

AIC By-Law No. 1 – Amendments and Rationale – Motions 6 and 7

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>5.10 Expulsion of Members. Any Member may be expelled from the Institute by an affirmative vote of two-thirds (2/3) of the Board present at a meeting thereof. A Member who has been removed from membership pursuant to this section may appeal the decision of the Board in accordance with rules established, from time to time, by the Board, unless an appeal has already been heard in the matter by a committee established by the Board. During the appeal process, the Members’ register shall continue to show the Member to be a Member in Good Standing of the Institute.</p>	<p>5.10 Expulsion Discipline of Members. Any Member may be expelled from the Institute by an affirmative <u>By a</u> vote of two-thirds (2/3) of the Board<u>directors</u> present at a meeting thereof. A Member who has been removed from membership pursuant to this section may appeal the decision of the Board in accordance with rules established, from time to time, by the Board, unless an appeal has already been heard in the matter by a committee established by the Board. During the appeal process, the Members’ register shall continue to show the Member to be a Member in Good Standing of the Institute. <u>of the Board, the Board shall have authority to discipline, suspend or expel any Member from the Institute for any one or more of the following grounds:</u></p> <p><u>a) violating any provision of the Articles, by-laws, Code of Conduct or written policies of the Institute;</u></p> <p><u>b) carrying out any conduct which may be detrimental to the Institute as determined by the Board;</u></p> <p><u>c) for any other reason that the Board considers to be reasonable, having regard to the purpose of the Institute.</u></p> <p><u>In the event that the Board determines that a Member should be expelled or suspended from membership in the Institute, the President, or such other Officer as may be designated by the</u></p>	<p>5.10 Discipline of Members. By a vote of 2/3 of the directors present at a meeting of the Board, the Board shall have authority to discipline, suspend or expel any Member from the Institute for any one or more of the following grounds:</p> <p>a) violating any provision of the Articles, by-laws, Code of Conduct or written policies of the Institute;</p> <p>b) carrying out any conduct which may be detrimental to the Institute as determined by the Board;</p> <p>c) for any other reason that the Board considers to be reasonable, having regard to the purpose of the Institute.</p> <p>In the event that the Board determines that a Member should be expelled or suspended from membership in the Institute, the President, 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 suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by President, the</p>

	<p><u>Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by President, 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 Institute. 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.</u></p> <p><u>Nothing in this Section 5.10 is intended to derogate from regulations and policies of the Institute.</u></p>	<p>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 Institute. 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> <p>Nothing in this Section 5.10 is intended to derogate from regulations and policies of the Institute.</p>
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RATIONALE: The Canada Not-for-Profit Corporations Act (the “Act”) requires that where the board has the authority to discipline or expel a member, the By-Laws must set out the “circumstances and the manner” in which this decision must be made. (Section 158.)

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>6.9 Voting Procedure. Every question submitted to a meeting of the Members shall be voted on in the first instance by a voice vote. Any Voting Member can then demand a standing vote and that proxy votes be counted and added to the standing vote for any vote being brought before the meeting which shall include motions made from the floor.</p>	<p>6.9 Voting Procedure. Every question submitted to a meeting of the Members shall be voted on in the first instance by a voice vote <u>or show of hands (which does not exclude voting by electronic means in accordance with Section 6.12) , unless a ballot is requested by a Voting Member in which case the vote shall be held by ballot</u>. Any Voting Member can then demand a standing vote and that proxy votes be counted and added to the standing vote for <u>by ballot either before or after</u> any vote being brought before the meeting which shall include motions made from the floor <u>by voice or show of hands</u>.</p>	<p>6.9 Voting Procedure. Every question submitted to a meeting of the Members shall be voted on in the first instance by a voice vote or show of hands (which does not exclude voting by electronic means in accordance with Section 6.12) , unless a ballot is requested by a Voting Member in which case the vote shall be held by ballot. Any Voting Member can demand a vote by ballot either before or after any vote by voice or show of hands.</p>

RATIONALE: The Act provides that voting shall be by a show of hands unless a member “demands” a ballot, in which case a ballot is required. The Act provides that a member entitled to vote may demand this ballot before or after a show of hands. This language reflects the requirements of the Act on this point. (Sections 165 (1) and (2)).

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>6.12 Mail Ballots, E-Mail Ballots or Electronic Voting. Where permitted by and subject to the requirements of the Act, the Board may enact regulations to permit and authorize the use of mail ballots, e-mail ballots or electronic voting.</p>	<p>6.12 Mail Ballots, E-Mail Ballots or Electronic Voting. Where permitted by and subject to the requirements of the Act, the Board may enact regulations to permit and authorize the use of mail ballots, e-mail ballots or electronic voting.</p>	
<p>RATIONALE: The Act only permits the members to make decisions in two ways: (1) at a meeting of the members; or (2) by a resolution in writing signed by all members entitled to vote. (Section 166(1)).</p> <p>Email voting is not permitted by the Act, so this provision has been deleted. Voting by electronic ballot has been added to the provision on absentee voting.</p>		

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>6.15 Pursuant to Section 171(1) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:</p> <p>a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;</p> <p>b. a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:</p> <p>i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or</p> <p>ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.</p>	<p>6.14 <u>Absentee Voting.</u> Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Institute has a system that:</p> <p>i. <u>enables the votes to be gathered in a manner that permits their subsequent verification, and</u></p> <p>ii. <u>permits the tallied votes to be presented to the Institute without it being possible for the Institute to identify how each Member voted.</u></p> <p>6.15 Pursuant to Section 171(1) of the Act<u>In addition</u>, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:</p> <p>a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;</p> <p>b. a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:</p>	<p>6.14 <u>Absentee Voting.</u> Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Institute has a system that:</p> <p>i. enables the votes to be gathered in a manner that permits their subsequent verification, and</p> <p>ii. permits the tallied votes to be presented to the Institute without it being possible for the Institute to identify how each Member voted.</p> <p>In addition, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:</p> <p>a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;</p> <p>b. a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:</p>

<p>c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;</p> <p>d. if a form of proxy is created by a person other than the Member, the form of proxy shall: i. indicate, in bold-face type,</p> <p>A. the meeting at which it is to be used, B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and C. instructions on the manner in which the Member may appoint the proxyholder, ii. contain a designated blank space for the date of the signature, iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder, iv. provide a means for the Member to specify that the Membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other</p>	<p>i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or</p> <p>ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.</p> <p>c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;</p> <p>d. if a form of proxy is created by a person other than the Member, the form of proxy shall:</p> <p>i. indicate, in bold-face type,</p> <p>A. the meeting at which it is to be used, B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and C. instructions on the manner in which the Member may appoint the proxyholder, ii. contain a designated blank space for the date of the signature,</p>	<p>i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or</p> <p>ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.</p> <p>c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;</p> <p>d. if a form of proxy is created by a person other than the Member, the form of proxy shall:</p> <p>i. indicate, in bold-face type,</p> <p>A. the meeting at which it is to be used, B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and C. instructions on the manner in which the Member may appoint the proxyholder,</p>
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<p>than the appointment of a public accountant and the election of directors,</p> <p>v. provide a means for the Member to specify that the Membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and</p> <p>vi. state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the Membership is to be voted accordingly;</p> <p>e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;</p> <p>f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and</p> <p>g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to</p>	<p>iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,</p> <p>iv. provide a means for the Member to specify that the Membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,</p> <p>v. provide a means for the Member to specify that the Membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and</p> <p>vi. state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the Membership is to be voted accordingly;</p> <p>e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;</p>	<p>ii. contain a designated blank space for the date of the signature,</p> <p>iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,</p> <p>iv. provide a means for the Member to specify that the Membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,</p> <p>v. provide a means for the Member to specify that the Membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and</p> <p>vi. state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the Membership is to be voted accordingly;</p> <p>e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type,</p>
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<p>matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.</p> <p>Pursuant to Section 197(1) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution of each class of Members) is required to make any amendment to the articles or By-law of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.</p>	<p>f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and</p> <p>g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.</p> <p>Pursuant to Section 197(1) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution of each class of Members) is required to make any amendment to the articles or By-law of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.</p>	<p>how the proxyholder is to vote the Membership in respect of each matter or group of related matters;</p> <p>f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and</p> <p>g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.</p> <p>Pursuant to Section 197(1) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution of each class of Members) is required to make any amendment to the articles or By-law of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.</p>
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RATIONALE: As the old provision on electronic ballots was deleted, it has been added to the section on absentee voting so members can still vote by this method. The language reflects the requirements of the Act and its regulations.

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>7.2 Composition and Election. The Board shall consist of not less than ten (10) but not more than twenty (20) directors, who shall be Voting Members. The directors shall be elected by the Voting Members at an annual meeting of Members as follows:</p> <p>a) Each Affiliated Association with less than 10% of the Corporation’s membership shall be entitled to nominate one (1) director nominee for election to the Board and such director nominee shall be elected to the Board by the Voting Members.</p> <p>b) Each Affiliated Association with 10% to 30% of the Corporation’s membership shall be entitled to nominate two (2) director nominees for election to the Board and such director nominees shall be elected to the Board by the Voting Members.</p> <p>c) Each Affiliated Association with more than 30% of the Corporation’s membership shall be entitled to nominate three (3) director nominees for election to the Board and such director nominees shall be elected to the Board by the Voting Members.</p> <p>d) The Nominating Committee shall nominate the Past-President as a director nominee for election to the Board and such</p>	<p>7.2 Composition and Election. The Board shall consist of not less than ten (10) but not more than twenty (20) directors, who shall be Voting Members. The directors<u>directors following nominees</u> shall be elected by put before the Voting Members <u>for consideration</u> at an annual meeting of Members as follows:</p> <p>a) Each Affiliated Association with less than 10% of the Corporation’s membership shall be entitled to nominate one (1) director nominee for election to the Board and such director nominee shall be elected to the Board by the Voting Members.</p> <p>b) Each Affiliated Association with 10% to 30% of the Corporation’s membership shall be entitled to nominate two (2) director nominees for election to the Board and such director nominees shall be elected to the Board by the Voting Members.</p> <p>c) Each Affiliated Association with more than 30% of the Corporation’s membership shall be entitled to nominate three (3) director nominees for election to the Board and such director nominees shall be elected to the Board by the Voting Members.</p> <p>d) The Nominating Committee shall nominate the Past-President as a director nominee for election to the Board and such director nominee</p>	<p>7.2 Composition and Election. The Board shall consist of not less than ten (10) but not more than twenty (20) directors, who shall be Voting Members. The following nominees shall be put before the Voting Members for consideration at an annual meeting of Members as follows:</p> <p>a) Each Affiliated Association with less than 10% of the Corporation’s membership shall be entitled to nominate one (1) director nominee for election to the Board.</p> <p>b) Each Affiliated Association with 10% to 30% of the Corporation’s membership shall be entitled to nominate two (2) director nominees for election to the Board.</p> <p>c) Each Affiliated Association with more than 30% of the Corporation’s membership shall be entitled to nominate three (3) director nominees for election to the Board.</p> <p>d) The Nominating Committee shall nominate the Past-President as a director nominee for election to the Board.</p> <p>e) The membership of the Institute and each Affiliated Association shall be established at December 31 in the year prior to the Annual General Meeting of the Institute.</p>

<p>director nominee shall be elected to the Board by the Voting Members.</p> <p>e) The membership of the Institute and each Affiliated Association shall be established at December 31 in the year prior to the Annual General Meeting of the Institute.</p> <p>f) For determining the percentage of Members that belong to each Affiliated Association, only members with the status of active voting Members shall constitute the membership of each Affiliated Association.</p>	<p>shall be elected to the Board by the Voting Members.</p> <p>e) The membership of the Institute and each Affiliated Association shall be established at December 31 in the year prior to the Annual General Meeting of the Institute.</p> <p>f) For determining the percentage of Members that belong to each Affiliated Association, only members with the status of active voting Members shall constitute the membership of each Affiliated Association.</p>	<p>f) For determining the percentage of Members that belong to each Affiliated Association, only members with the status of active voting Members shall constitute the membership of each Affiliated Association.</p>
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RATIONALE: The members of a corporation must elect the directors at the annual meeting (Section 128(3)) and cannot be required to elect an individual selected by another body. This language reflects this requirement.

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>7.6 Vacancies. In the event of any vacancy however caused occurring in the Board, such vacancy may be filled for the remainder of the term by a qualified individual by ordinary resolution by the remaining directors. Any director elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy. The directors then in office shall call a special meeting of members to fill the vacancy.</p>	<p>7.6 Vacancies. In the event of any <u>Subject to the Act, a quorum of the Board may fill a</u> vacancy however caused occurring in the Board, such vacancy may be filled for the remainder of the term by a qualified individual by ordinary resolution by the remaining directors<u>except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the number or minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting.</u> Any director elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.The directors then in office shall call a special meeting of members to fill the vacancy.</p>	<p>7.6 Vacancies. Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the number or minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting. Any director elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.</p>
<p>RATIONALE: The Act puts limits on when the board of directors can fill a vacancy on the board and does not allow the board to fill a vacancy where the number of directors was increased or where there was a failure to elect sufficient directors at the annual meeting. This language has been updated to reflect this requirement. (Section 132.)</p>		

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>7.9 Voting</p> <p>(a) Each member of the Board shall have one (1) vote at Board meetings.</p> <p>(b) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.</p> <p>(c) Voting on Board motions may be undertaken by electronic means. A majority of the directors is needed to approve the undertaking of electronic voting.</p>	<p>7.9 Voting</p> <p>a) Each member of the Board shall have one (1) vote at Board meetings.</p> <p>b) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.</p> <p>c) Voting on Board motions may be undertaken by electronic means. A majority of the directors is needed to approve the undertaking of electronic voting. <u>No person shall act for an absent director at meetings of the Board and directors cannot vote by proxy at meetings of the Board.</u></p> <p>d) <u>A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of directors or committee of directors.</u></p>	<p>7.9 Voting</p> <p>a) Each member of the Board shall have one (1) vote at Board meetings.</p> <p>b) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.</p> <p>c) No person shall act for an absent director at meetings of the Board and directors cannot vote by proxy at meetings of the Board.</p> <p>d) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of directors or committee of directors.</p>
<p>RATIONALE: The Act only permits the board to make decisions in two ways: (1) at a meeting of the board; or (2) by a resolution in writing signed by all directors entitled to vote. (Section 140(1)). Email voting is not permitted, so it has been deleted. A section has also been added to provide that a director cannot send a substitute or vote by proxy, as both are precluded by the Act. (Section 126(3)).</p>		

CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p align="center">ARTICLE 11 DISCIPLINE</p> <p>11.1 A Member may be disciplined for failing to comply with the Code of Conduct. Discipline shall be in accordance with the disciplinary process established by the Board and amended by resolution.</p>	<p align="center">ARTICLE DISCIPLINE</p> <p>11.1 A Member may be disciplined for failing to comply with the Code of Conduct. Discipline shall be in accordance with the disciplinary process established by the Board and amended by resolution.</p>	
<p>RATIONALE: Deleted as member discipline is now addressed in Section 5.10 of the By-Law.</p>		
CURRENT WORDING	PROPOSED AMENDMENTS	IF ADOPTED, WILL READ
<p>16.2 For the purpose of subsection 1, any Member or Members in Good Standing may propose any new amendment to the By-laws by notice in writing to the Board not less than ninety (90) days prior to the annual meeting.</p>	<p>16.2 For the purpose of subsection 1, any Member or Members in Good Standing may propose any new amendment to the By-laws by notice in writing to the Board not less than ninety (90) days prior to the annual meeting.</p> <p><u>15.2 Any Member or Members in Good Standing may propose an amendment to the By-laws by submitting a proposal to the Institute in accordance with the Act.</u></p>	<p>15.2 Any Member or Members in Good Standing may propose an amendment to the By-laws by submitting a proposal to the Institute in accordance with the Act.</p>
<p>RATIONALE: The Act allows a member to submit a proposal regarding a by-law amendment for inclusion on the agenda of a meeting of members (Section 152(6)) and sets out specific rules and requirements for same. The old language did not require the board to put forward a by-law amendment submitted by a member, so it has been replaced with the proposal system.</p>		