



Canadian College  
of Health Leaders

# **BYLAWS**

Amended – June 1, 2014

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## **Introduction**

The Consolidated Bylaws relating generally to the transaction of the affairs of the Canadian College of Health Leaders – Collège canadien des leaders en santé.

BE IT ENACTED that the Consolidated Bylaws of the Canadian College of Health Leaders are as follows:

## **ARTICLE I – Definitions and Interpretation**

### **Section 1 – Definitions**

- (a) “Act”, shall mean the *Canadian Not-for-Profit 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) "College", shall mean the Corporation, the Canadian College of Health Leaders – Collège canadien des leaders en santé.
- (c) "Board of Directors", shall mean the governing body for the Canadian College of Health Leaders.
- (d) "Certified Member", shall mean those members that have completed the requirements to obtain the Certified Health Executive designation or the Fellowship designation and are in good standing.
- (e) "Member" shall mean members in all categories of membership of the College.
- (f) "Constituency" shall mean an electoral area that is eligible to elect a director.
- (g) “Person” shall include individuals, corporations, and other legal organizations.
- (h) “President” shall mean the President and CEO of the College.
- (i) “Articles” shall mean the articles of continuance of the College, or those relating to amendment, amalgamation, reorganization, arrangement, dissolution or revival.

### **Section 2 – Interpretation**

In the Bylaws of the College the singular shall include the plural and the plural the singular. Both the French and English versions of the Bylaws are official.

The words and expressions defined in the Act have the same meaning when used in the Bylaws.

## **ARTICLE II – Membership**

### **Section 1 – Conditions of Membership**

- (a) Membership in the College shall be available only to persons who:
  - (i) are interested in furthering the College’s purpose;
  - (ii) satisfy the criteria for membership established by the Board of Directors from time to time; and
  - (iii) have applied for and been accepted into membership in the College in accordance with Section 2, Application for Membership.

### **Section 2 – Application for Membership**

- (a) Application for membership in the College shall be addressed in writing to the President, in such form as the President may from time to time prescribe.

(b) Applications may appeal the refusal of membership to the Board of Directors, the decision of which shall be final and binding and there shall be no further appeal there from.

### **Section 3 – Membership Categories**

The membership of the College shall consist of members in such categories, subject to the articles, as may be approved from time to time by the Board of Directors. The membership categories are as follows:

#### **Active:**

Membership to the College is available to individuals who currently hold a leadership position in a health-related organization and to those who occupy an administrative fellowship or a management, consulting, academic or senior staff position. Applicants must also possess a degree at the baccalaureate or higher level, or be able to demonstrate evidence of progressive and cumulative advancement in health management.

#### **Student:**

Student membership is for students who are enrolled in a program at the baccalaureate or higher level at an accredited degree-granting institution on a part-time or full-time basis (for a maximum of 5 years).

#### **Associate:**

This category is open only to those who are not active in a health leadership position; are no longer working in the health field; teach in areas unrelated to health leadership; or are living abroad. Not eligible to serve as an elected official.

#### **Retired:**

This category is available to our members who are retired and who work less than 1,000 hours per year in a professional capacity. Lifelong membership is available to retired members who have 25 consecutive years as an active member in the College.

#### **Corporate:**

Corporate membership is defined as corporations and organizations that supply products and services to the healthcare industry.

#### **Corporate-active:**

Membership to the College is available to individuals who are employed by a corporation/ organization that is a Corporate Member of the College. These individuals must hold a leadership position in the Corporate Member's organization.

Membership applications shall be approved by resolution of the Board of Directors, or in such other manner as may be determined by the Board of Directors.

### **Section 4 – Rights, Privileges and Obligations**

The rights, privileges and obligations of Members shall be as specified from time to time by the Board of Directors.

### **Section 5 – Professional Conduct**

The Board of Directors shall establish and maintain: a) the Code of Ethics for Members of the College, and b) the policies and procedures relating to the Code, including the policies and procedures relating to investigations of alleged breaches, and the disciplinary action associated with any such breaches. All Members of the College are required to comply with the Code and the policies and procedures.

## **Section 6 – Termination and Reinstatement of Membership**

Policies governing the termination and reinstatement of membership shall be as specified from time to time by the Board of Directors.

## **Section 7 – Resignation**

Any Member may at any time resign from membership in the College by serving written notice to that effect upon the President and upon discharging any lawful liability which is standing upon the books of the College at the time of such notice.

## **ARTICLE III – Dues**

### **Section 1 – Amount of Dues**

The annual dues payable by Members of the College shall be those fixed from time to time by resolution of the Board of Directors. Members shall be notified in writing of the membership dues at any time payable by them.

### **Section 2 – When Due**

The dues shall be paid prior to the dates established by resolution of the Board of Directors.

### **Section 3 – Delinquency and Cancellation**

A Member who fails to pay annual invoiced dues within the period established by the Board of Directors shall automatically cease to be a Member and shall be so notified by the President in writing.

## **ARTICLE IV – Offices**

### **Section 1 – Head Office**

The head office of the College shall be known as the "National Office" and be located in the area known as the National Capital Region in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

### **Section 2 – Other Offices**

The College may establish such other offices elsewhere within Canada as the Board of Directors may by resolution deem expedient.

## **ARTICLE V – Seal**

The seal of the College shall be in such form as shall be prescribed by the Board of Directors and shall have the words "Canadian College of Health Leaders/Collège canadien des leaders en santé" inscribed thereon. The Chair of the Board of Directors or, at the Chair's discretion, the President of the College, shall have custody of the seal and shall be responsible for same.

## **ARTICLE VI – Board of Directors**

### **Section 1 – Duties and Responsibilities**

- (a) The affairs of the College shall be governed by a Board of Directors that shall supervise, control and direct the affairs and business of the College. The Board of Directors may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these bylaws and actively pursue the mission and goals of the College.
- (b) The Board of Directors shall appoint a Chief Executive Officer, to be known as the President of the College, to carry out the management of the College. The Board of Directors may delegate to any committee or officer any or all power, duties and authority of the Board of Directors which may be lawfully granted.

### **Section 2 – Composition**

The Board of Directors shall be comprised as follows:

- (a) Seventeen (17) voting members nominated and elected by the Members in accordance with policies and procedures approved by the Board of Directors:
  - (i) Twelve (12) provincial/territorial representatives including two (2) from Ontario;
  - (ii) one (1) Canadian Forces representative nominated by the Canadian Forces;
  - (iii) one (1) Corporate representative nominated and elected by the Corporate Members of the College;
  - (iv) the Board Chair, nominated and elected by the Board of Directors;
  - (v) the Board Vice-Chair, nominated and elected by the Board of Directors;
  - (vi) the Board Past-Chair (when applicable).
- (b) President and CEO (non-voting)

### **Section 3 – Term of Office**

- (a) The regular term for an elected director shall be three years; subject to being re-elected, a director shall be eligible for a maximum of two consecutive three-year terms.
- (b) The term of office for an elected director shall commence immediately following the College annual general meeting.
- (c) At the expiration of two consecutive three-year terms of office on the Board of Directors, a director becomes eligible for election after a three-year lapse.

### **Section 4 – Board Vacancies**

- (a) The office of a director shall be automatically vacated:
  - (i) if a director shall resign his office by delivering a written resignation to the President;
  - (ii) if a director is found to have become of unsound mind;
  - (iii) if a director becomes bankrupt, or suspends payment or compounds with his creditors;
  - (iv) if the Members of the College remove the director from office by majority vote at a special meeting of Members, or, as applicable if the constituency Members remove the director elected by that constituency by majority vote at a special meeting of those Members;
  - (v) on the death of the director;
  - (vi) if a director is no longer a Member of the College in good standing;

(vii) if a director is absent from three consecutive Board meetings, the director may have his or her elected position on the Board of Directors declared vacant if so recommended by the Executive Committee and confirmed by action of the Board of Directors; and

(viii) if a director moves from the constituency for which the director was elected.

(b) In the event a director is unable to complete the term of office, the Board of Directors shall have authority to either hold an election, or appoint from the qualified Members of that constituency, a director to fill the position for the balance of the term of office. In making such an appointment, the Board of Directors shall consider the results of the most recent election. The director so appointed shall be eligible for election at the time of the next election like any other qualified Member.

## **Section 5 – Meetings**

(a) At a meeting of the Board of Directors preceding the annual general meeting, the Board of Directors shall elect officers of the College.

(b) The Board of Directors shall meet at least three times each year either in person, by teleconference or by videoconference at such times and places as the Chair may designate.

(c) The Chair shall call a meeting of the Board of Directors upon receipt of a request for the same from a minimum of ten Board directors.

(d) Notice of meetings shall be given to the Board of Directors at least one week prior to the date of meeting if by fax or e-mail, or at least fourteen days, if by mail.

(e) The Board of Directors may meet by unanimous consent at any time or place without notice.

## **Section 6 – Quorum**

A majority of the Board directors personally present shall constitute a quorum for the purpose of a meeting of the Board of Directors.

## **Section 7 – Resolutions and Voting**

Questions arising at any meeting of directors shall be decided by a majority of votes. All Board directors with voting rights shall be entitled to one vote only. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

## **Section 8 – Remuneration**

No director, except the President and CEO, shall receive any remuneration for duties performed on behalf of the College. Directors may be reimbursed for expenses, in accordance with the College's Travel Expenditure Reimbursement Guidelines, while performing such duties.

## **Section 9 – Indemnification**

Every director and officer of the College and the heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the College from and against:

(a) any liability and all costs, charges and expenses that one sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against one for or in respect of anything done or permitted by one in respect of the execution of the duties of one's office; and



- (b) all other costs, charges and expenses that one sustains or incurs in respect of the affairs of the College; except any liability or any costs, charges and expenses in respect thereof as may be occasioned by one's own willful neglect or default.

## **ARTICLE VII – Provincial/Territorial Representatives Nominations and Elections**

### **Section 1 – Positions for Election or Appointment**

- (a) Each province is entitled to elect a director. The Territories together shall elect a director. Ontario shall be entitled to elect two directors.
- (b) Where there are two provincial directors in a province, elections for each position shall be held in different years.
- (c) A member applying for a director position must reside in that constituency.
- (d) There shall be annual elections for vacant elected director positions.

### **Section 2 – Voting Eligibility**

Voting for the election of directors is restricted to membership categories as determined by the Board of Directors from time to time.

### **Section 3 – Nomination and Election Procedure**

- (a) At an appropriate time to be established by the Board of Directors , all Certified Members in a province or the territories shall be sent a notice including the desired qualifications for a director and responsibilities of a director and requested to respond by a specified date as to whether they wish to nominate one other Certified Member. All such nominations shall be accompanied by the signed consent of the nominated Member, and by the signatures of two members supporting the nomination who are Certified Members in good standing from the same Constituency.
- (b) When the names of those nominated are received at the National Office, by the date specified, an election ballot listing all nominees will be forwarded to voting Members for each respective provincial or territorial Constituency.
- (c) A date will be established for the return of the election ballots. The candidate receiving the greatest number of votes shall be declared the director for that term.
- (d) In the event only one Certified Member is nominated to stand for the position of director, the Board of Directors shall have the authority to declare the Member elected by acclamation.
- (e) In the event no Member is nominated to stand for the position of director, the Board of Directors shall have the authority to hold a second nomination process for the purpose of an election. In the event no Members are nominated in a second nomination process, the Board of Directors shall have the authority to appoint a director.

## **ARTICLE VIII – Canadian Forces Representative Nominations and Elections**

### **Section 1 – Position for Election or Appointment**

- (a) The Commander of the Canadian Forces Health Services Group is entitled to submit one or more nominees for election as the Canadian Forces director.
- (b) The Board of Directors shall elect the Canadian Forces director from among the nominees put forward by the Commander of the Canadian Forces Health Services Group.

## **Section 2 – Voting Eligibility**

Voting for the election of the Canadian Forces director is restricted to the members of the Board of Directors of the College.

## **Section 3 – Nomination and Election Procedure**

- (a) At an appropriate time to be established by the Board of Directors, the Commander of the Canadian Forces Health Services Group shall be sent a notice including the desired qualifications for a director; the responsibilities of a director; and the list of eligible Canadian Forces members. The Commander of the Canadian Forces Health Services Group shall be requested to respond by a specified date as to whether they wish to nominate one or more certified Canadian Forces members. All such nominations shall be accompanied by the signed consent of the nominated Canadian Forces member.
- (b) When the names of those nominated by the Commander of the Canadian Forces Health Services Group are received at the National Office, by the date specified, they shall be referred to the next meeting of the Board of Directors for election of a director. Each member of the Board of Directors shall have a single vote. The candidate receiving the greatest number of votes shall be declared the director for that term.
- (c) In the event that only one Certified Canadian Forces Member is nominated to stand for the position of director, the Board of Directors shall have the authority to declare the Member elected by acclamation.
- (d) In the event no Member is nominated to stand for the position of director, the Board of Directors shall have the authority to hold a second nomination process for the purpose of an election. In the event no Members are nominated in a second nomination process, the Board of Directors shall have the authority to appoint a director.

## **ARTICLE IX – Corporate Representative Nominations and Elections**

### **Section 1 – Position for Election or Appointment**

- (a) The corporate members are entitled to elect one director.
- (b) There shall be elections to elect the corporate director.

### **Section 2 – Voting Eligibility**

Voting for the election of the corporate director is restricted to the corporate members of the College.

### **Section 3 – Nomination and Election Procedure**

- (a) At an appropriate time to be established by the Board of Directors, all corporate members shall be sent a notice including the desired qualifications for a director; the responsibilities of a director; and the list of eligible corporate members. They shall be requested to respond by a specified date as to whether they wish to nominate a certified corporate-active member. All such nominations shall be accompanied by the signed consent of the nominated corporate-active member, and by the signatures of two corporate members supporting the nomination who are in good standing.
- (b) When the names of those nominated are received at the National Office, by the date specified, an election ballot listing all nominees will be forwarded to the corporate members of the College.
- (c) A date will be established for the return of the election ballots. The candidate receiving the greatest number of votes shall be declared the director for that term.
- (d) In the event only one certified corporate-active member is nominated to stand for the position of director, the Board of Directors shall have the authority to declare the Member elected by acclamation.

- (e) In the event no certified corporate-active member is nominated to stand for the position of director, the Board of Directors shall have the authority to hold a second nomination process for the purpose of an election. In the event no certified corporate-active members are nominated in a second nomination process, the Board of Directors shall have the authority to appoint a director.

## **ARTICLE X – Officers**

### **Section 1 – Number of Officers**

There shall be a Chair, Vice-Chair, Past Chair (when applicable) and a President, and such other officers as the Board of Directors may determine from time to time.

### **Section 2 – Duties of Officers**

- (a) The duties of officers shall be such as their titles by general usage would indicate or as may be required by law, or as specified or assigned to them from time to time by the Board of Directors.
- (b) The President shall serve as a non-voting member of the Board of Directors, be responsible for the management of the College in accordance with the policies and procedures established by the Board of Directors and shall serve as Chief Executive Officer of the College.

### **Section 3 – Officers Eligibility**

Nominees for appointment as officers, with the exception of the President, shall have served at least one year as a Board Director at the time of nomination to office and shall be a Certified Member in good standing of the College.

### **Section 4 – Election Procedure and Term of Office**

- (a) At a meeting of the board preceding the Annual General Meeting, the Board of Directors shall hold an election for officer positions (Chair and Vice-Chair) that will be vacant for the next term.
- (b) Each officer shall be appointed by a majority vote of Board members.
- (c) The term of office for an appointed officer shall be for two years with the exception of the Past Chair which shall be for one year immediately following its term as Board Chair, with the term to take effect immediately following the Annual General Meeting.
- (d) Notwithstanding Article VI #3, officers shall continue on the Board of Directors to accommodate any term they serve as an officer.

### **Section 5 – Officer Vacancies**

- (a) The position of an officer shall be vacated if the officer no longer qualifies to be on the Board of Directors of the College.
- (b) At a meeting of the Board of Directors which may be duly called for such purpose, a resolution may be passed by a majority of at least two-thirds (2/3) of the directors present at such a meeting that an officer be removed from office, and provided that the notice of such meeting shall have been given at least two (2) weeks prior to the meeting at which removal is to be considered, and that such notice specify the intention to hold such a vote and has set out the just cause for removal before the expiration of an officer's term in office.
- (c) In the absence or incapacity of an officer or more than one officer, the responsibility for the performance of such officer's duties and powers shall pass in succession from the Chair to the Vice-Chair.

- (d) In the event an officer position is vacant, and the Board of Directors wishes it to be filled, the vacancy shall be filled by the Board of Directors from among its eligible directors for the balance of the term thereof or until the next regular appointment of officers.

## **Section 6 – Officer Remuneration**

No officer shall receive remuneration for duties performed on behalf of the College with the exception of the President whose remuneration shall be established by the Executive Committee. Officers may be reimbursed for expenses, in accordance with the College’s Travel Expenditure Reimbursement Guidelines, while performing such duties.

## **ARTICLE XI - Executive Committee**

### **Section 1 – Composition**

The Executive Committee shall be comprised of all officers appointed by the Board of Directors. In addition, the Board of Directors may also appoint other directors to the Executive Committee.

### **Section 2 – Duties and Responsibilities**

In the intervals between meetings of the Board of Directors, the Executive Committee shall supervise the management of the College, shall actively pursue its mission and goals subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Board of Directors. The Executive Committee shall possess and exercise all the powers and authority of the Board of Directors, except when the latter is in session. Decisions of the Executive Committee are subject to ratification by the Board of Directors at its next regularly scheduled meeting.

### **Section 3 – Meetings**

The Executive Committee shall meet either in person, by teleconference or videoconference at such times and places as the Chair may designate. Notice of the meetings shall be given to the Executive Committee at least one week prior to if by fax or e-mail, or at least fourteen (14) days, if by mail, provided however the Executive Committee may meet by unanimous consent at any time and place without notice.

### **Section 4 – Quorum**

A majority of the members of the Executive Committee personally present shall constitute a quorum for the purpose of a meeting of the Executive Committee.

## **ARTICLE XII – Committees**

### **Section 1 – Standing Committees**

- (a) The committees of the Board of Directors shall be standing committees. The standing committee members shall be appointed annually and shall be comprised of Board directors unless otherwise stated in the committee terms of references.
- (b) Standing committee members shall serve until discharged or until their successors shall be appointed.

## **Section 2 – Advisory Councils**

- (a) Advisory councils support the Board of Directors by advising on matters related to College priorities, programs and services or by making specific recommendations for Board consideration.
- (b) The term of office of any advisory council member shall be outlined in the advisory council terms of reference and approved by the Board of Directors.
- (c) The membership and duties of such committees and advisory councils shall be as specified from time to time by the Board of Directors.
- (d) No member of a standing committee or advisory council shall receive remuneration for duties performed on behalf of the College but may be reimbursed for expenses incurred while performing such duties in accordance with the College's Travel Expenditure Reimbursement Guidelines with the approval of the Board of Directors.

## **ARTICLE XIII - General Operations**

### **Section 1 – Certification of Members**

- (a) The College may certify Members who meet the certification requirements as determined from time to time by the Board of Directors, in the practice of health service management and shall authorize Members so certified to use the designation "Certified Health Executive" (CHE) so long as the person remains a Member in good standing.
- (b) The College shall grant the designation of Fellow to those Certified Members who have completed all the requirements of the Fellowship program. Fellows of the College are entitled to use the designation FCCHL – Fellow of the Canadian College of Health Leaders/FCCLS – Fellow du Collège canadien des leaders en santé, only so long as they remain Members in good standing of the College. Fellows of the College holding the designation FCCHSE – Fellow of the Canadian College of Health Service Executives/FCCDSS – Fellow du Collège canadien des directeurs de services de santé are entitled to continue using this designation. If they wish to use the designation FCCHL – Fellow of the Canadian College of Health Leaders/FCCLS Fellow du Collège canadien des leaders en santé instead they may do so only after applying for that right to the College and receiving approval.
- (c) Formal termination of membership in the College means a loss of College designations held.

### **Section 2 – Official Language**

The two official languages of the College shall be English and French. The College shall be committed to bilingualism of services and programs integral to membership in the College.

### **Section 3 – Chapters**

- (a) The Board of Directors may establish chapters of the College with powers to carry out programs consistent with the mission and goals of the College.
- (b) The chapters shall govern and manage their affairs in accordance with the Chapter Regulations as approved by the Board of Directors.
- (c) In the event that any chapter is dissolved, all right, title and interest of such chapter in and to the property and assets of the Chapter shall revert to the College.

## **ARTICLE XIV - Annual and Special General Meetings**

### **Section 1 – Annual General Meeting**

The annual general meeting of the College shall be held each year in Canada at such time and place as may be designated by the Board of Directors.

### **Section 2 – Special General Meetings**

Special general meetings of the College may be held upon the call of the Board of Directors at such times and places as it may designate. The Chair shall call a special general meeting upon the written request of at least twenty-five percent of all Members of the College.

### **Section 3 – Notice**

- (a) At least 30 days' written notice of annual or special general meetings shall be given to each voting Member and such notice shall stipulate the business to be dealt with at such meetings and shall include enough information so Members can make a reasoned decision.
- (b) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the College shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, director or officer to any meeting or otherwise, the address of any Member, director or officer shall be the Member's last address recorded on the books of the College.

### **Section 4 – Quorum**

A quorum for the transaction of business at any annual or special general meeting of Members shall consist of not less than 25 voting Members present in person.

### **Section 5 – Order of Business**

Unless otherwise required by the Act, the Bylaws or Regulations of the College, the annual general meeting of the College, and special general meetings of College Members, shall be conducted in accordance with the Roberts Rules of Order.

### **Section 6 – Voting**

- (a) For the purposes of the annual general meeting and other special general meetings of Members, voting privileges will be restricted to membership categories as determined by the Board of Directors from time to time.
- (b) Subject to the provisions, if any, contained in Article VII of these Bylaws and in the Letters Patent of the College, each Member of the College shall at all meetings of Members be entitled to one vote and may vote by proxy. Such proxy need not be a Member but before voting shall produce and deposit with the President prior to the meeting sufficient appointment in writing from the proxy's constituent or constituents. Any vote given in accordance with the proxy form and these Bylaws and accepted by the chair of the meeting will be valid and will be counted. No Member shall be entitled either in person or by proxy to vote at meetings of the College unless that person has paid all membership dues or fees, if any, then payable. Members eligible to vote shall be provided with the proxy form 30 days before annual or special general meetings.

- (c) At all meetings of Members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-Laws of the College, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. In case of an equality of votes at any annual general meeting or special general meeting, whether upon a show of hands or at a poll, the question shall be defeated.
- (d) Any meetings of the College or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment, other than by announcement at the earliest meeting that is adjourned. Any adjourned meeting will be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the meeting. If there is no quorum at the adjourned meeting, the original meeting will be deemed to have ended immediately after its adjournment.

## **ARTICLE XV - Finances and Administrative Matters**

### **Section 1 – Financial Year**

The year-end of the College shall be December 31.

### **Section 2 – Appointment of Auditor**

An auditor shall be appointed by the Members either present or represented by a proxy at each annual general meeting of the College and an audited financial statement for the year prior to the meeting, shall be presented at each annual general meeting.

### **Section 3 – Execution of Documents, Books and Records**

- (a) Deeds, transfers, licenses, and contracts on behalf of the College shall be signed by any two of the following: Chair, Vice Chair or President. The President shall affix the seal of the College to such instruments as require the same.
- (b) Contracts in the ordinary course of the College's operations may be entered into on behalf of the College by the President and one other signing officer of the College.
- (c) Notwithstanding any provisions to the contrary contained in the bylaws of the College, the Board of Directors may at any time by resolution direct the manner in which, and the persons by whom, any particular instrument, contract or obligations of the College may or shall be executed.
- (d) The directors shall see that all necessary books and records of the corporation required by the Bylaws of the College or by any applicable statute or law are regularly and properly kept.

### **Section 4 – Banking**

- (a) That all acts and things done and documents executed on behalf of the College, as hereinbefore authorized and relied upon, by the Bank shall be valid and binding upon the College and whether or not the corporate seal of the College has been affixed to any such document.
- (b) All cheques, bills or exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the College, shall be signed by such officers, or agents of the College in such manner as shall from time to time be determined by resolution of the Board of Directors, and any such officers or agents may endorse notes and drafts for collection on account of the College through its bankers, and endorse notes and cheques for deposit with the College's bankers for the credit of the College, or the same may be endorsed "for collection" or "for deposit" with the bankers of the College by using the College's rubber stamp for the purpose. Such officers or agents so appointed may arrange, settle, balance and certify all

books and accounts between the College and the College's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

- (c) The Board of Directors may from time to time:
  - (i) borrow money on the credit of the College; or
  - (ii) issue, sell or pledge securities of the College; or
  - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the College, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation.
- (d) From time to time the directors may authorize any director or officer of the College to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give any additional securities for any moneys borrowed or remaining due by the College as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the College.
- (e) The Board of Directors shall have surplus funds of the College invested in those securities authorized by law for trust funds and also, at their discretion, in those securities in which life insurance companies may by law invest their funds.

## **ARTICLE XVI – Dissolution**

That upon the dissolution of the College and after the payment of all debts and liabilities, the remaining property of the College shall be distributed or disposed of to charitable organizations in Canada.

## **ARTICLE XVII – Amendments**

Unless the articles, bylaws or any unanimous member agreement otherwise provides, the Board of Directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the College, except in respect of matters referred to in the Act that require a special resolution of the Members of the College. If the Board of Directors makes, amends or repeals a bylaw, the Board of Directors shall submit the bylaw, amendment or repeal to the Members at the next annual general meeting of Members, and the Members may, by ordinary resolution, confirm, reject or amend that bylaw, amendment or repeal.

## **ARTICLE XVIII – Effective Date**

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the Board of Directors.

CERTIFIED to be Bylaw No. 1 of the College, as enacted by the directors of the College by resolution on the 23rd day of April 2014 and confirmed by the Members of the College by special resolution on the 1st day of June 2014.

Dated as of the \_\_\_\_ day of \_\_\_\_\_ 2014.

\_\_\_\_\_  
Signature of Director/Officer