

# Summary chart of all by-law amendments

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Current section	New section	Change?	Fundamental change?
<b>Section 1.01 Definitions</b>			
1.01(g) "Meeting of Members" includes an annual Meeting of Members or a special Meeting of Members;	AMENDED "Meeting of Members" includes an annual Meeting of Members (an "Annual Meeting") or a special Meeting of Members (a "Special Meeting");	The definitions in respect of meetings of the members have been combined into one.	No
1.01 (j) "President" is the senior employee of the Association;	AMENDED "President and CEO" is the senior employee of the Association;	This has been changed to reflect current title for this role.	No
1.01(l) "Special Meeting of Members" includes a special meeting of all members entitled to vote at an annual Meeting of Members; and	DELETED	Added to the definition of "Meeting of Members".	No
*New* Not in current By-Law.	NEW DEFINITION: "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Association in accordance with the By-laws;	This definition has been added for clarity as to the term "Officer, which was used in the By-Laws.	No
*New* Not in current By-Law.	NEW DEFINITION: "Member" means a group, corporation or organization that meets the requirements for membership set out in Section 2.01 of this By-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such	This definition has been added for clarity.	No

	other manner as may be determined by the Board;		
<b>Section 1.02 Interpretation</b>			
In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply: (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;	In the interpretation of this By-law, words in the singular include the plural and vice -versa, words in one gender refer to all individuals, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.  Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws. The headings used in this By-law are for reference and convenience only and shall not affect the interpretation or construction of any provision of this By-law.	This section has combined a five-point definition into two paragraphs to save space. The same concepts are included, so there is no change to the meaning.	No
(b) words importing the singular number only shall include the plural and vice versa;	See above.	Same as above.	No
(c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, trust, body corporate, and a natural person in such person's capacity as trustee, executor, administrator, or other legal representative;	See above.	Same as above.	No

(d) words referring to gender include the feminine, masculine and neuter genders;	See above.	Same as above.	No
(e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.	See above.	Same as above.	No
<b>Section 1.04 Execution of documents</b>			
Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.	Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President and CEO or any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.	This amendment adds the President & CEO to the default signing authorities in the By-Law.	No
<b>Section 1.05 Fiscal year end</b>			
The fiscal year end of the Association shall be determined by the Board.	The fiscal year end of the Association shall be December 31 <sup>st</sup> each year or as determined by the Board.	This amendment inserts the current fiscal year. The Board still retains the right to change the fiscal year.	No

<b>Section 1.07 Borrowing Powers</b>			
*New* Not in current By-Law.	The Directors of the Association may, without authorization of the Members: (a) borrow money on the credit of the Association; (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association; (c) give a guarantee on behalf and; (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Association.	This language was not included in the current By-Law, but this concept is typically addressed in the By-Law. This language is also set out in the Act.	No
<b>Section 1.08 Annual Financial Statements</b>			
The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual financial statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request,	The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual financial statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available upon request and free of charge.	This makes a change to the language as to how a Member may receive a copy of the financial statements. Note that the amendments to the By-Law language do not change in the corporation's obligations to provide a copy by mail if so requested.	No

obtain a copy free of charge at the registered office or by prepaid mail.			
<b>Section 2.01 Membership Conditions</b>			
<p>Subject to the Articles, there shall be one class of members in the Association. Membership in the Association shall be available only to persons interested in furthering the Association's purposes, who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board, and who are:</p> <p>(a) Active in the automotive aftermarket industry;</p> <p>(b) If a corporation, incorporated federally or provincially (or territorially) in Canada; and</p> <p>(c) Carrying on operations in Canada.</p>	<p>Subject to the Articles, there shall be one class of Members in the Association. Membership in the Association shall be available only to persons interested in furthering the Association's purposes, who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board, and who are:</p> <p>(a) active in the automotive aftermarket industry in Canada or who maintain significant business relationships within the Canadian automotive aftermarket industry; and</p> <p>(b) carrying on business in Canada, as a sole proprietorship, partnership or corporation.</p>	<p>The provision has been amended to provide that Members must be active in the Canadian automotive aftermarket industry and must be doing business in Canada – but removes the requirement for the member to be incorporated in Canada.</p>	<p><b>YES. This change requires approval by the Members by Special Resolution.</b></p>
<p>Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.</p> <p>Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any</p>	<p>Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.</p> <p>Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the</p>	<p>Deletion of term “fundamental change” from revised version, as the section reference is sufficient. This does not change the meaning of this provision.</p>	<p>No</p>

<p>amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.</p>	<p>By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.</p>		
<b>Section 2.02 Dues and special assessments</b>			
<p>Special assessments may be levied by the Board and ratified by a majority vote of the members at a Meeting of Members in accordance with these By-laws.</p> <p>Members shall be notified in writing of the membership dues or special assessments at any time payable by them and, if any are not paid within the time limit set by the Board, the Members in default shall automatically cease to be Members of the Association.</p>	<p>Special assessments may be levied by the Board in accordance with these By-laws.</p> <p>Members shall be notified in writing of the membership dues or special assessments at any time payable by them and, if any are not paid within the time limit set by the Board, the Members in default shall automatically cease to be Members of the Association.</p>	<p>Deleted the requirement for members to ratify special assessments, as recommended by legal counsel. The Board is familiar with the financials and is best located to know whether additional funds are needed.</p>	<p>No</p>
<b>Section 2.03 Member delegate/primary contact</b>			
<p>Each Corporate Member shall designate one individual (“a Member Delegate”) to represent the Corporate Member’s interests with the Association including, where applicable, receiving notice of meetings on behalf of the Corporate Member, representing the Corporate Member at meetings, and voting on behalf of the Corporate Member.</p>	<p>Each Member shall designate one individual (a “Primary Contact”) to represent the Member’s interests with the Association including, where applicable, receiving notice of meetings on behalf of the Member, representing the Member at meetings, and voting on behalf of the Member.</p> <p>The names of each Member’s Primary Contact must be filed annually with the Association.</p>	<p>Amended to change the term from “Member Delegate” to “Primary Contact” and remove “Corporate Member” as that term is no longer used.</p> <p>Removal of unnecessary language stating that the filing must be made in the manner determined by the Board – note that this does not change the fact that the</p>	<p>No</p>

<p>The names of each Corporate Member's Member Delegate must be filed annually with the Association in the manner determined by the Board.</p>		<p>Association has the right to determine how this notice will be provided.</p>	
<b>Section 2.04 Alternate delegate</b>			
<p>In the event that a Member Delegate is unable to attend a Meeting of Members to which he would normally be eligible to attend, another individual may be delegated by the Corporate Member to attend the meeting as an "Alternate Delegate." The name of the Alternate Delegate shall be filed with the Association in the manner and with as much notice as required by the Board. Alternate Delegates are not proxies but shall act in the capacity of a Member Delegate for the limited purpose of attending the meeting for which they have been delegated and their representation shall expire immediately upon the adjournment of that meeting.</p>	<p>Deleted</p>	<p>This provision is not required. A member that is a corporation always has the right to send a delegate of its choice, without it being included here.</p>	<p>No</p>
<b>Section 2.05 Term of membership</b>			
<p>Membership in the Association shall be an annual. Withdrawal shall be effective upon</p>	<p>Membership in the Association shall be annual and subject to renewal in</p>	<p>The Association does not have the right to limit a Member's right to withdraw</p>	<p>No</p>

<p>fulfillment of all obligations for the fiscal year.</p>	<p>accordance with the Association's policies</p>	<p>- Member can withdraw at any time. (Withdrawal does not eliminate any amounts owed to the Association by the Member.)</p>	
<p><b>Section 2.07 Termination of membership</b></p>			
<p>A membership in the Association is terminated when:  (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;  (b) a member fails to maintain any qualifications for membership described in Section 2.01 of these By-laws;  (c) the member resigns by delivering a written resignation to the Chair or the President of the Association in which case such resignation shall be effective on the date specified in the resignation;  (d) the member's term of membership expires;  (e) the Association is liquidated or dissolved under the Act; or  (f) the member is terminated in accordance with the Articles or By-laws.</p> <p>Subject to the Articles, upon any</p>	<p>The only change is to item (a), which now states:  (a)the Member ceases to operate or do business; or in the case of a member that is a corporation, the corporation is dissolved;</p>	<p>This was amended to reflect that a member will be terminated from membership if it ceases to do business, not only on dissolution of the business.</p>	<p>No</p>

<p>termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.</p>			
<b>Section 2.07 Discipline of members</b>			
<p>Not in current By-Law</p>	<p>The Board shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:</p> <ul style="list-style-type: none"> <li>(a) violating any provision of the Articles, By-laws, Operating Rules and Procedures or written policies of the Association;</li> <li>(b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;</li> <li>(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.</li> </ul> <p>In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the President &amp; CEO, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed</p>	<p>The Canada Not-for-Profit Corporations Act requires that where a corporation will have the power to suspend or expel a member, that the process for considering the suspension or expulsion must be set out in the By-Laws. Given this, a process has been added.</p>	<p><b>YES. This change requires approval by the Members by Special Resolution.</b></p>

	<p>suspension or expulsion. The Member may make written submissions to the President &amp; CEO, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.</p> <p>In the event that no written submissions are received by the President &amp; CEO, or such other Officer as may be designated by the Board, the President &amp; CEO may proceed to notify the member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.</p>		
<b>Section 3.03 Place of meetings</b>			
<p>Subject to compliance with the Act, Meetings of Members may be held at any place within Canada or, if the Board so determines, outside Canada.</p>	<p>Subject to compliance with the Act, Meetings of Members may be held at any place within Canada or, if the Board so determines, outside Canada. Meetings may also be held</p>	<p>Addition of language to reflect that meetings can take place by electronic means.</p>	<p>No</p>

	virtually, using any platform or technology that allows Members to participate and vote remotely, provided that all Members are able to access and participate in the meeting in real-time.		
<b>Section 3.05 Notice of meetings</b>			
<p>Notice of any Meeting of Members can be sent as follows:</p> <p>(a) To members via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each member. Notice shall be sent to the members at least 21 days but not more than 35 days before the time appointed for the meeting. Where special business shall be transacted, the notice shall contain sufficient information to permit a member to make reasoned judgment on the decision to be taken.</p> <p>Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the By-laws of the Association to</p>	<p>Notice of any Meeting of Members can be sent as follows:</p> <p>(a) To Members via e-mail, facsimile or other electronic communication facility at least at least 21 days but not more than 35 days before the time appointed for the meeting. To Members via regular mail, personal delivery or courier at least 21 days but not more than 60 days before the time appointed for the meeting. Notice shall be sent to Members at the last recorded address of such Member in the Association's records. Where special business shall be transacted, the notice shall contain sufficient information to permit a Member to make reasoned judgment on the decision to be taken.</p> <p>Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws of the Association to change the manner of</p>	<p>This section has been amended to distinguish between notice via electronic means or mail, as set out in the Canada Not-for-Profit Corporations Act.</p> <p>Deletion of term "fundamental change" as the section reference is sufficient. This does not change the meaning of the provision.</p>	<p><b>YES. This change requires approval by the Members by Special Resolution.</b></p>

<p>change the manner of giving notice to members entitled to vote at a Meeting of Members. (b) To Directors and the Public Accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each Director and Public Accountant. Notice shall be sent to the members at least 21 days but not more than 60 days before the time appointed for the meeting.</p>	<p>giving notice to Members entitled to vote at a Meeting of Members.  (b)To Directors and the Public Accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each Director and Public Accountant at least 21 but not more than 60 days prior to the meeting.</p>		
<b>Section 3.07 Persons entitled to be present</b>			
<p>The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Public Accountant of the Association and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.</p>	<p>The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Public Accountant of the Association and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting by Ordinary Resolution of the Members.</p>	<p>The language in the current By-Law that states a person may be admitted “with the consent of the meeting” has been updated to reflect that this takes place by Ordinary Resolution of the Members.</p>	<p>No</p>
<b>Section 3.08 Personal participation</b>			

<p>At any Meeting of the Members, a member entitled to vote can do so in person. Members can also vote by means of a telephonic, an electronic or other communication if such facility has been approved by the Board.</p>	<p><b>Retitled: Absentee Voting at Members' Meetings</b>  In order to facilitate member participation in meetings of the Association, absentee voting will be permitted through electronic voting as determined by the Board. The method of absentee voting for each meeting will be specified in the notice of the meeting, ensuring that all Members have the necessary information to participate in the voting process regardless of their ability to attend the meeting in person.</p> <p>Electronic voting will be conducted in a manner that complies with the requirements of the Act, ensuring the confidentiality of each Member's vote and allowing the Association to verify that the Member voted without revealing how they voted. The Board shall establish the specific procedures for electronic voting, which may include the use of a secure online platform capable of ensuring both the identity of the voter, that does not allow the Corporation to identify how each voter voted and that ensures the integrity of the vote. A person participating in a meeting by such</p>	<p>Electronic voting was permitted pursuant to the current By-Law, but changes have been made to clarify as to process.</p>	<p><b>YES. This change requires approval by the Members by Special Resolution.</b></p>
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	<p>means is deemed to be present at the meeting.</p> <p>Any electronic vote must comply with the procedures established by the Board and must meet the requirements of the Act. The Board may also implement additional safeguards to ensure that all voting procedures are secure, transparent, and compliant with applicable legal requirements.</p>		
<b>Section 3.10 Quorum</b>			
<p>A quorum at any Meeting of Members shall be thirty (30) members present at the meeting in person or through a member's authorized delegate.</p>	<p>A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be five percent (5%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.</p>	<p>This provision has been amended to use a percentage of members for quorum rather than a fixed number – so that if the number of members changes, quorum remains a consistent percentage.</p>	<p>No</p>
<b>Section 3.12 Votes to govern</b>			
<p>At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless anyone entitled to vote demands a secret ballot or as otherwise specifically provided by the Act or by this by-law. In case of an equality</p>	<p>At any Meeting of Members every question shall, unless otherwise provided by the Articles, By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original</p>	<p>This has been amended to use the term in the Canada Not-for-Profit Corporations Act for a majority of votes, which is Ordinary Resolution. No change to the actual requirements for the vote itself – just a change in terminology.</p>	<p>No</p>

<p>of votes the chair of the meeting shall have the right to exercise a casting vote in order to break the tie.</p>	<p>vote shall have a second or casting vote.</p>		
<b>Section 4.02 Qualifications</b>			
<p>Directors must be individuals at least eighteen (18) years of age, with power under the law to contract. All Directors must be full time employees of a member of the Association with the exception of one (1) Director-at-large position.</p>	<p>Directors must be individuals at least eighteen (18) years of age, not have the status of bankrupt and not have been deemed incapable. All Directors must be full time employees of a Member of the Association with the exception of one (1) Director-at-large position. In the event a Director is no longer an employee of a Member of the Association during their term of service, their term of office as a director shall automatically terminate six (6) months from the date on which they cease to be employed by a Member (and assuming they have not become employed by another Member during that time), regardless of the length of the term of office remaining. The Board shall not have more than one (1) Director who is employed by any one (1) Member.</p>	<p>This provision has been updated to reflect the requirements of the Canada Not-for-Profit Corporations Act for director qualifications. In addition, this provision has been amended to clarify that a director who is no longer an employee of a member shall automatically be terminated as a director six months after they no longer have that employment role, if they have not obtained an employment role with another member.</p>	<p>No</p>
<b>Section 4.03 Terms of office for Directors</b>			
<p>Directors, upon election (or appointment as per the Articles), shall immediately</p>	<p>Directors, upon election shall immediately enter into the performance of their duties and</p>	<p>This section has been amended to clarify that where a director is</p>	<p>No</p>

<p>enter into the performance of their duties and shall continue in office for three (3) years or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfil an unexpired term.</p> <p>Directors' terms of office will be staggered so as to ensure that no more than one-third of Director positions come due for election in any given year.</p>	<p>shall continue in office for three (3) years or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfil an unexpired term.</p> <p>Directors' terms of office will be staggered so as to ensure that no more than one-third of Director positions come due for election in any given year.</p> <p>As per the Articles, the Board may appoint Directors to the Board for a term ending no later than the next Annual Meeting to a maximum of one third of the number of Directors elected at the immediately preceding Annual Meeting.</p>	<p>appointed by the board pursuant to the Articles, they can only serve a term of one year prior to being re-elected or re-appointed.</p>	
<b>Section 4.04 Resignation or removal</b>			
<p>Any Director may resign at any time by giving written notice to the Chair or the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the Chair or the President.</p> <p>Any Director may be removed by a majority vote of the membership at any Meeting of</p>	<p>Any Director may resign at any time by giving written notice to the Chair or the President &amp; CEO. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the Chair or the President &amp; CEO.</p> <p>Any Director may be removed by Ordinary Resolution of the Members at any Meeting of Members at which a quorum is present.</p>	<p>Change of term from "majority vote" to "Ordinary Resolution" to use the term in the Canada Not-for-Profit Corporations Act – but this does not change the number of votes required.</p> <p>Language has been added to state that where a director no longer meets the eligibility requirements to serve, they will be</p>	<p>No</p>

<p>Members at which a quorum is present.</p> <p>A Director is not entitled to submit to the Association a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose.</p>	<p>A Director is not entitled to submit to the Association a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose.</p> <p>The office of a Director shall be automatically vacated if they no longer meet the qualifications required to be a Director as set out in the Act or this By-Law or if they miss more than three (3) consecutive meetings of the Board.</p>	<p>automatically removed from the board.</p> <p>Language has been added to provide that a director that misses three consecutive board meetings will be automatically removed from the board.</p>	
<b>Section 4.06 Remuneration of directors</b>			
<p>Directors, as such, shall receive no stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable remuneration for</p>	<p>Directors, as such, shall receive no stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable remuneration for such services.</p>	<p>The term “designated Officers” was used in the current By-Law. This has been replaced with “Officers” in the draft By-Law, as designated Officer is not a defined term.</p>	

such services.			
<b>Section 5.01 Place of meetings</b>			
Meetings of the Board may be held at the head office of the Association or at any other place within or outside of Canada, as the Board may determine.	Subject to compliance with the Act, Meetings of Directors may be held at any place within Canada or, if the Board so determines, outside Canada. Meetings may also be held virtually, using any platform or technology that allows members to participate and vote remotely, provided that all Directors are able to access and participate in the meeting in real-time.	Language has been added to confirm that meetings of the board may be held by electronic means.	No
<b>Section 5.03 Notice of meeting</b>			
Unless sent by mail, forty-eight (48) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 8.01 of this by-law not less than fourteen (14) days before the meeting is to take place. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.	Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Association not less than 3 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law	This section has been amended to provide for three days notice of a board meeting, instead of 48 hours, to clarify that directors can waive notice and to reflect that notice of the business to be considered is required for certain matters as set out in the Canada Not-for-Profit Corporations Act.	No

	otherwise provides, 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.		
<b>Section 5.09 Voting</b>			
Each Director is authorized to exercise one (1) vote. Unless otherwise provided by this by-law, every question before the Board shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the past chairperson of the meeting shall have the right to exercise a casting vote in order to break the tie. The past chairman will have to always be a voting Director and so needs to be elected by the membership.	Each Director is authorized to exercise one (1) vote. Unless otherwise provided by this By-law, every question before the Board shall be decided by Ordinary Resolution. In case of an equality of votes, the Chair of the meeting shall have the right to exercise a casting vote in order to break the tie.	Language of provision changed to provide for an “Ordinary Resolution” (the term in the Act) instead of a majority of votes – this does not change the number of votes required.  Instead of the Past-Chair having a casting vote, this has been updated to provide for the Chair to break a tie instead.	No
<b>Section 6.01 Description of Officers</b>			
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	Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if Officers are appointed, shall have	Changing “Corporation” to “Association.”	No

powers associated with their positions:	the following duties and powers associated with their positions:		
Treasurer: If appointed, the treasurer must be a Director and shall have such powers and duties as the Board may specify.	Deleted.	The role of the Treasurer has been deleted from the By-Laws as the Association does not typically appoint a Treasurer. Note that this does not preclude the Association from appointing a Treasurer if desired, as the general language of Section 6.01 allows for appointment of Officers not listed.	No
Two or more offices may be held by the same person.	Deleted	This has been deleted as the listed officers are now such that one person should not hold two of those offices. Note that this does not preclude the Association from giving any Officer an additional Officer role, if desired.	No
<b>Section 6.02 Term of office</b>			
Each Officer shall take office upon appointment by the Board and shall serve for one (1) year or until his/her successor is duly appointed by the Board.	Each Officer shall take office upon appointment by the Board and shall serve for one (1) year or until their successor is duly appointed by the Board.	Changed to use “their” instead of “his/her”.	No
<b>Section 6.03 Resignation or removal</b>			
Any Officer may be removed by the Board whenever, in its judgment, the best interest of the Association will be	Any Officer may be removed by the Board whenever, in its judgment, the best interest of the Association will be served. An Officer may resign at	Change “President” to “President and CEO”.	No

<p>served. An Officer may resign at any time by giving written notice to the Chair or the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent.</p>	<p>any time by giving written notice to the Chair or the President &amp; CEO. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent.</p>		
<b>Section 7.01 Divisions</b>			
<p>The Board may establish local divisions with powers to carry out local programs consistent with the purposes of the Association. The Board may regulate, reorganize, combine, divide, or discontinue any division.</p>	<p>A Regional Division is unit of the Association established to represent the Association and its Members within a specific geographic area by delivering local programs and activities. Regional Divisions may be established by the Board to further the Association's mission and provide for local engagement of Members. Regional Divisions' activities shall be aligned with national objectives and in compliance with by-laws and policies as appropriate. The Board shall have the authority to establish, combine, regulate or disband Regional Divisions. The President &amp; CEO shall be responsible for oversight and management of Regional Divisions.</p>	<p>This provision has been amended to provide further clarity on role of divisions and authorities in respect of divisions.</p>	<p>No</p>
<b>Section 7.02 Committees and Councils</b>			
<p>*New* Not in current By-Law.</p>	<p>The Board may establish, from time to time, committees and/or councils with powers to carry out programs</p>	<p>This provision has been added to confirm the board's authority to</p>	<p>No</p>

	and activities consistent with the purposes of the Association. Any such committee or council may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may regulate, reorganize, combine, divide, or discontinue any committee or council.	establish committees and how committees make rules and are regulated.	
<b>Section 8.02 Mediation and arbitration</b>			
*New* Not in current By-Law.	Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.	This provision has been added to set out how disputes between parties involved with the corporation will be resolved.	No
<b>Section 8.03 Dispute resolution mechanism</b>			
*New* Not in current By-Law.	In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Association arising out of or related to the Articles, the By-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee members, employees or	This provision has been added to set out how disputes between parties involved with the corporation will be resolved.	No

	<p>volunteers of the Association as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:</p> <p>a) The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.</p> <p>b)The number of mediators may be reduced from three to one or two upon agreement of the parties.</p> <p>c)If the parties are not successful in resolving the dispute through mediation or if the parties agree to forego mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the</p>		
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	<p>registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that 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 shall not be subject to appeal on a question of fact, law or mixed fact and law.</p> <p>All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.</p>		
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