
**CANADIAN SOCIETY OF
GASTROENTEROLOGY NURSES AND
ASSOCIATES**

GENERAL OPERATING BY-LAW NO. 100

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GENERAL OPERATING BY-LAW NO. 100

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

CANADIAN SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES
(a federal corporation)
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 100

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

CANADIAN SOCIETY OF GASTROENTEROLOGY NURSES AND ASSOCIATES
(a federal corporation)
(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 30th day of March, 2001;

AND WHEREAS the Corporation has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

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

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any 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 original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-law” or “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Corporation.
- (g) “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Officer” means an officer of the Corporation.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (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 (2/3rds) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II GENERAL

2.01 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

2.02 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 treasurer of the Corporation shall be the custodian of the corporate seal.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, 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 thereto. 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.

2.04 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III FINANCIAL MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 30th day of April in each year.

3.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize. All expenditures over \$200 must be approved by two (2) Directors, one of which shall be the Treasurer.

3.03 Public Accountant and Financial Review

- (a) The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.
- (b) The public accountant, if one is appointed, must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution

in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

SECTION IV **MEMBERS**

4.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to registered nurses, registered nurse practitioners, licensed practical nurses and registered practical nurses who meet the following conditions determined in the sole and unfettered discretion of the Board which is not subject to review or appeal and have been accepted into Membership by the Board:

- (a) hold valid registration or license under the applicable licensing body in at least one province in Canada and are in good standing with the said licensing body;
- (b) work in health care based settings (i.e., hospitals, clinics, educational institutions, private practice) with a Gastroenterology focus, in a clinical, advanced practice, supervisory, educator, research or administrative capacity;
- (c) agree to further the purposes of the Corporation as contained in the Articles; and
- (d) agree with the provisions in the Articles, By-laws and policies of the Corporation.

4.02 Member in Good Standing

A Member that meets all of the following requirements is a Member in good standing:

- (a) furthers the purposes for the Corporation as contained in the Articles;
- (b) respects and submits to the procedures of the Corporation;
- (c) continues to meet all qualification requirements for Members as set out in Section 4.01;
- (d) pays in full and not be in arrears of membership dues and assessments determined by the Board from time to time; and
- (e) meets such additional requirements as set out in the Corporation's policies from time to time.

4.03 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

Each Member shall have the following rights and the Board may suspend all membership rights of a Member which is not in good standing until such time as may be determined by the Board:

- (a) to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members;
- (b) to receive all publications from the Corporation;
- (c) to have access to members only link on the Corporation's website;
- (d) to represent itself to the public as a Member of the Corporation; and
- (e) to have such additional rights and privileges as determined by the Board from time to time.

4.04 Term and Renewal of Membership

- (a) The term of Members shall be in effect for a period of one year from the 1st day of July to the 30th day of June in the immediately following year. Commencing in 2015, the term of Membership shall be in effect for a period of one year from the 1st day of May to the 30th day of April in the immediately following year.
- (b) All Members shall be required to renew their annual membership by paying the applicable membership dues. Prior to the expiry of the membership term, all Members shall be required to renew their annual membership by paying the applicable membership dues and completing the membership renewal process as determined by the Board. The membership status of a Member may be renewed if the Board is satisfied that:
 - (i) the Member has paid all applicable membership dues and assessments as determined in the discretion of the Board; and
 - (ii) the Member continues to meet all of the qualification requirements set out in Section 4.01.

4.05 Membership Dues and Assessments

- (a) Annual membership dues for Members will be set by the Board from time to time. Members shall be notified in writing of the membership dues and the time the membership dues will be payable.
- (b) Membership dues are due on June 1st in each year. Members shall have until July 1st to make payment. A Member that has paid its membership dues and all outstanding assessments in full on or before July 1st will be eligible for membership renewal. Commencing in 2015, membership dues are due on May 1st in each year. Members shall have until May 31st to make payment. A Member that has paid its membership dues and all outstanding assessments in full on or before May 31st will be eligible for membership renewal.
- (c) The membership status of a Member who fails to pay in full its membership dues by July 1st after a notice of default has been issued by the Corporation may be terminated unless there are extenuating circumstances in the sole discretion of the Board. Commencing in 2015, membership status of a Member who fails to pay in full its membership dues by May 31st after a notice of default has been issued by the Corporation may be terminated unless there are extenuating circumstances in the sole discretion of the Board.

- (c) The Corporation may, by policies, set out other matters in relation to the assessment and payment of membership dues and other assessments.

4.06 Termination of Membership

A Member's membership shall automatically terminate upon occurrence of any of the following, but such termination of membership shall not relieve the Member from the obligation to pay any membership dues and assessments then due or accruing due:

- (a) the Member dies;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 4.01
- (c) the Member resigns;
- (d) the Member is removed by the Board in accordance with Section 4.07;
- (e) the Member's term of membership expired and either (i) the Member does not apply for renewal or (ii) the Member's application for membership renewal is rejected by the Board;
- (f) the Member fails to pay membership dues by May 31st or assessment after a notice of default has been issued by the Corporation; or
- (g) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

4.07 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall

notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION V **AFFILIATES AND HONORARIES**

5.01 Affiliates

- (f) The Board may from time to time admit any person who is interested in furthering the purposes of the Corporation as contained in the Articles and meet any one of the following requirements:
 - (i) persons who no longer qualify to be Members by reason of not having a valid registration or license for registered nurses, registered nurse practitioners, and licensed or registered practical nurses;
 - (ii) persons who work in the field of gastroenterology in a health care setting, who are not nurses (including, by way of example, endoscopic reprocessing staff and nursing assistants);
 - (iii) students, who do not qualify to be Members and are enrolled in a bachelor of nursing program or a practical nurse program; and
 - (iv) other persons engaged in activities relevant to the field of gastroenterology, but not employed in a health care setting or in the practice of gastroenterology nursing (including, by way of example, representatives and nurse employees of industry and pharmaceutical companies).
- (d) Affiliates may receive notice of meetings of Members, and attend and be observers at meetings of Members (provided that they may speak or participate if permitted by the chair of the meeting or with the consent of the meeting), but not to speak, participate or vote at the meetings. Affiliates are not eligible for election to the Board or Chapter Executive. Affiliates may serve on or represent the Corporation on ad hoc committees as determined by the Board or Chapter Executive, as applicable. For greater certainty, Affiliates are not Members of the Corporation. The Board may, in its sole discretion, from time to time adopt policies to establish different categories of Affiliates, their qualification requirements, rights, privileges, due payments, and termination of status.

5.02 Honoraries

Honoraries of the Corporation may be appointed by the Board to all past Presidents of the Corporation and to those Members who have contributed substantial time and effort toward the advancement of the Corporation. Nominations to be Honoraries may be submitted by any Member to the Board. The Board may, in its sole discretion, from time to time adopt policies to establish different categories of Honoraries, their qualification requirements, rights, privileges, due payments, and termination of status. For greater certainty, Honoraries is a recognition of their contribution to the Corporation and is not a membership category.

SECTION VI
MEETINGS OF MEMBERS

6.01 Meeting of Members and Annual Conference

- (a) A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.
- (b) The Corporations may hold annual conference from time to time, at such time and place as may be decided upon by the Board. For greater certainty, annual conferences are not meetings of Members of the Corporation for purposes of the Act, although annual meetings of Members are to be held in conjunction with annual conference meetings.

6.02 Annual Meetings

An annual meeting of Members shall be held in conjunction with the annual conference of the Corporation at such time in each year, as the Board may from time to time determine. The annual meeting of Members shall be held not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation’s preceding financial year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

6.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

6.04 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

6.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant, is special business.

6.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting thirty (30) days before the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting thirty (30) days before the meeting is to be held.
- (b) Where the Corporation provides notice electronically referred to in Section 6.06(a)(ii) and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requested by in the manner set out in Section 6.06(a)(i).
 - (c) Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation thirty (30) days before the meeting is to be held.
 - (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.
 - (e) Notice of a meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Section 6.15.
 - (f) Notice of annual meetings of Members may also be given in the annual conference brochure in addition to notice of meetings of Members given in accordance with the requirements set out in Section 6.06(a).

6.07 Record Date

The Directors may fix a record date for determining Members entitled to receive notice of or to vote at a meeting of Members, provided that the record date must be between 21 to 60 days before the day on which the meeting is to be held. The Directors may fix a record date for determining Members for any other purpose provided that the record date must not be more than 60 days before the day on which the determination is made. If the Directors fixed a record date for the determination of Members entitled to receive notice of a meeting of Members but not for the determination of Members entitled to vote at a meeting of Members, then the record date for the latter shall be 10 days after the record date for the determination of Members entitled to receive notice. If no record date is fixed by the Directors, the record date for the determination of Members entitled to receive notice of and vote at a meeting of Members is at the close of business on the day immediately preceding the day on which the notice is given, or, if no notice is given, the day on which the meeting is held; and the record date for the determination of Members for any other purpose shall be at the close of business on the day on which the Directors pass the resolution relating to the record date.

6.08 Waiving Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation 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 Members.

6.10 Chairperson of the Meeting

The chairperson of Members' meetings shall be the President, or the President Elect if the President is absent or unable to act. In the event that the President and the President Elect are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

6.11 Quorum

(a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be thirty percent (30%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

(a) For the purpose of determining quorum, a Member may be present in person or, by telephonic and/or by other electronic means, or any absentee voting permitted by this By-law.

6.12 Participation at Meetings by Electronic Means

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 such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

6.13 Meeting Held by Electronic Means

Notwithstanding Section 6.12, if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting 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.

6.14 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section 6.12 and Section 6.13 is permitted only if that facility enables the votes to be gathered in a manner that permits their

subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

6.15 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Member may appoint a proxyholder, or one or more alternate proxyholders, who need not be a Member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (b) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (c) a Member may revoke a proxy by depositing an instrument in writing executed by the Member or, in Quebec, signed by the member or by their agent or mandatary:
 - (iii) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (iv) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (d) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (e) a proxy shall be in writing executed by the Member or such Member's attorney and shall be in such form that conforms with the requirements of the Regulations, specifically:
 - (v) if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - (1) indicate, in bold-face type,
 - (A) the meeting at which it is to be used,
 - (B) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - (C) instructions on the manner in which the Member may appoint the proxyholder,
 - (2) contain a designated blank space for the date of the signature,
 - (3) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (4) provide a means for the Member to specify that the membership registered in their name is to be voted for or against each matter, or

- group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
- (5) provide a means for the Member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
 - (6) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 6.15(e)(v)(4) or Section 6.15(e)(v)(5) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (vi) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 6.15(e)(v)(4) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - (vii) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information;
 - (viii) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect; and
 - (ix) votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

6.16 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted. Votes by mailed-in ballot or votes by means of a telephonic, electronic or other communication facility shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs or such manner as may be adopted by the Board from time to time.

6.17 Votes to Govern

At any meetings of the 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 question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

6.18 Show of Hands

Subject to the Act and except in the case of a meeting held by electronic means, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility, in accordance with Section 6.12, Section 6.13 or Section 6.14.

6.19 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

6.20 Resolution in Lieu of Meeting

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director in relation to his/her resignation or removal or by the public accountant in relation to his/her resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

6.21 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

6.22 Adjournment

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION VII **DIRECTORS**

7.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

7.02 Number

As specified in the Articles, the Board shall consist of twelve (12) Directors.

7.03 Qualifications, Composition, Election, Appointment, and Term

- (a) Each Director shall be an individual who is at least 18 years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt, is in full agreement with the governing documents of the Corporation, is either a registered nurse or a registered nurse practitioner, and has been a Member of the Corporation for at least two (2) years prior to the time of election and during the term of office. At least two of the Directors must not be Officers or employees of the Corporation or its affiliates.
- (b) The Board shall consist of eleven (11) Directors elected by the Members in accordance with Section 7.03(c) and one Director appointed by the Board in accordance with Section 7.03(d).
- (c) There shall be Eleven (11) Directors to be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. The Directors' term of office shall be two (2) years calculated from the date of the meeting at which they are elected until the close of the second (2nd) annual meeting next following or until their successors are elected.
 - (i) One (1) Director so elected shall also hold the position as President Elect of the Corporation.
 - (ii) Two (2) Directors so elected shall also hold the Officer positions as Secretary and Treasurer.
 - (iii) Eight (8) Directors so elected shall also hold the following positions on the Board:
 - (1) Education Director;
 - (2) Practice Director;
 - (3) Newsletter Editor & Website Director;
 - (4) Awards & Research Director;
 - (5) Public Relations Director;
 - (6) Canada West Director, provided that as a qualification requirement this Director must reside in western region in Canada consisting of Manitoba,

Saskatchewan, Alberta, British Columbia, Northwest Territories, Yukon and Nunavut;

- (7) Canada Centre Director, provided that as a qualification requirement this Director must reside in central region in Canada consisting of Ontario; and
 - (8) Canada East Director, provided that as a qualification requirement this Director must reside in eastern region in Canada consisting of Quebec, Prince Edward Island, Newfoundland, Nova Scotia, and New Brunswick.
- (iv) The Canada West Director, Canada Centre Director and Canada East Director shall be collectively referred to as the Regional Directors.
- (v) As much as possible, these Directors shall be elected and shall retire in rotation as determined by the Members when the Directors are elected. Specifically:
- (1) Election of Directors who also hold the following positions shall be held in odd numbered years: Secretary, Education Director, Treasurer, Canada East Director and Canada West Director.
 - (2) Election of Directors who also hold the following positions shall be held in even numbered years: Newsletter Editor & Website Director, Awards & Research Director, Canada Centre Director, Public Relations Director and Practice Director.
 - (3) Election of the Director who also holds the positions of President Elect shall be held in even numbered years.
- (vi) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (vii) The Director elected to hold the position of President Elect shall only hold his/her position for one (1) term. For other Directors elected by the Members, there is no maximum term of office and as such, a Director will be eligible for re-election on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.
- (d) One (1) Director to be appointed by the Board pursuant to the Articles.
- (i) The Director so elected shall also hold the Officer position as President of the Corporation, provided that the person so appointed must meet the following qualification requirement in addition to those set out in Section 7.03(a):
 - (1) in a year where a Director was elected to hold the position of President Elect, only the person who has completed serving in the office of President Elect in the immediately preceding term may be appointed;
 - (2) in a year where a Director was not elected to hold the position of President Elect, only the person who has completed serving in the office of President in the immediately preceding term may be appointed.

- (ii) The Director so appointed shall only hold his/her position for two (2) one-year terms.
- (e) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

7.04 **Duties**

The Directors referred to in Sections 7.03 **Error! Reference source not found.**(c) to (ii) are set out in Section 9.02. The duties of the remaining Directors are as follows:

- (a) The Education Director shall have the following duties, as well as such other duties and powers as the Board may specify from time to time:
 - (i) Serve as Board representative for certification;
 - (ii) Form and chair the Education Committee;
 - (iii) Provide direction and approval to the Conference Planning Committee regarding the educational content of the Corporation's annual conference;
 - (iv) Maintain records of all education events of the Corporation;
 - (v) Expand and improve web-based educational opportunities, informational products and services that support the field of gastroenterology nursing;
 - (vi) Generate ideas for education that best meet the needs of the Members; and
 - (vii) Submit a report of activities of the Education Committee to the Secretary ninety (90) days prior to the annual Members' meeting for the submission in the annual report.
- (b) The Practice Director shall have the following duties, as well as such other duties and powers as the Board may specify from time to time:
 - (i) Monitor, record and update any practice guidelines, position statements and standards of the Corporation;
 - (ii) Oversee the development of new practice guidelines, position statements and standards required the Corporation;
 - (iii) Maintain a record/library of reference documents reflecting practice guidelines, position statements and standards; and
 - (iv) Serve as a resource person for answering questions/concerns on practice guidelines, position statements and standards.
- (c) The Newsletter Editor & Website Director shall have the following duties, as well as such other duties and powers as the Board may specify from time to time:
 - (i) Set guidelines for submissions to The Guiding Light;

- (ii) Pursue appropriate material for the Newsletter;
 - (iii) Compile and edit submitted material for publication of the newsletter three (3) times annually;
 - (iv) Approve the final version of the edited newsletter prior to publishing;
 - (v) Provide updated membership list to newsletter distributor and ensure to distribute the newsletter to all Members in good standing;
 - (vi) Store past Guiding Light newsletters;
 - (vii) Submit a report to the Secretary ninety (90) days prior to the annual Members' meeting for the annual report.; and
 - (viii) Oversee responsibilities of website service providers.
- (d) The Awards & Research Director shall have the following duties, as well as such other duties and powers as the Board may specify from time to time:
- (i) Promote scholarships, educational grants and awards;
 - (ii) Allocate scholarships and educational grants in consultation with the Awards & Research Committee based on the established criteria;
 - (iii) Keep database of all scholarship, grant and award candidates and recipients;
 - (iv) Review scholarship criteria annually; and
 - (v) Maintain liaison role among industry partners to further. develop educational grant opportunities
- (e) The Public Relations Director shall have the following duties, as well as such other duties and powers as the Board may specify from time to time:
- (i) Chair the Vendor Relations Committee as required;
 - (ii) Act as Board liaison with the conference planner and vendors (including identifying potential vendors for sponsorship, providing contact information);
 - (iii) Develop and implement themes for GI Nursing recognition (including GI Nurses Day, honouring members);
 - (iv) Develop professional linkages with GI nursing and patient resource programs (including CCFC, CDHF, provincial licensing bodies);
 - (v) Chair the Public Relations Committee in development of marketing material for the Corporation; and
 - (vi) Assist in the development and revision of Board policies as it relates to this position.

- (f) Each of the Regional Directors (Canada West Director, Canada Centre Director and Canada East Director) shall have the following duties, as well as such other duties and powers as the Board may specify from time to time:
 - (i) Encourage and assist in the formation of Chapters in his/her respective region;
 - (ii) Liaise with the Chapter Presidents and individual members in his/her respective region about the work of the Corporation;
 - (iii) Report to the Board at regular intervals as deemed necessary by the Board;
 - (iv) Submit a report of activities and future plans for inclusion in the annual report, ninety (90) days prior to the annual Members' meeting;
 - (v) Submit reports about his/her respective region's activities to The Guiding Light; and
 - (vi) Jointly determine the divisions of regions and report to the Board for final decision.

7.05 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or
- (a) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

7.06 Nomination of Directors

- (a) Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:
 - (i) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporations that may be in place from time to time;
 - (ii) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or

- (iii) by any person (“Nominating Member”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation’s membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
- (b) Timely Notice - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than 15 days’ prior to the date of the meeting of Members in proper written form to the Secretary of the Corporation at the registered office of the Corporation.
- (c) Proper Form - To be in proper written form, a Nominating Member’s notice to the Secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.
- (d) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 7.06. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 7.06 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (e) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this Section 7.06 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice).
- (f) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

7.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 7.09, or no longer fulfils all of the qualifications to be a Director set out in Section 7.03 as determined in the sole discretion of the Board. Upon ceasing to hold office, all such persons shall deliver all records, correspondence or other property of the Corporation to their successor within thirty (30) days.

7.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 131 of the Act.

7.09 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the Act.

7.10 Filling Vacancies

- (a) If the Director holding the President position referred to in Section 7.03**Error! Reference source not found.**(c) becomes vacant, the Director holding the President Elect position referred to in Section 7.03**Error! Reference source not found.**(i) shall fill the vacancy and hold office for the unexpired term of their predecessor. If the Director holding the President Elect position referred to in Section 7.03**Error! Reference source not found.**(i) is vacant, then a quorum of the Directors may appoint a Director from among the remaining Directors to be the acting President for the unexpired term.
- (b) If the Director holding the President Elect position referred to in Section 7.03**Error! Reference source not found.**(i) is vacant, the Board shall fill such a vacancy at the next annual meeting of Members for the unexpired term.
- (c) Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy of the remaining Directors on the Board until the next annual meeting of the Members, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. At the next annual meeting of the Members, an election shall be held to fill the vacancy for the unexpired term.
- (d) If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting.
- (e) Where possible, the person appointed or elected to fill vacancy shall be the first runner up at the previous election. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

7.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director

may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

7.12 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

7.13 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except the following matters which are prohibited by subsection 138(2) of the Act to be delegated by the Board:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act;
- (e) adopt, amend or repeal By-laws; or
- (f) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

7.14 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

SECTION VIII
MEETINGS OF DIRECTORS

8.01 Place of Meetings

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

8.02 Calling of Meetings

Meetings of the Board may be called by the President, the President Elect or any two (2) Directors at any time.

8.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting. For greater certainty, the list of matters referred to in subsection 138(2) are set out in Section 7.13 above.

8.04 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

8.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 7.02. For the purpose of determining quorum, a Director

may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

8.08 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

8.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

8.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the President, or the President Elect if the President is absent or unable to act. In the event that the President and the President Elect are absent, the Directors who are present shall choose one of their number to chair the meeting.

8.11 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

8.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

8.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or

- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

8.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

8.15 Meetings In Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

8.16 Disclosure of Interest

(a) Disclosure

- (i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:
 - (1) is a party to the contract or transaction;
 - (2) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (3) has a material interest in a party to the contract or transaction.

(b) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(c) Procedure Where Disclosure

The chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 8.16(a) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

8.17 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any

matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

SECTION IX **OFFICERS**

9.01 Offices, Election and Vacancy

- (a) There shall be four (4) Directors, each of whom is designated to hold one of the four (4) Officer positions (President, President Elect, Secretary and Treasurer). The election/appointment of the four (4) Directors in accordance with Section 7.03 shall be deemed to be elected to the Officer position designated to that Director position.
- (b) Each of the said four (4) Directors shall hold office of the Officer position designated to his/her Officer position only during the term of his/her directorship. A Director who vacates his/her Director term of office shall be deemed to resign from his/her corresponding Officer position. A vacancy in an Officer position shall be filled by means of filling the corresponding vacant Director position.

9.02 Description of 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 appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) President - The President shall be a Director. The President shall have the following duties:
 - (i) Serve as an official representative and spokesperson for the Corporation;
 - (ii) Represent the Corporation's mission, goals and positions to various members of the public.
 - (iii) Manage daily affairs of the Corporation;
 - (iv) Lead the Board of Directors;
 - (v) Chair the Nominations Committee;
 - (vi) Provide mentoring to leaders of the Corporation;
 - (vii) Submit and present an annual report to the Members via the National Secretary ninety (90) days prior to the annual Members' meeting;
 - (viii) Submit a report for each issue of The Guiding Light;
 - (ix) Chair and prepare agenda for the Board meetings and Members' meetings;
 - (x) Travel as deemed necessary by the Board;

- (xi) Attend the annual meeting and the house of delegates session of the Society of Gastroenterology Nurses and Associates in the U.S.;
 - (xii) Encourage vision and growth of the Corporation by fostering educational opportunities and position statement formation; and
 - (xiii) Serve as an ex officio on all standing committees of the Corporation.
- (b) President Elect - The President Elect shall be a Director. The President Elect shall function in place of the President if the latter is absent or is unable to perform the duties of office. The President Elect shall carry out such other duties, which may be assigned by the president from time to time including the following:
- (i) Be eligible to be elected to the Board in order to hold President's position when the President's term ends;
 - (ii) Communicate regularly with the President as deemed necessary;
 - (iii) Learn the affairs of the Corporation;
 - (iv) Accompany the President to attend the annual meeting and attend the house of delegates session of the Society of Gastroenterology Nurses and Associates in the U.S.;
 - (v) Serve as the Corporation's liaison to Society of International Gastroenterological Nurses and Endoscopy Associates;
 - (vi) Serve as advisory member without vote on standing and special committees;
 - (vii) Form and chair the Bylaws Committee;
 - (viii) Forward amendments to the bylaws to the Newsletter Editor & Website Director to be posted on the website ninety (90) days prior to the annual Members' meeting;
 - (ix) Communicate when necessary with provincial nursing organizations and the Canadian Nurses Association regarding activities of the Corporation;
 - (x) Perform such duties as delegated by the President;
 - (xi) Submit a report for each issue of The Guiding Light;
 - (xii) Act as the Corporation's liaison with the Canadian Nursing Association by participating in the Canadian Network of Nursing Specialists and attending the biennial meeting of the Canadian Nurses Association.
- (c) Secretary – The Secretary shall be a Director. The Secretary shall have the following duties:
- (i) Attend and be the secretary of all meetings of the Board, Members and committees of the Board;

- (ii) Enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees;
 - (iii) Be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - (iv) Provide a summary of Board meetings for submission in The Guiding Light;
 - (v) Forward the minutes of the meetings to all Directors and Chapter Presidents;
 - (vi) Conduct all correspondence for the Corporation as directed by the Board;
 - (vii) Compile the annual report for distribution to the Members ninety (90) days prior to the annual Members' meeting;
 - (viii) Serve as a member of the Bylaws Committee; and
 - (ix) Issue notice of meetings, activities, and conferences to all Members.
- (d) Treasurer - The Treasurer shall be a Director. The Treasurer shall have the following duties:
- (i) be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation;
 - (ii) whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Corporation;
 - (iii) Collect and deposit members' fees into the Corporation's chartered bank or trust company account;
 - (iv) Maintain a bank account for the Corporation;
 - (v) Make such payments as are authorized by the Corporation;
 - (vi) Maintain records of expenditures of the Corporation;
 - (vii) Submit to the Board ninety (90) days prior to the annual Member's meeting a Treasurer's report for publication in the annual report;
 - (viii) Maintain financial records of chapter educational sessions and annual reports;
 - (ix) Be a member of the Annual Conference Planning Committee;
 - (x) Arrange an annual audit of the financial report of the Corporation;
 - (xi) Report on the auditor's accounts of the Corporation to the Members in the Annual Report and at the annual Members' meeting;

- (xii) Contribute a report to each issue of The Guiding Light; and
- (xiii) Be custodian of the seal of the Corporation, which will be delivered only when authorized by resolution of the Board to do so and to such person or persons as may be named in the resolution.

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

9.03 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

SECTION X **CHAPTERS**

10.01 Purpose and Geographical Area of Chapters

- (a) Chapters may be established from time to time in order to facilitate the work of the Corporation in different geographical regions in Canada where at least three (3) Members reside to support local activities on an organized basis. The geographic area of each Chapter shall be determined by the applicable Regional Director, reporting to the Board, together with the Members in that Chapter (or proposed Chapter). The Board shall ensure that the geographic area of the Chapter does not overlap. Where necessary, the Board may, in its sole discretion, align or re-assign the geographical area of the Chapters. Each Chapter shall be under the direction of the applicable Regional Director from the region that the Chapter is located.
- (b) All Chapters are internal operating divisions of the Corporation and, as such, do not have legal standing outside of the Corporation. All Chapters are accountable to the Board of the Corporation.

10.02 Establishment of New Chapters

The initiative to establish a new Chapter will generally involve both local Members and the Board. New Chapters may also be established at the initiative of the Board. Upon the decision of the Board of Directors to establish a Chapter, all Members in the geographical area of the Chapter shall be immediately deemed to become members of that Chapter. The President with the approval of the Board, will assist the Members, as appropriate, in setting up a local Chapter.

The Board shall provide the proposed Chapter with a list of all Members in the geographic area of each Chapter. The local group shall call for nominations from that list and notify all Members of a meeting and election. The number of officers required for the Chapter Executive shall initially be determined by the local group and thereafter by the Executive of the Chapter. The Regional Director and the Secretary of the Board shall be notified within thirty (30) days of the election results and of the name of the Chapter.

10.03 Governance for Chapters

Chapters shall be operated in accordance with the policies of the Corporation in place from time to time, including but not limited to the following provisions:

- (a) Chapter Name, Objective and Activities
 - (i) Subject to the written consent of the Board, a Chapter's operating name shall be one of the following: "Canadian Society Of Gastroenterology Nurses And Associates - _____ Chapter" or "the _____ Chapter of Canadian Society Of Gastroenterology Nurses And Associates." Each Chapter shall clearly indicate on all of their publications and any documentation in the public domain that it is a division of the Corporation. A Chapter may change its name if a majority of the Chapter members is in favor, which name change shall be reported to the Board within thirty (30) days of adoption of the new name for approval.
 - (ii) The objectives of a Chapter shall be to further the objects and operations of the Corporation, to undertake activities that are of regional interest, and such other purposes further provided in the Corporation's policies. A Chapter shall coordinate the Corporation's educational activities and functions within its designated area in collaboration with its Regional Director. Each Chapter shall provide a report on its activities to its Regional Director for inclusion in the newsletter and annual report.
 - (iii) Each Chapter shall plan a minimum of four (4) education hours per year for its Chapter members. Notification of an educational event shall be sent to the Chapter members at least fourteen (14) days prior to the event.
 - (iv) The programs and activities undertaken by the Chapter in furtherance of its objectives must not be contrary to the Articles, By-laws and policies of the Corporation in place from time to time. If a Chapter intends to carry on any activity that is outside of the policies of the Corporation, advance permission from the Board must be obtained prior to the conduct of the activity.
 - (v) A Chapter shall be sensitive to the concerns and issues of its area and communicate them to the applicable Regional Director for discussion at the Board.
- (b) Chapter Members
 - (i) Members of a Chapter shall consist only of all Members residing in the geographical area of the Chapter. As much as possible, a Chapter must at all times have a minimum of ten (10) Members. The Board may determine in its sole discretion whether a Chapter's inability to meet this requirement will result in the winding up of the Chapter.
 - (ii) All Members in the geographical area of the Chapter shall be deemed to be members of that Chapter. A Member may not opt out of the Chapter. Each Member of the Corporation is a member of a Chapter and shall have the right to one (1) vote at meetings of members in the Chapter. The Secretary of the Board

shall notify the secretary of the Chapter of up-dated information on Chapter members from time to time.

- (iii) For greater certainty, members of a Chapter do not constitute a class of Members of the Corporation for purposes of the Act. The organization of the Corporation's Members into geographical Chapters is solely for the purpose of promoting the work of the Corporation in different geographic areas.

(c) Chapter Executive

- (i) Each Chapter shall establish a Chapter Executive to be responsible for activities of the Chapter, subject to the general oversight of the Board of the Corporation.
- (ii) Chapter Executive members shall be elected by Chapter members. The Chapter Executive shall consist of a Chapter President, a Chapter Secretary, and a Chapter Treasurer, provided that the Chapter President may only be elected from Members of the Corporation who are registered nurses or registered nurse practitioners, and the Chapter Secretary and Chapter Treasurers must be Members of the Corporation in the Chapter. All Chapter Executive members elected shall be subject to ratification by the Board. In the event that approval by the Board is not granted for a particular person elected, the Chapter members shall elect another qualified person as replacement, subject to further ratification by the Board.
- (iii) Chapter Executive members shall hold offices for a term of two (2) years or until their successors are elected. There is no maximum number of terms that a Chapter Executive member may serve. No person shall hold more than one Chapter Executive position at the same time.
- (vi) When for any reason any Chapter Executive member is not performing satisfactorily in directing affairs of a Chapter, the person may be removed from office by majority vote of members of the Chapter in attendance at a local meeting. Alternatively, the person may be removed by a majority of the votes cast at a meeting of the Board of the Corporation in its sole discretion.

(d) Chapter Finances

- (i) Each Chapter shall open and maintain a bank account for the Chapter in the name of the Corporation with a minimum of two (2) signing officers who must be Chapter Executive members.
- (ii) A one-time one-year advance may be available to a local group for Chapter formation upon application to the Board. Where possible, once the Chapter has been established, it shall use its best efforts to attempt to raise the funds so provided.
- (iii) Each Chapter shall submit to the Regional Director a detailed financial report by November 30 of each year and such other reports as may be requested by the Regional Director or the Board from time to time. All Chapters shall be available and cooperate for audits at the request of the Treasurer of the Corporation.

10.04 Winding Up of Chapters

- (a) A Chapter may be wound up upon the occurrence of any of the following:
 - (i) a Chapter no longer has a minimum of ten (10) Members;
 - (ii) a Chapter repeatedly fails to respond to communication requests from the Regional Director or the Board;
 - (iii) a Chapter fails to provide a minimum of four (4) education hours per year for the Chapter members;
 - (iv) a Chapter does not comply with, as may be determined in the sole discretion of the Board, the By-laws or policies of the Corporation, or regulations or directions by the Board, and the Board determines by majority resolution to wind up the Chapter;
 - (v) the Directors determine by a two-third (2/3rds) resolution that a Chapter is to be wound up for any reason; or
 - (vi) on the approval of a request from the Chapter Executive.
- (b) Prior to winding up of a Chapter, the Chapter President shall report to the Regional Director or the Board if his/her Chapter has serious internal problems or failure to meet Charter requirements. The Chapter President will report any problems to the Regional Director. The Regional Director shall make arrangements for the Chapter and the Chapter Executive to meet with the Corporation's President or a member of the Corporation's Board for the purpose of evaluating the problems. The results of this meeting will be presented to the Board at the next regularly scheduled Board meeting. The Board shall determine the outcome for the Chapter. A probationary period of twelve (12) months may be granted to comply with Charter requirements before winding up the Chapter.
- (c) The decision of the Board in relation to the winding up of a Chapter shall be final and binding. In such event, the said Chapter shall cease to be a Chapter and it shall be deemed to have been wound up upon the date that the decision of the Board is made or on such other date as determined by the Board.
- (d) Notwithstanding that a Chapter may have assets in its possession and control at the time of winding up, those assets are property of the Corporation as a result of the Chapter's status as an internal operating division of the Corporation. As such, the balance of the said assets in the possession and the control of the Chapter at the time of its winding up shall, after payment of all of its debts and liabilities, be immediately transferred by the Chapter to the head office location of the Corporation, with the said transfer to be completed prior to the winding up of the Chapter.

SECTION XI

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and

shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

11.02 Limitation of Liability

No Director or Officer (with “Director(s)” and “Officer(s)” in this Section 11.02 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer’s part, or for any other loss, damage or misfortune which shall happen in the execution of such person’s duties of office, unless the same are occasioned by the Director or Officer’s own wilful neglect or default or otherwise result from the Director or Officer’s failure to act in accordance with the Act and the Regulations.

11.03 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person’s heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual 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
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

11.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) 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.

11.05 Advances

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 11.03(a) and Section 11.03(b).

SECTION XII NOTICES

12.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the board, or 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 filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (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 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 facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The secretary 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 secretary to be reliable. 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. 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.

12.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

12.04 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

12.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XIII
AMENDMENTS

13.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

13.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

SECTION XIV
TRANSITION PROVISIONS

14.01 Effective Date of General Operating By-law No. 100

This By-law, after enactment by the Board and confirmation by the Members, shall take effect immediately upon the issuance of certificate of continuance by the federal Government under the Act.

14.02 Members and Associates

Upon this By-law coming into effect, all “members”, “affiliates” and “honorarys” of the Corporation immediately prior to the effective date of this By-law shall be deemed to be Members, Affiliates and Honorarys of the Corporation as defined in this By-law.

14.03 Directors and Officers

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

SECTION XV
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

15.01 Repeal of Former General Operating By-law

- (a) All By-laws are hereby repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-laws shall not affect the previous operations of such By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-laws prior to its repeal. All Officers and persons acting under such By-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members’ resolutions, with continuing effect, passed under such repealed By-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this 1 day of October 2014

Mabel Chyffon
President
R. Hayzen
Secretary

CONFIRMED by the Members of the Corporation this 4 day of Oct, 2014

R. Hayzen
Secretary