

CANADIAN COLLEGE OF
HEALTH LEADERS



COLLÈGE CANADIEN DES
LEADERS EN SANTÉ

BYLAWS

Amended – September 16th, 2020

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The consolidated bylaws (the “**Bylaws**”) relating generally to the transaction of the affairs of the Canadian College of Health Leaders — Collège canadien des leaders en santé (the “**Corporation**” or the “**College**”)

BE IT ENACTED as the Bylaws of the Corporation as follows:

ARTICLE I — Definitions and Interpretation

Section 1 — Definitions

- (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) "Articles" means the articles of continuance of the College, or those relating to amendment, amalgamation, reorganization, arrangement, dissolution or revival.
- (c) "College" or “Corporation” means the Canadian College of Health Leaders — Collège canadien des leaders en santé.
- (d) "Board of Directors" or “Board” means the board of directors of the Corporation and “director” means a member of the Board.
- (e) "Certified Member" means those members that have completed the requirements to obtain the Certified Health Executive designation or the Fellowship designation and are in good standing.
- (f) "Member" means a member of any category of membership of the College.
- (g) "Person" means an individual or entity.
- (h) "President" means the President and CEO of the College.
- (i) "Region" means any one of the following representative regions:
 - (i) Region 1: Prince Edward Island, Newfoundland and Labrador, New Brunswick, and Nova Scotia;
 - (ii) Region 2: Québec;
 - (iii) Region 3: Ontario;
 - (iv) Region 4: Manitoba, Saskatchewan, and Alberta;
 - (v) Region 5: British Columbia;
 - (vi) Region 6: Yukon, Northwest Territories and Nunavut.
- (j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (k) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 2 — Interpretation

In the Bylaws, 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 and section references refer to the noted article and section of these 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 Article II, 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) Applicants 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 therefrom.

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. All membership categories, as follows, shall be voting:

(a) Active:

Membership in the College is available to individuals with an interest in or commitment to the health leadership profession. Applicants must have completed post-secondary education and received a diploma or degree from an accredited institution or be able to demonstrate evidence of progressive and cumulative advancement in health leadership.

(b) Emerging:

This emerging health leader category is for individuals who are under 33 years of age at the time of joining this category, whether working as a professional or student. Members may be eligible for this category for a maximum of 4 years.

(c) 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. Associate members are not eligible to serve as directors or officers of the College.

(d) Retired:

This category is available to individuals 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 a member of the College in good standing.

(e) Corporate:

Corporate membership is available for corporations and organizations that supply products or services to the healthcare industry.

(f) 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 the 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 consist of a minimum of eight (8) and a maximum of eighteen (18) directors, each of whom must be a Member, and shall be comprised as follows:

- (a) Voting directors nominated by the Board of Directors and elected by the Members in accordance with policies and procedures approved by the Board of Directors, which directors shall include:

- (i) at least one (1) representative from each of the Regions;
- (ii) one (1) Canadian Forces representative;
- (iii) one (1) corporate representative from the Corporate-active Members of the College;
- (iv) the Board Chair, selected amongst the elected directors by the Board of Directors;
- (v) the Board Vice-Chair, selected amongst the elected directors by the Board of Directors;
and
- (vi) the Board Past-Chair (when applicable).

(b) President and CEO (non-voting).

Section 3 — Term of Office

- (a) The regular term for a director shall be three (3) years; subject to being re-elected, a director shall be eligible for a maximum of two (2) consecutive three-year terms.
- (b) The term of office for a director shall commence immediately following the College annual general meeting at which such director is elected or re-elected.
- (c) At the expiration of two (2) consecutive three-year terms of office on the Board of Directors, a director becomes eligible for election again 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 their 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 their creditors;
 - (iv) if the Members of the College remove the director from office by majority vote at a special meeting of Members;
 - (v) on the death of the director;
 - (vi) if a director is no longer a Member of the College in good standing; and
 - (vii) if a director is absent from three (3) consecutive Board meetings, the director may have their 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.
- (b) If a director is unable to complete their term of office, the Board of Directors shall have authority to either hold an election or appoint 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 individual.

Section 5 — Meetings

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

- (b) The Board of Directors shall meet at least four (4) 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 majority of directors.
- (d) Notice of meetings shall be given to the Board of Directors at least one (1) 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 directors personally present in person or via teleconference or videoconference 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 directors with voting rights shall be entitled to one vote only. All votes at any such meeting shall be taken by ballot or on the results of electronic voting if so demanded by any director present, but if no demand be made, the vote shall be taken by assent or dissent by show of hands or oral declaration. 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 their 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 — Board Nominations and Elections

Section 1 — Nomination and Evaluation Procedure

- (a) The Board of Directors shall appoint a nominating committee (the “**Nominating Committee**”), which membership shall be determined by the Board of Directors in accordance with these Bylaws and may include the President.
- (b) At an appropriate time to be established by the Nominating Committee based on the results of a board competency matrix and the terms of office of sitting directors, the Nominating Committee shall initiate a Board recruitment process in accordance with these By-laws and policies and procedures approved by the Board.
- (c) Members and other persons shall be invited to apply for nomination and election to the Board as determined by the recruitment procedures. The Nominating Committee shall determine how many director positions are available for election prior to each annual general meeting.
- (d) The Nominating Committee shall review and evaluate the applicants in accordance with applicable policies and procedures and shall select applications for nomination to the Board. Nominations for election shall be presented by the Board to the members for election at the annual general meeting. Nominees will not be eligible for election unless such nomination is made in accordance with the Nominating Committee’s recruitment process and the procedures set out in these By-laws.

Section 2 — Election Procedure

- (a) If only the number of candidates required to fill the vacancies identified for election by the Nominating Committee are nominated and nominations are properly closed, the Chair may declare the persons nominated to be elected to the board by acclamation or ask for a motion to so declare.
- (b) If more than the required number of candidates are nominated, candidate(s) shall be elected by poll and those receiving the greatest number of votes shall be elected as a director.

ARTICLE VIII — 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 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 following the Annual General Meeting, the Board of Directors shall fill any vacant officer positions.
- (b) Each officer shall be appointed by a majority vote of directors.
- (c) The term of office for an appointed officer shall be for two (2) 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 any expiry of a director's term, 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 IX – 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 (1) 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 X — Committees

Section 1 — Other Committees

- (a) The Board of Directors may from time to time appoint any standing committee as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board sees 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. The standing committee members shall be appointed annually and shall be comprised of directors unless otherwise stated in the committee terms of references.
- (b) Standing committee members shall serve until discharged by resolution of the Board of Directors 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 XI – 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)/ Leader certifié en santé (LCS)", only 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 XII – Annual and Special General Meetings

Section 1 — Annual General Meeting

The annual general meeting of the College shall be held either in person, by teleconference or videoconference 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 either in person, by teleconference or videoconference 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 (25%) of all Members of the College.

Section 3 — Notice

- (a) At least thirty (30) days' written notice of annual or special general meetings shall be given to each 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 Members present either in person, by proxy or via teleconference or videoconference.

Section 5 — Order of Business

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

Section 6 — Voting

- (a) For the purposes of the annual and special meetings of Members, voting privileges will be restricted to membership categories as determined by the Board of Directors from time to time in accordance with the Articles.
- (b) Subject to the provisions, if any, contained in Article VII of these Bylaws and in the Articles of the College, each Member of the College shall at all meetings of Members be entitled to one (1) 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 thirty (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 cast by the members entitled to vote on the matter unless otherwise required by the Bylaws of the College, or by law. Every question shall be decided in the first instance by a show of hands, oral declaration or on the results of electronic voting, as applicable, unless a ballot is 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, oral declaration, on the results of electronic voting or on a ballot, 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 XIII – 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, 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) 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.

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.
- (c) 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.
 - (d) 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 XIV — 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 XV — 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 XVI — 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 12th day of June 2020 and confirmed by the Members of the College by special resolution on the 16th day of September 2020.

Dated as of the 16th day of September 2020



Feisal Keshavjee, CHE

Chair, Board of Directors