

Re: Bylaw update

The board of directors commissioned work to examine our bylaws. These bylaw changes were drafted by legal counsel under guidance from a committee of the board and approved by the board of directors on May 29, 2020 to move forward to the June 11, 2020 AGM for ratification.

Please find attached a statement from Gowlings WLG on these bylaw updates for the AGM and on the following page a summary of changes.

*Please note that the bylaws of CHIMA and CCHIM have been revised. As in each case, when bylaws are being drafted, one has to balance size and utility of the bylaws since they are meant to be a guide for conduct of the corporation and directors/officers and set expectations for other stakeholders, while being rooted in the applicable laws which apply (in this case the Canadian Not-for-Profit Act).*

*Ahsan Sadiq, JD, MBA, Partner, Gowing WLG*

You will find both sets of bylaws attached with the highlight changes provide by Gowlings WLG for The Canadian College of Health Information Management (CCHIM) and The Canadian Health Information Management Association (CHIMA).

Yours truly,

Canadian Health Information Management Association (CHIMA)

Canadian College of Health Information Management (CCHIM)

## Summary of Changes

### From Gowling WLG, Corporate Counsel

Please note that the bylaws of CCHIM and CHIMA have been revised. As in each case, when bylaws are being drafted, one has to balance size and utility of the bylaws since they are meant to be a guide for conduct of the corporation and directors/officers and set expectations for other stakeholders, while being rooted in the applicable laws which apply (in this case the Canadian Not-for-Profit Act).

The bylaws the corporation has been using had good detail in some sections, not enough in others and contained some items out of step with current laws. The current version of the bylaws is drafted with a view to:

(A) clean up some items (e.g. removal of directors by directors, and appointment of CEO as a director without member election s.5.02, were permitted under prior bylaws contrary to law); timings/notice of annual meetings are now harmonized with law under s. 4.02 and 4.06; certain references to the laws in s. 5.06 are amended; definitions are now more clear for certain defined terms);

(B) clarify expectation for stakeholders, including directors (e.g. what kind of behavior would result in director dismissal) and members (e.g. what are the effects of termination of membership for a member); and

(C) improve governance and operational issues (e.g. lowering quorum requirement under s. 4.06 for member meetings; reducing minimum size of board under s. 5.02; use of electronic means of voting are clearly set out in various spots in the bylaws; the board's ability to govern the organization with committees etc. is more flexible under s. 5.08 in the proposed bylaws than existing version which mandates certain processes; and a dispute resolution mechanism has been added under Article 8 to rein in costs related to litigation).

Ahsan Sadiq, JD, MBA – Partner, Gowling WLG

The Bylaws of the association and college are mirrored with only a few exceptions that relate to the role of The College. Differences between the two sets of bylaws are specifically related to certification of members (s.1.04, 1.05) and accreditation of Health Information programs (s.1.07) to ensure modern terminology in relation maintaining standards for the health information profession.

**During the AGM, a resolution will be moved and seconded. This is the resolution that will be put forward to membership in relation to these bylaw changes.**

RESOLVED AS SPECIAL RESOLUTIONS THAT:

1. amended Bylaws in the form circulated to the members of [CHIMA/the College], being by-laws relating generally to the transaction of the business and affairs of [CHIMA/the College], is made as a by-law of [CHIMA/the College], that all previous by-laws are repealed by [CHIMA/the College], and that the Chair of the Board of [CHIMA/the College], is authorized and directed to sign the amended Bylaws, whether under the corporate seal of the [CHIMA/the College], or otherwise, to evidence the enactment; and
2. any director or officer of [CHIMA/the College] is authorized and directed, on behalf of [CHIMA/the College], to execute and to deliver, instruments and other writings and to perform and do all acts and things as that director or officer considers necessary or desirable to give effect to changes made in the amended Bylaws which require the filing of articles of amendment.

**BYLAWS OF CANADIAN HEALTH INFORMATION  
MANAGEMENT ASSOCIATION**

**Revised [2020-05-29]**

**Approved by the Board of Directors, [2020-05-29]**

## Canadian Health Information Management Association Bylaws

The Consolidated Bylaws relating generally to the transaction of the affairs of the Canadian Health Information Management Association (the "**Corporation**" or "**CHIMA**").

**BE IT ENACTED** as a Bylaw relating generally to the conduct of the activities and affairs of the Corporation as follows:

### ARTICLE I Definitions, Interpretations, Objects, Certifications

**Section 1.01 Definitions.** In the Bylaws of the Corporation, unless the context otherwise requires: **[Number of cleanup and addition changes to the definitions made below]**

**“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement.

**“Affiliate”**, in reference to an entity, means when one entity is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person.

**“appoint”** includes **“elect”** and vice versa.

**“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, reorganization or revival of the Corporation.

**“Board”** means the board of directors of the Corporation.

**“Board Policy”** means any and all policies adopted by the Board for the purposes of the Corporation.

**“Bylaws”** means these Bylaws and any other Bylaws of the Corporation which are, from time to time, in force and effect.

**“Code of Professional Conduct”** or the **“Code”** means the rules governing conduct by Voting Members and Non-Voting Members, as revised from time to time by the Board.

**“College”** means the Canadian College of Health Information Management (CCHIM), CHIMA’s Affiliate, maintaining a public register of Certified HI Professionals and overseeing the status of Certified HI Professionals.

**“Certified”** or **“Certified HI Professionals”** means those individuals who are authorized by the College to utilize the College’s registered certification marks after the successful completion of a College-accredited Health Information program.

“**decertify**” means revoking a person’s ability to utilize the Certified HI Professionals designation and the College’s applicable certification mark.

“**Director**” means a member of the Board.

“**electronic**” means, interchangeably with “**digital**” or “**telephonic**” the use of technology, instead of in-person, and as appropriate in context.

“**entity**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

“**Health Information**” or “**HI**” means data points about an individual’s health.

“**Health Information Management**” means the collection, protection and accessibility of health data of an individual.

“**members**” means the persons who have been admitted to membership in the Corporation in accordance with the Bylaws and who are paying applicable dues to the Corporation.

“**meeting of members**” means an annual meeting of members and a special meeting of members.

“**Non-Voting member**” means a person who is a member but is not Certified and, subject to any express exceptions provided in the Act or the Board Policies, is not entitled to vote at a meeting of members.

“**ordinary resolution**” includes a resolution of the members passed by a majority of the votes cast on that resolution.

“**person**” includes an individual, body corporate, partnership, trust and unincorporated organization.

“**recorded address**” means:

- (a) in the case of a member, his or her address as recorded in the register of members of the Corporation;
- (b) in the case of an officer, public accountant or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

“**special meeting**” includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

“**special resolution**” includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution.

**“Voting Members”** means an individual who (i) satisfies credential requirements of proof of successful completion of a College-accredited Health Information program, (ii) pays a membership fee, (iii) maintain the requirements for certification as outlined in a Board Policy, and (iv) is entitled to one vote at a meeting of members in accordance with Board Policies.

**Section 1.02 Other Interpretations.** Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this Bylaw. For the purposes of this Bylaw, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to these Bylaws as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this Bylaw; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

### **Section 1.03 Objects**

- (a) The objects of the Corporation are:
  - (i) to elevate the standards of all practices in relation to Health Information by providing its members with a means of acquiring such standards, by disseminating facts and opinions, and by the free exchange of information and ideas;
  - (ii) to encourage, sponsor, develop and support wherever possible, a broad and varied information program for its members and those concerned with Health Information Management practices and standards, to serve the sociological, scientific, research and education needs of the healthcare industry and the public; and
  - (iii) to do any other things that may be conducive to the rendering of intelligent and useful service by its member to the public in the field of Health Information Management.
- (b) Such objects are to be carried out in more than one (1) Province in Canada.

## **ARTICLE II Registered Office and Records**

**Section 2.01 Location of Registered Office.** The address of the registered office of the Corporation shall be in the Province of Ontario or at such location in Canada as determined by the Board.

**Section 2.02 Books and Records.** Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

## **ARTICLE III Membership**

**Section 3.01 Membership Categories.** The Corporation shall have two classes of Members:

- (a) Voting Member; and
- (b) Non-Voting Member.

### **Section 3.02 Membership Conditions**

- (a) Subject to payment of annual membership fee in accordance with Board Policy, the Board may admit any interested person as a member, by resolution of the Board or in such other manner as may be determined by the Board, including as set out in Board Policy.
- (b) Each Voting Member shall be entitled to (i) receive notice of, (ii) attend, (iii) vote at all meetings of the members of the Corporation, and (iv) cast one vote for each instance when a member is entitled to vote.
- (c) Each Non-Voting Member shall be entitled to (i) receive notice of, (ii) attend, and (iii) participate in each member meeting without having the right to cast a vote at such meeting, subject to any express exceptions provided in the Act or Board Policies.

**Section 3.03 Transfer of Memberships.** A membership may only be transferred to the Corporation.

**Section 3.04 Membership Dues.** Members shall be notified in writing of the membership dues at any time payable by them, and, if such fees are not paid on the membership renewal date, the members shall be in default and shall automatically cease to be members of the Corporation without any liability to the Corporation, and in the event such members were Voting Members, decertified by the College.



**Section 3.05 Termination of Membership.** A membership in the Corporation is terminated when:

- (a) the member dies or resigns;
- (b) the member is expelled or their membership is otherwise terminated in accordance with the Articles or Bylaws;
- (c) the member's term of membership expires;
- (d) the Corporation is liquidated and dissolved under the Act; or
- (e) member fails to pay their annual membership fees on the membership renewal date.

In the event a membership is terminated by the Corporation for a reason, the Corporation shall provide notification of such termination to the applicable person in accordance with Corporation's policies.

**Section 3.06 Effect of Termination of Membership [Provided a clearer view of impact of termination of membership]**

- (a) Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.
- (b) In the event a Certified member foregoes their membership, such member will be deemed decertified by the College and lose all entitlements as a member under these Bylaws.

**Section 3.07 Discipline of Members**

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
  - (i) violating any provision of the Articles or Bylaws or applicable written policies of the Corporation;
  - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion, including in breach of the Code of Professional Conduct; or
  - (iii) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the president, or such other officer as may be

designated by the Board, shall provide 21 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 21 day period. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.07(b), the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further 21 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member without any further right of appeal.

- (c) The Board shall retain the right to reinstate a member on reasonable grounds and in keeping with the purpose of the Corporation.

#### **ARTICLE IV Meetings of the Members**

**Section 4.01 Place of Meetings.** All meetings of members shall be held at such place in Canada as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting.

**Section 4.02 Annual Meetings.** Subject to the Act, the annual meeting of members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. [Now more clearly aligned with the Act than in prior version of Bylaws]

**Section 4.03 Special Meetings.** Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

**Section 4.04 Adjournments.** Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this Bylaw.

**Section 4.05 Notice of Meetings**

- (a) Notice of the time and place of a meeting of members shall be given to each member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
- (i) by mail, courier or personal delivery to each such member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - (ii) by electronic means to each such member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. **[Now more clearly aligned with the Act than in prior version of Bylaws]**
- (b) Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or Bylaw to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01.
- (c) Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

**Section 4.06 Quorum.** A quorum at any meeting of the members shall be the lesser of (i) 50 members, and (ii) 5% of Voting Members present **[Provided more flexibility for quorum than in the 10% noted in prior version of Bylaws]**, whether in person or by digital means. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.05, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

**Section 4.07 Persons Entitled to Attend.** The only persons entitled to be present at a meeting of members are those entitled to attend the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under the Act or the Articles or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the members.

**Section 4.08 Conduct of Meetings. [Provided more clarity on process in respect of meetings through s. 4.08-4.10]**

- (a) At every meeting of members, the chair of the Board or, in his or her absence or inability to act, the vice-chair or, in his or her absence or inability to act, the person whom the CEO and Registrar shall appoint/one of the members who is present at the meeting chosen by the members present in person and entitled to vote at the meeting, shall act as chair of, and preside at, the meeting. The secretary or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:
- (i) establishing an agenda or order of business for the meeting;
  - (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;
  - (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
  - (iv) limiting attendance at, or participation in, the meeting to members of the corporation or such other persons as the chair of the meeting shall determine;
  - (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
  - (vi) limiting the time allotted to questions or comments by participants.
- (b) If the Corporation chooses to make available one or more electronic options which permit participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such electronic options in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members under this Section 4.08 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any electronic option that the Corporation has made available for that purpose.

**Section 4.09 Voting.** Unless otherwise required by law, the election of Directors shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles, or this Bylaw, any matter, other than the election of Directors, brought before any meeting of members shall be decided

by the affirmative vote of the majority of members present at the meeting (whether in person or by digital means) and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member entitled to vote at the meeting or if such voting is executed electronically.

**Section 4.10 Resolution in Writing of Members.** A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of the public accountant, or the appointment or election of another person to fill the office of public accountant, representations are made to the Corporation by the public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation.

## **ARTICLE V Board of Directors**

### **Section 5.01 General Powers**

The Board shall:

- (a) manage, or supervise the management of, the activities and affairs of the Corporation;
- (b) subject to the Act, pass such regulations and render such decisions as it deems necessary and appropriate, for any matters arising and not provided in these Bylaws;
- (c) establish the policies and procedures of the Corporation and approve proposed modification to the policies and procedures except as otherwise provided in these Bylaws;
- (d) appoint a Chief Executive Officer and Registrar to carry out the management of the Corporation;
- (e) approve the annual operating budget and serve as custodian over all funds and properties;

- (f) provide a full report on the financial status and activities of the Corporation at the annual general meeting and in an annual report; and
- (g) at its discretion, delegate to any committee or officer any or all powers, duties and authority of the Directors, which may lawfully be granted.

### **Section 5.02 Number of Directors**

- (a) The Board shall consist of a **minimum of 5** and a maximum of 12 Directors. **[Reduced from 9 directors in prior version of Bylaws – reduces quorum and candidacy concerns]**
- (b) At least two-thirds of the Directors must be Certified HI Professionals.
- (c) The total number of directors who are not Certified HI Professionals may not exceed one third of the number of Directors.
- (d) **The CEO and Registrar may serve as a Director elected pursuant to these Bylaws. [Significant change – prior version of Bylaws was contrary to Act – this clearly sets out that any presence on board is by virtue of election]**

### **Section 5.03 Term of Office**

- (a)** The Directors shall be elected to hold office for a term expiring not later than the close of the first annual meeting following their election. **[Lack of rigid term limits allows more flexibility for CHIMA in respect of directors generally]**
- (b) Each Director shall hold office, subject to annual confirmation at the annual general meeting by the members, until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification or removal.
- (c) No individual may be elected or appointed a Director for more than 6 consecutive years and such individual may, upon the completion of a one year absence from the Board, be elected or appointed to the Board.

**Section 5.04 Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy among the Directors by majority vote of the Directors, except a vacancy resulting from:

- (a) a failure to elect the minimum number of Directors provided for in the Articles; or
- (b) an increase in the minimum or maximum number of Directors provided for in the Articles.

Subject to annual confirmation at the annual general meeting, a Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, the date a successor is duly elected or qualified, or the earliest of such

Director's death, resignation, disqualification or removal. [s. 5.04 more closely aligned with the Act than in prior version of Bylaws]

**Section 5.05 Resignation.** Any Director may resign at any time by notice given in writing to the chair or vice-chair of the Board. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified

**Section 5.06 Removal.** Except as prohibited by applicable law or the Articles, any Director shall be deemed removed from the Board and have vacated their position as Director:

- (a) upon a duly executed ordinary resolution by Voting Members, at any time, with or without cause at a special meeting of the Voting Members in accordance with Section 130 of the Act; [References cleaned up compared to prior version of Bylaws]
- (b) after ceasing to be eligible to serve as a Director in accordance with Section 126 or Section 129 of the Act; and [References cleaned up compared to prior version of Bylaws]
- (c) subject to subsection (a) or by mandatory resignation [Mandatory resignation gives more flexibility to CHIMA] after a finding by the Board, pursuant to the conclusion of a special committee of the Board, that the applicable Director was in material breach of their obligations herein or in material breach of their onboarding agreement letter, including but not limited to:
  - (i) breaching their material statutory duties under the Act;
  - (ii) committing or being charged with committing an act in material violation of the Criminal Code; or
  - (iii) egregiously harassing, intimidating, bullying, engaging in physical, sexual or psychological assault, or otherwise acting in a manner not fitting with Board's expectation, as stated in the Board Member Code of Conduct or the Director onboarding letter agreement.

**Section 5.07 Expenses.** Except as prohibited by the Articles, Directors shall receive reimbursement for expenses incurred in accordance with the Board's expense policy or an equivalent policy as revised from time to time. Directors shall not receive remuneration arising solely from the fact that a Director serves as a member of the Board.

**Section 5.08 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;

- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing Bylaws; or
- (g) establishing contributions to be made, or dues to be paid, by members under Section 3.04 (Membership Dues).

**Section 5.09 Calling of Board Meetings.** Meetings of the Board may be held at such times and at such places as may be determined by the chair of the Board, the vice-chair or any two (2) or more Directors.

**Section 5.10 Notice of Board Meetings.** Notice of the time and place for the holding of a meeting of the Board under Section 5.09 shall be given in the manner provided in Section 7.01 to every Director at least three (3) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting, or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.08(a) through Section 5.08(g) that is to be dealt with at the meeting.

**Section 5.11 Electronic Meetings.** Board meetings or meetings of any committees of the Board may be held by any electronic means that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.11 shall constitute presence in person at such meeting. **[More aligned with the Act compared to language in the prior version of Bylaws]**

**Section 5.12 Adjourned Meetings.** A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**Section 5.13 Waiver of Notice.** Whenever notice to Directors is required by applicable law, the Articles, or this Bylaw, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the



transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or *ad hoc* meeting of the Board or committee of the Board need be specified in any waiver of notice.

**Section 5.14 Organization.** At each meeting of the Board, the chair of the Board, in his or her absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding as chair at the meeting may appoint any person to act as secretary of the meeting.

**Section 5.15 Quorum of Directors.** The presence of a 50% of the Board + 1 Director set out herein shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

**Section 5.16 Majority Vote.** Except as otherwise expressly required by this Bylaw, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to his or her original vote as a Director. A vote cast by a Director by email in relation to a meeting at which a quorum was present will be considered to be a valid vote, as if cast in person at such meeting of the Board.

**Section 5.17 Resolution in Writing of Board.** Unless otherwise restricted by the Articles or this Bylaw, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

**Section 5.18 Committees of the Board and Other Advisory Bodies.** The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Corporation; or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters set out in Section 5.08(a) through Section 5.08(g)) and may authorize the seal of the Corporation to be affixed to all documents that may require it to the extent so authorized by the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its

business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this Article V. **[This Section more in line with general approach to the topics at hand and provides more flexibility than is contained in the prior version of Bylaws]**

### **Section 5.19 Indemnity and Insurance** **[Maintained from prior version of Bylaws]**

The Corporation's Directors, officers and their respective heirs, executors and administrators, and their estates and effects respectively, or any other person who incurs any liability while acting within the scope of any authority properly delegated to that person by the Corporation, shall at all times be indemnified and saved harmless by the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which Directors sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing however made, done or permitted by them in or about the execution of the duties of their offices or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Directors and officers may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

## **ARTICLE VI** **Officers**

**Section 6.01 Appointment of Officers.** The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.08(a) through Section 5.08(g)). A Director may be appointed to any office of the Corporation. An officer may, but need not, be a Director unless these Bylaws specifies otherwise. Two or more offices may be held by the same individual.

**Section 6.02 Description of Offices.** Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board.** The chair of the Board, if one is appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify;
- (b) **Vice-Chair of the Board.** The vice-chair of the Board, if one is appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the

vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify;

- (c) **Chief Executive Officer.** If appointed, the chief executive officer shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The chief executive officer shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;
- (d) **Secretary.** If appointed, the secretary shall attend and act as the secretary of all meetings of the Board, the members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (e) **Treasurer.** If appointed, the treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. If appointed, the treasurer shall have such powers and duties as the Board may specify.

**Section 6.03 Other Officers.** The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the chief executive officer requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.08(a) through Section 5.08(g).

**Section 6.04 Term.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

**Section 6.05 Vacancy in Office.** Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

**Section 6.06 Duties of Officers May Be Delegated.** In case any officer is absent, or for any other reason that the Board may deem sufficient, the chief executive officer or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

## **ARTICLE VII Notice**

**Section 7.01 Method of Giving Notice.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the Bylaws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent to the Corporation in accordance with sections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director appointed under the Act;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

**Section 7.02 Deemed Receipt of Notice.**

- (a) A notice:
  - (i) delivered in accordance with Section 7.01(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.01(a);
  - (ii) mailed in accordance with Section 7.01(b) shall be deemed to have been given when deposited in a post office or public letter box; and
  - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.01(c) or Section 7.01(d) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch or

sent by email at the last known email address without any evidence of a bounce back of such an email.

- (b) The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given under these Bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

**Section 7.03 Omissions and Errors.** The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **ARTICLE VIII Dispute Resolution**

**Section 8.01 Dispute Resolution.** If a dispute or controversy among the Corporation, its members, Directors, officers or committee members of the Board arising out of or related to the Articles or the Bylaws or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

[Dispute resolution mechanism reduces chances of proceedings in court, potentially limits confidential info disclosure and may reduce costs in litigation]

## **ARTICLE IX General Provisions**

**Section 9.01 Seal.** The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

**Section 9.02 Chapters.** The Corporation shall recognize, according to Board Policy, any provincial health record/information management association that has adopted rules and regulations for the conduct of affairs of their Chapter which are not contrary to the provisions of the Letters Patent, Supplementary Letters Patent, Memorandum of Agreement or Bylaws of the Corporation.

**Section 9.03 Financial Year.** The financial year of the Corporation shall end on the twenty-eighth/twenty-ninth day of February in each year.

**Section 9.04 Annual Financial Statements.** The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member together with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

**Section 9.05 Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any of its officers or Directors. The Board may also, from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, Bylaws or other document of the Corporation to be a true copy.

**Section 9.06 Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

**Section 9.07 Borrowing Powers.** The Board may, without authorization of the members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

**Section 9.08 Conflict with Applicable Law or Articles.** These Bylaws are enacted subject to any applicable law or the Articles. Whenever these Bylaws may conflict with any applicable law, or the Articles, such conflict shall be resolved in favour of such law, or the Articles.

## **ARTICLE X Amendment and Repeal**

**Section 10.01 Amendment.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any Bylaws. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

**Section 10.02 Bylaws Requiring Special Resolution.** Section 10.01 does not apply to a Bylaw that requires a special resolution of the members according to section 197(1) (Amendment of Articles or Bylaws) of the Act. A special resolution is required to make any amendment to Section 3.02 (Membership Conditions), Section 3.01 (Transfer of Memberships) and Section 4.05(a) (Notice of Meetings), the last sentence of Section 4.08 (Conduct of Meetings), and this Section 10.02.

**Section 10.03 Repeal.** All previous Bylaws of the Corporation are repealed as of the coming into force of this Bylaw. The repeal shall not affect the previous operation of any Bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such Bylaw before its repeal. All officers and persons acting under the provisions of this Bylaw, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed Bylaws shall continue to be good and valid except to the extent inconsistent with these Bylaws and until amended or repealed.

MADE by the Board the [DAY] of [MONTH], [YEAR].

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Chair of the Board

**BYLAWS OF CANADIAN COLLEGE OF HEALTH INFORMATION MANAGEMENT**

**REVISED [2020-05-29]**

**APPROVED BY THE BOARD OF DIRECTORS [2020-05-29]**



## Canadian College of Health Information Management Bylaws

The Consolidated Bylaws relating generally to the transaction of the affairs of the Canadian College of Health Information Management (the "**Corporation**" or the "**College**").

**BE IT ENACTED** as a Bylaw relating generally to the conduct of the activities and affairs of the Corporation as follows:

### ARTICLE I Definitions, Interpretations, Objects, Certifications

**Section 1.01 Definitions.** In the Bylaws of the Corporation, unless the context otherwise requires: **[Number of cleanup and addition changes to the definitions made below]**

**“Accreditation”** means the designation that is granted to an education provider that meets the standards of quality set forth by the College in respect of HI education and training.

**“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23 and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement.

**“Affiliate”**, in reference to an entity, means when one entity is the subsidiary of the other or both are subsidiaries of the same body corporate or each of them is controlled by the same person.

**“appoint”** includes **“elect”** and vice versa.

**“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, reorganization or revival of the Corporation.

**“Association”** means the Corporation’s Affiliate, Canadian Health Information Management Association.

**“Board”** means the board of directors of the Corporation.

**“Board Policy”** means any and all policies adopted by the Board for the purposes of the Corporation.

“**Bylaws**” means these Bylaws and any other Bylaws of the Corporation which are, from time to time, in force and effect.

“**Code of Professional Conduct**” or the “**Code**” means the rules governing conduct by Voting Members and Non-Voting Members, as revised from time to time by the Board.

“**Certified**” or “**Certified HI Professionals**” means those individuals who are authorized by the College to utilize the College’s registered certification marks after the successful completion of a College-accredited Health Information program.

“**decertify**” means revoking a person’s ability to utilize the Certified HI Professionals designation and the College’s applicable certification mark.

“**Director**” means a member of the Board.

“**education providers**” means those organizations which provide Health Information education and training.

“**electronic**” means, interchangeably with “**digital**” or “**telephonic**” the use of technology, instead of in-person, and as appropriate in context.

“**entity**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

“**Health Information**” or “**HI**” means data points about an individual’s health.

“**Health Information Management**” means the collection, protection and accessibility of health data of an individual.

“**members**” means the persons who have been admitted to membership in the Corporation in accordance with the Bylaws and who are paying applicable dues to the Corporation.

“**meeting of members**” means an annual meeting of members and a special meeting of members.

“**Non-Voting member**” means a person who is a member but is not Certified and, subject to any express exceptions provided in the Act or the Board Policies, is not entitled to vote at a meeting of members.

“**ordinary resolution**” includes a resolution of the members passed by a majority of the votes cast on that resolution.

“**person**” includes an individual, body corporate, partnership, trust and unincorporated organization.

“**recorded address**” means:

- (a) in the case of a member, his or her address as recorded in the register of members of the Corporation;

- (b) in the case of an officer, public accountant or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

“**special meeting**” includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

“**special resolution**” includes a resolution of the members passed by a majority of not less than two-thirds of the votes cast on that resolution.

“**Voting Members**” means an individual who (i) satisfies credential requirements of proof of successful completion of a College-accredited Health Information program, (ii) pays a membership fee, (iii) maintain the requirements for certification as outlined in a Board Policy, and (iv) is entitled to one vote at a meeting of members in accordance with Board Policies.

**Section 1.02 Other Interpretations.** Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this Bylaw. For the purposes of this Bylaw, (a) the words "include", "includes" and "including" shall be deemed to be followed by the words "without limitation"; (b) the word "or" is not exclusive; (c) the words "herein", "hereof", "hereby", "hereto" and "hereunder" refer to these Bylaws as a whole; (d) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate; and (e) whenever the masculine is used herein, the same shall include the feminine, and whenever the feminine is used herein, the same shall include the masculine, where appropriate. Unless the context otherwise requires, references herein: (x) to sections mean the sections of this Bylaw; (y) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

### **Section 1.03 Objects**

- (a) The objects of the Corporation are:
  - (i) to elevate the standards of all practices in relation to Health Information by providing its members with a means of acquiring such standards, by disseminating facts and opinions, and by the free exchange of information and ideas;
  - (ii) to encourage, sponsor, develop and support wherever possible, a broad and varied information program for its members and those concerned with Health Information Management practices and standards, to serve the sociological, scientific, research and education needs of the healthcare industry and the public; and

(iii) to do any other things that may be conducive to the rendering of intelligent and useful service by its member to the public in the field of Health Information Management.

(b) Such objects are to be carried out in more than one (1) Province in Canada.

**Section 1.04 Certification of Members.** The College shall certify those individuals who:

- (a) pay any applicable membership fee to the Corporation and the Association;
- (b) satisfy eligibility requirements for certification as outlined in a Board Policy (e.g.: completion of a Health Information program accredited by the College);
- (c) successfully satisfy the criteria to gain the applicable certification (e.g. passing a Canadian College of Health Information Management certification examination); and
- (d) maintain the requirements for certification as outlined in a Board Policy.

**Section 1.05 The Register.** The College shall maintain a public register of certified practitioners.

**Section 1.06 Decertification.** The Board retains the right to decertify any member in accordance with Board Policy.

**Section 1.07 Accreditation.** The College shall maintain and enforce Accreditation standards in respect of education providers. **[Added in role in respect of Accreditation]**

## **ARTICLE II Registered Office and Records**

**Section 2.01 Location of Registered Office.** The address of the registered office of the Corporation shall be in the Province of Ontario or at such location in Canada as determined by the Board.

**Section 2.02 Books and Records.** Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

## **ARTICLE III Membership**

**Section 3.01 Membership Categories.** The Corporation shall have two classes of Members:

- (a) Voting Member; and
- (b) Non-Voting Member.

### **Section 3.02 Membership Conditions**

- (a) Subject to payment of annual membership fee in accordance with Board Policy, the Board may admit any interested person as a member, by resolution of the Board or in such other manner as may be determined by the Board, including as set out in Board Policy.
- (b) Each Voting Member shall be entitled to (i) receive notice of, (ii) attend, (iii) vote at all meetings of the members of the Corporation, and (iv) cast one vote for each instance when a member is entitled to vote.
- (c) Each Non-Voting Member shall be entitled to (i) receive notice of, (ii) attend, and (iii) participate in each member meeting without having the right to cast a vote at such meeting, subject to any express exceptions provided in the Act or Board Policies.

**Section 3.03 Transfer of Memberships.** A membership may only be transferred to the Corporation.

**Section 3.04 Membership Dues.** Members shall be notified in writing of the membership dues at any time payable by them, and, if such fees are not paid on the membership renewal date, the members shall be in default and shall automatically cease to be members of the Corporation without any liability to the Corporation, and in the event such members were Voting Members, decertified by the College.

**Section 3.05 Termination of Membership.** A membership in the Corporation is terminated when:

- (a) the member dies or resigns;
- (b) the member is expelled or their membership is otherwise terminated in accordance with the Articles or Bylaws;
- (c) the member's term of membership expires;
- (d) the Corporation is liquidated and dissolved under the Act; or
- (e) member fails to pay their annual membership fees on the membership renewal date.

In the event a membership is terminated by the Corporation for a reason, the Corporation shall provide notification of such termination to the applicable person in accordance with Corporation's policies.

**Section 3.06 Effect of Termination of Membership [Provided a clearer view of impact of termination of membership]**

- (a) Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.
- (b) In the event a Certified individual foregoes their Corporation and Association membership for any reason, such individual will be deemed decertified by the College and lose all entitlements as a member under these Bylaws.

**Section 3.07 Discipline of Members**

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
  - (i) violating any provision of the Articles or Bylaws or applicable written policies of the Corporation;
  - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion, including in breach of the Code of Professional Conduct; or
  - (iii) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 21 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 21 day period. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.07(b), the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further 21 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member without any further right of appeal.
- (c) The Board shall retain the right to reinstate a member on reasonable grounds and in keeping with the purpose of the Corporation.

## ARTICLE IV Meetings of the Members

**Section 4.01 Place of Meetings.** All meetings of members shall be held at such place in Canada as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting.

**Section 4.02 Annual Meetings.** Subject to the Act, the annual meeting of members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Corporation's preceding financial year. **[Now more clearly aligned with the Act than in prior version of Bylaws]**

**Section 4.03 Special Meetings.** Special meetings of members for any purpose or purposes shall be called by a resolution of the Board. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

**Section 4.04 Adjournments.** Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting. If, after the adjournment, a new record date is fixed for members entitled to vote at the adjourned meeting, the Board shall give notice of the new record date and notice of the adjourned meeting to each member entitled to vote at the adjourned meeting in accordance with the Act and this Bylaw.

### **Section 4.05 Notice of Meetings**

- (a) Notice of the time and place of a meeting of members shall be given to each member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
  - (i) by mail, courier or personal delivery to each such member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
  - (ii) by electronic means to each such member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. **[Now more clearly aligned with the Act than in prior version of Bylaws]**
- (b) Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special

resolution or Bylaw to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 7.01.

- (c) Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

**Section 4.06 Quorum.** A quorum at any meeting of the members shall be the lesser of (i) 50 members, and (ii) 5% of Voting Members present, **[Provided more flexibility for quorum than in the 10% noted in prior version of Bylaws]**, whether in person or by digital means. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.05, until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

**Section 4.07 Persons Entitled to Attend.** The only persons entitled to be present at a meeting of members are those entitled to attend the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under the Act or the Articles or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the members.

**Section 4.08 Conduct of Meetings [Provided more clarity on process in respect of meetings through s. 4.08-4.10]**

- (a) At every meeting of members, the chair of the Board or, in his or her absence or inability to act, the vice-chair or, in his or her absence or inability to act, the person whom the CEO and Registrar shall appoint/one of the members who is present at the meeting chosen by the members present in person and entitled to vote at the meeting, shall act as chair of, and preside at, the meeting. The secretary or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:
  - (i) establishing an agenda or order of business for the meeting;



- (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;
  - (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
  - (iv) limiting attendance at, or participation in, the meeting to members of the corporation or such other persons as the chair of the meeting shall determine;
  - (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
  - (vi) limiting the time allotted to questions or comments by participants.
- (b) If the Corporation chooses to make available one or more electronic options which permit participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such electronic options in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of members under this Section 4.08 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any electronic option that the Corporation has made available for that purpose.

**Section 4.09 Voting.** Unless otherwise required by law, the election of Directors shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles, or this Bylaw, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present at the meeting (whether in person or by digital means) and entitled to vote on the matter. In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting voting in addition to an original vote as a member. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member entitled to vote at the meeting or if such voting is executed electronically.

**Section 4.10 Resolution in Writing of Members.** A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or

- (b) in the case of the removal or resignation of the public accountant, or the appointment or election of another person to fill the office of public accountant, representations are made to the Corporation by the public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation.

## **ARTICLE V**

### **Board of Directors**

#### **Section 5.01 General Powers**

The Board shall:

- (a) manage, or supervise the management of, the activities and affairs of the Corporation;
- (b) subject to the Act, pass such regulations and render such decisions as it deems necessary and appropriate, for any matters arising and not provided in these Bylaws;
- (c) establish the policies and procedures of the Corporation and approve proposed modification to the policies and procedures except as otherwise provided in these Bylaws;
- (d) appoint a Chief Executive Officer and Registrar to carry out the management of the Corporation;
- (e) approve the annual operating budget and serve as custodian over all funds and properties;
- (f) provide a full report on the financial status and activities of the Corporation at the annual general meeting and in an annual report; and
- (g) at its discretion, delegate to any committee or officer any or all powers, duties and authority of the Directors, which may lawfully be granted.

#### **Section 5.02 Number of Directors**

- (a) The Board shall consist of a minimum of 5 and a maximum of 12 Directors.  
**[Reduced from 9 directors in prior version of Bylaws – reduces quorum and candidacy concerns]**
- (b) At least two-thirds of the Directors must be Certified HI Professionals.
- (c) The total number of directors who are not Certified HI Professionals may not exceed one third of the number of Directors.

- (d) The CEO and Registrar may serve as a Director elected pursuant to these Bylaws.

**[Significant change – prior version of Bylaws was contrary to Act – this clearly sets out that any presence on board is by virtue of election]**

### **Section 5.03 Term of Office**

- (a) The Directors shall be elected to hold office for a term expiring not later than the close of the first annual meeting following their election.
- (b) Each Director shall hold office, subject to annual confirmation at the annual general meeting by the members, until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification or removal.
- (c) No individual may be elected or appointed a Director for more than 6 consecutive years and such individual may, upon the completion of a one year absence from the Board, be elected or appointed to the Board.

**Section 5.04 Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy among the Directors by majority vote of the Directors, except a vacancy resulting from:

- (a) a failure to elect the minimum number of Directors provided for in the Articles; or
- (b) an increase in the minimum or maximum number of Directors provided for in the Articles.

Subject to annual confirmation at the annual general meeting, a Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, the date a successor is duly elected or qualified, or the earliest of such Director's death, resignation, disqualification or removal. **[s. 5.04 more closely aligned with the Act than in prior version of Bylaws]**

**Section 5.05 Resignation.** Any Director may resign at any time by notice given in writing to the chair or vice-chair of the Board. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified

**Section 5.06 Removal.** Except as prohibited by applicable law or the Articles, any Director shall be deemed removed from the Board and have vacated their position as Director:

- (a) upon a duly executed ordinary resolution by Voting Members, at any time, with or without cause at a special meeting of the Voting Members in accordance with Section 130 of the Act; **[References cleaned up compared to prior version of Bylaws]**
- (b) after ceasing to be eligible to serve as a Director in accordance with Section 126 or Section 129 of the Act; and **[References cleaned up compared to prior version of Bylaws]**

- (c) subject to subsection (a) or by mandatory resignation **[Mandatory resignation gives more flexibility to CHIMA in respect of breaching directors]** after a finding by the Board, pursuant to the conclusion of a special committee of the Board, that the applicable Director was in material breach of their obligations herein or in material breach of their onboarding agreement letter, including but not limited to:
- (i) breaching their material statutory duties under the Act;
  - (ii) committing or being charged with committing an act in material violation of the Criminal Code; or
  - (iii) egregiously harassing, intimidating, bullying, engaging in physical, sexual or psychological assault, or otherwise acting in a manner not fitting with Board's expectation, as stated in the Board Member Code of Conduct or the Director onboarding letter agreement.

**Section 5.07 Expenses.** Except as prohibited by the Articles, Directors shall receive reimbursement for expenses incurred in accordance with the Board's expense policy or an equivalent policy as revised from time to time. Directors shall not receive remuneration arising solely from the fact that a Director serves as a member of the Board.

**Section 5.08 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of public accountant;
- (d) issuing debt obligations except as authorized by the Board;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing Bylaws; or
- (g) establishing contributions to be made, or dues to be paid, by members under Section 3.04 (Membership Dues).

**Section 5.09 Calling of Board Meetings.** Meetings of the Board may be held at such times and at such places as may be determined by the chair of the Board, the vice-chair or any two (2) or more Directors.

**Section 5.10 Notice of Board Meetings.** Notice of the time and place for the holding of a meeting of the Board under Section 5.09 shall be given in the manner provided in Section 7.01 to every Director at least three (3) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting, or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.08(a) through Section 5.08(g) that is to be dealt with at the meeting.

**Section 5.11 Electronic Meetings.** Board meetings or meetings of any committees of the Board may be held by any electronic means that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 5.11 shall constitute presence in person at such meeting. [More aligned with the Act compared to language in the prior version of Bylaws]

**Section 5.12 Adjourned Meetings.** A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.01 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**Section 5.13 Waiver of Notice.** Whenever notice to Directors is required by applicable law, the Articles, or this Bylaw, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or *ad hoc* meeting of the Board or committee of the Board need be specified in any waiver of notice.

**Section 5.14 Organization.** At each meeting of the Board, the chair of the Board, in his or her absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding as chair at the meeting may appoint any person to act as secretary of the meeting.

**Section 5.15 Quorum of Directors.** The presence of a 50% of the Board + 1 Director set out herein shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

**Section 5.16 Majority Vote.** Except as otherwise expressly required by this Bylaw, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to his or her original vote as a Director. A vote cast by a Director by email in relation to a meeting at which a quorum was present will be considered to be a valid vote, as if cast in person at such meeting of the Board.

**Section 5.17 Resolution in Writing of Board.** Unless otherwise restricted by the Articles or this Bylaw, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

**Section 5.18 Committees of the Board and Other Advisory Bodies.** The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Corporation; or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the activities and affairs of the Corporation (other than in respect of the matters set out in Section 5.08(a) through Section 5.08(g)) and may authorize the seal of the Corporation to be affixed to all documents that may require it to the extent so authorized by the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this Article V. **[This Section more in line with general approach to the topics at hand and provides more flexibility than is contained in the prior version of Bylaws]**

**Section 5.19 Indemnity and Insurance** **[Maintained from prior version of Bylaws]**

The Corporation's Directors, officers and their respective heirs, executors and administrators, and their estates and effects respectively, or any other person who incurs any liability while acting within the scope of any authority properly delegated to that person by the Corporation, shall at all times be indemnified and saved harmless by the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which Directors sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing however made, done or permitted by them in or about the execution of the duties of their offices or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Directors and officers may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

## **ARTICLE VI**

### **Officers**

**Section 6.01 Appointment of Officers.** The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.08(a) through Section 5.08(g)). A Director may be appointed to any office of the Corporation. An officer may, but need not, be a Director unless these Bylaws specifies otherwise. Two or more offices may be held by the same individual.

**Section 6.02 Description of Offices.** Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board.** The chair of the Board, if one is appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify;
- (b) **Vice-Chair of the Board.** The vice-chair of the Board, if one is appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify;
- (c) **Chief Executive Officer.** If appointed, the chief executive officer shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The chief executive officer shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;
- (d) **Secretary.** If appointed, the secretary shall attend and act as the secretary of all meetings of the Board, the members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all

proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and

- (e) **Treasurer.** If appointed, the treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the president and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. If appointed, the treasurer shall have such powers and duties as the Board may specify.

**Section 6.03 Other Officers.** The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or the chief executive officer requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.08(a) through Section 5.08(g).

**Section 6.04 Term.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

**Section 6.05 Vacancy in Office.** Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

**Section 6.06 Duties of Officers May Be Delegated.** In case any officer is absent, or for any other reason that the Board may deem sufficient, the chief executive officer or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

## ARTICLE VII Notice



**Section 7.01 Method of Giving Notice.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the Bylaws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent to the Corporation in accordance with sections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director appointed under the Act;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

**Section 7.02 Deemed Receipt of Notice.**

- (a) A notice:
  - (i) delivered in accordance with Section 7.01(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.01(a);
  - (ii) mailed in accordance with Section 7.01(b) shall be deemed to have been given when deposited in a post office or public letter box; and
  - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.01(c) or Section 7.01(d) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch or sent by email at the last known email address without any evidence of a bounce back of such an email.
- (b) The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given under these Bylaws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

**Section 7.03 Omissions and Errors.** The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with these Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **ARTICLE VIII Dispute Resolution**

**Section 8.01 Dispute Resolution.** If a dispute or controversy among the Corporation, its members, Directors, officers or committee members of the Board arising out of or related to the Articles or the Bylaws or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

**[Dispute resolution mechanism reduces chances of proceedings in court, potentially limits confidential info disclosure and may reduce costs in litigation]**

## **ARTICLE IX General Provisions**

**Section 9.01 Seal.** The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

**Section 9.02 Chapters.** The Corporation shall recognize, according to Board Policy, any provincial health record/information management association that has adopted rules and regulations for the conduct of affairs of their Chapter which are not contrary to the provisions of the Letters Patent, Supplementary Letters Patent, Memorandum of Agreement or Bylaws of the Corporation.

**Section 9.03 Financial Year.** The financial year of the Corporation shall end on the twenty-eighth/twenty-ninth day of February in each year.

**Section 9.04 Annual Financial Statements.** The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in section 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member together with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

**Section 9.05 Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any of its officers or Directors. The Board may also, from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, Bylaws or other document of the Corporation to be a true copy.

**Section 9.06 Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

**Section 9.07 Borrowing Powers.** The Board may, without authorization of the members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any of the property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

**Section 9.08 Conflict with Applicable Law or Articles.** These Bylaws are enacted subject to any applicable law or the Articles. Whenever these Bylaws may conflict with any applicable law, or the Articles, such conflict shall be resolved in favour of such law, or the Articles.

## **ARTICLE X Amendment and Repeal**

**Section 10.01 Amendment.** Subject to the Articles, the Board may, by resolution, make, amend or repeal any Bylaws. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

**Section 10.02 Bylaws Requiring Special Resolution.** Section 10.01 does not apply to a Bylaw that requires a special resolution of the members according to section 197(1) (Amendment of Articles or Bylaws) of the Act. A special resolution is required to make any amendment to Section 3.02 (Membership Conditions), Section 3.01 (Transfer of Memberships) and Section 4.05(a) (Notice of Meetings), the last sentence of Section 4.08 (Conduct of Meetings), and this Section 10.02.

**Section 10.03 Repeal.** All previous Bylaws of the Corporation are repealed as of the coming into force of this Bylaw. The repeal shall not affect the previous operation of any Bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such Bylaw before its repeal. All officers and persons acting under the provisions of this Bylaw, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed Bylaws shall continue to be good and valid except to the extent inconsistent with these Bylaws and until amended or repealed.

MADE by the Board the [DAY] of [MONTH], [YEAR].

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Chair of the Board