding officer may cast a vote only after the results are known.

4.9 Participation by Electronic Means at Member Meetings

If the Corporation 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 Bylaw, 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 Corporation has made available for that purpose.

4.10 Member Meeting held Entirely by Electronic Means

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

ARTICLE 5 DIRECTORS

5.1 Number of Directors

The activities and affairs of the Corporation shall be managed by the Board. The Board shall consist of between six (6) to ten (10) Directors. The Board shall be elected by the members of the Corporation through special code electronic ballot.

5.2 Qualifications of Directors

Each Director shall:

- (a) be an individual who is not less than eighteen (18) years of age;
- (b) be a member of the Corporation in good standing;
- (c) be actively involved in medical device reprocessing in Canada;
- (d) not have been found guilty of an offense by a court in Canada or elsewhere; and
- (e) have not filed for bankruptcy.

5.3 Term of Office of Directors

The elected Directors shall be elected to hold office for a term of up to two (2) years and is only permitted to run for same position for one (1) more term.

5.4 Removal of Directors

- (a) The members may, by resolution, at a special meeting remove any Director from office for any reason.
- (b) The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.5 Vacancies

Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Section 5.5(a), the Directors then in office will Announce a call for the election for such vacancy to fill the vacancy and, if they fail to call for an election or if there are no Directors then in office, a meeting may be called by any member.

5.6 Remuneration

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors may, if authorized by the Board, be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board.

**ARTICLE 6
MEETINGS OF THE BOARD**

6.1 Calling of Meetings of the Board

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

6.2 Notice of Meetings of the Board

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.2 to every Director not less than seven (7) days before the time when the meeting is to be held.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present and none object 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.
- (c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (d) Unless the Bylaw 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) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings of the Board

The Board may appoint a day(s) in any month(s) for regular meetings of the Board at a place and time 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) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. As per Robert's Rules or Order – if a vote results in a tie, the vote is considered defeated. This is effective whether on a show of hands or on a ballot. If the vote is by ballot or electronic vote, the presiding officer votes with everybody else, and a tie vote is either a lost motion or a failed election. However, if the vote is by voice, by rising, or by counted vote, the presiding officer may cast a vote only after the results are known.

6.5 Quorum

A majority of Directors in office shall constitute a quorum for meetings of the Board.

ARTICLE 7 OFFICERS

7.1 Appointment of Officers

The Board may, in its discretion, appoint any of the Officers named in this Article 7, as well as any other Officers. Except for the President and President-Elect, any two (2) offices may be held by the same individual. Unless otherwise specified, an Officer need not be a Director of the Corporation.

7.2 Duties of Officers

- (a) **President:** The President shall be the spokesperson for the Association. The President shall be the chair of the Board and shall be a Director. The President shall, when present, preside at all meetings of the Board and of the members. The President shall perform such other duties as may be determined by the Board from time to time. The President shall serve in office for a two (2) year term, which is not renewable. Full position description is available in CAMDR Policy.
- (b) **President-Elect:** Fulfills the terms of reference for the Board of Directors. Attend and participate in all meetings of the Board of Directors. Be informed about the Associations mission, services, policies, By-Laws and programs. Develops national and international contacts to serve the Association. Prepares to assume the office of President after the current President's term of office is over or as required, in the event the President is unable to fulfill his/her term, in the absence of the President, or if the President's position becomes vacant between elections. Is mentored by the President and Immediate Past President to develop contacts and learn the role. Serves as a member of the Finance Committee. Establishes and chairs a corporate relations committee and collaborates with the President/designate to increase sponsorship within CAMDR. Is Vice chair in the review of policies. Full job description available in CAMDR Policy.
- (c) **Immediate past-President:** The Immediate Past President continues to support the President in fulfilling the goals and objectives of the Board, providing continuity to established programs and establishes new programs. The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board of Directors in governing the Association. Provides liaison with partner associations with an interest in Medical Device Reprocessing. Serves as a member on the Finance Committee. Works on special projects as designated by the Board of Directors. Full job description available in CAMDR policy.
- (d) **Secretary:** The Secretary shall be a Director and shall attend and be the secretary of all meetings of the Board and of the members. The Secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. The Secretary shall serve in office for the elected two (2)

year term and can be nominated and elected for one (1) additional term. Full position description is available in CAMDR policy.

- (e) **Treasurer:** The Treasurer shall be a Director, and shall be accountable for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities, and the disbursement of funds of the Corporation. Whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall serve in office for a two (2) year term and can be nominated and elected for one (1) additional term. Full position description is available in CAMDR policy.
- (f) **Executive Director:** The Education Director shall be a voting member of the Board of Directors and the Conference Committee. This position shall be accountable for the education collaboration of CAMDR sponsors on the association website and will work in collaboration with the President to promote education to its members. Full position description is available in CAMDR policy.
- (g) **Executive Director-/Association Manager:** The Executive Director or Association Manager if one (1) is appointed, shall, subject to the authority of the Board, be accountable for the direct and actual supervision and charge over the day-to-day operations of the Corporation. They shall be entitled to receive notice of and attend meetings of the Board or other such meetings as directed by the Board as a non-voting member, unless specifically excluded by a resolution of the Board.

7.3 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 Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) the Officer ceasing to be a Director (if a necessary condition of office); or
- (d) the Officer's death.

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

ARTICLE 8 COMMITTEES

8.1 Committees - General

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 or advisory body may formulate its own terms of reference, subject to such regulations or directions as the Board may from time to time make. Any committee or advisory body member may be removed by resolution of the Board as per Clauses 3.4 and 3.5 of the By Laws.

8.2 Executive Committee

- (a) The Corporation shall have an executive committee (“Executive Committee”), which shall consist of the President, the President-Elect, Immediate Past President, the Treasurer, the Secretary, and if one is appointed, the Executive Director/Association Manager who shall be a non-voting member. Subject to the terms of reference prescribed by the Board, and such other duties and responsibilities as may be imposed by the Board from time to time, the Executive Committee shall, between meetings of the Board, have and exercise all of the authority of the Board in the management of the Corporation, except to the extent if any, that such authority shall be limited by the Act. Terms of reference prescribed by the Board, and such other duties and responsibilities as may be imposed by the Board from time to time, the Executive Committee shall, between meetings of the Board, have and exercise all of the authority of the Board in the management of the Corporation, except to the extent if any, that such authority shall be limited by the Act.
- (b) Except as may be otherwise prescribed in the applicable terms of reference or these Bylaws, meetings of the Executive Committee shall be held on five (5) days’ written notice to the committee members before the day on which the meeting is to be held. Notwithstanding the foregoing, in the event of a situation which, in the opinion of the President, must be dealt with by the Executive Committee on an emergency basis, the President may call an emergency meeting of the Executive Committee on forty-eight (48) hours’ prior notice.

8.3 Provincial Advisors Committee

The Corporation shall have a provincial advisors committee (“Provincial Advisors Committee”), which shall consist of an individual representing each province or territory (each, a “Provincial Advisor”) who is nominated by the members in such province or territory from among the members in good standing in such province or territory. They are elected by the members in that province, and approved by the Board, in accordance with the process established by the Board from time to time. Subject to the terms of reference prescribed by the Board, and such other duties and responsibilities as may be imposed by the Board from time to time, the Provincial Advisors shall promote the Corporation and recruit membership, provide guidance to the Board & be active members on committees as assigned. If no individual is nominated to be a Provincial Advisor for the particular province or territory, the Board may appoint an individual from such province or territory. Except as otherwise determined by the Board, the term of office

for Provincial Advisors shall be two (2) years, and a Provincial Advisor can be nominated and elected for one (1) additional term or as decided by Board if no other nominations.

ARTICLE 9
PROTECTION OF DIRECTORS AND OFFICERS

9.1 Indemnity

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, another individual who acts or acted at the Corporation's request as a Director or Officer, or an individual acting in a similar capacity for another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

9.2 Limitation

The Corporation may not indemnify an individual under Section 9.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

9.3 Directors' and Officers' Insurance

The Board shall purchase such Directors' and Officers' insurance or any other insurance as it deems necessary or advisable to be paid for out of the funds of the Corporation.

**ARTICLE 10
MISCELLANEOUS**

10.1 Conflicts of Interest

Where a Director or Officer has, directly or indirectly, or is employed by an entity that has, an interest in a material contract or material transaction, whether made or proposed, with the Corporation or otherwise has a conflict of interest, such Director or Officer shall:

- (a) disclose such interest in accordance with the Act and any code of conduct adopted by the Board from time to time; and
- (b) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter in accordance with the Act.

10.2 Method of Giving Any Notice

- (a) A notice or document required by the Act, the Articles or the Bylaws, to be sent to a member, Director, Officer, public accountant, or member of a committee of the Board may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this Bylaw. A notice or document mailed in accordance with this Section 10.2 to a member, Director, Officer, public accountant, or member of a committee of the Board is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this Bylaw.
- (b) 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.

10.3 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 Corporation 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.

10.4 Amendments

Except for those matters requiring determination by Special Resolution of the members in accordance with subsection 197(1) of the Act, the Board may, by resolution, make, amend, or repeal any By Laws, that regulate activities or affairs of the Corporation and any such By Laws, amendment or repeal shall be effective from date of approval by the members or amended by members of Ordinary Resolution.

10.5 Conflicts of Interest

Where a Director or Officer has, directly or indirectly, or is employed by an entity that has, an interest in a material contract or material transaction, whether made or proposed, with the Corporation or otherwise has a conflict of interest, such Director or Officer shall:

- (a) disclose such interest in accordance with the Act and any code of conduct adopted by the Board from time to time; and
- (b) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter in accordance with the Act.
- (c) Sign a Confidentiality - Code of Conduct statement for each term of office.

10.6 Amendments Requiring a Special Resolution

For illustrative purposes, subsection 197(1) of the Act requires a Special Resolution of the members to make any amendment to the Articles or the Bylaws to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of members;
- (e) change a condition required for being a member;
- (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the number of or the minimum or maximum number of directors fixed by the Articles;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of the members;

- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

10.7 Confidentiality/Code of Conduct

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.

- a) CAMDR Board of Directors, shall at all times, act with decorum and shall be respectful of other executive members and members of staff, as well as the public
- b) CAMDR Board of Directors will conduct themselves to represent the association in a positive image at all times
- c) CAMDR Board of Directors are to uphold the implementation of any board resolution after it is passed by the Board. Board of Directors may comment on, or disagree with, a decision taken by the board but must support and speak positively about the association
- d) Board members shall not make disparaging remarks about another member, or a group and will be called out of order if these remarks occur. If it continues, they will be removed from the meeting if the same member continues to make disparaging remarks, the Board will ask them to resign
- e) All board members must comply with CAMDR's Code of Conduct & Confidentiality Policy

