

# Canadian Pre-Veterinary Medical Association

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L'association canadienne des  
pré-médecins vétérinaires

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Constitution

# CPVMA/ACPMV Constitution

## Article 1      Implementation of Organisation Constitution

### Section 1      Constitution Implementation

The Constitution was implemented at the CPVMA/ACPMV General Meeting on August 22, 2021

## Article 2      Name, Mission Statement, Incorporation, and Official Trademark

### Section 1      Organisations Name

The name of this organisation shall be “Canadian Pre-Veterinary Medical Association” or L’association canadienne des pré-médecins vétérinaires referenced as the CPVMA/ACPMV.

### Section 2      Organisation Mission Statement

The organisation’s mission statement is:

“The Canadian Pre-Veterinary Medical Association is committed to fostering connections and providing resources to pre-veterinary students across Canada. As a not-for-profit organization, it was created to address the growing need for a national platform to bring together those interested in pursuing a career in veterinary medicine. We aim to develop long-lasting relationships between pre-veterinary students, undergraduate veterinary clubs, veterinary schools, and veterinarians, and veterinary professionals through innovative labs, informative lectures, and networking opportunities held at our events such as our National CPVMA Symposium and other pre-veterinary events”

### Section 3      Official Trademark of the CPVMA/ACPMV

The Official Trademark is currently in the process of being approved by the Canadian government.

# Article 3          Membership and the Board of Directors Executive Committee and Elected Positions

## Section 1                  Membership

Members of the CPVMA

- A. Membership - A member that has registered through our membership platform and paid a membership fee as determined by the executive team of that year, are considered CPVMA members and will include admission to that year's symposium.
- B. Membership duration - Membership will be from January 1st to December 31st.
- C. Membership Registration - The registration form will open on December 1st and be open until January 31st.
- D. Non members can attend the symposium by paying an increased non member fee.

## Section 2                  Executive Board and Elected Positions

The Board of Directors Executive Committee includes an elected President, Vice-Presidents of committees, Secretary and Delegate Program Director. Their duties are described under Article 2, Section 2 and must be upheld annually.

- A. Elected positions shall be selected by a majority vote defined as half of all members and non-members in good standing with the organisation and present at the Annual General meeting at the Symposium.
  - a. There are five regional general committee member positions, each open to an individual residing in that region. These regions correspond to the five Canadian veterinary schools and include: Alberta, Saskatchewan/British Columbia/Manitoba/territories, Ontario, Quebec, and the Maritimes/Newfoundland & Labrador.
- B. Each elected official shall hold a term from the Annual General Meeting of the current year to the next year's Annual General Meeting (exception for the two-year term for junior executive members). Elected official's attendance at the following year's Symposium is mandatory.
- C. The Board of Directors Executive Committee must meet at a minimum of four times per year. Meetings may be virtual or in-person. Three days minimum after said meeting the minutes will be posted on the CPVMA Website.

- D. The President/ Co-presidents shall chair the Board of Directors Executive Committee and Annual General Meeting (AGM) hosted by the CPVMA but will not have a vote. They are responsible for making meeting agendas and communicating with the Vice Presidents. If in voting there is a tie, the President/ Co-presidents shall have the tie breaking vote. They are responsible for delegating and overseeing that the Board of Directors Executive Committee members uphold their outlined Article 3 Section 2.
- E. The Vice Presidents will oversee their respective sub-committees, although the sub-committee may be chaired by a Director. The Director is responsible for communicating to the President/ Co-presidents updates on said committee, organizing committee meetings and recruiting new members from within the Membership of the CPVMA, while the respective Vice President will support the Director in doing so.
  - a. The Vice President of Outreach is responsible for communicating with the organizations and individuals who are presenting at the symposium. They are responsible for working closely with the Vice President of Events and Vice President of Public Relations to help with events-related communications.
  - b. The Vice President of Membership is responsible for overseeing both the delegate program, communicating with university advisors, and coordinating the volunteer program. For the delegate program, they are responsible for maintaining communication with pre-veterinary clubs and organizing each semesterly delegate meeting. Through their relationship with the pre-veterinary clubs, they will help disseminate information about CPVMA and help promote events. For the volunteer program, they will be responsible for the intake of applications, subsequent interviews, and the onboarding of any volunteers. The membership director is also responsible for organizing the membership registration period from December 1st to January 31st and keeping record of active memberships.
  - c. The Vice President of Events will devise and propose speakers and labs for events run by the CPVMA, including the annual symposium. They are also responsible for corresponding with the organizations and individuals providing services for the symposium on a regular basis. The VP of events is responsible for filling out the Standard Operating Procedure Form as needed.
  - d. The Vice President of Fundraising will lead fundraising efforts to support the goals of the CPVMA. This will include brainstorming and managing fundraising events, ensuring that collaborators and donors are recognized for their contributions, researching and applying for

grants while also ensuring all terms are met, as well as keeping a descriptive record of funds acquired and distributed, and sharing this with the Vice President of Finance. They shall collaborate with the pre-vet clubs involved in the CPVMA to stimulate funds.

- e. The Vice President of Sponsorship will lead sponsorship efforts. This will include identifying and realizing partnerships with potential sponsors, building and maintaining relationships with sponsors, ensuring that sponsors are recognized for their contributions, as well as keeping a descriptive record of funds acquired and distributed, and sharing this with the Vice President of Finance. They shall collaborate with the pre-vet clubs involved in the CPVMA to stimulate funds.
- f. The Vice President of Finance will be responsible for any fiscal accounts for the CPVMA funds as well as a descriptive record of all transactions related to these accounts. They must keep records and provide confirmation of payment of clubs, organizations, businesses and individuals that take part in the Symposium and CPVMA. They shall also update an online budget sheet stored on google drive along with financial updates at the Board of Directors Executive Committee. At the Annual General Meeting they must also provide a financial report.
- g. The Vice President of Media will be in charge of the social media platforms that represent CPVMA. They must create informative campaigns, promote events on different platforms and create an overall awareness of CPVMA. They should engage with followers on a regular basis to get the highest possible attendee number. They are also in charge of the website design and keeping it updated.
- h. The Vice President of Public Relations will be in charge of advertising efforts for CPVMA and all of its respective events and initiatives. This will include reaching out to newspapers, veterinary publications, high school students and educators, university groups, news channels, and radio stations both student run and national. They shall work closely with the Vice President of Outreach in communicating with the public. They are also responsible for working closely with the Vice President of Sponsorship to help with sponsor-related communications.
- i. The Vice President of Merchandise will be in charge of all merchandising efforts for the CPVMA. This will include designing items and organizing production and shipment efforts for the CPVMA team, related events, and for our online store.

- j. Each of the above positions (therefore excluding the secretary and regional general committee members) shall have a junior executive member who will shadow and assist their respective senior Vice President and will be expected to hold the senior Vice President position the following year (unless they do not meet responsibilities - see section 2, part F).
- k. The Secretary shall take the minutes of the Annual General Meeting and Executive Team Meetings. They will also upload the meeting minutes onto our shared drive within a week and are responsible for ensuring that Robert's Rules are followed during executive meetings. The chair of individual committee meetings will appoint a member of the committee to take meeting minutes. They shall attend the AGM and the Board of Directors Executive Committee taking notes on all events, important discussion and issues. Notes must be kept online in Google Drive which shall be passed on immediately following the election of a new Secretary.
- l. The Regional General Committee Members attend executive meetings and will assist the executive team with accomplishing set out tasks. They will help with the sub-committees as well. They will represent their region in terms of the interests of the pre-veterinary students through personal experience and research, and will host regional CPVMA events. The regional general committee members will be supervised by the senior vice president of membership.

F. In the event that an elected person fails to complete their duties listed in Article 3 Section 2, an action may be proposed by any elected position(s) to remove the individual from said position. An executive meeting shall be called where the individual may plead their case, a minimum of a 90% vote of the Executive Committee will remove the said individual from elected position. If said individual fails to attend the meeting, with reasonable notice given, the executive team may vote without the pleading of the case.

- a. Failure to maintain an elected position can be defined as
  - i. Failing to attend 70% of Executive Board meetings; with a maximum of two missed meetings in a row.
  - ii. Failing to complete tasks as outlined in the Action Plan by the set deadline.
  - iii. Extenuating circumstances may allow for accommodations to the above clauses holding that proper communication and discussions have been had with the President/ Co-presidents. The President/ Co-presidents will be responsible for communicating this to the team.

## Article 4      Advisors

### Section 1      Advisors Positions

Advisors' role with the CPVMA shall be

- A. Provide advice and recommendation to the Executive Committee.
- B. Provide a connection to the professional veterinary world through knowledge of the industry and networking insight.
- C. An Advisor must attend the Annual General Meeting as well as 3 other Executive Meetings in a year.

## Article 5      Symposium

The Annual CPVMA Symposium is hosted by the CPVMA. However, if the Symposium is done in person at a university or college, CPVMA may collaborate with the respective institution's pre-vet clubs to host the Symposium.

### Section 1      Registration Deadline

Individuals may register for the symposium up until the morning of the first day of the event.

### Section 2      General Meeting

There must be one Annual General Meeting (AGM) per year, normally held following the Symposium. Attendance at the AGM will include the Executive Committee, Advisors, CPVMA delegates, CPVMA members, and members of the public. Meeting Agenda shall be made available online at least 48 hours before the meeting and must include but not limited to additions and revisions to the constitution, a financial report of the past year, "year-in-review" reports compiled by each individual executive member, and nominations for Elected Positions.

### Section 3      Announcing the Elected Positions for the New Term

Internal elections will be held two months prior to the AGM. The positions available for the external elections will be made public one month before the AGM. The nomination form will be open beginning the day that the positions are announced and will be open for three weeks. In the final week prior to the AGM, all nominations will be compiled and readied to be presented at the AGM.

At the AGM, the nominations will be presented to the entirety of the group and will be followed by a public vote.

At the end of the AGM, the results of the election will be announced and uploaded to the CPVMA/ACPMV website.

## Article 6            Delegate Program

### Section 1            Delegate Program

The Vice President of Membership will host a virtual meeting once per term with all the delegates in attendance. The goal of the delegates meetings is to allow delegates to network with each other, learn about the CPVMA, our upcoming events, and executive positions. The goal is to also encourage thoughtful discussions on important topics in veterinary medicine and foster a collaborative environment where CPVMA can obtain feedback on how we as an organization can help support delegates and their respective pre-vet clubs.

### Section 2            Delegates

Delegates from each collegiate club must be elected at the club level. Proof of election and proof membership due must be submitted to the Vice President of Membership before the first delegate program meeting in order for the delegate to attend.

Expectations for delegates are:

- A. The delegate is expected to be active at the collegiate club level and accurately represent the club at a national level.
- B. Attend all delegate program meetings.

## Article 7            Finances

### Section 1            Membership Dues and Registration Information

Deadline for Membership dues is January 31st and shall be paid directly to CPVMA (Article 3, Section 1). Failure to pay dues by the deadline will result in an incomplete membership registration and said individual will not qualify for membership specific perks or discounts on the Symposium and other events.

## Article 8            Constitution and By-Laws Amendments



## Section 1 Constitution Amendments

Amendments and revisions to the Constitution made by the executive team must be presented at the AGM to be voted on by the general public. Both the original and revised Constitutions must be posted on the CPVMA website no less than two weeks before the AGM for review. Prior to the vote, the floor will be opened for any questions or discussion regarding the amendments presented.

## Section 2 By-Laws Amendments

Amendments and revisions to the By-Laws made by the executive team must be presented at the AGM to be voted on by the general public. Both the original and revised By-Laws must be posted on the CPVMA website no less than two weeks before the AGM for review. Prior to the vote, the floor will be opened for any questions or discussion regarding the amendments presented.

## Article 9 Equity, Inclusion, Diversity

### Section 1 Agreement

The CPVMA/ACPMV has no restrictions with respect to race, age, sex, sexual orientation, religious beliefs, etc., as outlined in the Canadian Charter of Rights and Freedoms.

## CPVMA By-Laws

A by-law relating generally to the conduct of the affairs of

**Canadian Pre-Veterinary Medical Association**  
(the "Corporation")

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

### 1. **Definitions**

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

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

**"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"board"** means the board of directors of the Corporation and "director" means a

member of the board;

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

**"meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member 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.

## 2. **Interpretation**

In the interpretation of this by-law, 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. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 3. **Corporate Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

## 4. **Execution of Documents**

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

## 5. **Financial Year End**

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

1. September 30th

## 6. **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 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 Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

**1. Annual Financial Statements**

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

**2. Membership Conditions**

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who 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.

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).

**3. Transferring Membership**

A membership may only be transferred to the Corporation. 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.

**4. 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, during a period of 21 to 35 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.

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

**5. 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 members carrying not less than 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.

**6. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

a. enables the votes to be gathered in a manner that permits their subsequent verification, and

b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

2. 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 Corporation to change this method of voting by members not in attendance at a meeting of members.

**3. Termination of Membership**

A membership in the Corporation is terminated when:

a. the member dies or resigns;

b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;

c. the member's term of membership expires; or

d. the Corporation is liquidated and dissolved under the Act.

**2. Effect of Termination of Membership**

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

**3. Discipline of Members**

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

a. violating any provision of the articles, by-laws, or written 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;

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 Corporation.

2. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.
3. **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 1 member, who also has the power to nominate oneself, entitled to vote at the meeting at which the proposal is to be presented.
4. **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.
5. **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.
6. **Persons Entitled to be Present at Members' Meetings**  
Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.
7. **Chair of Members' Meetings**  
In the event that the chair of the board and the 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.

**8. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**9. Voting 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.

**10. Participation by Electronic Means at Members' 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 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 Corporation has made available for that purpose.

**11. Members' 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 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.

**12. Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

**13. Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the first annual meeting of the members, two fiscal years following the previous election.

**14. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

**15. 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 Corporation not less than 1 days before the time when 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. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

**16. Voting 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.

**17. Committees of the Board of Directors**

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

**18. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. 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.

#### **19. Officers of the Corporation**

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

- a. Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. President – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. 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.
- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

#### **2. Officer Vacancies**

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. such officer ceasing to be a director (if a necessary qualification of appointment)
- or
- d. such officer's death.
2. 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.



**3. Invalidity of Provisions of this By-law**

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

**4. 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 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.

**5. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation 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 this by-law.

**6. Dispute Resolution Mechanism**

The board of directors will be responsible for resolving disputes submitted by members of the board, members, or event attendees on a case-by-case basis.

**7. By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. 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 because such by-law amendments or repeals are only effective when confirmed by members.