



BYLAWS
April 10, 2008

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BYLAWS

Bylaws relating generally to the transaction of business and affairs of the Accreditation Council for Canadian Physiotherapy Academic Programs (hereinafter referred to as “ACCPAP” or the “Council”)

ARTICLE 1– DEFINITIONS AND INTERPRETATIONS

1.1 *Definitions*

In these Bylaws:

- 1.1.1 “Council” means the Accreditation Council for Canadian Physiotherapy Academic Programs;
- 1.1.2 “Board of Directors” or “Board” means the governing body of the Council and is composed of Directors as described in Article 8 of these Bylaws;
- 1.1.3 “Director” means a person either elected or appointed to the Board in accordance with these Bylaws;
- 1.1.4 “Member” means a member of the Council;
- 1.1.5 “Members’ Meeting” means Annual General Meeting or Special Meeting of the Council as described in Article 7 of these Bylaws;
- 1.1.6 “Officers” means those elected by the Council, e.g. the President, or appointed by the Board of Directors, e.g. Executive Director, to be responsible for the day-to-day operations of the Council;
- 1.1.7 “Rules” and “Regulations” mean the rules and regulations made by the Board pursuant to Article 17 of these Bylaws; and
- 1.1.8 “Electronic document” means, any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means.

1.2 *Interpretations*

- 1.2.1 In these Bylaws words in the singular include the plural and words in the plural include the singular.
- 1.2.2 The Bylaws shall be read with all grammatical changes as are necessary to apply to all Members.

ARTICLE 2 - NAME

The Council shall be called the Accreditation Council for Canadian Physiotherapy Academic Programs. In French the Council shall be called Conseil canadien pour l'agrément des programmes universitaires de physiothérapie.

ARTICLE 3 - HEAD OFFICE

The head office of the Council shall be located in the city of London in the province of Ontario, Canada, or in such other place as may be determined by Bylaw from time to time.

ARTICLE 4 - CORPORATE SEAL

The seal depicted on the right is the corporate seal of the Council. The seal shall be entrusted to the Executive Director for its use and safekeeping.

ARTICLE 5 – MISSION AND VISION

5.1 *Mission*

The Mission of the Accreditation Council for Canadian Physiotherapy Academic Programs is to assure the quality of physiotherapy education in Canada through accreditation.

5.2 *Vision*

The Accreditation Council for Canadian Physiotherapy Academic Programs is recognized for excellence and innovation in physiotherapy education accreditation.

ARTICLE 6 – COUNCIL

6.1 *Composition of the Council*

The Council shall comprise nine (9) to twelve (12) members from the following groups or organizations

6.1.1 Canadian Physiotherapy Association (1),

6.1.2 Program Director or Chair from a Canadian physiotherapy academic program (1),

- 6.1.3 Faculty members from Canadian physiotherapy academic programs (2),
- 6.1.4 The Canadian Alliance of *Physiotherapy* Regulators (1),
- 6.1.5 National Association of Clinical Educators of Physiotherapy (1),
- 6.1.6 National Student Assembly (Entry-level graduate) (1),
- 6.1.7 The public (1-2),
- 6.1.8 The Association of Accrediting Agencies in Canada or a member of an agency conducting accreditation of professional education programs (1), and
- 6.1.9 Additional Council members may be appointed depending on the needs of the Council (2).

6.2 Categories of Membership

Membership of the Council will include Members, Directors of the Council, and Affiliate members.

6.3 Conditions of Membership and Appointment

6.3.1 Members

Members of the Council shall, except as otherwise specifically provided herein, be Members commencing at the conclusion of the Annual General Meeting at which their appointment is approved. The Board upon recommendation of the Governance Committee shall appoint council Members. The Board of Directors shall appoint public Members. The term of office is three (3) years, except as otherwise specifically provided herein, and may be extended to a maximum of nine (9) years. Each Member is entitled to one (1) vote.

6.3.2 Directors

The Council shall, except as otherwise specifically provided herein, elect Directors for a period of three (3) years commencing at the conclusion of the Annual General Meeting at which they are elected. A Director is entitled to one (1) vote at Members' Meetings.

6.3.3 Affiliate Members

Affiliate Members shall be organizations or agencies with similar interests in professional education accreditation. The Board of Directors shall appoint an Affiliate Member for such period as may be specified at the Annual General Meeting at which his or her appointment is approved. Affiliate Members shall be entitled to attend Members' Meetings; however, they shall not have the right to vote.

6.4 Roles and Responsibilities of Members of the Council

- 6.4.1 Establish and review accreditation standards
- 6.4.2 Review accreditation reports and make accreditation awards;
- 6.4.3 Elect the Board of Directors;
- 6.4.4 Review/ratify decisions of the Board of Directors;

- 6.4.5 Consider financial statements and appoint an auditor;
- 6.4.6 Receive resignations of members;
- 6.4.7 Remove members not in good standing;
- 6.4.8 Attend meetings including the Annual General Meeting or Special Meetings;
- 6.4.9 Report to the organizations they represent.

6.5 Vacancies

- 6.5.1 A Member's position may be vacated upon the occurrence of any of the following events:
 - 6.5.1.1 If the Member becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or
 - 6.5.1.2 If the Member is found to be a mentally incompetent person or becomes of unsound mind; or
 - 6.5.1.3 If by notice in writing to the Executive Director the Member resigns, which resignation shall be effective at the time it is received by the ED or at the time specified in the notice, whichever is later; or
 - 6.5.1.4 If the Member dies; or
 - 6.5.1.5 If the Member is removed from office by the Members, in accordance with Section (6.6).
- 6.5.2 Where there is a vacancy on the Council, the Members then in office may exercise all the powers of the Council so long as a quorum of the Council remains in office.
- 6.5.3 A quorum of the Board of Directors may appoint a qualified person to fill a vacancy on the Council for the remaining term of office. A Member so appointed shall be confirmed by a vote of the Members at the next Annual General Meeting.

6.6 Removal of Members

Any Member, Director or Affiliate Member may be removed as a member of the Council by a vote of at least seventy-five percent (75%) of the Voting Members at a meeting, provided that such Member shall be granted an opportunity to be heard at, or prior to, such meeting.

6.7 Membership Transferability

Upon resignation or removal of membership, the Member shall cease to have any rights or privileges in relation to the Council.

ARTICLE 7 – MEETINGS OF THE COUNCIL

7.1 Annual General Meetings

7.1.1 Timing and Location of Meetings

The Annual General Meeting of the Council shall be held within eight (8) months of the end of the fiscal year and not more than fifteen (15) months after the last preceding Annual General Meeting at such time and place as may be designated by the Board of Directors. The Annual General Meeting shall be held in Canada unless the members unanimously resolve to meet elsewhere.

7.1.2 Business of the Annual General Meeting

The business at the Annual General Meeting shall include

- 7.1.2.1 A report and ratification of the business of the Board of Directors,
- 7.1.2.2 Election of Directors as required,
- 7.1.2.3 Consideration of the annual financial statements as audited and reported by the duly-appointed Auditor, and
- 7.1.2.4 Appointment of the Auditor who shall be an individual or a firm recognized by the Canadian Institute of Chartered Accountant.

7.2 Special Meetings

A Special Meeting of the Council may be held at the call of the Board of Directors at such time and place as it may designate. A Special Meeting shall be called upon the written request of at least three (3) Voting Members of the Council. The Special Meeting shall be held within sixty (60) days of receipt of the request and shall deal only with such matters as stated in the request.

7.3 Notice of Meetings

7.3.1 Notice

Notice of Council meetings shall be given to Members by mail, facsimile or electronic mail, at least thirty (30) days before the date of the meeting. The location of the meeting shall be stated in the Notice. The Notice shall also provide sufficient information to enable Members to form a reasoned judgement on any matter to be considered at the meeting.

7.3.2 Failure to Receive Notice

Failure of a Member to Receive Notice of a meeting shall not invalidate any proceeding taken or any resolution passed at the meeting.

7.4 Meeting Quorum

A majority (50% plus one) of the members shall constitute a quorum at Members' Meetings.

7.5 Voting

- 7.5.1 All Members shall have the right to one (1) vote in person at all Members' Meetings, subject to the voting procedures established by the Board of Directors that are consistent with these Bylaws. All questions shall be determined by a majority (50% plus one) of the votes cast at the meeting unless the Canadian Business Corporations Act or these Bylaws otherwise provide. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be proof of the fact without proof of the number of votes recorded in favour or against such resolution.
- 7.5.2 The President shall not vote at meetings of Members except in cases of a tied vote and he/she shall then cast the deciding vote.

7.6 Motions by Voting Members

A Motion by any Voting Member shall only be considered at a meeting of the Members if

- 7.6.1 Notice of such motion signed by the voting member shall have been delivered by the voting member to the Secretary of the Board of Directors not later than sixty (60) days prior to such meeting, and
- 7.6.2 Such notice shall have been delivered to the members together with the notices described in Article 7.3.

7.7 Rules of Order

Members' Meetings shall be conducted in accordance with Bourinot's *Rules of Order*, unless otherwise specified in the Bylaws or the Rules and Regulations of the Council.

7.8 Minutes

Minutes of all meetings shall be recorded. Minutes of the Annual General Meeting shall be recorded in the Minute Book as required by the Articles of Incorporation.

ARTICLE 8 – BOARD OF DIRECTORS

8.1 Composition and Qualification

8.1.1 Composition

There shall be four (4) Directors on the Board of the Council who shall be the

- 8.1.1.1 President,

- 8.1.1.2 Director of Finance,
- 8.1.1.3 Secretary, and
- 8.1.1.4 Member-at-Large (Vice-President or Past-President).

At least three (3) of the Directors shall be physiotherapists and Members of the Council.

The Executive Director of the Council shall be entitled to attend and participate in all meetings of the Board but shall have no vote.

8.1.2 Qualification

Directors must be individuals at least eighteen (18) years of age, of sound mind, and with power under law to contract. Directors who are elected by the members must be Members of the Council unless otherwise specified in the Bylaws.

8.2 Roles and Responsibilities of the Board of Directors

8.2.1 The Board of Directors shall supervise, control, and direct the affairs and business of the Council including proposing, appealing or amending the Bylaws. The Board may adopt such Rules and Regulations as may be deemed advisable to carry out the purpose of these Bylaws and pursue the Mission, Vision and Objectives of the Council.

8.2.2 The Board shall appoint the Executive Director and shall delegate to such person the responsibility and accompanying authority for the management of the Council. The Board may remove the Executive Director from office.

8.2.3 The Board may establish committees and appoint the chair and members of such committees. The Board may remove the chair or members of committees from office.

8.2.4 The Board may delegate to any committee any or all power, duties, and authority of the Board that may be lawfully delegated.

8.2.5 The Board shall be accountable to the Members.

8.3 Term of Office

8.3.1 President and Member-at-Large

The term of office for the President shall be two years. This term shall be preceded by one year in the Member-at-Large/Vice-President Position and shall be followed by one year in the Member-at-Large/Past-President position.

8.3.2 Director of Finance and Secretary

The term of office for the Director of Finance and Secretary shall be three (3) years and can be extended to a maximum of nine (9) years.

8.4 Nomination and Election of Directors

8.4.1 Nomination

The Governance Committee appointed by the Board shall be responsible for soliciting nominations of individuals who are qualified to be Directors and for preparing a slate for their election not later than sixty (60) days preceding the Annual General Meeting.

8.4.2 Election

8.4.2.1 The number of Directors to be elected annually by the Members shall be in accordance with Article 8.1 and with the voting methods established in these Bylaws.

8.4.2.2 Where the number of nominations equals the number of positions available, election shall be by acclamation.

8.4.2.3 Nominees receiving the most votes of the Members shall be declared elected at the Annual General Meeting.

8.5 Removal from Office or Vacancy

8.5.1 Any Director elected by the Members may be removed from office by a resolution passed by at least seventy-five percent (75%) of the votes cast at a Members' Meeting called for the purpose of considering such a resolution.

8.5.2 Where there is a vacancy on the Board, the Directors then in office may exercise all the powers of the Board so long as a quorum of the Board remains in office.

8.5.3 A quorum of Directors of the Board may appoint a qualified person to fill a vacancy on the Board for the remaining term of office. A Director so appointed shall be confirmed by a vote of the Members at the next Annual General Meeting.

ARTICLE 9 – MEETINGS OF THE BOARD OF DIRECTORS

9.1 Meetings

9.1.1 Frequency and Timing

The Board shall meet at least twice each year either at a location in Canada or via teleconference as required. One meeting may be held immediately following the Annual General Meeting; other meetings shall be at the call of the President.

9.1.2 Participation

If all Directors consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of

teleconference. A Director participating in a meeting by teleconference is deemed to be present at the meeting.

9.2 Notice

9.2.1 Providing Notice

Notice of Board Meetings shall be given to Directors in writing at least fourteen (14) days before the date of the meeting. Notice of Board meetings may also be given by telephone, facsimile or electronic mail at least seven (7) days in advance of the meeting. The President of the Board may call a meeting of the Board for those matters that the President determines require immediate attention of the Board. A meeting of the Board of Directors may be held without notice immediately following the Annual General Meeting at which the Directors are elected.

9.2.2 Failure to Receive Notice

Failure of a Director to receive Notice of a meeting shall not invalidate any proceeding taken or any resolution passed at the meeting.

9.3 Voting

All Directors shall be entitled to one (1) vote at each meeting of the Board of Directors. All questions shall be determined by a majority of votes (50% plus 1) cast at the meeting. A declaration by the Chair of the meeting that a resolution has been carried and entry to that effect in the minutes shall be proof of the fact, not requiring a record of the votes made in favour or against the question.

At meetings of the Board of Directors the President shall vote on all resolutions. A tie vote of the Board of Directors shall be lost.

9.4 Meeting Quorum

A majority (50% plus 1) of the Directors shall constitute a Quorum at Board meetings and must include at least one Officer.

9.5 Minutes

Minutes of Board meetings shall be recorded and when approved shall be available, upon request, to Members.

ARTICLE 10 – OFFICERS OF THE COUNCIL

10.1 Composition

There shall be three (3) Officers of the Council who shall be the

10.1.1 President,

- 10.1.2 Director of Finance, and
- 10.1.3 Executive Director.

10.2 Roles and Responsibilities of Officers

Overall, the Officers of the Council shall be responsible for the day-to-day operations of the Council.

10.2.1 President

The President shall:

- 10.2.1.1 Be a member of the Council;
- 10.2.1.1 Preside at, i.e. chair, all meetings of the Members and the Board of Directors;
- 10.2.1.3 Perform the duties of the Executive Director in the absence or disability of the Executive Director;
- 10.2.1.4 Perform such other duties as may be determined by the Board of Directors from time to time;
- 10.2.1.5 Act as a signing officer for the Council and disburse the funds of the Council as may be directed by proper authority.

10.2.2 Director of Finance

The Director of Finance shall

- 10.2.2.1 Act as a signing officer for the Council,
- 10.2.2.2 Supervise and scrutinize the financial processes of the Council, and
- 10.2.2.3 Render to the Executive Director and the Board of Directors when required an accounting of the transactions of the Council and a statement of the financial position of the Council.

10.2.3 Executive Director

The Executive Director shall

- 10.2.3.1 Perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation of the Council,
- 10.2.3.2 Ensure that all orders and resolutions of the Board of Directors and the Council are carried into effect,
- 10.2.3.3 Act as custodian of the Corporate Seal of the Council,
- 10.2.3.4 Act as a signing officer for the Council,
- 10.2.3.5. Keep full and accurate accounts of all the assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council,
- 10.2.3.6 Perform such other duties as may be specified by by-law from time to time, and
- 10.2.3.7 Be an *ex officio* non-voting Member of all committees of the Council unless otherwise determined by the Board of Directors.

10.2.4 Other Officers

The duties and responsibilities of other Officers of the Council shall be such as the terms of their appointment require or as may be determined by the Board of Directors from time to time.

10.3 Minutes

Minutes of Officers' meetings will be recorded and when approved shall be available, upon request, to Members

ARTICLE 11 – COMMITTEES

11.1 Establishment of Committees

The Board of Directors shall establish by resolution such Standing Committees and *ad hoc* Committees, as it deems necessary for the operations of the Council including without restriction the Governance Committee. Members of the Governance Committee shall, in accordance with the policies of the Council, have the principal objectives of nominating Directors in accordance with Article 8.4, and nominating Members of the Council, in accordance with Article 6.3 and in consultation with the organizations and groups listed in Article 6.1.

11.2 Members of Committees

The Board will appoint committee members, including the Committee Chair, for a term of office determined by the Board. The President of the Board of Directors and the Executive Director shall be *ex officio* non-voting members of all committees of the Council unless otherwise determined by the Board.

11.3 Voting of Committees

Each member of a committee of the Council shall be entitled to one (1) vote at each meeting of the committee, including the chair of the committee and with the exception of the *ex officio* members.

11.4 Meetings and Quorum of Committees

Meetings of committees of the Council may be held at any time to be determined by the Chair of the committee and provided that forty-eight (48) hours electronic notice of such meeting shall be given, to each member of the committee. If notice of any committee meeting shall be given by mail, such notice shall be postmarked at least fourteen (14) days prior to the meeting. No notice of a committee meeting shall be required if all members of the committee are present and waive notice, or if those absent have provided their consent to the meeting being held in their absence. A majority (50% plus one) of the members of the committee of the Council shall constitute a quorum.

11.5 Removal of Members of Committees

Members of committees of the Council may be removed by a resolution of the Board of Directors.

11.6 Minutes of Committee Meetings

Minutes of the meetings of all committees shall be recorded and shall be provided to the Board of Directors. Such minutes shall be deemed confidential until received by the Board of Directors and approved for release. Once approved, the minutes of committee meetings shall be available, upon request, to the Members.

ARTICLE 12 - METHODS OF VOTING BY MEMBERS

12.1 Voting In Person

Voting may be by voice or by show of hands, unless a ballot is requested by a majority of Members present and voting.

12.2 Voting by Mail Ballot

12.2.1 A mail ballot may be used where permitted by the Bylaws. On all questions being decided by a mailed ballot, every Member who has the right to vote shall have a vote.

12.2.2 If the Board determines that a mail ballot shall be required, the Board shall determine the date by which returned ballots must be received by the Council. Ballots should be received not less than thirty (30) days from the date on which the ballots were mailed to Members and no ballot postmarked after that date shall be counted in determining the result of the mail ballot.

12.3 Voting Electronically

A vote may be conducted electronically (including telephone, facsimile, computer or other electronic means) at the discretion of the Board, except where these Bylaws require a meeting. On all questions being decided by a vote using electronic means, every Member who has the right to vote shall have a vote.

ARTICLE 13 – INDEMNITY AND INSURANCE

13.1 Indemnity

Every Director, Member or employee of the Council or other person who may undertake any liability on behalf of the Council, and his/her heirs and legal representatives shall be indemnified and saved harmless by the Council from and against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which he/she is made a party by reason of being or having been an officer of the Council if,

13.1.1 He/she acted honestly and in good faith with a view to the best interest of the Council; and

13.1.2 In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

13.2 Insurance

The Council shall purchase and maintain Directors' and Officers' insurance for the benefits of any Director, Member, employee or other person who may undertake any liability on behalf of the Council, against such liabilities and in such amount as the Board may from time to time determine.

ARTICLE 14 – FINANCES AND ADMINISTRATION

14.1 Fiscal Year

The fiscal year of the Council shall be from January 1 to December 31.

14.2 Accreditation Fees

The annual Accreditation Fees for education programs will be determined by the Council, which will provide a notice one year in advance of any changes to be made.

14.3 Auditors and Audit

14.3.1 An auditor shall be appointed by a majority (50% plus one) vote of the voting Members each year at the Annual General Meeting to audit the accounts of the Council and report on the accounts to the Members at the next Annual General Meeting. Notice of the nomination of the auditor shall be given to the members of the Council at least thirty (30) days prior to the Annual General Meeting. The auditor shall hold office until the next

Annual General Meeting. Should a vacancy occur in the auditor's position, the Board may appoint an auditor.

14.3.2 The financial statements shall be prepared in accordance with generally accepted accounting principles as set out in the Handbook of the Canadian Institute of Chartered Accountants and shall include at least

14.3.2.1 A balance sheet,

14.3.2.2 A statement of retained earnings,

14.3.2.3 An income statement, and

14.3.2.4 A statement of changes in financial position.

14.3.3 The audited financial statement of the Council shall be given to Members of the Council at least thirty (30) days before the Annual General Meeting at which it shall be presented.

14.4 Banking

The banking business of the Council, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time. All banking business shall be transacted on the Council's behalf by such person or persons as the Board may designate, direct or authorize.

14.5 Remuneration of Directors and Members

Directors and Members may receive reasonable remuneration for performing their duties in accordance with guidelines established by the Board of Directors.

ARTICLE 15 – EXECUTION OF DOCUMENTS

15.1 Signing Responsibility

All contracts, documents or any instruments in writing requiring the execution of the Council shall be signed or executed in its name and on its behalf by the Executive Director or by such Directors or employees of the Council as the Board determines. All contracts, documents or instruments in writing so signed shall be binding upon the Council without any further authorization or formality.

15.2 Electronic Signature

An electronic signature may be used to sign documents, if the signature results from the application by a person of a technology or a process that permits the following to be proven:

- (a) the signature resulting from the use by a person of the technology or process is unique to the person;

(b) the technology or process is used by a person to incorporate, attach or associate the person's signature to the electronic document; and

(c) the technology or process can be used to identify the person using the technology or process.

ARTICLE 16 – CORPORATE RECORDS

16.1 Records

The Board shall ensure that all necessary records of the Council required by the Bylaws or by applicable law are maintained at the Head Office of the Council or at such place as may be designated by the Board and shall include

16.1.1 Bylaws

16.1.2 Minutes of meetings and records of resolutions, and

16.1.3 Copies of Notices of Directors filed under the Canadian Business Corporations Act.

16.2 Retention of Records

Records shall be retained for a period of six years after the day on which the Executive Director receives the document.

ARTICLE 17 – RULES AND REGULATIONS

17.1 Prescribing Rules and Regulations

The Board of Directors may prescribe such Rules and Regulations as are consistent with these Bylaws and relate to the management and operation of the Council. Such Rules and Regulations shall have force and effect only until the next Annual General Meeting at which they shall be confirmed; failing such confirmation they shall cease to have any force and effect.

17.2 Amendment

A majority (50% plus 1) of the Directors shall be required to amend the Rules and Regulations.

ARTICLE 18 – AMENDMENT OF THE BYLAWS

18.1 Proposal of Amendments

18.1.1 Only the Board shall propose amendments to the Bylaws.


18.1.2 The proposed amendments shall be included in the notice of the Members' Meeting at which the amendments are to be considered.

18.2 Voting and Enforcement

- 18.2.1 Proposals to amend or repeal the Bylaws shall first require a vote of the majority of Directors (50% plus 1) present and voting at a meeting of the Board.
- 18.2.2 Once passed by the Board, proposals to amend or repeal the Bylaws shall then require an affirmative vote of at least seventy-five percent (75%) of the Members at a Members' Meeting of the Council to approve the proposed amendments.
- 18.2.3 The repeal or amendment of Bylaws that require the approval of the Minister of Industry Canada shall not be enforced or acted upon until such approval is obtained.

Dated April 1, 2008

President 
Lesley Bainbrige

Secretary 
Brenda McKechnie