

CANADIAN ASSOCIATION OF CONTINUING HEALTH EDUCATION
(the "Corporation")

BY-LAW NO. 1

respecting the transaction of the business and affairs of the Corporation.

BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

1.1 Gender and Number

This by-law shall be read with all changes in number or gender as required by the context.

1.2 Table of Contents and Headings

The table of contents and headings in this by-law are for convenience only and shall not affect its interpretation.

1.3 Definitions

In this by-law,

- "Act" means the Canada Corporations Act, R.S.C. 1970 c. C. 32 as amended from time to time or any act that may be substituted for it;

- "Board" means the board of directors of the Corporation;

- "Executive Committee" means the executive committee of the Corporation;

- "Conflict of Interest" includes:

(i) any situation where the member may derive a personal benefit or indirect benefit that may, will or could be perceived to influence the member's decisions and impair the member's ability to act in the Corporation's best interest or represent the Corporation fairly, impartially and without bias;

- (ii) the use of information by a Board member that is not available to the membership to derive or attempt to derive a personal benefit or indirect benefit;
 - (iii) any attempt by a Board member to use that role to influence a decision so as to derive a personal benefit or indirect benefit;
 - (iv) the acceptance of any gift or other advantage that may, will, or may be perceived to have been given to influence a member in the exercise of his or her functions as a member of the Corporation or of the Board.
- "Corporation" means the corporation without share capital incorporated under the laws of the Dominion of Canada under the name "Canadian Association of Continuing Health Education" and sometimes hereinafter referred to as "CACHE";
 - "indirect benefit" means a benefit that:
 - (i) can be or is derived by a close friend, family member, or business associate of the member, or a corporation or partnership in which the member holds a significant interest, or of a person to whom the member owes an obligation, or
 - (ii) advances or protects the interests of the member although it may not be measurable in money.
 - "personal benefit" means a benefit, financial or otherwise, that a member can or will derive directly.

2. BUSINESS OF THE CORPORATION

2.1 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be located within the place designated in the letters patent.

2.2 Corporate Seal

The seal of the Corporation shall be in the form impressed hereon, and may be changed only by by-law.

2.3 Fiscal Year

The fiscal year of the Corporation shall end on December 31st unless otherwise determined by resolution of the Board.

2.4 Execution of Instruments

All contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by two (2) officers and shall be binding on the Corporation without any further formality. The Board may by resolution appoint an officer to sign a specific contract, document or instrument in writing on behalf of the Corporation. When required, the seal of the Corporation may be affixed to a contract, document or instrument in writing signed as authorized herein or by any officer or officers appointed by resolution of the Board.

2.5 Banking and Securities

The Board may by resolution appoint one or more banks or trust companies for the Corporation and open such accounts as the Board considers advisable. The Board may by resolution give the Corporation's power of attorney to a registered dealer in securities for the purpose of transferring stocks, bonds and other securities owned by the Corporation. All monies, securities and other valuable effects of the Corporation shall be deposited in the name and to the credit of the Corporation in such banks or trust companies, or in the case of securities, in such registered dealers in securities as may be designated by the Board.

2.6 Books and Records

The Board shall ensure that the Corporation regularly and properly maintains at the Corporation's head office all the books and records required by its by-laws or by any applicable statute or law, which include proper books of account and accounting records, the minutes of all meetings of members, directors and the Executive Committee, copies of the letters patent, supplementary letters patent, by-laws and special resolutions of the Corporation and registers of its members and directors.

2.7 Auditor

At each annual meeting, the members shall appoint an auditor to audit the accounts of the Corporation and report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Board may fill any casual vacancy between annual meetings in the office of auditor. If authorized by the members at the annual meeting of members, the remuneration of the auditor may be fixed by the Board.

The auditor shall not be a director, officer or employee of the Corporation or of an affiliated corporation, or in any way associated with any director, officer or employee, unless all the members have consented to the appointment of such an auditor.

2.8 Rules and Regulations

The Board may by resolution prescribe rules and regulations consistent with the by-laws relating to the management of the Corporation, provided that such rules and regulations have effect only until confirmed by the members at the next meeting of members, and if not so confirmed, such rules and regulations from that time cease to be effective.

2.9 Rules of Order at Meetings

Any question of procedure at a meeting of the Corporation, Board, Executive Committee or other committee, which has not been addressed in this by-law, or in the Act, shall be determined by the chair of the meeting in question in accordance with a procedural text of his or her choice, and once determined by the chair, shall govern all following meetings until amended.

2.10 Enactment, Repeal and Amendment of By-laws

The by-laws of the Corporation shall be enacted by the Board at a meeting of the Board and sanctioned by an affirmative vote of at least 66 2/3% of the members present or represented by proxy at a meeting of members duly called for the purpose of considering the said by-law. By-laws so enacted by the Board shall, unless confirmed at a meeting of the members duly called for that purpose, have force only until the next annual meeting of members of the Corporation, and in default of confirmation at such annual meeting shall from that time cease to be in effect.

The by-laws of the Corporation may be repealed or amended by resolution of the Board if confirmed by the members at a meeting duly called to consider such repeal or amendment and provided the repeal or amendment of any such bylaw shall not be enforced or acted upon until the approval of Industry Canada has been obtained.

3. MEMBERSHIP

3.1 Admission

Membership in the Corporation shall be limited to persons in Canada interested in furthering its objects and shall consist of those eligible persons whose applications for admission as members have been approved by the Board. For greater certainty, membership in the Corporation shall be open to all individuals (including but not limited to those in medical practice, medical education, government, pharmaceutical or other industry, who is involved in or committed to continuing health education).

3.2 Classes

Different classes of membership may be established by the Board from time to time having such criteria and conditions as may be determined by the Board from time to time. The Board may create a category of honorary member to act in a consultative capacity, to recognize those individuals or corporations who it deems worthy of such honor. Honorary members shall have no votes, shall not be required to receive notice of or attend meetings, shall not be eligible for election as directors of the Corporation and shall be exempt from dues.

The Board shall determine which classes of membership shall have votes, but at least one class of membership will provide that each member has one vote on all questions at meetings of such members of the Corporation.

3.3 Voting Rights

Members of classes having votes shall have one (1) vote on all questions at meetings of such members of the Corporation.

3.4 Annual Dues and Fees

Dues or fees payable by members shall be determined by the Board from time to time. The secretary shall notify the members of the dues and fees at any time payable by them and, if they are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues and fees be reinstated by unanimous vote of the Board.

3.5 Withdrawal

A member may withdraw from the Corporation by delivering a written resignation to the secretary. Unless the Board considers that there is a special or exceptional circumstance to warrant a partial refund upon a written request from the withdrawing member, a member is not entitled to a refund of any membership fee, in whole or in part, upon withdrawal.

3.6 Membership Not Transferable

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the member's death or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

3.7 Information Available to Members

No member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation to communicate to the public.

3.8 Ethics and Discipline

A. Grounds for Discipline

A member may be disciplined by the Board for any valid reason including:

- (i) failure to comply with the by-laws of the Corporation or the principles, ethics or rules and regulations of the Corporation, as may be promulgated from time to time;
- (ii) unauthorized use of the Corporation's name, seal, logo or any other intellectual property of the Corporation or bringing the Corporation into disrepute in any manner; and
- (iii) failure to disclose a Conflict of Interest prior to any vote taken at the Board or at a meeting of any committee of or Task Force established by the Corporation.

B. Procedures

The Corporation shall have the right to discipline its members, which discipline may be any of censure, suspension, request for resignation or termination of membership. Any such decision shall require a vote of the Board by a 66 2/3% majority provided that the member subject to such discipline is

provided with at least 30 days notice that such a meeting will be held and the member is granted an opportunity to be heard at the meeting. The member shall appear in person and/or shall be represented by counsel with respect to the allegations. If membership of a member is terminated, whether by request for resignation or by termination by the Board if voluntary resignation is not forthcoming after it is requested, a member is not entitled to a refund of a membership fee, if any, in whole or in part.

4. MEETINGS OF MEMBERS

4.1 Annual Meetings

The annual meeting of members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the said directors shall appoint. The Corporation shall hold its first annual meeting not later than eighteen (18) months after its incorporation and subsequently not more than eighteen (18) months after the holding of the last preceding annual meeting. The members may resolve that a particular meeting of members may be held outside of Canada.

4.2 Special Meetings

Meetings of members other than the annual meeting ("special meetings") may be convened by the Board or the president.

The Board shall call a special meeting of members on written requisition of members holding not less than twenty percent (20%) of the voting rights.

4.3 Notice

No less than thirty (30) days' prior written notice of an annual or special meeting shall be given to each member by an announcement on the CACHE website, by mail, by electronic mail or by other appropriate communications vehicles. Notice of any meeting where special business will be transacted shall contain sufficient information to permit each member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members shall remind each member of the right to vote by proxy.

4.4 Omission of Notice

No error or omission in giving notice of a meeting of members of the Corporation shall invalidate resolutions passed or proceedings taken at the meeting. Any member entitled to notice may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

4.5 Voting

At all annual or special meetings, questions shall be determined by a majority of votes cast by members or their proxies present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes cast at any meeting, the chair of the meeting of members has a second or casting vote.

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll on the question is required or demanded. Upon a show of hands, every member shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll on the question is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the question, and the result of the vote so taken shall be the decision of the members upon the question.

After a show of hands has been taken on any question, the chair may require or any member may demand a poll on the question. A poll so required or demanded shall be taken in such manner as the chair directs. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy and any such proxy is valid for one (1) year from its date. Unless otherwise determined by the directors or authorized in the proxy dealing with the specific meeting, all proxies must be deposited with the Corporation no later than 7 days before the date of the meeting to be effective. A proxyholder shall be a member of the Corporation.

4.6 Quorum

Ten per cent (10%) of the members present in person or represented by proxy constitutes a quorum of members for the transaction of business by the membership save and except that meetings constituted to enact, repeal or amend by-laws or to authorize any borrowing by the Corporation shall require a quorum of 66 2/3% of the members present at the meeting.

4.7 Business at Annual Meetings

At each annual meeting, in addition to the other business transacted, the following reports and statements shall be presented to, and received by, the members:

- (a) the report of the Board;
- (b) the audited financial statements made up of
 - (i) a statement of profit and loss for each period,
 - (ii) a statement of surplus for each period, and
 - (iii) a balance sheet as at the end of each period), and
- (c) the report of the auditor;

and the members shall, for the ensuing year, elect the Board and appoint the auditor and authorize the Board to fix the auditor's remuneration.

At least seven (7) days before each annual meeting, the Board shall submit to the president of the Corporation a copy of its report, the audited financial statements and the report of the auditor for the fiscal year in question.

5. DIRECTORS

5.1 Size and Composition of Board

The affairs of the Corporation shall be managed by the board of directors, who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner.

5.2 Qualifications

A director on the Board must not be less than eighteen (18) years of age, must be an individual, and must have power under law to contract. A director must be a member of the Corporation, or within ten (10) days after election to the Board, become a member.

5.3 First Directors

The applicants for incorporation shall be the first directors and so constitute a provisional Board of not less than three (3) and not more than seventeen (17) directors whose terms of office shall be for three (3) years, unless earlier terminated in accordance with this by-law.

5.4 Election and Term of Subsequent Directors

Nominations shall be solicited from the entire membership by the Governance Committee. The Governance Committee will screen all nominees according to criteria approved by the Board and develop a list of qualified candidates. Information on these individuals will be sent to the entire membership along with information about election procedures.

Subsequent directors shall be elected by the members. Provided that no director shall be eligible to serve more than two (2) consecutive terms as a director, such director must be off the Board for at least three (3) years before being eligible for another term and such director shall not serve more than twelve (12) years as a director.

5.5 Vacation of and Resignation from Office

The office of a director shall be vacated in the following circumstances:

- (a) if the director is found by a court to be of unsound mind;
- (b) if the director becomes bankrupt, or makes a proposal in bankruptcy;
- (c) if at any meeting, a resolution is passed by two-thirds (2/3) of the members present that the director be removed from office, provided that notice specifying the intention to pass such resolution has been given to the members and to the director in question;
- (d) if the director submits his or her resignation in writing to the secretary of the Corporation, which resignation is effective upon receipt or upon its terms if so stated; and
- (e) if the director dies.

5.6 Filling of Vacancies

As long as there is a quorum of the Board in office, any vacancy occurring in the Board may be filled for the remainder of the term by the directors then in office. Whenever there is not a quorum of directors in office, the director or directors then in office shall forthwith call a special meeting of members to fill the vacancies, and, in default or if there are no directors then in office, a special

meeting may be called by any member. The filling of any vacancy must maintain the requirements for the composition of the Board set out in section 5.4 of this by-law.

Where there is a vacancy or vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

5.7 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties as outlined in the Corporation's reimbursement guidelines.

Nothing in this by-law shall be construed to preclude a director from serving the Corporation as an officer or in another capacity and receiving compensation for such service.

5.8 Appointment and Remuneration of Agents and Employees

The Board may engage agents and employees and these persons shall have the authority and perform the duties as the Board may by resolution prescribe at the time of their engagement.

The remuneration of agents and employees shall be fixed by resolution of the Board.

5.9 Powers

The Board shall administer the business and affairs of the Corporation and may exercise all of its powers. The Board may authorize expenditures on behalf of the Corporation and may delegate to an officer of the Corporation the right to employ and pay salaries to employees. The Board may also enter into an arrangement with a trust company to create a trust fund in which the capital and interest are available for the benefit of the Corporation. The Board may also take such steps as it deems necessary to enable the Corporation to solicit or accept gifts for the purpose of furthering the objects of the Corporation.

6. MEETINGS OF DIRECTORS

6.1 Place, Frequency and Mode

Meetings of the Board shall be held at the head office of the Corporation or elsewhere (in or outside Ontario) as the Board determines. There shall be at least two (2) meetings of the Board each year. No business of the Corporation may be transacted by the Board except at a meeting of directors at which a quorum of the Board is present. Where all directors consent, a director may participate in a meeting of the Board by telephone or by any other communication facility that permits all persons participating in the meeting to hear each other, and a director participating by this means is deemed to be present at the meeting. Provided further that the Board may hold some of its meetings via conference call, video conferencing or other appropriate communication means.

6.2 Notice

Notice of each meeting of the Board shall be in writing and sent to each director. If notice is given by mail, it shall be sent at least fourteen (14) days prior to the meeting and if given other than by mail, it shall be sent at least forty-eight (48) hours prior to the meeting.

6.3 Omission of Notice

No error or omission in giving notice of a meeting of the Board shall invalidate resolutions passed or proceedings taken at it. Any director may at any time waive notice of any meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at any meeting.

6.4 Voting

Each director has one (1) vote on all questions at meetings of the Board. No director may vote by proxy. Questions arising at a meeting of the Board shall be decided by a majority of votes cast by directors present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes at any meeting, the chair of the Board has a second or casting vote.

6.5 Quorum

A majority of the Board present at the meeting constitutes a quorum of directors for the transaction of business by the Board save and except that meetings constituted to enact, repeal or amend by-laws or to authorize any

borrowing by the Corporation shall require a quorum of 66 2/3% of the directors present at the meeting.

6.6 Conflict of Interest

Where a director has or may have reason to believe that he/she has a Conflict of Interest in a proposed or existing contract or transaction with the Corporation, the director shall declare the Conflict of Interest at a meeting of the Board before the Board considers the matter, and the director shall withdraw from that part of the meeting during which the matter is considered and shall refrain from voting, or influencing or attempting to influence in any way the voting on the matter.

Where the Conflict of Interest of a director has not been declared by reason of his or her absence from the meeting, that director shall declare the Conflict of Interest at the next Board meeting he or she attends.

7. COMMITTEES

7.1 Appointment of Committees

The Board may by resolution appoint committees to assist it in administering the business and affairs of the Corporation. These committees may be dissolved, and the members of these committees shall hold their offices, at the pleasure of the Board. The Board may fix any remuneration to be paid to committee members. No remuneration shall be paid to members of such committees.

8.0 EXECUTIVE COMMITTEE

8.1 The board of directors may provide for the creation of an executive committee comprising the President, the President-Elect, the Immediate Past President, and the Secretary-Treasurer, who shall be appointed by the board of directors and which committee shall exercise such powers as are authorized by the board of directors.

8.2 Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee and a majority of members of such committee, which majority must include the President amongst its number, shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Corporation all invalidate such meeting or make void any proceedings taken thereat and such

member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

An Executive Committee member may be removed by a majority vote of the Board.

8.3 The board of directors shall delegate the responsibility for managing CACHE activities to an Executive Staff Officer and shall provide an up-to-date position description and ensure regular Executive Staff Officer performance reviews.

8.4 Remuneration

The members of the Executive Committee shall serve as such without remuneration and no member of the Executive Committee shall directly or indirectly receive any profit from his or her position as such, provided that members of the Executive Committee may be paid reasonable expenses incurred by them in the performance of their duties as outlined in the Corporation's reimbursement guidelines.

Nothing in this by-law shall be construed to preclude a member of the Executive Committee from serving the Corporation as an officer or in another capacity and receiving compensation for such service.

8.5 Meetings of Executive Committee

Meetings of the Executive Committee shall be held at a time and place (in or outside Ontario) as determined by its members.

Notice of each meeting of the Executive Committee shall be in writing and sent to each Executive Committee member. If notice is given by mail, it shall be sent at least fourteen (14) days prior to the meeting and if given other than by mail, it shall be sent at least forty-eight (48) hours prior to the meeting.

No error or omission in giving notice of a meeting of the Executive Committee may invalidate resolutions passed or proceedings taken at it. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

A majority of members of the Executive Committee present at the meeting, which majority must include the President amongst its number, constitutes a quorum of members of the Executive Committee for the transaction of business by the Executive Committee.

Each member of the Executive Committee has one (1) vote on all questions at meetings of the Executive Committee. No Executive Committee member may vote by proxy. Questions arising at a meeting of the Executive Committee shall be decided by a majority of affirmative votes cast by Executive Committee members present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes at any meeting, the chair of the Executive Committee has a second or casting vote.

The written resolution may be used in place of a meeting of the Executive Committee where all members of the Executive Committee entitled to vote at such a meeting sign the resolution. Where all members of the Executive Committee consent, a member of the Executive Committee may participate in a meeting of the Executive Committee by telephone or any other communication facility that permits all persons participating in the meeting to hear each other and a member of the Executive Committee participating in this meeting by this means is deemed to be present at the meeting.

9.0 GOVERNANCE COMMITTEE

9.1 The Board may establish a Governance Committee comprising the President, other Board members appointed by the Board and other members of the Corporation appointed by the Board.

9.2 The Governance Committee shall be responsible for:

(i) assisting the Board in developing and conducting an annual review of criteria for the President-Elect position on the Board, identifying potential nominees for this position from current Board members and reviewing whether the potential nominees meet the criteria established by the Board for this position;

(ii) assisting the Board in developing criteria for identifying potential nominees for the Board, soliciting nominations from the Corporation's membership for the Board, reviewing whether the potential nominees meet criteria established by the Board for Board membership, and in presenting nominees to the membership for election; and

(iii) arranging for Board assessments, other procedures designed to strengthen the performance of the Board and other duties as assigned by the Board.

9.3 Other Committees

The Board may create from time to time ongoing committees and short-term task groups to plan and/or implement specific CACHE programs or to explore issues that may have an impact on the CACHE mission. The responsibilities of committees shall fit within the strategic framework of CACHE as established by the Board. Generally, committees, their specific charges and accountabilities shall be endorsed by the Board. Their chairs shall be appointed by the President and committee members will be approved by the President. Subcommittee chairs and members will be recommended by the parent committee chair and approved by the President.

The Board may create and, from time to time, dissolve one or more other committees which may, but need not, include members of the Board.

10. OFFICERS AND OTHERS

10.1 Election and Appointment

The officers of the Corporation are the President, a President-Elect, an Immediate Past-President, a Secretary-Treasurer, and such other officers as the Board may determine. More than one office may be held by the same person. All officers shall be appointed by resolution of the Board.

10.2 Term of Office

The term of office for each of the President, President-Elect, and Past-President shall be one (1) year provided that he/she remains an elected member of the Board and his/her eligibility to serve on the Board has not expired pursuant to Article 5.4. The initial term of office for the Secretary-Treasurer of the Corporation shall be for two (2) years provided that he/she remains an elected member of the Board, such term being subject to a renewal by the Board once for a further two-year term provided that he/she remains an elected member of the Board and his/her eligibility to serve as a Board member has not expired pursuant to Article 5.4. Other officers appointed by the Board shall have a term of one (1) year from the date of appointment provided that they remain elected members of the Board. Board members appointed to these offices may have their term of office on the Board extended beyond the normal maximum of two three year terms so that they can complete their full term as an officer of the Corporation.

10.3 Qualifications and Removal

Officers shall be elected by the Board from the current members of the Board. Officers hold their offices at the pleasure of the Board and shall cease to be officers if they are removed by resolution of the Board.

10.4 Remuneration

The officers shall serve as such without remuneration and no officer shall directly or indirectly receive any profit from his or her position as such, provided that officers may be paid reasonable expenses incurred by them in the performance of their duties as outlined in the Corporation's reimbursement guidelines.

10.5 President

The President, also being a director on the Board, shall:

- (a) be the chief executive officer and chief spokesman of the Corporation;
- (b) preside as chair at all meetings of the Corporation, the Board or the Executive Committee;
- (c) be an ex-officio member of all committees and shall appoint all committee chairs and approve all committee members;
- (d) have general management of the affairs of the Corporation;
- (e) see that all resolutions of the Board or the Executive Committee are carried into effect; and
- (f) perform such other duties as the Board may determine.

10.6 President-Elect

The President-Elect shall be elected for one year before assuming the office of President in order to assist the incumbent and become familiar with duties and responsibilities. The President shall perform the duties of the President, in the absence or disability of the President, and such other duties as the Board may determine.

10.7 Secretary-Treasurer

The Secretary-Treasurer shall:

- (a) be the custodian of the funds and securities of the Corporation and of all books of account and accounting records of the Corporation required to be kept by the Act or otherwise by law;
- (b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation;
- (c) deposit all moneys, securities and other valuable effects to the credit of the Corporation in the Corporation's bank or, in the case of securities, in a registered dealer in securities designated by resolution of the Board;
- (d) disburse the funds of the Corporation, when directed by proper authority;
- (e) submit a financial report at each regular meeting of the Board, or at such other times as determined by the Board, indicating the financial position of the Corporation;
- (f) submit an annual audited financial report to the Board and the Corporation of the financial operations of the Corporation;
- (g) give notice of all meetings of the Corporation and attend and act as clerk at all meetings, recording all votes and minutes in the books kept for that purpose;
- (h) be custodian of the seal of the Corporation, which the secretary shall deliver only when authorized by resolution of the Board to do so and then only to those persons named in the resolution;
- (i) be custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and of all documents and records of the Board; and
- (j) perform such other duties as the Board may prescribe or as the President may direct.

10.8 Immediate Past-President

The Immediate Past-President shall serve on the Board for one (1) year following the completion of the term of office of the President. The Immediate Past-President shall perform the duties of the President or the President-Elect, as the case may be, in the absence or disability of the President or the President-Elect, and such other duties as the Board may determine.

10.9 Other Officers

The duties of the other officers of the Corporation shall be as determined by resolution of the Board.

10.10 Filling of Vacancies

The Board may by resolution fill a vacancy occurring between annual meetings in the office of any officer.

11. EXECUTIVE STAFF OFFICER

11.1 The Board shall employ a salaried Executive Staff Officer or Designated Secretariat who shall be charged with the management of CACHE affairs, subject to the policies and budget established by the Board. The Executive Staff Officer's or Designated Secretariat's responsibilities will include, but not be limited to, employment and termination of staff, conduct of CACHE financial affairs, and support for the work of the Board and committees. The Executive Staff Officer or Designated Secretariat may delegate responsibility for specific aspects of the management of CACHE's affairs while holding accountable the parties to whom responsibility has been assigned. The Executive Staff Officer or Designated Secretariat is accountable to the Board, shall provide regular reports to the Board and keep the Board informed of issues that need the Board's attention. The Executive Staff Officer or Designated Secretariat shall serve as an ex officio but non-voting member of the Board.

12. PROTECTION OF DIRECTORS AND OFFICERS

12.1 Limitation of Liability

No director or officer of the Corporation shall be liable for damages caused by any other director or officer or other person acting on behalf of the Corporation.

12.2 Indemnity

Every director, officer or other person who has undertaken a liability on behalf of the Corporation and his or her heirs, executors, administrators, estate and effects may, with the consent of the Corporation given at a meeting of members, be indemnified out of the funds of the Corporation against:

- (a) all losses which that director, officer or other person suffers in proceedings that are brought or threatened to be brought against him or her or resulting from something done or omitted to be done by him or her in the execution of his or her duties of office; and
- (b) all other losses which he or she suffers in relation to the affairs of the Corporation

except such losses resulting from his or her own willful neglect or default.

12.3 Insurance

The Board shall cause the Corporation to maintain a policy of liability insurance wherein the Corporation is a named insured and each of the directors and officers of the Corporation is an unnamed insured, such policy to negative any right of subrogation by the insurer against any insured, named or unnamed.

13. NOTICES

13.1 Manner of and Addresses for Service

Any notice or other document required by the Act, letters patent, supplementary letters patent (if any) or by-laws of the Corporation to be sent to any member, director or officer or to the auditor shall be deemed to have been duly received if delivered personally or transmitted by telex, facsimile or other electronic transmission, on the date of such personal delivery or transmission, or if mailed, on the fifth (5th) business day after the mailing of the same in Ontario by prepaid post. For the purpose of giving notice to a member, director or officer, the address for service is that person's last address recorded in the books of the Corporation. For service to the auditor, the address for service is the auditor's business address.

13.2 Computation of Time

In computing the time for giving notice, where a specified number of days' notice must be given, the day of giving the notice shall be excluded and the day for which notice is given shall be included.

14. OTHER**14.1 Borrowing and Giving of Security**

The Board may from time to time:

- (a) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) issue debentures or other securities of the Corporation;
- (c) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (d) mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real or personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be, borrowed or any obligation or liability of the Corporation, present or future.

From time to time, the Board may authorize any director or officer of the Corporation to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and to generally manage, transact and settle the borrowing of money by the Corporation.

14.2 Interpretation

In this by-law and in all other by-laws of the Corporation hereafter passed unless the context other-wise requires, words importing the singular number or the masculine gender shall include the plural number or feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

THE FOREGOING BY-LAW was confirmed by the members of the Corporation pursuant to the *Canada Corporations Act* at the Annual general Meeting held on the 14th day of April, 2011.

DATED the 21st day of December 2011.



Frances Kirby



Kathryn Raymond
Secretary-Treasurer