

**COPR**

Canadian Organization of  
Paramedic Regulators



**OCRCP**

Organisation Canadienne des  
Régulateurs Paramédicaux

## **Corporation By-Laws**

COPR/OCRCP – September 12, 2024

A By-law relating generally to the conduct  
of the affairs of  
CANADIAN ORGANIZATION OF PARAMEDIC REGULATORS/ ORGANISATION CANADIENNE DES  
RÉGULATEURS PARAMÉDICAUX (COPR/OCRP)

(the "Corporation")

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

**1. Definition**

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

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

"**Annual Meeting**" means an annual meeting of the Constituent Members of the nature described in subsection 11.1;

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

"**Board of Directors**" means the Board of Directors of the Corporation;

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

"**Chair**" means the Chair of the Board of Directors;

"**Chair-elect**" means the Chair-elect of the Board of Directors;

"**Constituent Member**" means the members of the Corporation;

"**Corporation**" means Canadian Organization of Paramedic Regulators/Organisation Canadienne des Régulateurs Paramédicaux (COPR/OCRP)

"**Director**" means a director of the Corporation;

"**Meeting of Constituent Members**" means a meeting of the Constituent Members and includes an Annual Meeting or a Special Meeting of Constituent Members;

"**Officer**" means an officer of the Corporation;

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

"**Public Accountant**" means the person from time to time appointed pursuant to subsection 11.1.3

**"Regulations"** means the Regulations made under the Act, as amended, restated or in effect from time to time;

**"Special Meeting of Constituent Members"** means a meeting of the Constituent Members other than an Annual Meeting; and

**"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2. **Language**

2.1 In the operation of the Corporation, recognition shall be given to Canada's two official languages.

## 3. **Interpretation**

3.1 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.

3.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

## 4. **Execution of Documents**

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

## 5. **Financial Year**

5.1 Unless otherwise determined by the Directors, the financial year of the Corporation shall be the fiscal year, April 1 to March 31.

## 6. **Banking Arrangements**

6.1 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 of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the signing officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

## 7. **Borrowing Powers**

7.1 Subject to any limitations set out in the Articles or the By-laws the Board may, from time to time, without authorization of the Constituent Members:

7.1.1 borrow money on the credit of the Corporation;

- 7.1.2. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 7.1.3. give a guarantee on behalf of the Corporation; and
- 7.1.4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

## **8. Membership Conditions**

8.1. Subject to the Articles, there shall be one class of members, the Constituent Members.

8.2. Each of the following licensors of paramedics shall be eligible to be Constituent Members until its status as such has been terminated by the Board of Directors or the Constituent Member withdraws its membership or ceases to be eligible to be a Constituent Member in accordance with these Bylaws:

- 8.2.1. British Columbia Ministry of Health – British Columbia Emergency Medical Assistants Licensing Board;
- 8.2.2. Alberta College of Paramedics;
- 8.2.3. Saskatchewan College of Paramedics;
- 8.2.4. College of Paramedics of Manitoba;
- 8.2.5. Ontario Ministry of Health, Emergency Health Regulatory and Accountability Branch;
- 8.2.6. Ministère de la Santé et des Services sociaux du Québec;
- 8.2.7. College of Paramedicine of PEI;
- 8.2.8. Nova Scotia Regulator of Paramedicine; and
- 8.2.9. Newfoundland and Labrador Paramedicine Regulation.

8.3. Other entities, successor entities or government departments established for the purpose of licensing paramedics in any province or territory of Canada may be admitted to membership upon written application to the secretary of the Corporation and upon such application being approved by the Board of Directors. It is a condition of membership that the entity or department must be engaged in regulating paramedics in a province or territory of Canada.

8.4. Constituent Members shall be entitled to:

- 8.4.1. receive notice of any Meeting of Members;
- 8.4.2. designate one (1) representative, who shall also be nominated as a Director. Such representative shall be entitled to attend any Meeting of Constituent Members and vote on all matters on which Constituent Members are entitled to vote, in the manner and form indicated in the By-laws; and
- 8.4.3. receive a copy of the Annual Financial Statements.

8.5. A Constituent Member may withdraw from membership by written notice delivered to the secretary of the Corporation. Such withdrawal shall be effective immediately upon receipt by the secretary.

8.6. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendments to this Section 9.

## **9. Membership Transferability**

9.1. No membership in the Corporation may be transferred or assigned. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendment to add, change or delete this section of the By-laws.

## **10. Members' Meetings**

10.1 An Annual Meeting shall be held not later than 18 months after the incorporation of the Corporation, and thereafter, not later than 15 months after the holding of the preceding Annual Meeting but no later than six months after the end of the Corporation's preceding financial year, at such place within Canada, on such day and at such time as the Board may determine. At every Annual Meeting, in addition to any other business that may be transacted:

10.1.1 The annual financial statements shall be presented;

10.1.2 Any vacancies on the Board of Directors shall be filled;

10.1.3 The Public Accountant shall be appointed.

10.2 A Special Meeting of the Constituent Members may be held from time to time as required to address matters that are appropriate to come before the Constituent Members, as determined by the Board or by the application of the Act the Articles or the By-laws. Such meetings shall be held at such place on such day and at such time as the Board may determine.

## **11. Notice of Constituent Members Meeting**

11.1 Notice of the time and place of a Meeting of Constituent Members shall be given to each Director, the Public Accountant and Constituent Member entitled to vote at the meeting by the following means:

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

11.1.2. by telephonic, electronic or other communication facility to each Constituent Member entitled to vote at the meeting, during a period of 21 to 35 business days before the day on which the meeting is to be held.

11.2 A person who is entitled to attend a Constituent Members' meeting may waive notice, either before or after the meeting, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11.3 For the purpose of sending notice to any Constituent Member, Director or officer for any meeting or otherwise, the address of the Constituent Member, Director or officer shall be the last address recorded on the books of the Corporation.

11.4 If special business is to be conducted (other than business required to be dealt with at such meeting) the notice must contain sufficient information to allow the Constituent Members to form a reasoned judgment.

11.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Constituent Members entitled to vote at a Meeting of Constituent Members.

## **12. Constituent Members Calling a Constituent Members' Meeting**

12.1 The Board of Directors shall call a Special Meeting of Constituent Members in accordance with Section 167 of the Act, on written requisition of Constituent Members carrying not less than 25% of the voting rights. If the Directors do not call a meeting within twenty-one (21) business days of receiving the requisition, any Constituent Member who signed the requisition may call the meeting.

## **13. Absentee Voting at Constituent Members' Meetings**

13.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a Constituent Member entitled to vote at a Meeting of Constituent Members may vote by mailed-in ballot or by any other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification.

13.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by Constituent Members not in attendance at a Meeting of Constituent Members.

## **14. Membership Dues**

14.1 Constituent Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within six calendar months of the membership renewal date the Constituent Members in default may, upon a motion passed by the Board, cease to be Constituent Members of the Corporation.

## **15. Termination of Membership**

15.1 A membership in the Corporation is terminated when:

15.1.1. the Constituent Member is dissolved; or

15.1.2. the Constituent Member withdraws by delivering a written notice in accordance with this By-law; or

15.1.3. the Corporation is liquidated and dissolved under the Act; or

15.1.4 the Constituent Member ceases to be eligible for membership in accordance with this By-law; or

15.1.5 the Constituent Member fails to pay its membership dues in compliance with subsection 15.1.

## **16. Effect of Termination of Membership**

16.1 Subject to the Articles, upon any termination of membership, the rights of the Constituent Member, including any rights in the property of the Corporation, automatically cease to exist.

## **17. Place of Constituent Members' Meeting**

17.1 Subject to compliance with section 159 of the Act, Meetings of the Constituent Members shall be held at any such place within Canada on such day and at such time as the Board may determine.

## **18. Persons Entitled to be Present at Constituent Members' Meetings**

18.1 The only persons entitled to be present at a Meeting of Constituent Members shall be those entitled to vote at the meeting, the Directors and the Public Accountant and such other persons who are entitled or required under any provision of the Act, Articles or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Directors.

## **19. Chair of Constituent Members' Meetings**

19.1 The Chair or, in the Chair's absence, the Chair-elect shall be chair of any Meeting of the Constituent Members. In the event that the Chair and the Chair-elect of the Board of Directors are not present within 15 minutes from the time fixed for holding the meeting, the Constituent Members who are present and entitled to vote at the meeting shall choose one Director to chair the meeting.

## **20. Quorum at Constituent Members' Meetings**

20.1 A quorum at any Meeting of the Constituent Members shall be a majority (50% plus 1) of the representatives of Constituent Members of the Corporation entitled to vote at the meeting.

20.2 No business shall be transacted at any Meeting of Constituent Members unless a quorum is present at the commencement of and throughout the meeting.

## **21. Representatives and Votes to Govern at Constituent Members' Meetings**

21.1 A Constituent Member may not assign its voting rights, by proxy or otherwise, to another Constituent Member.

21.2 Every question shall, unless otherwise required by the Act be determined by a majority of the votes cast on the question.

21.3 In the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the question shall be deemed to have been answered in the negative.

## **22. Participation by Electronic Means at Constituent Members' Meetings**

22.1 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 Constituent 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 Constituent 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. Constituent Members' Meeting Held Entirely by Electronic Means**

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

### **24. Directors**

24.1. The Board of Directors shall consist of the minimum (1) and maximum (10) number of Directors specified in the Articles. The precise number of Directors shall be determined from time to time by the Constituent Members by Ordinary Resolution.

24.2. In addition to the requirements to serve as a Director as per section 126 of the Act, each Director must meet the following requirements:

24.2.1 the individual must be nominated by a Constituent Member, provided that each Constituent Member may only nominate one individual to serve as Director from that Constituent Member's organization;

24.2.2 the individual must hold a senior position with a Constituent Member (for example, a Registrar, Deputy Registrar, Director, or similar senior position).

24.3. Commencing at the first annual meeting of Constituent Members after these by-laws are passed, the Directors shall be elected by the Constituent Members by Ordinary Resolution at each annual meeting at which an election of Directors is required. Each Director shall be elected to hold office until the fourth Annual Meeting after such Director is appointed, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

24.4 Subject to the Act and the Articles, a quorum of the Board of Directors may fill a vacancy on the Board of Directors that arises during a term.

24.5 If a majority of the number of the Directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors, if such Directors determine it appropriate (except for vacancies resulting from an increase in the minimum or maximum number of Directors provided for in the Articles, or a failure to elect the minimum number of Directors provided for in the Articles). If there is not a quorum of Directors, or if there has been a failure to elect the minimum number of Directors provided for in the Articles, the remaining Directors shall forthwith call a Special Meeting to fill the vacancies, provided that if the Directors fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Constituent Member.

24.6 The property and business of the Corporation shall be managed by the Directors who may delegate matters legally capable of delegation, to a committee of the Board established under Section 34 of these By-laws.

24.7 The office of Director shall be automatically vacated if:

24.7.1. the Director sends a written resignation to the Secretary;



24.7.2. the Director is found by a court to be of unsound mind or declared to be mentally incapacitated in accordance with an Enduring Power of Attorney or similar document; or

24.7.3. the individual no longer meets the eligibility requirements to be a Director; or

24.7.4 the Constituent Member who nominated the Director is no longer a Constituent Member.

24.8 In accordance with the Act, no person shall act for an absent director at a meeting of directors.

## **25. Removal of Directors**

25.1. Subject to the provisions of subsection 25.2, the Constituent Members may, by Ordinary Resolution passed at a Special Meeting of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiry of such Director's term of office, and may, by a majority of votes cast at that meeting, appoint any individual who meets the qualifications set out in subsection 24.2 in place of such Director for the remainder of the term of such Director.

25.2 A Director may submit to the Secretary a written statement giving reasons for resigning, or if a meeting is called for the purpose of removing them, for opposing their removal or replacement. Where the Secretary receives such a statement, the Secretary shall immediately:

25.2.1 give notice to the Constituent Members of the statement in accordance with section 38; and

25.2.2 send a copy of the statement to the Director appointed by the Minister pursuant to Section 281 of the Act.

## **26. Calling of Meetings of Board of Directors**

26.1 Meetings of the Board of Directors may be called by the Chair, the Chair-elect of the Board of Directors or any two Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

## **27. Notice of Meeting of Board of Directors**

27.1 Notice of the time and place for the holding of a meeting of the Board of Directors shall be given by mail, courier, personal service, telephonic, electronic or other communication facility to every Director not less than 2 business days before the time when the meeting is to be held.

27.2 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.

27.3 A notice of the meeting of the Board of Directors need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a meeting of Directors shall provide notice of any of the following matters to be dealt with at the meeting. A resolution to:

(a) submit to the Constituent Members any question or matter requiring the approval of the Constituent Members;

(b) fill a vacancy among the Directors or in the office of the Public Accountant or appoint additional Directors;

- (c) issue debt obligations except as previously authorized by the Directors;
- (d) approve the Annual Financial Statements; or
- (e) adopt, amend or repeal any By-laws.

27.4 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

## **28. Regular Meetings of the Board of Directors**

28.1 The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place and hour to be named. A copy of any resolution of the Board of Directors fixing the place and time of such regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

29. A resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Directors, is as valid as if it had been passed at a meeting of the Directors.
30. Subject to the Act, the Articles and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director is entitled to exercise one vote. All votes at any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting 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 favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board upon the said question.
31. In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.
32. The presence of at least a simple majority of the Directors constitutes a quorum for the transaction of business at meetings of the Board of Directors. No business shall be transacted at any meeting of the Board of Directors unless a quorum is present at the commencement of and throughout the meeting.

## **33. Committees of the Board of Directors**

33.1 The Board of Directors may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such Regulations or directions as the Board of Directors may from time to time make.

## **34. Appointment of Officers**

34.1 The Board of Directors may designate the offices of the Corporation, appoint officers on an annual or as necessary basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

### 35. Description of Offices

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

35.1.1. **Chair of the Board of Directors** – The chair of the Board of Directors, if one is to be appointed, shall be a Director. The chair of the Board of Directors, if any, shall, when present, preside at all meetings of the Board of Directors and of the Constituent Members. The chair shall have such other duties and powers as the Board of Directors may specify.

35.1.2. **Chair-elect of the Board of Directors** – The chair-elect of the Board of Directors, if one is to be appointed, shall be a Director. If the chair of the Board of Directors is absent or is unable or refuses to act, the chair-elect of the Board of Directors, if any, shall, when present, preside at all meetings of the Board of Directors and of the Constituent Members. The chair-elect shall have such other duties and powers as the Board of Directors may specify.

35.1.3. **Past Chair of the Board of Directors** – The past chair of the Board of Directors, if one is to be appointed, shall be the person who held office as chair immediately prior to the current chair of the Board of Directors. The past chair of the Board of Directors shall have such other duties and powers as the Board of Directors may specify.

35.1.4 **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the Board of Directors and Constituent Members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, and when instructed, notices to Constituent Members, Directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

35.1.5 **Treasurer** – If appointed, the treasurer shall have such powers and duties as the Board of Directors may specify.

35.2. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. The Board of Directors may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### 36. Vacancy in Office

36.1 In the absence of a written agreement to the contrary, the Board of Directors 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:

36.1.1 the officer's successor being appointed;

36.1.2. the officer's resignation;

36.1.3. such officer ceasing to be a Director (if a necessary qualification of appointment); or

36.1.4. such officer's death.

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

### **37. Method of Giving Any Notice**

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

37.1.1. 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) of the Act;

37.1.2. if mailed to such person at such person's recorded address by ordinary mail;

37.1.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

37.1.4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

37.2. A notice or other document so sent by post shall be deemed to be given at the time and when the same was so deposited, or delivered by electronic means shall be deemed to be given when the same was transmitted.

37.3. The secretary may change or cause to be changed the recorded address of any Constituent Member, Director, officer, public accountant or member of a committee of the Board of Directors in accordance with any information believed by the secretary to be reliable.

37.4. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

37.5. The signature of any Director or officer may be printed, engraved or otherwise mechanically reproduced in facsimile under such conditions as the Board may authorize and such signature shall have the same force and effect as if signed in the handwriting of such Director or officer.

### **38. Invalidity of any Provisions of this By-law**

38.1 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.

### **39. Omissions and Errors**

39.1 The accidental omission to give any notice to any Constituent Member, Director, officer, member of a committee of the Board of Directors 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.

### **40. By-laws and Effective Date**

40.1 Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Constituent Members where it may be confirmed, rejected or amended by the Constituent Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Constituent 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 Constituent Members at the next Meeting of Constituent Members or if it is rejected by the Constituent Members at the meeting. The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

40.2 This section does not apply to a By-law that requires a Special Resolution of the Constituent Members according to subsection 197(1) (fundamental change) of the Act.

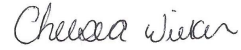
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**ENACTED** by the Board as of the 12th day of September 2024.



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**Chair – Ken Driscoll**



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**Executive Director – Chelsea Wilker**

**CONFIRMED** by the Constituent Members in accordance with the Act as of the 12th day of September 2024.

September 12, 2024