



ONTARIO PERIANESTHESIA NURSES ASSOCIATION

Constitution & By-Laws

The Ontario PeriAnesthesia Nurses Association

Amended from the original Constitution and By-laws and the Letters
Patent
Dated February 7, 1989

Approved at the October, 2006 Annual General Meeting

Preliminary:

The Ontario Perianesthesia Nurses Association is incorporated under the provisions of the Provincial Corporations Act and is governed by the regulations contained in this By-Law and such other By-Laws which are from time to time in force. The words used in this By-Law importing the singular number only shall include the plural and vice-versa, and, except when otherwise not clearly excluded, words importing persons shall include corporations.

Amended from the original Constitution and By-laws and the Letters
Patent
Dated February 7, 1989

Approved at the October 3rd, 1998 Annual General Meeting

Approved at the October, 2006 Annual General Meeting

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ARTICLE 1: GENERAL

1.1 NAME

The name of the corporation is the **Ontario Perianesthesia Nurses' Association** (OPANA) hereinafter called "the Corporation"

1.2 DEFINITION

PeriAnesthesia Nursing: PeriAnesthesia nursing is multi-dimensional providing care for clients whose protective reflexes or self care abilities are, or may be potentially compromised, due to anesthetic agents or sedation.

1.3 HEAD OFFICE

The head office of the Corporation shall be situated in the Province of Ontario in such place as shall be determined from time to time by the Board of Directors.

1.4 FINANCIAL YEAR

The fiscal year of the Corporation shall be from January 1st to December 31st. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

ARTICLE 2: OBJECTIVES

2.1 The objectives for which the Corporation is established are:

- to promote best practice and excellence in PeriAnesthetic nursing practice which will improve care and promote safety for practitioners and clients;
- to establish and promote educational programs which will contribute to the above;
- to provide a forum for the presentation and discussion of all matters relating to the practice of perianesthetic nursing;
- to establish cooperation and liaison with all groups, associations, institutions, or bodies in matters affecting the objectives of the Corporation and;
- to broaden the public's awareness of the role of the PeriAnesthesia practitioner as a vital member of the Health Care Community.

Article 3: Membership

3.1 The following classes of Membership are established:

3.1.1 ACTIVE:

Registered Nurse who is currently registered with the College of Nurses of Ontario and who is working in an environment where PeriAnesthetic nursing is practiced or has a vested interest in the PeriAnaesthetic care of clients.

Active membership status includes entitlement to hold office and vote on The Corporation issues at the annual or any special meeting of members.

3.1.2 ASSOCIATE:

Health care practitioner who is working in an environment where PeriAnesthetic nursing is practiced or has a vested interest in the perianesthetic care of clients. Associate membership holds a reduced annual membership rate but does not include entitlement to vote on the Corporation issues.

3.1.3 STUDENT:

Future health care practitioners who are not eligible for active or associate membership.

Student membership holds a reduced annual membership rate but does not include entitlement to vote on the Corporation issues.

3.1.4 HONORARY:

A person who the Corporation recognizes for their outstanding contribution to PeriAnesthetic nursing. This membership is voted upon by the Association Executive. Nominations may be brought forth by any Active Member. Honorary membership is awarded on a life-time basis with no annual membership rate. Honorary membership does not include entitlement to vote on the Corporation issues.

3.2 CHAPTER MEMBERSHIP

The Board of Directors may by resolution authorize the establishment of local affiliated chapters of the Corporation which will be known as "Chapters" within a Region upon due application.

3.3 PRESENT MEMBERS

The present members of the Corporation are those who appear in the records of the Corporation as members of that class.

3.4 CONDITION OF MEMBERSHIP

Membership in the Corporation and the privileges which accrue to such membership shall be extended only to those members who have paid the membership dues as determined annually by the Board of Directors. Paid members in good standing are active members of the National association of PeriAnesthesia Nurses of Canada (NAPANc).

3.5 ADMISSION OF NEW MEMBERS

3.5.1 Individuals applying for Active Membership must submit to the Corporation:

- an application in the form prescribed by the Board of Directors;
- annual membership dues as prescribed by the Board of Directors;
- evidence of the applicant's current registration and status with the College of Nurses;
- evidence of the applicant's current involvement or interest in PeriAnesthetic nursing care as described in Section 1 of this Article.

3.5.2 Individuals applying for Associated Membership must submit to the Corporation:

- an application in the form prescribed by the Board of Directors;
- annual membership dues as prescribed by the Board of Directors;
- evidence of the applicant's current professional designation;
- evidence of the applicant's current involvement or interest in perianesthetic nursing care as described in Section 1 of this Article.

3.5.3 Individuals applying for Student Membership must submit to the Corporation:

- an application in the form prescribed by the Board of Directors;
- annual membership dues as prescribed by the Board of Directors;
- evidence of the applicant's current student status;
- evidence of the applicant's current involvement or interest in PeriAnesthetic nursing care as described in Section I of this Article.

The Board of Directors reserves the exclusive right to accept or reject any application for membership in any class. The submitted membership fee shall be returned to unsuccessful applicants.

3.6 REMOVAL OF MEMBERS

Any member whose dues are unpaid for the current year shall have membership privileges removed until such dues are paid.

3.7 RESIGNATION OF MEMBERS

Any member may resign by submitting a resignation in writing to the Secretary at any time. There will be no rebate of dues.

3.8 REINSTATEMENT OF MEMBERS

Any member who has resigned may apply to the Board of Directors in writing to have membership reinstated. The Board of Directors may or may not reinstate the membership on such terms and conditions as it may decide. Reinstatement prior to the end of the current fiscal year will result in no additional submission of dues.

ARTICLE 4: ANNUAL MEMBERSHIP DUES

4.1 ELIGIBILITY

All classes of members, except Honorary Members, shall pay such annual dues as prescribed by the Board of Directors.

4.2 NAPANc Affiliation

A portion of OPANA membership dues is paid by OPANA to NAPANc to obtain NAPANc membership. OPANA's portion of NAPANc dues is owed for the current year by April 1st each year.

4.3 Membership in Good Standing

To remain a member of OPANA/NAPANc in good standing you must be current. All annual dues shall be payable by the first day of January in each year for the year then commencing.

4.4 ACCEPTANCE OF MEMBERS

No membership of any class shall be effective until the annual dues payable for such membership shall be paid.

ARTICLE 5: MEETING OF MEMBERS

5.1 ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such days as the Directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the Auditing Committee shall be presented and vacancies on the Board of Directors elected. The members may consider and transact any business, either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or her/his designate shall have power to call, at any time, a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member no later than ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy, duly appointed, and at such meetings any business may be transacted which the Corporation, at annual or general meetings, may transact.

5.2 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting otherwise, the address of any member, Director or Officer shall be her/his last address recorded on the books of the Corporation.

5.3 QUORUM OF MEMBERS

10% of the members, present in person or represented by proxy, shall form a quorum for the transaction of business.

5.4 VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Active member of the Corporation shall at all meetings of members be entitled to one (1) vote and she/he may vote by proxy. Such proxy need not her/himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing

from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless membership dues have been paid.

At all meetings of members every question shall be decided by a majority of the votes of the Active members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, every Active member having voting rights shall have one (1) vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Active members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

ARTICLE 6: BOARD OF DIRECTORS

6.1 DEFINITION OF THE TERM "BOARD OF DIRECTORS"

The Board of Directors of the Corporation consists of those members who have been voted into one of the following positions:

- Member of the Executive Committee (Officer of the Corporation-see 7.1)
- Director at Large
- Regional Directors
- The immediate Past President

6.2 ELIGIBILITY TO HOLD OFFICE AS A DIRECTOR OF THE BOARD

All Directors of the Board of the Corporation must hold active membership in the Corporation and hold active membership or show willingness to become an active member in the RNAO at the time of their nomination and election and maintain such active membership for the duration of their term in office.

6.3 ELECTION AND TERM OF THE MEMBERS OF THE BOARD OF DIRECTORS

Election of Directors of the Board shall be by vote of active members. Each Director shall be elected to a specified position on the Board to hold

office until the second annual meeting after she shall have been elected or until her/his successor shall have been duly elected and qualified. Regional Directors are elected at their regional level and their names brought to the Corporation. Of the remaining Directors, one half shall be retired at the annual general meeting but shall be eligible for re-election if otherwise qualified.

6.4 VACANCIES

Vacancies among the Board of Directors, exclusive of the President or immediate Past President, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

If the President vacates her/his office during her/his term, that office will be filled by the President Elect who will remain in that office until the next annual meeting of the members in which the Directors for the ensuing year are elected at which time the position of President Elect will be filled.

A vacancy in the position of immediate Past President will not be filled.

6.5 REMOVAL OF DIRECTORS OR THE BOARD

The members of the Corporation may, by resolution passed by at least two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of her/his term of office, and may, by a majority of the votes cast at that meeting, elect any person in her/his stead-for the remainder of her/his term.

6.6 REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such.

6.7 POWERS

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise

acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

6.8 VOTING, BOARD OF DIRECTORS

The President shall chair all meetings of the Board of Directors of the Corporation. In the absence of the President her/his duties may be performed by the President-Elect or such other Director as the Board may from time to time appoint for the purpose.

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairperson, in addition to her/his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson 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. The number or proportion of the votes recorded in favour of or against such resolution need not be recorded.

6.9 QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of the President or by the Secretary on direction in writing of two Directors. Notice of such meeting shall be given to each Director not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given, pursuant to this by-law, shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

6.10 ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken

or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.11 INDEMNIFICATION OF THE BOARD OF DIRECTORS OF THE CORPORATION

The Corporation shall indemnify and save the Board of Directors and make any Director and/or Directors harmless from and against any and all liabilities, claims, actions, causes of action, damages, losses and legal costs of every nature and kind whatsoever which the Board of Directors and any Director and/or Directors may suffer or incur as a result of actions taken by them/him/her within the scope of their/her/his authority as the Board of Directors or member thereof of the Corporation.

6.12 EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or her/his designate and by the Secretary and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by any Officer of the Corporation or by any person authorized by the Board.

The President and two other Officers of the Corporation may, upon collaboration, transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instruments, contract or obligations of the Corporation may or shall be executed.

6.13 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

6.14 ADJOURNMENTS

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

6.15 CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officers, or Officer and authorized designated agent, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors; and may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agent so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank forms or settlement of balances and release or verification slips.

6.16 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by at least two such Officers of the Corporation, and in such manner, as shall from time to time be determined by resolution, the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

6.17 APPOINTMENT OF AUDITORS

An auditor of the Corporation shall be appointed at the annual meeting of the Association and if not so appointed shall be appointed by the Directors to hold office until the next annual meeting or until a successor or successors are appointed. The scope of such an audit will be defined by the Board of Directors and may be a full audit, financial review or independent review. The auditors shall make an annual audit and report to the members of the Corporation on the accounts and balance sheet of the Corporation.

6.18 COMMITTEES OF THE BOARD OF DIRECTORS

6.18.1 Types of Committees:

Standing Committees are reviewed annually as determined by the Board of Directors.

Ad Hoc Committees are determined at the discretion of the Board of Directors and reviewed at regular intervals.

6.18.2 Operations

The Chairperson is appointed at the discretion of the Board of Directors from the membership of the Corporation. The Chairperson may select individuals at her/his discretion to perform the functions of the committee. Committee membership, including the Chairperson, may be reviewed and revised at the discretion of the Board of Directors.

The goals and terms of reference of all committees of the Board of Directors are determined a priori by the Board of Directors, however, may be revised by the members of the committee upon consultation with and approval of the Board of Directors of the Corporation. A copy of the final goals and terms of reference of all committees will become part of the records of the Corporation.

The Chairperson is required to report on the activities of the committees to the Board of Directors of the Corporation upon its request and to present a report at the Annual General Meeting.

All committees are required to maintain records of their activities associated with the functions of the committee as the property of the Corporation.

ARTICLE 7: DUTIES OF OFFICERS OF THE CORPORATION

7.1 MEMBERSHIP

The Officers of the Corporation comprise of the Executive Committee and shall consist of the following members: President, President Elect, Secretary and Treasurer.

7.2 DUTIES

It is expected that the Officers of the Corporation will attend all meetings of the Corporation.

7.2.1 PRESIDENT

As the Chief Officer of the Corporation, the President shall:

- contribute to the vision and direction of the Corporation
- be accountable to the membership for furthering the goals of the Corporation
- be responsible to the Board of Directors
- act as a mentor for the President Elect
- when present preside at all meetings of the members of the Corporation and of the Board of Directors
- be charged with the general management and supervision of the affairs and operations of the Corporation
- the President, or her/his delegate and one other Officer of the Corporation, shall sign all by-laws, membership certificates, cheques and all other documents related to the business of the Corporation as required
- represent the opinions and views of the Association to the public or media as required
- assist in preparing an annual operating budget and present said budget to the Board of Directors
- assist the Board of Directors in establishing and maintaining an ongoing strategic plan with defined goals and objectives and operational strategies
- act as a liaison between the regions and the Executive Committee as required
- schedule all regular meetings of the Corporation
- prepare a Presidential message for all issues of the newsletter
- attend Board of Directors, Executive Committee and Annual General Meetings
- assume other duties as requested by the Board of Directors
- follow OPANA's Conflict of Interest Guidelines
- assume the role of immediate Past President upon completion of her/his term as President.
- Ex-officio member of all OPANA committees

During the absence or inability of the President, the President Elect or such other Officer as the Officers of the Corporation may from time to time appoint for the purpose, may exercise any such duty presumed with reference thereto.

7.2.2 PRESIDENT ELECT

The President Elect shall:

- assist the President in the discharge of her/his duties
- assume such responsibilities as shall be required by the Officers of the Corporation
- be prepared to assume the office of the President in the event of that member's absence, resignation, inability or refusal to act, or due to removal from Office
- assume the position of President upon completion of the President Elect two year term

7.2.3 SECRETARY

The Secretary shall:

- be ex officio clerk of the Board of Directors of the Corporation
- attend all meetings of the Officers of the Corporation and/or Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose
- give all notices required to be given to members and to Officers
- keep or cause to be kept a list of all members of the Corporation and call the roll when required
- be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which s/he shall deliver up only when authorized by a resolution of the Board of Directors of the Corporation to do so and to such person or persons as may be named in the resolution
- perform such other duties as may from time to time be determined by the Board of Directors

7.2.4 TREASURER

The Treasurer shall:

- keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account
- deposit all moneys or other valuable effects in name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors
- disperse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof
- render to the Board of Directors at the regular meetings thereof or whenever required of him/her an account of all his/her transactions as Treasurer, and of the financial position of the Corporation
- be one of the signing officers of the Corporation
- perform such other duties as may from time to time be determined by the Board of Directors

ARTICLE 8: DUTIES OF THE DIRECTORS OF THE CORPORATION (EXCLUSIVE OF THE OFFICERS)

8.1 MEMBERSHIP

The members of the Board of Directors shall include, in addition to the Officers of the Corporation:

- Directors at Large
- Regional Directors
- Immediate Past President

8.2 DUTIES

It is expected that these members of the Board of Directors will, at minimum, attend the joint meetings of the Board of Directors and Advisory Council and other meetings at the request of the Officers of the Corporation.

8.2.1 DIRECTOR AT LARGE

The Director at Large shall:

- represent the needs, opinions and interests of the general membership of the Corporation
- during the course of their term become familiar with the operations, policies and procedures of the Corporation
- perform such other duties as may from time to time be determined by the Board of Directors

8.2.2 REGIONAL DIRECTORS

The Regional Directors shall:

- represent the needs, opinions and interests of the particular region from which she/he is elected and act as a liaison between Head Office and her/his region
- coordinate educational activities within her/his region in accordance with the objectives of the Corporation
- report on the activities and financial status of the region to the Board of Directors of the Corporation upon its request and to present a report at the annual general meeting
- perform such other duties as may from time to time be determined by the Board of Directors

8.2.3 IMMEDIATE PAST PRESIDENT

The immediate Past President shall:

- provide mentorship for the President and other members of the Board of Directors
- perform such other duties as may from time to time be determined by the Board of Directors

ARTICLE 9: ADVISORY COUNCIL

9.1 MEMBERSHIP

Members of the Advisory Council are those persons with a vested interest in the affairs of the Corporation and expertise in a field designated by the Board of Directors.

9.2 ELECTION AND TERM OF ADVISORY COUNCIL MEMBERS

The expertise mix and number of Advisory Council members will be reviewed and determined annually, not to exceed five in number.

Potential Advisory Council members may be identified by any member of the Corporation and her/his name and CV submitted to the Board of Directors for consideration prior to the spring meeting of the Board of Directors.

The Board of Directors, at the spring meeting, will review the Advisory Council nominations and elect, by majority vote, to the vacant positions on the Advisory Council.

Advisory Council members are elected to a two year term on an annual rotating basis with one half of the membership retired annually. Members may be eligible for re-election at the discretion of the Board of Directors.

9.3 VACANCIES

Vacancies among the Advisory Council may be filled by a quorum vote of the Board of Directors at the next meeting of the Board.

9.4 REMOVAL OF MEMBERS OF THE ADVISORY COUNCIL

The Board of Directors may, by resolution passed by at least 2/3 of the members of the Board, remove any Advisory Council member before the expiration of her/his term of office and may, by a majority of votes, elect any person in her/his stead for the remainder of her/his term.

9.5 REMUNERATION OF ADVISORY COUNCIL MEMBERS

The Advisory Council members shall receive no remuneration for acting as such.

9.6 DUTIES

The Advisory Council members shall:

- advise the Officers of the Corporation, the Board of Directors and/or other representatives of the Corporation on the affairs of the Corporation as requested
- attend the joint meetings of the Board of Directors and Advisory Council

ARTICLE 10: AMENDMENTS

10.1 AMENDMENT TO BY-LAW

The Board of Directors shall have the provisional authority to amend or repeal the provisions of the by-law by resolution at a meeting of the Board of Directors provided that such resolution is supported by a two-thirds majority of the members of the Board of Directors present at the meeting.

Where the by-law is amended or repealed by resolution of the Board of Directors such amendment or repeal shall be in effect until the matter is placed before a regular meeting of the members of the Corporation for approval by the members.

All revisions to the by-laws shall be made available to the active members of the Corporation. Such resolution effecting changes to the by-law shall require the consent of a majority of the active membership present and voting at the annual general meeting subsequent to the changes being proposed.

Where amendments or repeal were effected by resolution of the Board of Directors and subsequently rejected by the membership, the provisions in force prior to the resolution of the Board of Directors shall be liable for any related action or actions taken during the period of amendment or repeal effected by due resolution of the Board of Directors.