

CDRAF

Canadian Dental
Regulatory Authorities
Federation



FCORD

Fédération canadienne
des organismes de
réglementation dentaire

**STATEMENT OF PURPOSES AND PRINCIPLES AND BY-LAW NO. 1 – RELATING GENERALLY TO
THE CONDUCT OF THE AFFAIRS OF THE FEDERATION**

Adopted and in Force as of October 16, 2020

TABLE OF CONTENTS

	<u>Page</u>
STATEMENT OF PURPOSES AND PRINCIPLES	1
A. OVERVIEW	1
B. PURPOSES	1
C. OBJECTS	1
D. GUIDING PRINCIPLES	2
I. DEFINITIONS AND INTERPRETATION	3
1. Definition	3
2. Interpretation	4
3. Corporate Seal	4
4. Execution of Documents	4
II. FINANCIAL MATTERS	4
5. Financial Year	4
6. Banking Arrangements	5
7. Borrowing Powers	5
8. Management of Corporate Funds	5
9. Annual Financial Statements	5
III. MEMBERS	6
10. Membership	6
11. Termination of Membership by Member	6
12. Termination of Membership by Board – Except Non-Payment of Fees	7
13. Membership Dues	7
14. Notice of Member Meeting	7
15. Members Calling a Member Meeting	8
16. Absentee Voting at Members' Meetings	8
17. Place of Member Meeting	8
18. Cost of Attendance at Meetings	8
19. Chair of Member Meetings	8
20. Quorum at Member Meetings	8
21. Votes to Govern at Members' Meetings	9
22. Participation by Electronic Means at Members' Meetings	9
23. Meetings Held Entirely by Electronic Means	9
IV. DIRECTORS	9
24. Composition and Mandate of the Board	9
25. Election	10
26. Ceasing to Hold Office	10
27. Vacancies	10

28.	Cost of Attendance at Board Meeting; Remuneration and Expenses of Directors	10
29.	Powers of the Board	10
30.	Calling of Meetings of the Board	10
31.	Notice of Meeting of the Board	10
32.	Regular Meetings and Attendance by Members and Other Parties	11
33.	Quorum & No Proxies	11
34.	Board Governance	11
35.	Administrative Duties and Powers of the Board	12
36.	Board Reporting	12
37.	Votes to Govern at Meetings of the Board.....	12
V.	ELECTED AND APPOINTED OFFICERS.....	13
38.	Elected Officers.....	13
39.	Description of Elected Offices.....	13
40.	Term of Elected Office	13
41.	Vacancy in Elected Office	13
42.	Executive Director.....	14
VI.	COMMITTEES	14
43.	Committees of the Board	14
VII.	GENERAL	14
44.	Method of Giving Any Notice	14
45.	Invalidity of any Provisions of this By-law	15
46.	Omissions and Errors	15
47.	Liaison with Other Organizations	15
48.	Membership in Other Organizations	15
49.	Spokesperson	15
50.	Consensus	15
51.	Rules and Policies	16
52.	CDRAF Expense Policy is as follows:	16
53.	Protection of Directors and Officers.....	16
54.	By-Laws and Effective Date.....	17

STATEMENT OF PURPOSES AND PRINCIPLES

A. OVERVIEW

The Canadian Dental Regulatory Authorities Federation (CDRAF), was incorporated under the *Canada Corporations Act* pursuant to Letters Patent dated March 3, 2004 and continued under the *Canada Not-for-profit Corporations Act* pursuant to a Certificate of Continuance dated September 2, 2014. It is a Corporation without share capital and is not-for-profit.

CDRAF provides a leadership and responsive infrastructure and forum where dental regulatory authorities in Canada can anticipate and respond to current regulatory challenges on interprovincial/territorial, national and global levels, in effective and efficient ways.

As a discerning information coordinator for dental regulatory authorities, CDRAF examines the impact of regulatory trends, policy and legislation in the public interest and keeps its Members informed of similar regulatory forces in other professions, industries, and for major stakeholders, in Canada and other jurisdictions. CDRAF facilitates the collective generation of strategies and options for responding to global regulatory forces and their impact in Canada.

B. PURPOSES

CDRAF is the national forum and collective voice of provincial and territorial dental regulatory authorities regarding interprovincial/territorial, national and global regulatory matters for the dental profession.

C. OBJECTS

CDRAF will achieve its purpose by pursuing the following objects:

- Creating and maintaining an effective forum for the exchange of information regarding regulatory trends, policy and legislation.
- Tracking and reporting on interprovincial/territorial, national and global issues related to the regulation of dental practice.
- Developing and promoting harmonized and global perspectives on inter-jurisdictional matters that relate to mobility and the regulations related to dental practice.
- Advising on and promoting best regulatory practices and standard approaches to assessment and regulation of initial and continuing competence for dentists.
- Undertaking research and projects of shared interest to the Members in collaboration with other national and global entities.
- Identifying those advisory, research and support services to be made available to its Members.
- Establishing external liaisons and partnerships to assist its Members to deal effectively with new and innovative regulatory challenges.

- Monitoring the effectiveness of its purpose, stated objects and guiding principles.

D. GUIDING PRINCIPLES

At all times, CDRAF will be guided by the following principles:

- The intact authority and regulatory autonomy of each Member will be recognized as foundational and considered paramount in all CDRAF deliberations and decisions.
- In keeping with the mandate of its Members and its purposes and objects, the context for all CDRAF's recommendations, support, and external relations will be a focus on regulation and the role of regulatory authorities.
- Formal decision making of the CDRAF will be by the applicable majority vote and will include an attempt to seek consensus on all issues.
- As the national voice for dental regulatory authorities, Members collectively acknowledge the importance of one voice on dental regulatory matters. CDRAF will be a voice that reflects and respects diversity among its Members, while speaking externally with an agreed harmonized voice to external stakeholders, or engaging in external liaisons and partnerships.
- CDRAF will exercise due diligence with respect to ethics and fiduciary duties in its overall decision making and management of human and fiscal resources on behalf of its Members.
- CDRAF members recognize and respect the breadth of expertise within the Federation and support collaboration that contributes to shared knowledge.
- CDRAF members seek every opportunity to share freely and with a generous spirit. They are sensitive to individual jurisdictional and legislative differences as they strive for consensus. They practice, in good faith, a willingness to be open and honest with each other.

BY-LAW NO. 2 – RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF CANADIAN DENTAL REGULATORY AUTHORITIES FEDERATION / FÉDÉRATION CANADIENNE DES ORGANISMES DE RÉGLEMENTATION DENTAIRE

BE IT ENACTED AS A BY-LAW OF THE CORPORATION AS FOLLOWS:

I. DEFINITIONS AND INTERPRETATION

1. Definition

In this By-Law and all other By-Laws of the Corporation, capitalized terms have the following meanings, unless the context otherwise requires:

With respect to the Corporation:

“Act” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made under it, each as amended or re-enacted from time to time.

“Articles” or **“articles”** means the articles of incorporation or continuance of the Corporation, as amended from time to time.

“By-Law” means this by-law and any other by-law of the Corporation, as amended from time to time, and which are in force and effect.

“Corporation” means the Canadian Dental Regulatory Authorities Federation / Fédération canadienne des organismes de réglementation dentaire, which may also be referred to herein as the **“CDRAF”** or the **“Federation”**.

“Ordinary Resolution” means a resolution passed by a majority of not less than 50 percent plus 1 of the votes cast on that resolution.

“Strong Majority Vote” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

With respect to Members:

“Annual Meeting” means the annual meeting of the Members, generally held between September 1st and November 30th at which time the report of the Board of Directors is reviewed, the members of Board Directors are elected, and such other matters as may be required by the Act are addressed; **“Articles”** means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“Meeting of Members” includes an Annual Meeting or a special meeting of Members; **“special meeting of Members”** includes a meeting of all Members entitled to vote at an Annual Meeting.

“Member” means the provincial or territorial body established by provincial or territorial statute responsible for the professional regulation of dentists within the province or territory who has been granted Membership in the CDRAF.

"Member Representative" has the meaning set forth in Section 10 and refers to the person who will represent the Member before the Corporation and who is entitled to vote at a Meeting of Members.

"Membership Fee" has the meaning set forth in Section 13.

"Registrar" and **"Acting Registrar"** have the meaning set forth in Section 10.

With respect to Directors:

"Board" means the Board of Directors of the Corporation and **"Director"** or **"director"** means a member of the Board.

"Executive Director" means the officer of the Corporation appointed pursuant to Section 42.

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 Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director 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 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 and the executive director may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

II. FINANCIAL MATTERS

5. Financial Year

The financial year of the Corporation shall be December 31 in each year unless otherwise determined by the Board.

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 as the Board may designate, appoint or authorize from time to time by Ordinary 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 may by Ordinary Resolution from time to time designate, direct or authorize.

7. Borrowing Powers

The directors of the corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the Corporation.

The Board may delegate the above powers to such officers or directors of the Corporation as the Board may determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

8. Management of Corporate Funds

A Strong Majority Vote of the Board shall be required for the adoption of the budget and to make any modifications to an adopted budget.

All monies received by the Corporation shall be deposited in an account in the name of the Corporation at a financial institution approved by the Board.

9. Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

III. MEMBERS

10. Membership

Subject to the Articles, there shall be one class of Members in the Corporation.

Membership in the Corporation shall be available to a provincial or territorial body established by statute, and responsible for the provincial or territorial regulation of dentists within said province or territory, which has an interest in furthering the Corporation's purposes and which has applied for and been accepted into Membership of the Corporation by the Board.

Membership acceptance includes a commitment to remain a Member for two years and pay Membership Fees as contemplated herein. Each Member shall promptly be informed in writing by the Executive Director of their admission as a Member.

Each Member shall be entitled to receive notice of, attend and exercise one vote at all meetings of the Members of the Corporation.

Each Member shall, from time to time, notify the Executive Director of the Corporation of:

- (a) The person who carries out the role of registrar, secretary or equivalent role within the Member's organisation (the "**Registrar**") or the person who carries out the role of acting registrar, acting secretary or equivalent role within the Member's organisation (the "**Acting Registrar**"). The Registrar or Acting Registrar (or another a senior staff member of the Member, such as a deputy registrar) shall be entitled to attend and participate at any Meeting of Members or meeting of the Board.
- (b) The person who will represent the Member at any Meeting of Members (the "**Member Representative**"). The Member Representative shall be entitled to attend and participate at any Meeting of Members or meeting of the Board and shall be the only representative of the Member entitled to vote on behalf of the Member at a Meeting of Members on behalf of the applicable Member.
- (c) Any additional non-voting representatives of the Member that the Member would like, subject to and in accordance with the provisions of these By-Laws, to attend and participate at any Meeting of Members or meeting of the Board. Such additional representatives shall not be entitled to vote at any Meeting of Members or meeting of the Board.

In accordance with subsection 197(1) (Fundamental Change) of the Act, a Strong Majority Vote 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) of the Act.

11. Termination of Membership by Member

A Member who wishes to resign as a Member shall give one full year's prior notice of such resignation as a condition of the termination of its status as a Member. All fees assessed or due are required to be paid by such Member in full until the date the termination of its status as a Member.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a Strong Majority Vote of the Members is required to make any amendment to add, change or delete this section of the By-Laws.

12. Termination of Membership by Board – Except Non-Payment of Fees

Membership in the Corporation may be terminated by a vote of 4/5 of the members of the Board in the event of a Member's breach of the By-Laws or where the Member acts contrary to the objects, purposes, guiding principles or interests of the Corporation, and is automatically terminated when:

- (a) in the case of a Member that is a corporation, the corporation is dissolved;
- (b) a Member's Membership expires; or
- (c) the Corporation is liquidated or dissolved under the Act.

13. Membership Dues

There shall be no fees or dues owed by Members (a "**Membership Fee**") unless otherwise determined by the Board. If the Board determines that a Membership Fee is due by the Members, then each Member shall pay a Membership Fee based on a formula approved by the Board that accords a dollar amount for each dentist regulated by the Member in their respective province or territory excluding short-term, emergency, *pro bono*, or similar classifications of licensure.

Membership Fees must be paid in full by June 1 in any year. If, in any year, the Board determines that additional Membership Fees should be assessed from the Members, then those additional Membership Fees must be paid by December 31 of that year.

Where a Member defaults on payment of its Membership Fees, the Member is automatically suspended and shall have its status of Member terminated unless all outstanding monies and interest are paid within sixty 60 days of such default.

If a Member resigns, that Member will remain liable for payment of any outstanding Membership Fees levied or payable by that Member prior to the Member's resignation.

14. Notice of Member Meeting

Notice of the time and place of a Meeting of Members, including if applicable details of an electronic meeting, shall be given to each Member by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) 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.

In accordance with subsection 197(1) (Fundamental Change) of the Act, a Strong Majority Vote 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.

15. Members Calling a Member Meeting

The Board shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5 percent of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

In accordance with subsection 197(1) (Fundamental Change) of the Act, a Strong Majority Vote 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.

16. 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 mailed-in ballot or 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) if requested, permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

In accordance with subsection 197(1) (Fundamental Change) of the Act, a Strong Majority Vote 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.

17. Place of Member Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, a Meeting of Members may be held at any place within Canada determined by the Board or electronically.

18. Cost of Attendance at Meetings

All attendees of a Meeting of Members shall attend at their sole cost and expense.

19. Chair of Member Meetings

The Chair of the Board or, in their absence, the Vice-Chair of the Board, will chair any Meeting of Members. In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present at the Meeting of Members shall choose one from among the Registrars or Acting Registrars present to chair the meeting. The Chair may limit, where reasonably necessary, the number of representatives of a Member who shall be permitted to attend a Meeting of Members.

20. Quorum at Member Meetings

A quorum at any Meeting of Members shall be 60 percent of the Members present at the meeting. Proxies are not permitted. If a quorum is present at the opening of the meeting, the Members

present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21. Votes to Govern at Members' Meetings

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a second or casting vote.

The vote of a Member must be cast by its Member Representative.

22. 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.

23. Meetings Held Entirely by Electronic Means

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

IV. DIRECTORS

24. Composition and Mandate of the Board

In order to be qualified to serve as a Director, the Director must be a Registrar or, in the absence of a Registrar at the time of any election of the Board, an Acting Registrar.

The composition of the Board shall consist of a number of Directors equal to the number of Members.

The Board shall also include as a Director one additional individual who shall be nominated by a Member each year on a rotational basis.

The property and business affairs of CDRAF shall be managed by the Board. The Board shall oversee the direction and management of the objects, fiduciary duties, funds, external relations of CDRAF.

25. Election

Subject to the Act, the Members shall, by Ordinary Resolution at each Annual Meeting at which an election of Directors is required, elect Directors to hold office for a term expiring within one year, renewable. Honorary or *ex officio* directors may not be appointed or otherwise serve as directors of the Corporation. No person shall act for an absent director at a meeting of the Board.

26. Ceasing to Hold Office

A director ceases to hold office at the earliest of (i) his or her death, (ii) his or her becoming disqualified for election as a director, or (iii) his or her resignation, which resignation is effective when his or her written resignation is sent to the Corporation or, if a later time is specified in the resignation, at the later time.

27. Vacancies

Subject to the Act and to the requirements of Section 24, the Board may fill any vacancy among the Directors.

28. Cost of Attendance at Board Meeting; Remuneration and Expenses of Directors

Directors shall attend Board meetings at the expense of the Member that has appointed the Director.

Directors of the Corporation shall serve without remuneration. A Director may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity. A Director may receive indemnification for their expenses incurred on behalf of the Corporation as a Director.

29. Powers of the Board

The Board shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of the contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other act and things as the Corporation, by its Articles, By-Laws or the Act, is authorized to exercise and do. The Board shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by Ordinary Resolution, to any officer or officers of the Corporation the right to make such expenditures on such terms and conditions, as they may deem appropriate.

30. Calling of Meetings of the Board

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two directors at any time.

31. Notice of Meeting of the Board

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 the meeting to every director of the Corporation not less than 15 days before the time when the meeting is to be held.

Notice of a meeting of the Board shall also be transmitted to each Member.

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 to 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.

32. Regular Meetings and Attendance by Members and Other Parties

The Board shall hold a minimum of three (3) meetings a year.

Presidents/Chairs of the Members (DRAs), Member Representatives, and such additional persons as may be determined by the Chair of a meeting of the Board, may attend and participate (but not vote) at such meetings. The number of such persons who may attend any meeting of the Board will be specified in the relevant notice or otherwise determined by the Chair.

33. Quorum & No Proxies

Six (6) directors need to be present for a Board meeting to take place. No proxies are permitted to establish quorum at meetings of the Board.

34. Board Governance

Recognizing the nature of regulation and the regulatory mandate of its Members, the Board will assume a public policy context for its deliberations, and operate in a policy governance style.

As a policy governing Board, the Board will:

- (a) oversee the direction and management of the objects, fiduciary duties, funds, and external relations of the CDRAF;
- (b) manage the property, business, and affairs of CDRAF;
- (c) set strategic directions and responses to strategic issues regarding regulation;
- (d) establish parameters and benchmarks for demonstrating excellence in regulatory leadership, in the context of the public interest;
- (e) put in place operating guidelines to ensure due diligence and fulfillment of all fiduciary duties of the CDRAF; and
- (f) identify and negotiate the terms of relations, liaisons and partnerships with external stakeholders at interprovincial/territorial, national, or global levels.

35. Administrative Duties and Powers of the Board

In accordance with the By-Laws, the Board shall carry out the following duties and exercise the following powers:

- (a) appoint the officers;
- (b) insure oversight of statutory committees and working groups;
- (c) set policies with respect to the election of officers;
- (d) ratify decisions of the officers made on its behalf between meetings of the Board;
- (e) set policies regarding expenses;
- (f) approve financial statements;
- (g) recommend appointment of auditors;
- (h) approve a budget and oversee compliance with such a budget;
- (i) set policies to diligently identify budget overruns and intervention to prevent overruns;
- (j) approve the hiring, renewal or termination of CDRAF Executive Director;
- (k) set such other policies and determine any positions taken by CDRAF on regulatory matters as may be required from time to time;
- (l) set the time, place and location of Board meetings;
- (m) set agendas for meetings including at the Annual Meeting; and
- (n) except as otherwise provided in the By-Laws, generally, do all things necessary for the better administration of the affairs of CDRAF.

36. Board Reporting

The Board will provide the minutes of each of its meetings to the Members and present an annual report at the Annual Meeting.

37. Votes to Govern at Meetings of the Board

Except as otherwise provided in these By-Laws, every question and decision of the Board 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 shall not have a second or casting of vote.

V. ELECTED AND APPOINTED OFFICERS

38. Elected Officers

The Board may designate the offices of the Corporation, elect officers from its Directors 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 not hold more than one office at any given time.

39. Description of Elected Offices

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 elected or appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The Chair shall be a director. The Chair, shall, when present, preside at all meetings of the Board and of the Members. The Chair of the Board shall have general supervision of the business of CDRAF and shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair of the Board – The Vice-Chair shall be a director. If the chair of the Board is absent or is unable or refuses to act, the Vice-President, shall, when present, preside at all meetings of the Board and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- (c) Treasurer – The Treasurer shall be a director and shall have such powers and duties as the Board may specify.

40. Term of Elected Office

Each officer shall hold office from the date of his or her election/appointment until the date of the election in the next year and may not hold any elected/appointed office for more one (1) term.

41. Vacancy in Elected Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

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

42. Executive Director

The Board shall appoint an Executive Director who shall be the Chief Executive Officer of the CDRAF and subject to the authority of the Board shall have responsibility for the general supervision of the affairs of the CDRAF but whom will not have any voting rights at any meeting of the CDRAF or its Committees.

The Board may remove the Executive Director without prejudice to any contract of employment or other right, statutory or otherwise at any time by a Strong Majority Vote of the Board.

VI. COMMITTEES

43. Committees of the Board

The Board may appoint standing committees, ad hoc committees, Working Groups and other Committees from time to time with such terms and conditions as the Board may determine.

Committees, if appointed, will report to the Board at each meeting and each year regarding progress agreed upon activities, impact and outcomes, significant external relations on behalf of CDRAF, statement of incurred expenses, balance sheet and details of all expenditures.

VII. GENERAL

44. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, director, officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any Member, director, officer, public accountant or Member of a committee of the Board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that

notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

45. Invalidity of any Provisions of this By-law

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

46. 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.

47. Liaison with Other Organizations

The Corporation shall communicate as required with other organizations from time to time. The degree of formalization which will be arranged with such external relations, liaisons or partnerships will be determined by the Board.

48. Membership in Other Organizations

The Corporation will from time to time seek affiliation of Membership in other organizations pertinent to its objects and purposes.

49. Spokesperson

The Chair of the Board and/or the Executive Director, or any other persons as directed by the Board may speak on behalf of the Corporation. Such persons shall not bind the Corporation beyond the instructions from the Board or those implied in the Objects and Guiding Principles of the Corporation.

50. Consensus

Unless otherwise required by the Act, the Articles, or these By-Laws, questions arising at any Meeting of Members, or of the Board or its Committees, shall be decided by the consensus.

A consensus will be considered to have been reached when no voting participant objects to the question on the floor before the meeting. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that the consensus will not be reached regarding particular questions, then the Chair shall refer the question to be decided by a majority vote.

51. Rules and Policies

The Board may, from time to time, establish rules and policies in matters such as, but not limited to, expense policy, election policy and such other rules and policies as may be required for the better administration of the affairs of the Corporation. CDRAF has enacted an Elections Policy and Expense Policy which it includes in the body of its By-Laws herein but which can be modified at any time by a simple majority of the Board.

52. CDRAF Expense Policy is as follows:

Each Member is responsible for all expenses and any compensation for Directors appointed by that Member attending Board meetings or any other meeting.

The CDRAF is not responsible for compensation, per diems or honorariums for Directors or officers at any meetings.

The CDRAF will reimburse reasonable travel expenses incurred by the Executive Director and the Executive Assistant while engaged in CDRAF business.

Expenses must be supported by original receipts.

53. Protection of Directors and Officers

- (a) Subject to the Act, the Corporation shall indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) Subject to the Act, the Corporation may, if authorized by the Board, advance money to an individual referred to in Section 53 (a) for the costs, charges and expenses of a proceeding referred to in that subsection. The individual shall repay the money if the individual does not fulfill the conditions set out in Section 53 (c).
- (c) The Corporation shall not indemnify an individual under Section 53 (a) unless the individual:
 - (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.
- (d) The Corporation shall also indemnify an individual referred to in Section 53 (a) in such other circumstances as the Act permits or requires. Nothing in this by-law limits the right

of any individual entitled to indemnity to claim indemnity apart from the provisions of this by-law.

- (e) The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 53 (a) against any liability incurred by that individual, (i) in the individual's capacity as a director or an officer of the Corporation, or (ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

54. By-Laws and Effective Date

Subject to the Articles, the Board may, by Ordinary 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 the Board 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 Strong Majority Vote 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.

APPROVED UNANIMOUSLY AND ENACTED by the Members at a Meeting of Members of the Corporation held on the 16th day of October, 2020.