

BY-LAW NO. 1

Being a by-law relating generally to the conduct of the affairs of

CANADIAN ASSOCIATION for MIDWIFERY EDUCATION / ASSOCIATION CANADIENNE POUR LA FORMATION DES SAGES-FEMMES

(“CAMEd/ACFSF”)

BE IT ENACTED as a by-law of the CAMEd/ACFSF as follows:

PREAMBLE

The Canadian Association for Midwifery Education (CAMEd) is a member-driven not-for-profit organization promoting excellence in midwifery education.

ARTICLE 1

INTERPRETATION

1.1 **Definitions.** In this By-Law, unless the context otherwise specifies or requires:

- a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009 c. 32 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b) “Board of Directors” means the duly elected Board of Directors of the CAMEd/ACFSF.
- c) “By-Law” means any by-law of the CAMEd/ACFSF from time to time in force and effect.
- d) “CAMEd/ACFSF” means the Canadian Association for Midwifery Education / Association Canadienne pour la Formation des Sages-Femmes, a not-for-profit corporation incorporated under the Act.
- e) “Letters Patent” means the Letters Patent of the CAMEd/ACFSF and any Supplementary Letters Patent of the CAMEd/ACFSF.
- f) “Members” means the members of the Board of Directors and any other person accepted for membership in accordance with this By-law.
- g) “Person holding a faculty or educational appointment” means an individual who is currently employed or contracted within a Canadian midwifery education program or who has held such an appointment. This may be either a midwife or other educator who is involved with teaching, curriculum development, educational research or midwifery program administration. The midwifery program may be either a degree, partial degree or certificate/bridging program.

1.2 **Interpretation.** In this By-Law words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

1.3 **Operating Principles.** The CAMEd/ACFSF shall be governed and managed in accordance with all applicable federal, provincial and territorial laws..

ARTICLE 2

ORGANIZATION

- 2.1 **Corporate Seal.** CAMEd may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of CAMEd shall be the custodian of the corporate seal.
- 2.2 **Financial Year.** Unless otherwise ordered by the Board of Directors, the fiscal year end of CAMEd/ACFSF shall be a date as chosen by the Board.
- 2.4 **Auditors.** The Members shall, at each annual meeting of Members, appoint an auditor to review the accounts and annual financial statements of the CAMEd/ACFSF for report to the Members at the next annual meeting of Members. The remuneration of the auditor shall be fixed by the Board of Directors.
- 2.5 **Books and Records.** The Board of Directors shall see that all necessary books and records of the CAMEd/ACFSF required by the By-Laws of the CAMEd/ACFSF, the Act or by any applicable statute or law are regularly and properly kept.
- 2.6 **Wind-up or Dissolution.** A resolution to dissolve CAMEd/ACFSF must be ratified by the membership pursuant to the process set out in Section 10.1. In the event of the dissolution or winding-up of the CAMEd/ACFSF, all of its remaining assets after the payment of its liabilities shall be distributed to an organization or organizations promoting generally the same purposes as CAMEd/ACFSF, as determined by the members at the last meeting of the Board of Directors. If no such organization exists, then the remaining assets may be disbursed to charitable organizations determined by members at the last meeting of the Board of Directors. The term “charitable” refers to organizations registered as charities and recognized as such by Canada Revenue Agency for taxation purposes.

ARTICLE 3

BOARD OF DIRECTORS

- 3.1 **Duties and Number.** The Board of Directors shall have overall responsibility for the governance and management of the CAMEd/ACFSF. Each director shall contribute to the necessary work to maintain CAMEd/ACFSF and may serve as chairs or members of standing or ad hoc committees. The Board of Directors shall take direction from and report to the Members at each annual meeting. The Board of Directors shall be composed of a minimum of five (5) and a maximum of ten (10) individuals with a right to cast votes. The precise number of directors of the CAMEd/ACFSF from time to time shall be determined by a resolution passed at a meeting of the Board of Directors, and confirmed by the Members at the next such meeting of Members following the meeting of the Board of Directors at which such resolution was passed.
- 3.2 **Composition.** Directors must be individuals, 21 years of age, with power under law to contract. All members of the Board of Directors must be full Members of CAMEd/ACFSF. The Board of Directors shall be composed as follows:
- a) Members who are representative of midwifery education programs/initiatives in Canada.

- 3.3 **First Directors.** The applicants for incorporation shall become the provisional first directors of the CAM Ed/ACFSF whose term of office on the Board of Directors shall continue until the Board of Directors is appointed by the applicants which appointment is to take place within sixty (60) days of issuance of the Letters Patent. The term of office of such appointed Board members shall continue until their successors are elected at the first annual meeting of Members.
- 3.4 **Term of Directors at Initial Election of Directors.** At the first annual meeting of Members at which directors are elected following the enactment of this By-Law by the Board of Directors, the ratification thereof by the Members, the Members shall elect seven Members as directors in accordance with the process stipulated by this Article 3. The Members shall then elect the Chair, the Vice-Chair and Secretary-Treasurer from among the seven directors just elected. At the first election only, 1 officer director and 2 non-officer directors shall be elected for a three-year term of office, so that terms of office are staggered.
- 3.5 **Term for Subsequent Elections of Directors.** Prior to each annual meeting of Members after the meeting of Members referred to in Section 3.4, the Members shall elect directors as described in Section 3.7 for a term of two (2) years, renewable for up to three (3) terms, to fill the positions of all those directors whose terms have expired at such annual meeting of Members and those positions added by the Board, if any, to the maximum number of directors permitted hereby.
- 3.6 **Nominations for and Elections of Directors.** For all subsequent elections following the meeting of Members referred to in Section 3.4, nominees for each available position on the Board of Directors shall be sought from the Members. A list of nominees shall be submitted to the Members no later than twenty-one (21) days before the meeting of Members at which directors are to be announced. Election of directors shall be held by mailed or secured electronic ballot prior to the annual meeting of Members and the new directors announced at the end of such meeting. Newly elected directors will commence their term of office immediately following the annual meeting.
- 3.7 **Remuneration for Directors.** The members of the Board of Directors shall serve as such without remuneration and no director shall receive, directly or indirectly, any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the CAMEd/ACFSF as an officer or in any other capacity and receiving compensation therefore.
- 3.8 **Rules and Procedures for the Activities of the Board of Directors.** The Board of Directors shall govern its actions and meetings according to such rules of procedure as the Board of Directors may adopt from time to time.
- 3.9 **Vacancies, Removal of Directors.** The office of a director shall be automatically vacated:
- a) if the director, by notice in writing to the CAMEd/ACFSF, resigns his or her office, which resignation shall be effective at the time it is received by the Chair of the Board of Directors or at the time specified in the notice, whichever is later;
 - b) if the director is found to be a mentally incompetent person or becomes of unsound mind;
 - c) if the director or the entity or organization which has appointed such director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
 - d) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3rds) of the votes cast by the Members present at the meeting removing the director before the expiration of the director's term of office, provided that the director who is the object of the removal is notified of the place, day and time of the meeting within the same delays as those which are provided for the calling

of the meeting and is further given the opportunity to address the meeting and give the reasons of his opposition to the resolution proposing his removal;

- e) if the director dies;
- f) in the case of an ex officio director, in the event such director no longer holds the office or position which qualifies him or her as an ex officio director; or
- g) if the Board of Directors determines by majority vote that the director has failed to act in the best interests of the CAMEd/ACFSF, or ceases to meet the criteria for, or otherwise be qualified as, a director hereunder.

3.10 **Filling Vacancies.** A vacancy occurring in the Board of Directors shall be filled as follows:

- a) if the vacancy occurs as a result of the removal of any director by the Members in accordance with Section 3.10(d), it shall be filled upon the vote of a majority of the Members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
- b) if the director was an ex officio director who ceased to hold the position which qualifies the ex officio director, it shall be filled by the person who then holds the qualifying position;
- c) any other vacancy in the Board of Directors may be filled, by appointment, for the remainder of the term, by a majority vote of the directors then in office, provided there is a quorum. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any Member; and
- d) otherwise such vacancy shall be filled at the next annual meeting of the Members at which the directors for the ensuing year are elected.

If the number of directors is increased between the terms, a vacancy to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner provided in Section 3.11(c).

3.11 **Retiring Directors.** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

ARTICLE 4

MEETINGS OF THE BOARD OF DIRECTORS

4.1 **Meetings.** Meetings of the Board of Directors may be held at any time and place within Canada but not less than once per year. Meetings of the Board of Directors shall be open to all Members but Members shall not have the right to address the meeting unless specifically invited to do so and do not have a vote. The directors may hold closed meetings or closed sessions of a meeting where the Notice required by Section 4.2 stipulates.

4.2 **Notice.** A meeting of the Board of Directors may be convened by the Chair of the Board of Directors in accordance with this Article 4. Notice of any meeting that is provided electronically shall be served in the manner provided in Section 13.5 of this By-Law, not less than seven (7) days before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served in the manner provided in Section 13.5 of this By-Law, not less than fourteen (14) days before the meeting is to take place. If the first meeting of the Board of Directors following the election of directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed

to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

- 4.3 **Waiver of Notice.** A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the Board of Directors. Attendance of a director at a meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called.
- 4.4 **Error or Omission in Giving Notice.** 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 thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 4.5 **Telephone Participation.** The Board of Directors may meet by teleconference provided that either a majority of the Board of Directors consents to the meeting by teleconference or meetings by teleconference have been approved by resolution passed at a meeting of the Board of Directors.
- 4.6 **Meetings by Other Electronic Means.** The Board of Directors may meet by other electronic means that permits each director to communicate adequately with all of the other directors, provided that:
- a) the Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, and the procedure for establishing a quorum and recording votes;
 - b) each director has equal access to the specific means of communication to be used; and
 - c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 4.7 **Directors May Call a Meeting.** Three (3) members of the Board of Directors may call a meeting of the Board of Directors in the event that the Chair of the Board of Directors is unable or unwilling to do so.
- 4.8 **No Proxy.** No director may send a representative to a meeting of the Board of Directors in such director's place, and no voting by proxy is permissible regarding any meeting of the Board of Directors.
- 4.9 **Quorum.** Five (5) directors shall form a quorum for the transaction of business and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
- 4.10 **Voting at Meetings of Directors.** Each director shall be entitled to one (1) vote on all questions arising at any meeting of the Board of Directors. Every question shall be decided by a majority of votes of the directors present at the meeting, unless the Act or any By-Law otherwise provides. In the event of a tie, the Chair shall not have a second or casting vote and any motion resulting in a tie vote shall be deemed to have been defeated.
- 4.11 **Adjournment.** Any meeting of the Board of Directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. No notice of each adjournment need be given to the directors. An adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned

meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

ARTICLE 5

POWERS OF THE BOARD OF DIRECTORS

- 5.1 **General.** The Board of Directors shall administer the affairs of the CAMEd/ACFSF in all things and make or cause to be made for the CAM Ed/ACFSF, in its name, any kind of contract with the CAM Ed/ACFSF 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 CAMEd/ACFSF is by its Letters Patent, its By-Laws or otherwise authorized to exercise and do.
- 5.2 **Financial.** The Board of Directors shall have the power to authorize expenditures on behalf of the CAMEd/ACFSF and, from time to time, to delegate by resolution to an officer or officers of the CAMEd/ACFSF the right to employ and pay officers, contractors and employees. The Board of Directors shall have the power to authorize amendments to agreements on behalf of the CAM Ed/ACFSF and for the administration and disbursement of CAMEd/ACFSF funds. The Board of Directors shall also have the power to enter into a trust arrangement with a trust company or financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the CAMEd/ACFSF in accordance with such terms as the Board of Directors may prescribe.
- 5.3 **Grants and Donations.** The Board of Directors shall take such steps as they may deem requisite to enable the CAMEd/ACFSF to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the CAMEd/ACFSF.
- 5.4 **Borrowing.** The Board of Directors is hereby authorized, from time to time:
- a) to borrow money upon the credit of the CAMEd/ACFSF, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
 - b) to limit or increase the amount to be borrowed;
 - c) to issue or cause to be issued bonds, debentures or other securities of the CAMEd/ACFSF and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors; and
 - d) to secure any other debt or present or future borrowing or liability of the CAMEd/ACFSF, by mortgage, hypothec, charge or pledge of all of any currently owned or subsequently acquired real or personal, moveable or immoveable property of the CAMEd/ACFSF, including book debts, rights and the undertaking of the CAMEd/ACFSF.
- 5.5 **Agents and Employees.** Except for the offices of Chair, Vice-Chair and Secretary-Treasurer, the Board of Directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the CAMEd/ACFSF) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of or during such appointment. The remuneration of officers, contractors and employees shall, subject to the provisions of this By-Law, be fixed by the Board of Directors by resolution provided that the Board of Directors may delegate this function to an officer or officers of the CAMEd/ACFSF.

- 5.6 **Validity of Acts of Directors.** Any act done by the Board of Directors or by any person acting as a director shall, notwithstanding that some defect in the election or appointment of such director or person acting as such is subsequently discovered, or that they or any of them were disqualified, be as valid if every such person had been duly elected or appointed and was qualified to act as a director at the time of such act.
- 5.7 **Administrative Responsibilities of Directors.** The administrative responsibilities of the Board of Directors shall include, without limitation, the following:
- a) creating and implementing an approved annual work plan consistent with the purposes and strategic direction of CAMEd/ACFSF;
 - b) creating and updating as needed operational policies and procedures to carry out the work of CAMEd/ACFSF;
 - c) accepting Members;
 - d) striking and de-commissioning standing and ad hoc committees;
 - e) determining membership fees;
 - f) establishing dates and locations of meetings;
 - g) appointing, where appropriate, one or more representatives to attend any meetings or conferences and defray from the funds of CAMEd/ACFSF the expenses of such representatives;
 - h) taking necessary action and incurring necessary expenses for the promotion, protection or welfare of CAMEd/ACFSF;
 - i) proposing amendments or changes to CAMEd/ACFSF by-laws;
 - j) recording and maintaining as a public record information respecting the decisions and activities of CAMEd/ACFSF.

ARTICLE 6

OFFICERS

- 6.1 **Appointment of Officers.** The Members may from time to time, in addition to those officers prescribed herein, appoint such other officers as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Members.
- 6.2 **Chair.** The Members shall elect a Chair for a two (2) year term, renewable for up to a total of three (3) terms (6 years). The President shall have general supervision of the affairs of CAMEd/ACFSF including, without limitation, the following duties:
- a) act as the official spokesperson for CAMEd/ACFSF;
 - b) oversee the implementation of decisions of the Board of Directors;
 - c) oversee the progress of projects and committees;
 - d) act as the Chair of the Board of Directors during his or her term;
 - e) perform any other duties which the Board of Directors may assign from time to time.
- 6.3 **Vice-Chair.** The Members shall elect a Vice-Chair for a two (2) year term, renewable for up to three (3) terms (6 years). The Vice-Chair shall assist the Chair in their duties as needed and shall exercise any or all of the duties of the Chair in the absence of the President or if the President is unable for any reason to perform those duties. The Vice-Chair shall perform any other duties which the Members may assign from time to time.

- 6.4 **Secretary-Treasurer.** The Members shall elect a Secretary-Treasurer for a two (2) year term, renewable for up to a total of three (3) terms (6 years). The Secretary-Treasurer shall have general supervision of the affairs of CAMEd/ACFSF including, without limitation, the following duties:
- a) ensuring that the records and books of CAMEd/ACFSF are properly kept and maintained, including the registry of officers, directors and members; the minutes of meetings; the by-laws and resolutions;
 - b) maintaining custody of the corporate seal;
 - c) certifying copies of any record, registry, by-law, resolution or minutes;
 - d) providing notice as required for meetings;
 - e) recording all votes at all meetings, including meetings of the Board of Directors and Members;
 - f) ensuring safe custody of the funds of CAMEd/ACFSF including proper deposit of monies, securities and other valuable effects in the name and to the credit of CAMEd/ACFSF in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;
 - g) ensuring that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of CAMEd/ACFSF in the books belonging to CAMEd/ACFSF; and
 - h) performing other duties as may be directed by the Members.
- 6.5 **Variation of Duties.** The Members may, from time to time, but always subject to the Act, vary, add or limit the powers and duties of the officers of the CAM Ed/ACFSF. One person may not hold more than one office.
- 6.6 **Office of Officers.** Except as otherwise expressly provided in this By-Law, the officers of the CAM Ed/ACFSF shall hold office until their successors are elected by the Members. Officers may resign by delivering a written resignation to the Chair of the Board and are subject to removal by the Members. If the office of any officer shall be or become vacant, the Members may, by resolution, appoint a person to fill such a vacancy.
- 6.7 **Remuneration of Officers.** The remuneration, if any, of officers elected by the Members shall be determined from time to time by resolution of the Members. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE 7

COMMITTEES

- 7.1 **Appointment of Committees.**
- a) The Board of Directors shall appoint such standing or ad hoc committees as it shall deem necessary, which shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors. Unless otherwise established by the Board of Directors and/or the By-Laws of the CAMEd/ACFSF, each committee shall have the power to fix its quorum at not less than a majority of the committee members, to elect its chair and to regulate its procedure, subject to the provisions of 7.1(b).
 - b) Any committee so created shall meet and report to the Board at least one per year in writing, and upon completion of the purpose for which the committee was struck.
 - c) Notice of meetings of each committee shall be given in the manner provided in Section 13.5, and, subject to the Act, the provisions of Sections 4.1 to 4.6 inclusive shall apply with respect to notice of such meetings and the holdings of such meetings by teleconference or by other electronic means.

- 7.2 **Suspension or Dissolution of Committees.** The Board of Directors shall have the power to suspend or dissolve any Committee of CAMEd/ACFSF that it deems necessary.
- 7.3 **Committee Operations.** Each standing and ad hoc committee is advisory and the Board of Directors is not obligated to implement decisions or recommendations of any Committee. Mandates shall be established for each standing and ad hoc committee by the Board of Directors which shall be consistent with these By-laws and which shall include, without limitation:
- a) Composition of the Committee;
 - b) Quorum of the Committee;
 - c) Appointment of Committee Chair;
 - d) Purpose, responsibilities and delegated powers of the Committee;
 - e) Selection and term of office of Committee members;
 - f) Rules for meetings including, without limitation: minimum number of meetings and decision-making processes;
 - g) Reporting and accountability requirements.
- 7.4 **Committee Members: Responsibilities.** Committee members are responsible for attending their committee meetings and to fulfill their duties as outlined from time to time in the documents of committee and the Board of Directors. Committee members are responsible for implementing Board of Director decisions with regard to the Committee's mandate. Committee members may be asked to attend Board of Director meetings from time to time.
- 7.5 **Committee Members: Term and Remuneration.** The committee members of the CAMEd/ACFSF shall hold office until their successors are appointed by the Board of Directors. Committee members may resign by delivering a written resignation to the Chair of the Board and are subject to removal by a resolution passed at a meeting of the Board of Directors. If the office of any committee member of the CAMEd/ACFSF shall be or become vacant the Board of Directors may, by resolution, appoint a person to fill such a vacancy. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.
- 7.6 **Committee Participation.** In the absence of any extenuating circumstances, requests for committee participation will be circulated to all Members. From among those indicating a desire to participate, the Board of Directors shall appoint persons to the Committee.

ARTICLE 8

MEMBERSHIP

- 8.1 **Entitlement.** CAMEd/ACFSF may issue three classes of membership as follows:
- A. Full Member:** eligible persons include individuals holding faculty or educational appointments or who are directors within a Canadian midwifery education program. Full members shall be voting members.
- B. Associate Member:** eligible persons include individuals who contribute to the education of midwifery students enrolled in Canadian programs and who have a strong interest in midwifery education. Associate members are non-voting members.
- C. Honorary Member:** CAMEd/ACFSF may, at the discretion of the Board of Directors, issue honorary memberships to individuals who are recognized by CAMEd/ACFSF as having made a significant

contribution to midwifery education in Canada. The Board of Directors may designate the term of an honorary membership. Honorary members are non-voting members.

The Board of Directors may pass membership rules providing, among other things, for the admission of Members. Each Member shall be promptly informed by the CAMEd/ACFSF of their admission as a Member of the CAMEd/ACFSF.

8.2 **Additional Classes of Members.** The CAM Ed/ACFSF may, by amendment of this By-Law or by a separate By-Law, create additional classes of Members, and provide the rights and conditions, including voting rights, attaching to each class of membership.

8.3 **Application for Membership.**

- a) *Application.* Applicants may seek membership in the CAMEd/ACFSF by making application in accordance with directions and procedures established by the Board of Directors, which shall consider whether applicants satisfy membership eligibility criteria.
- b) *Approval.* The Board of Directors (or a committee appointed by the Board of Directors) shall review applications for membership and consult with external references as the Board of Directors may decide necessary. The final approval for membership shall be made by the Board of Directors.

8.4 **Refusal, Suspension and Revocation of Membership**

The Board of Directors may refuse, suspend or revoke membership if the purposes or actions of an individual are not consistent with CAMEd/ACFSF's objects or By-laws. The Board of Directors may also grant conditional membership pending specific action by the applicant as directed by the Board of Directors. CAMEd/ACFSF may grant or reinstate membership conditional on the applicant amending its purposes or actions to conform with CAMEd/ACFSF's objects and By-laws. Any such refusals, suspensions, revocations or conditional acceptances shall be in writing with reasons. Applicants who have been refused, suspended, removed or granted conditional membership may, in writing, ask that the Board of Directors review the decision. Requests for review must be made within 30 days of receiving a notice of refusal.

8.5 **Voluntary Withdrawal.** A Member that is not a member of the Board of Directors may withdraw from the CAMEd/ACFSF upon sixty (60) days prior written notice to the Board of Directors (or upon such other notice expressly set out in any applicable agreement between the CAMEd/ACFSF and the Member), and in accordance with the Member's obligations pursuant to such applicable agreement.

8.6 **Termination of Membership.** The interest of a Member in the CAMEd/ACFSF is not transferable and lapses and ceases to exist:

- a) upon death;
- b) when the Member's period of membership, if any, expires;
- c) where the Member's membership is permanently revoked by the Board of Directors; and
- d) when the Member ceases to be a Member by voluntary withdrawal under Section 8.5 or otherwise in accordance with this By-Law or any other By-Law.

- 8.7 **Effect of Termination.** Upon the effective date of withdrawal or termination of the membership of a Member:
- a) the Member shall co-operate with the CAMEd/ACFSF to ensure an orderly transfer of responsibilities and phase-out of activities; and
 - b) a Member shall honour any commitments to the CAMEd/ACFSF arising prior to the effective date of withdrawal or termination, including obligations with respect to any membership dues.
- 8.8 **Membership Dues.** The fees (if any) payable by Members or any class of Members shall from time to time be fixed by resolution of the Board of Directors. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within three (3) calendar months of the due date or membership renewal date, as the case may be, any Member in default thereafter may be expelled by a simple majority vote of the Board of Directors.

ARTICLE 9

MEMBERS' MEETINGS

- 9.1 **Time and Place of Meetings.** Subject to compliance with the Act, the annual meeting of Members shall be held annually on such day in each year and at such time as the Board of Directors may determine, at any place within Canada. The Board of Directors will undertake its best efforts to alternate the location of the annual meeting between the east and west of Canada. In normal circumstances, the annual meeting will be held in conjunction with the annual meeting of the Canadian Association of Midwives.
- 9.2 **Annual Meetings.** At every annual meeting of Members, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and the directors and officers shall be elected, if necessary, and auditors appointed for the ensuing year. At the annual meeting of Members, the Members may consider and transact any business, either special or general.
- 9.3 **Special Meetings.** Other meetings of the Members may be convened by order of any three (3) members of the Board of Directors at any date and time and at any place within Canada. The Board of Directors shall call a special meeting of the Members on written requisition of Members carrying in the aggregate not less than twenty-five percent (25%) of the total Member voting rights.
- 9.4 **Notice.**
- (a) Notice of any annual or special meeting of Members shall be provided to the Members of the CAMEd/ACFSF by any of the following means:
 - (i) by mail sent to each Member not less than six weeks (excluding the day on which the notice is sent but including the date on which it is received) before the meeting is to take place;
 - (ii) by electronic means such as e-mail or facsimile at least six weeks before the meeting.
 - (b) Notice of any meeting where special business shall be transacted shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
 - (c) Notice of any annual meeting of Members shall list the individuals nominated for election to the Board of Directors. Such notice of meeting shall also state that a Member may propose any person as a nominee for election to the Board of Directors and the form of nomination shall be attached to

the notice. The name of such nominee shall be added to the list in the appropriate nominating category, provided that such nomination is delivered to the CAMEd/ACFSF by the date specified in the notice of meeting.

- 9.5 **Waiver of Notice.** A Member and any other person entitled to attend a meeting of the Members may in any manner waive notice of a meeting of the Members and attendance of any such person at a meeting of the Members shall constitute a waiver of notice of the meeting, except where the Member of such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 9.6 **Error or Omission in Giving Notice.** No error or omission in giving notice of any annual meeting or special meeting or any adjourned meeting of the Members shall invalidate any resolution passed or any proceeding taken at any meeting of the Members.
- 9.7 **Telephone Participation.** The Members may meet by teleconference provide that either a majority of the Members consents to the meeting by teleconference or meetings by teleconference have been approved by resolution passed at a meeting of the Members.
- 9.8 **Meeting by Other Electronic Means.** The Members may meet by other electronic means that permits each Member to communicate adequately with all of the other Members, provided that:
- (a) the Members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, and the procedure for establishing quorum and recording votes;
 - (b) each Member has equal access to specific means of communication to be used; and
 - (c) each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 9.9 **Quorum.** A quorum at any meeting of the Members (unless a greater number of members are required to be present by the Act or by the Letters Patent or any other By-Law) shall be at least 25% of voting Members of CAMEd/ACFSF. Of the 25% voting Members present, at least 2/3 of the existing midwifery education programs must have one or more Members present at the meeting. Members represented by teleconference or other electronic means in accordance with this By-Law shall be counted toward the quorum. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of the Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place not sooner than ten (10) days subsequent to the adjourned meeting, but may not transact any other business. The provisions of Section 13.5 with regard to notice shall apply to such adjournment. If a quorum is not achieved at such adjourned meeting, the persons present and entitled to vote thereat may transact the business for which the original meeting had been called.
- 9.10 **Chair of the Meeting.** In the event that the Chair of the Board is absent, the Members who are present shall choose another director as chair of the meeting. If no director is present or if all the directors present decline to act as chair, then the persons who are present and entitled to vote shall choose one of their members to be chair of the meeting.
- 9.11 **Resolutions in Lieu of Meeting.** Except for those matters required by the Act to be dealt with at a meeting of Members, a resolution in writing, signed by all the Members of the CAMEd/ACFSF, is as valid as if it had been passed at a meeting of the Members.

- 9.12 **Adjournment.** The chair of any meeting of the Members may, with the consent of the Members at the meeting, adjourn the same from time to time to a fixed time and place not sooner than ten (10) days subsequent to the adjourned meeting, and no notice of such adjournment need be given to the Members. Any business may be brought or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

ARTICLE 10

VOTING AT MEMBERS' MEETING

- 10.1 **Voting of Members.** At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes of the Members eligible to vote thereat, unless the Act or any By-Law otherwise provides. In the event that a Member attends a meeting by teleconference, the Member shall cast the Member's vote on each question by verbally identifying himself and voting on the question, and that vote shall immediately be recorded by the Secretary of the meeting. In the event of a vote by other electronic means or by mail, each vote cast in accordance with this By-Law and received by the Secretary of the CAMEd/ACFSF shall be recorded as such by the Secretary for that meeting. Each Member eligible to vote shall be entitled to one (1) vote on all questions arising at any meeting of Members.
- 10.2 **Good Standing.** No Member shall be entitled in person or by mail ballot to vote at meetings of the Members unless such Member is a member in good standing.
- 10.3 **Declaration by Chair.** At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 10.4 **Demand for a Poll.** A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors the vote shall be taken by ballot in such manner and at once, later in the meeting or after adjournment as the chair of the meeting directs. Upon a poll and subject to the provisions, if any, of the Letters Patent, every such Member and/or individual so authorized to represent a Member who is present in person shall have one (1) vote. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- 10.5 **Voting By Mail.** Unless otherwise required by the Act or by this By-Law, in lieu of physical attendance at a meeting of the Members of the CAMEd/ACFSF, a Member may vote on a resolution to be considered at the meeting by delivering a mail ballot (by physical mail, facsimile, or electronic mail) to the Secretary of the CAMEd/ACFSF, indicating his or her vote thereto, provided that the mail ballot is received by the Secretary of the CAMEd/ACFSF before the time and date of the meeting or the time specified in the notice, and that the motion to be voted upon at the meeting is identical to the motion in the mail ballot. Any vote so received shall result in the Member responsible therefore being counted toward the quorum of that meeting, and receipt of mail ballots constituting 51% or more of the Members shall constitute a quorum for meeting purposes.

ARTICLE 11

LIABILITY AND INDEMNITY, CONFLICT OF INTEREST

- 11.1 **Protection of Directors and Officers.** Except as otherwise provided in the Act, no director or officer for the time being of the CAM Ed/ACFSF shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee; or for any loss, damages or expense happening to the CAMEd/ACFSF through the insufficiency or deficiency of title to any property acquired by the CAMEd/ACFSF or on behalf of the CAMEd/ACFSF or through insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the CAMEd/ACFSF shall be placed out or invested; or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person including any person with whom or which any monies, securities or property shall be lodged or deposited; or for any loss, conversion, misapplication or misappropriation of or any damages resulting from any dealings with any monies, securities or other assets belonging to the CAMEd/ACFSF for any loss, damages, or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless any of the same shall occur by or through the director's or officer's own willful neglect or default.
- 11.2 **Insurance.** Subject to the Act, the CAMEd/ACFSF may procure and maintain, as the Board may from time to time determine, insurance for a director or officer of the CAMEd/ACFSF against any liability incurred by the director or officer, in the capacity as a director or officer of the CAMEd/ACFSF, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the CAMEd/ACFSF.
- 11.3 **Indemnities to Directors and Others.** Every director and officer of the CAMEd/ACFSF and every other person who has undertaken or is about to undertake any liability on behalf of the CAM Ed/ACFSF, and their respective heirs, estate trustees and administrators, and estate and effects, shall from time to time and at all times; be indemnified and saved harmless out of the funds of the CAMEd/ACFSF, from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done for or permitted by them, in or about the execution of the duties of such office or in respect of any such liability, as the case may be; and
 - (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The CAMEd/ACFSF shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law, to the extent permitted by the Act or law.

- 11.4 **Conflict of Interest.** Each director and officer shall declare in writing to the CAMEd/ACFSF, his or her interest in any contract or transaction or proposed contract or transaction with the CAMEd/ACFSF. In the case of a director, the required declaration shall be made at the time and in the manner required by the Act. Except as permitted by the Act, the director shall not be entitled to vote in respect of any contract or proposed contract in which he or she is so interested and if he or she does so vote, his or her vote shall not be counted. The Board of Directors shall also adopt a code of conduct for directors, officers, employees and committee members designed to prevent real or perceived conflicts of interest.

ARTICLE 12

CUSTODY AND VOTING SHARES AND SECURITIES

- 12.1 **Voting Shares and Securities.** All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the CAMEd/ACFSF may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors shall from time to time determine.
- 12.2 **Custody of Securities.** All shares and securities owned by the CAMEd/ACFSF shall be lodged (in the name of the CAMEd/ACFSF) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors. All share certificates, bonds, debentures, notes or other obligations belonging to the CAMEd/ACFSF may be issued or held in the name of a nominee or nominees for the CAMEd/ACFSF (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

ARTICLE 13

EXECUTION OF INSTRUMENTS

- 13.1 **Execution of instruments.** The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the CAMEd/ACFSF either to sign contracts, documents and instruments in writing made generally, or to sign specific contracts, documents or instruments in writing.
- 13.2 **Instruments in Writing.** The term “contracts, documents or instruments in writing” as used in this By-Law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- 13.3 **Seal.** The seal of the CAMEd/ACFSF, when required, may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.
- 13.4 **Cheques, Drafts, Notes, Etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not they are officers of the CAMEd/ACFSF including signing officers or the CAMEd/ACFSF and in such manner as the Board of Directors may from time to time designate by resolution.
- 13.5 **Sending Notices and Documents.** Subject to Section 9.4 of this By-Law regarding notices to Members of any annual or special meetings of directors or members, any notice or other document required by the Act, the Letters Patent or the By-Laws to be sent to any Member or director or to the auditor shall be:
- (a) delivered personally;
 - (b) sent by prepaid mail; or
 - (c) sent by electronic means such as e-mail or facsimile,

at such person's latest mailing address, e-mail address or facsimile number (as the case may be, each hereafter called an "address") as shown in the records of the CAMEd/ACFSF and to the auditor at its business address, or if no address is given therein, then to the last address of such Member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

- 13.6 **Signature to Notice.** The signature of any director or officer of the CAMEd/ACFSF to any notice or document to be given by the CAMEd/ACFSF may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

ARTICLE 14

AMENDMENT OF BY-LAWS AND RULES AND REGULATIONS

- 14.1 **Amendment of By-Laws.** The By-Laws of the CAMEd/ACFSF not embodied in the Letters Patent may be repealed or amended by By-Law enacted by a majority of the directors at a meeting of the Board of Directors and ratified by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting of Members duly called for the purpose of considering the said By-Law. The repeal or amendment of By-laws or the enactment of a new By-Law shall be effective from the date of approval of the Board of Directors until the meeting of the Members called to duly ratify such amendment or repeal or enactment. The repeal or amendment of By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
- 14.2 **Rules and Regulations.** The Board of Directors may prescribe such rules and regulations not inconsistent with the By-Laws relating to the management and operation of the CAMEd/ACFSF and other matters provided for in this By-Law, provided that such rules and regulations shall have force and effect only until the next annual meeting of Members when they shall be confirmed.

ARTICLE 15

COMMUNICATIONS

- 15.1 **Contact List.** A mechanism will be established through Canadian Midwifery Education Programs to maintain a CAMEd/ACFSF contact list of Full Members.
- 15.2 **Associate Member Contact Information.** Associate members will provide individual contact information when joining and renewing annual membership. Associate members will receive CAMEd/ACFSF mailings.
- 15.3 **Annual Report.** Each Program will provide an annual report in advance of the annual meeting for purposes of sharing information with other programs. Other documents, the nature of which will be determined by the Board, will be filed with CAMEd/ACFSF that are consistent with CAMEd/ACFSF purposes and activities.

- 15.4 **Minutes of Meetings.** As soon as practicable following each meeting the minutes for that meeting will be posted to members through electronic systems.
- 15.5 **Translation of Reports.** CAMEd/ACFSF supports the full translation of all reports into both French and English, and where funds allow will make best efforts to provide such translations.

Dated at Hamilton, Ontario this 8th day of November, 2011. Approved by Resolution passed by the provisional first directors.

Revised version approved by members at Annual Meeting on October 13, 2020.