

**ALLIANCE NATIONALE DES ORGANISMES DE
RÉGLEMENTATION DE LA THÉRAPIE RESPIRATOIRE**

**NATIONAL ALLIANCE OF
RESPIRATORY THERAPY REGULATORY BODIES**

BY-LAWS

November 16, 2002

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1. DEFINITIONS

1.01 In this By-law and all other By-laws and resolutions of the Alliance, unless otherwise defined or required by the context, the following words and phrases shall have the meaning(s) set out below:

“**Act**” means the *Canada Corporations Act*, as amended from time to time;

“**Alliance**” means the National Alliance of Respiratory Therapy Regulatory Bodies;

“**Annual Meeting**” means the annual meeting of the members of the Alliance held as required by Article 14.03;

“**associate member**” means the *CSRT or the* government of a province or territory of Canada that does not have a regulatory body, *which* has been accepted as a member of the Alliance;

“**Board of Directors**” means the board of directors of the Alliance;

“**chair**” means the person who presides over a meeting;

~~“**compound majority**” means a vote that requires a majority (more than 50%) of votes cast by total voting representatives and the jurisdictions represented by those voting representatives are responsible for regulating a majority (more than 50%) of the registrants/respiratory therapists represented by the members;~~

“**director**” means an individual on the Board of Directors;

“**fees**” or “**membership fees**” means the annual fee calculated for each regular member to cover annual operating costs of the Alliance or a special fee to cover the cost of approved projects;

“**legal authority**” means the government of a Canadian province or territory or an organization that has been given legislative authority to regulate the profession of respiratory therapy by the government of a Canadian province or territory;

“**member**” means a regular member or an associate member;

“**officers**” means the officers of the Alliance described in Articles 15.12, 15.13, 15.14 and 15.15 as well as any other persons elected or appointed as officers of the Alliance;

“**President**” means the officer of the Alliance elected by the Board of Directors to carry out the duties described in Article 15.18;

“registrants/respiratory therapists” means the respiratory therapists that are in good standing with a regulatory body in a province or territory of Canada that has a regulatory body (registrants) or individuals practising respiratory therapy that are represented by the government in provinces or territories of Canada where there is no regulatory body (respiratory therapists);

“registrar” means the individual who has been given legislative authority by a province or territory of Canada to administer legislation for the regulation of the profession of respiratory therapy;

“regular member” means a regulatory body of a province or territory of Canada that has been accepted as a member of the Alliance;

“regulatory body” means an organization that has been given legislative authority by legislation of a province or territory of Canada for regulating the practice of respiratory therapy and/or respiratory care in that jurisdiction;

“representative” means an individual appointed, selected or elected by a regular member or an associate member to represent such member at meetings of members of the Alliance;

“respiratory therapist” and **“respiratory care practitioner”** are considered synonymous;

“respiratory therapy” and **“respiratory care”** are considered synonymous;

“Secretary” means the officer of the Alliance elected by the Board of Directors to carry out the duties described in Article 15.21;

“simple majority” means a vote that requires a majority (more than 50%) of votes cast by the voting representatives;

“special meeting” means a special meeting of members, described in Article 14.04;

“Treasurer” means the officer of the Alliance elected by the Board of Directors to carry out the duties described in Article 15.20;

“Vice-President” means the officer of the Alliance elected by the Board of Directors to carry out the duties described in Article 15.19;

“voting representative” means the registrar representative of each regular member and the representative of each associate member.

- 2.01 The objectives of the Alliance are to do the following in the field of respiratory therapy:
- a) provide a structured liaison between regulatory bodies in the interest of the public;
 - b) encourage the exchange of information on professional regulation and respiratory therapy and provide support in areas of common interest;
 - c) consider mechanisms to develop, promote, and evaluate national standards;
 - d) collect and exchange human resource and statistical data, as appropriate;
 - e) collect and exchange data on completed disciplinary action and complaints in Canada;
 - f) encourage uniformity of regulatory policies and procedures, standards and ethics of practice;
 - g) facilitate inter-provincial or territorial mobility; and
 - h) collect information on professional regulation outside Canada and to establish international liaisons where appropriate.

3. CORPORATE SEAL

- 3.01 The Alliance shall maintain an official seal.
- 3.02 Any person authorized to sign any document on behalf of the Alliance may affix the seal thereto.

4. HEAD OFFICE

- 4.01 The head office of the Alliance shall be in the City of Montreal or such other place as may be determined by by-law from time to time.

5. BANKING

- 5.01 In this Article, "bank" means the banks appointed under Article 5.02.

- 5.02 The Alliance shall appoint one or more banks chartered under the *Bank Act* (Canada) for the use of the Alliance as determined by the Board of Directors.
- 5.03 All money belonging to the Alliance shall be deposited in the name of the Alliance with the bank.
- 5.04 An officer may endorse any negotiable instrument for collection on account of the Alliance through the bank or for deposit to the credit of the Alliance with the bank, and the Alliance's seal may be used for such endorsement.

6. INVESTMENTS

- 6.01 Funds of the Alliance may only be invested, with the approval of the Board of Directors, in:
- a) bonds, debentures or other evidences of indebtedness of, or guaranteed by, the government of a Canadian province or the Government of Canada, or
 - b) deposit receipts, deposit notes, certificates of deposit, acceptances and other similar instruments issued or endorsed by a bank chartered under the *Bank Act* (Canada), or
 - c) investments that are fully secured by the Canada Deposit Insurance Corporation.

7. BORROWING

- 7.01 Borrowing of funds must be approved by the Board of Directors.

8. EXPENDITURES

- 8.01 Goods and services may be purchased or leased for the benefit of the Alliance if the purchase or lease is approved by the Board of Directors.
- 8.02
- a) Cheques up to and including \$500.00 may be signed by one officer.
 - b) Cheques over \$500.00 must be signed by two officers.

9. DOCUMENTS

9.01 Except as provided in Article 8.02(a), contracts, documents or any other instrument in writing requiring the signature of the Alliance shall be signed by two (2) officers as approved by resolution of the Board of Directors, and all contracts, documents and instruments in writing so signed shall be binding upon the Alliance without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Alliance to sign specific contracts, documents and instruments in writing. The seal of the Alliance, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

10. FINANCIAL AUDIT

- 10.01 Unless otherwise determined by the Board of Directors, the fiscal year-end of the Alliance shall be December 31.
- 10.02 The Board of Directors shall ensure that all necessary books and records of the Alliance required by the by-laws of the Alliance or by applicable law are regularly and properly kept.
- 10.03 The voting representatives shall, at each Annual Meeting, appoint auditors to hold office until the next Annual Meeting and, if an appointment is not so made, the auditors in office shall continue until successors are appointed.
- 10.04 The remuneration of the auditors shall be approved by the Board of Directors.
- 10.05 In the event that the auditors appointed in Article 10.03 are unable to continue their duties as agreed, the Board of Directors may appoint new auditors.
- 10.06 The auditors have a right of access, at all reasonable times, to all records, documents, books accounts and vouchers of the Alliance and are entitled to require from the directors, officers, employees and members of the Alliance such information as is necessary in their opinion to enable them to conduct an audit of the Alliance's annual financial statements and to report to the members as required by law or under this by-law.
- 10.07 The auditors are entitled to attend the Annual Meeting to address their report.

11. FEES

- 11.01 The Board of Directors may set membership fees from time to time.

11.02 Membership fees will be set in keeping with the following formula:

$$\text{Regular Member Fee} = \frac{(\text{50\% of the total fees} \div \text{number of jurisdictions represented by regular members}) + \{(\text{50\% of the total annual budget} \div \text{total number of registrants on the previous December 31}) \times \text{number of registrants in the jurisdiction of the regular member on the previous December 31}\}}{\text{Total fees to be collected divided by the number of members}}$$

11.03 Annual fees are payable on January 1st of each calendar year and all other fees are due on such date as may be fixed by resolution of the Board of Directors.

12. VOTING

12.01 Unless otherwise specified in this by-law, all voting on issues related to:

- a) objectives;
- b) strategic direction;
- c) regulation of respiratory therapy;
- d) national standards for respiratory therapy; or
- e) a commitment of financial resources or liabilities in excess of \$500.00;
- f) meeting agendas;
- g) minutes of meetings; or
- h) election of officers;

~~requires a compound majority vote of the total voting representatives.~~
requires a simple majority vote of the voting representatives present.

13. MEMBERSHIP

13.01 Membership in the Alliance shall consist only of regular members and associate members.

13.02 Regular members and associate members, except as otherwise specifically provided herein, shall be members immediately upon their application for admission as members being approved by the Board of Directors.

13.03 Each regular member shall appoint two (2) representatives to represent such regular member at all meetings of members of the Alliance. The representatives' appointment shall be accepted by the Alliance upon receipt of certification from an authorized officer

of the regular member organization that the representatives have been duly appointed. One such representative shall be the registrar.

- 13.04 Each associate member shall appoint one (1) representative to represent such associate member at all meetings of members of the Alliance. The representative's appointment shall be accepted by the Alliance upon receipt of notification that the representative has been duly appointed.
- 13.05 a) Regular members and associate members may withdraw as members of the Alliance by delivering a letter to the Secretary stating that the member intends to withdraw as a member of the Alliance. The withdrawal becomes effective thirty (30) days after delivery of the letter or such later date as is specified in the letter.
- b) A director of the Alliance ceases to be a director of the Alliance upon the effective date of his or her resignation from the Board of Directors or the effective date of the withdrawal of the member he or she represents.
- 13.06 a) Any regular member or associate member may be removed as a member at a meeting of members by a ~~compound~~ **two-thirds** majority vote of the total voting representatives, provided that such member shall be granted an opportunity to be heard at, or prior to, such meeting.
- b) Any representative may be removed as a member at a meeting of members by a ~~compound~~ **two-thirds** majority vote of the total voting representatives, provided that such representative shall be granted an opportunity to be heard at, or prior to, such meeting.
- 13.07 The interest of a member in the Alliance is not, directly or indirectly, transferable.

14. MEETINGS OF THE MEMBERS

- 14.01 Meetings of members shall be either an Annual Meeting or a special meeting. All such meetings shall be held at the head office of the Alliance or at any place in Canada and on such date as designated by the members at the previous Annual Meeting, or by the Board of Directors in the event that no such time or place has been specified. A meeting of members may be convened outside Canada with the unanimous consent of voting representatives.
- 14.02 A majority of voting representatives shall constitute a quorum at any meeting of members.
- 14.03 a) The Annual Meeting shall be held annually within six (6) months of the fiscal year-end of the Alliance at such place as designated by the members at the previous

Annual Meeting, or by the Board of Directors in the event that no such time or place has been specified.

- b) The Annual Meeting shall consider all items of business placed before it on an agenda by the Chair of such meeting and such other items as the members, by ~~compound~~ **simple** majority vote of the voting representatives present (unless the Act or this by-law otherwise provides), may approve.

The agenda shall include:

- (i) report of and ratification of the acts of the Board of Directors;
- (ii) the annual financial statements of the Alliance as audited and reported upon by the auditors; and
- (iii) the appointment of the auditors.

- 14.04 The Board of Directors shall call a special meeting on written request of a majority of the total voting representatives, which meeting shall be held within sixty (60) days of receipt of such request and shall deal only with such matters stated in such request.
- 14.05 Thirty (30) days' written notice by mail shall be given to the members of any meeting of members. Notice of any such meeting shall contain sufficient information to permit the members to form a reasoned judgement on any matter to be considered at the meeting. No error or omission in giving notice of any meeting or any adjourned meeting shall invalidate the meeting or make void any proceedings taken thereat. The members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the Chair of such meeting that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 14.06 Voting representatives shall not be entitled to vote by proxy. Representatives other than voting representatives shall be entitled to attend and make representations at all meetings of members, but shall not be entitled to propose motions or to vote on any matter which comes before such meeting.
- 14.07 Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of members, every question shall be determined by a ~~compound~~ **simple** majority of the voting representatives. 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.
- 14.08 Notwithstanding anything in this by-law to the contrary, at all meetings of members that the members have requisitioned the directors to call, the members themselves have the right to vote, and the voting representatives shall not have the right to vote on behalf of the members.
- 14.09 Members shall be entitled to attend all meetings of members, even if their votes are to be exercised by their voting representatives.

14.10 Notwithstanding any rules of procedure for meetings of members which may have been adopted, no motion of any voting representative shall be considered at any meeting, unless:

- a) notice of such motion signed by such voting representative shall have been delivered by the voting representative to the Secretary not later than sixty (60) days prior to such meeting; and
- b) such notice shall have been delivered to the members together with the notice described in Article 14.05;

provided that motions (other than motions for the nomination of individuals for election as an officer) may be proposed by the voting representatives at such meeting without compliance with Article 14.05 if a ~~compound~~ simple majority of the voting representatives consent to the consideration of the motion at the meeting.

Notwithstanding the foregoing, all motions with respect to proposed amendments to the by-laws of the Alliance shall be considered only with the unanimous vote of the voting representatives that the delivery of notice of motion thirty (30) days prior to a meeting be waived.

14.11 The minutes of meetings of the members are confidential.

14.12 The minutes of the meetings shall be provided to all the members of the Alliance within a reasonable time period.

15. BOARD OF DIRECTORS AND OFFICERS

Directors

15.01 The property and business of the Alliance shall be managed by the Board of Directors which shall be composed of the voting representatives of the members (and the number of such voting representatives shall automatically determine the number of directors from time to time), provided that at all times there shall be at least three (3) directors and all directors must (i) be at least eighteen (18) years of age, (ii) be individuals and (iii) have the capacity under law to contract.

15.02 The applicants for incorporation shall become the first directors of the Alliance. Such first directors' term of office on the Board of Directors shall continue until their successors are elected. At the first Annual Meeting the Board of Directors then elected shall replace such first directors.

15.03 Directors shall be elected at each Annual Meeting for a term of one (1) year.

15.04 The office of director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by a majority of the members present at the meeting that he/she be removed from office;
- b) if a director has resigned his/her office by delivering a written resignation to the Secretary;
- c) if he/she is found by a court to be of unsound mind;
- d) if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote may, by appointment, fill the vacancy.

- 15.05 In the event of a vacancy in the Board of Directors for any reason contained in Article 15.04, the member may appoint a new representative. If a vacancy occurs as a result of any of the foregoing reasons which is not filled by the member, the remaining directors in office may exercise all the powers of the Board of Directors, provided that such remaining directors constitute a quorum of directors.
- 15.06 The directors shall serve as such without remuneration from the Alliance but are entitled to reasonable expenses incurred in the exercise of their duties. Remuneration of the directors of the Alliance is the responsibility of the member represented by such director.
- 15.07 The Board of Directors shall administer the affairs of the Alliance in all things and make or cause to be made for the Alliance, in its name, any kind of contract which the Alliance may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Alliance is by its letters patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Alliance from time to time.
- 15.08 The Board of Directors may appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have the authority and shall perform the duties determined by the Board of Directors. The Board of Directors may delegate by resolution to an officer, or officers, the right to hire and pay salaries to employees, and appoint and pay agents.
- 15.09 The Board of Directors, in its sole discretion, may establish an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, and up to one (1) additional director who is not an officer, to conduct the business of the Alliance in between meetings of the Board of Directors, provided that the Executive Committee reports to the Board of Directors at the next meeting. The procedures for holding meetings of the Executive Committee shall be the same as for meetings of the Board of Directors, applied *mutatis mutandis*. The quorum for meetings of the Executive Committee shall be three (3) persons. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses

incurred in the exercise of their duties.

- 15.10 The Executive Committee, if it is appointed, has all the power of the Board of Directors except the authority to act on any issue outlined in Article 12.01.
- 15.11 Officers shall be nominated from among the directors and elected in accordance with such procedures as are set out in this by-law and otherwise in accordance with such procedures as may be established from time to time by the Board of Directors.

Officers

- 15.12 The President shall be elected by the voting representatives as an officer for a term of two (2) years commencing at the conclusion of the meeting at which the election takes place and terminating at the conclusion of the Annual Meeting two (2) years hence.
- 15.13 The Vice-President shall be elected by the voting representatives as an officer for a term of two (2) years commencing at the conclusion of the meeting at which the election takes place and terminating at the conclusion of the Annual Meeting two (2) years hence.
- 15.14 The Treasurer shall be elected by the voting representatives as an officer for a term of two (2) years commencing at the conclusion of the meeting at which the election takes place and terminating at the conclusion of the Annual Meeting two (2) years hence.
- 15.15 The Secretary shall be elected by the voting representatives as an officer for a term of two (2) years commencing at the conclusion of the Meeting at which the election takes place and terminating at the conclusion of the Annual Meeting two (2) years hence.
- 15.16 Notwithstanding Articles 15.13 and 15.15, the term of the first elected Vice-President and Secretary will terminate at the conclusion of the second Annual Meeting of the Alliance.
- 15.17 The office of an officer shall be automatically vacated:
- a) if the officer resigns his/her office by delivering a written resignation to the Secretary;
 - b) if at a meeting of members of the Alliance, a resolution is passed by at least ~~seventy-five percent (75%)~~ **two-thirds** of the voting representatives that the individual be removed as an officer; or
 - c) if a member rescinds the appointment of the individual as a representative of such member.
- 15.18 The President shall:
- a) preside at all meeting of the members and Board of Directors;
 - b) perform such other duties as may be determined by the Board of Directors from time to time;
 - c) vote at meetings of members and of the Board of Directors, if he/she is a voting representative; and

- d) be an ex-officio, voting member of all committees of the Alliance, unless expressly otherwise determined by the Board of Directors.

15.19 The Vice-President shall:

- a) generally assist the President;
- b) exercise the powers and duties of the President during the President's absence or inability to act; and
- c) perform such other duties as may be determined by the Board of Directors from time to time.

15.20 The Treasurer shall:

- a) have the custody of the funds and securities of the Alliance;
- b) keep full and accurate account of all assets, liabilities, receipts and disbursements of the Alliance in the books belonging to the Alliance;
- c) deposit, or cause to have deposited, all monies, securities and other valuable effects in the name and to the credit of the Alliance in accordance with this by-law;
- d) disburse the funds of the Alliance as may be directed by proper authority taking proper vouchers for such disbursements;
- e) render to the Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Alliance; and
- f) perform such other duties as may be determined by the Board of Directors from time to time.

15.21 The Secretary shall:

- a) act as clerk of all meetings of members and of the Board of Directors;
- b) record, or cause to have recorded, all votes and minutes of all proceedings in the books to be kept for that purpose;
- c) give, or cause to be given, notice of all meetings of the members and of the Board of Directors; and
- d) perform such other duties as may be determined by the Board of Directors from time to time.

15.22 A director may hold up to two officer positions at the same time as a temporary measure in order to fill a vacancy between elections.

15.23 Officers shall serve as such without remuneration but are entitled to reasonable expenses incurred in the exercise of their duties.

- 16.01 Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that ~~fourteen (14)~~ **thirty (30)** days written notice of such meeting shall be given, other than by mail, to each director. If notice is given by mail, such notice shall be mailed at least thirty (30) days prior to the meeting. No notice of a meeting of the Board of Directors shall be required if all directors are present, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken at the meeting. Any director may at any time waive notice of a meeting of the Board of Directors and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the Chair of the meeting that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The Chair may, in his or her sole discretion on not less than seventy-two (72) hours written notice, call a meeting of the Board of Directors for those matters which the Chair determines require immediate attention of the Board of Directors. The Board of Directors shall, upon written requisition of not less than two (2) voting directors, call a meeting of the Board of Directors, which meeting shall be held within thirty (30) days of receipt of such requisition and shall deal only with such matters stated in such requisition.
- 16.02 There shall be at least two (2) meetings each year of the Board of Directors. The Board of Directors shall meet immediately following the Annual Meeting in order to appoint officers and transact such other business as may be properly brought before the meeting.
- 16.03 A majority of the total number of directors shall constitute a quorum at any meeting of the Board of Directors.
- 16.04 Each voting representative (and, hence, each director) shall be entitled to one (1) vote on each motion, at each meeting of the Board of Directors.
- 16.05 Except as expressly provided herein and unless otherwise expressly provided by the Act, at all meetings of the Board of Directors, every question shall be determined by a ~~compound~~ **simple** majority of the voting representatives. 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.
- 16.06 If all members of the Board of Directors consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities which permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 16.07 A resolution in writing, signed by all of the members of the Board of Directors entitled to vote on that resolution at a meeting of the Board of Directors, is valid as if it had been passed at a meeting of the Board of Directors. Each such resolution may be signed by the directors in separate counterparts, each of which when so signed shall be an original, but all such counterparts shall constitute one and the same resolution.

- 16.08 The minutes of meetings of the Board of Directors are confidential, but shall be available, upon request, to the members for the member's internal use only.

17. MEETINGS OF COMMITTEES

- 17.01 The Board of Directors shall establish, by resolution, such standing committees and ad hoc committees as it deems necessary for the operation of the Alliance.
- 17.02 Committee members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors. The President shall be an ex-officio, voting member of all committees of the Alliance, unless expressly otherwise determined by the Board of Directors.
- 17.03 The chair of each committee of the Alliance shall be appointed by the Board of Directors, unless expressly otherwise determined by the Board of Directors.
- 17.04 Members of committees of the Alliance may receive remuneration as determined by the Board of Directors.
- 17.05 Each committee will make recommendations to the Board of Directors, such recommendations only becoming binding on the Alliance when ratified by the Board of Directors with a favourable vote of a ~~compound~~ **simple** majority.
- 17.06 Each member of a committee of the Alliance, including the chair of the committee, shall be entitled to one (1) vote on each motion at each meeting of the committee. All matters considered at meetings of committees of the Alliance shall be determined by a simple majority of the votes cast by members of the committee present and entitled to vote thereat. In the case of a tie vote, the motion shall be defeated.
- 17.07 Meetings of committees of the Alliance may be held at any time and place to be determined by the chair of the relevant committee, provided that ~~seventy-two (72) hours~~ **thirty (30) days** written notice of such meeting shall be given, other than by mail, to each member of the committee. If notice of any committee meeting is given by mail, such notice by mail shall be postmarked at least ~~fourteen (14)~~ **thirty (30)** days prior to the meeting. No notice of a meeting of a committee shall be required if all members of the committee are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of any committee of the Alliance or any adjourned meeting of the committee shall invalidate such meeting or make void any proceedings taken at the meeting. Any member of the committee may at any time waive notice of a meeting of the committee and may ratify, approve and confirm any or all proceeding taken or had thereat.
- 17.08 A majority of the members of the relevant committee of the Alliance shall constitute a

quorum.

17.09 Subject to the by-laws and subject to any policy approved by the Board of Directors with respect to procedures to be followed at meetings of committees of the Alliance, the following procedures shall be followed at all such meetings:

- a) members of committees of the Alliance shall not be entitled to vote by proxy at meetings of the committee;
- b) the agenda and order of business at meetings of committees of the Alliance shall be at the discretion of the chair of the committee;
- c) meetings of committees of the Alliance may be open to all voting representatives of the Alliance as determined by the Board of Directors; and
- d) to the extent applicable, and to the extent that such are not inconsistent with the by-laws or any policy of the Board of Directors, the rules contained in "Robert's Rules of Order" (the most recent edition) shall govern procedure at meetings of committees of the Alliance.

17.10 Minutes of the meetings of all committees of the Alliance shall be taken and shall be provided to the Board of Directors. Such minutes shall be confidential until received by the Board of Directors and approved for release to members, following which the minutes remain confidential and shall only be available, upon request, to the members for their internal use only.

18. ADDRESS FOR NOTICE

18.01 For the purpose of sending notice to the members, a director, an officer or a committee member for any meeting or otherwise, the address of the member, director, officer or committee member shall be his or her last address recorded on the books of the Alliance.

19. INDEMNITY AND INSURANCE

19.01 The Alliance shall indemnify and save harmless the directors and officers of the Alliance and their heirs, executors and administrators from and against all costs, charges and expenses including any amount paid to settle an action or to satisfy a judgement, reasonably incurred, by directors or officers in respect of:

- a) any civil, criminal or administrative action or proceeding to which the director or

- officer is made a party by reason of being, or having been, a director or officer of the Alliance;
- b) any action by or on behalf of the Alliance to procure a judgement in its favour to which the director or officer is made a party by reason of being, or having been, a director or officer of the Alliance, if the Alliance obtains any approval required under the Act in respect of such indemnification; and
 - c) the defence of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being, or having been, a director or officer of the Alliance if the director or officer was substantially successful on the merits in his or her defence of the action or proceeding;

if the director or officer has acted honestly and in good faith with a view to the best interests of the Alliance and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

- 19.02 The Alliance shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

20. BY-LAWS

- 20.01 The by-laws of the Alliance may be repealed or amended by a subsequent by-law embodied in a resolution which has been approved by a ~~compound~~ **two-thirds** majority at a meeting of the Board of Directors convened to consider such by-law, provided that neither the repeal or amendment of such by-laws nor the enactment of a new by-law relating to the requirements of subsection 155(2) of the Act shall be enforced or acted upon until the approval of the Minister of Industry and Science Canada has been obtained.
- 20.02 The Board of Directors may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the management and operation of the Alliance as they deem necessary, provided that such rules and regulations are approved by a ~~compound~~ **two-thirds** majority at a meeting of the Board of Directors.