

PEAC BYLAWS

2013 rev. 2020



Bylaws relating generally to the conduct of the affairs of Physiotherapy Education Accreditation Canada (the "Corporation")

BE IT ENACTED as bylaws of the Corporation as follows:

1.0 GENERAL

1.1 Definitions

In these bylaws and all other bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "**director**" means a member of the board;

"**bylaw**" means these bylaws and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "**special meeting of members**" 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;

"**member**" is a member of the Corporation;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of these bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the executive director of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation 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 person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

1.5 Financial Year

The financial year end of the Corporation shall be December 31 in each year.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of

it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.7 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 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 along with a notice informing the member of the procedure for obtaining a copy of the documents themselves 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.

2.0 MEMBERSHIP

2.1 Membership Conditions

There shall be one class of members in the Corporation, being ordinary members. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

Membership terminates when a member ceases to be a director, other than in circumstances where such member's term as a director ends at an Annual

Meeting pursuant to Section 4.4 and such member is re-appointed as a director at the same Annual Meeting.

2.3 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

2.5 Membership Dues

There shall be no dues payable by members for membership in the corporation.

2.6 Termination of Membership

A membership in the Corporation is terminated when:

- i. the member dies;
- ii. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- iii. the member is expelled in accordance with the Discipline of Members section or is otherwise terminated in accordance with the articles or bylaws;
- iv. the member's term of membership expires; or

- v. the Corporation is liquidated or dissolved under the Act.

2.7 Effect of Termination of Membership

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.

2.8 Discipline of Members

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, bylaws, or written policies of the Corporation;
- ii. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, 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 the 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 Corporation. 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.

2.9 Proposals Nominating Directors at Annual Members' Meetings

The Governance Committee appointed by the board shall be responsible for soliciting nominations of individuals who are qualified to be directors and for preparing a slate for their election for consideration by the board.

3.0 MEETINGS OF MEMBERS

3.1 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by consensus of the members.

3.2 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.3 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority 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.

3.4 Votes to Govern at Members' Meetings

At any meeting of members every motion shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the motions. 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 motion shall be lost.

3.5 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all 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 telephonic, electronic or other communication facility 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 these bylaws, any person

participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.6 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.0 DIRECTORS

4.1 Number of Directors

The articles shall provide for a minimum and maximum number of directors. The board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

4.2 Directors' Responsibilities

The board of directors shall be accountable to the members. The board of directors shall supervise, control, and direct the affairs and business of the Corporation. The board shall appoint the executive director and shall delegate to such person the responsibility and accompanying authority for the management of the Corporation. The board may remove the executive director from office.

4.3 Executive Director

The board shall from time to time appoint an executive director who shall be the chief executive officer of the Corporation and shall be responsible for such duties and responsibilities as are determined by the board, including implementing the strategic plans and policies of the Corporation. The executive director shall be entitled to receive notice of all board and committee meetings, to receive all materials relating to any board and committee meetings, and to attend and to participate at all meetings of the board and of

all board committees, save and except as may relate to her/his position as executive director. The executive director shall serve as the secretary of all meetings of the board, members and committees of the board. The executive director shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the executive director shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the executive director, in collaboration with the Director of Finance, shall keep full and accurate accounts of all the assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation; the executive director shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

4.4 Term of Office of Directors

The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. Directors may be elected for a maximum of three terms, not exceeding nine consecutive years as director.

Notwithstanding anything contained in these bylaws, if a director is appointed to hold an office, the director's term shall be extended to include the full term of office as provided in these bylaws.

5.0 MEETINGS OF DIRECTORS

5.1 Calling of Meetings of Board of Directors

Meetings of the board may be called by the president of the board, the president-elect of the board or any two (2) directors at any time.

5.2 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 2.3 of these bylaws to every director of the Corporation not less than 7 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. 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.

5.3 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every motion shall be decided by a majority of the votes cast on the motion. In case of an equality of votes, the motion shall be lost.

5.4 Committees of the Board of Directors

The board shall, by resolution or by approved terms of reference, appoint as often as may be required, and from its number a Governance Committee consisting of at least one (1) director and the executive director. The Governance Committee is responsible for soliciting nominations of individuals who are qualified to be directors and for recommending to the board a slate of nominees to serve as directors. The board may from time to time prescribe such compositional or representational requirements as the Governance Committee shall consider in soliciting nominations and recommending a slate of nominees.

The board shall receive the director nominee recommendations for consideration from the Governance Committee.

The board may from time to time, by resolution or by approved terms of reference, appoint any other committee or advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

6.0 OFFICERS

6.1 Appointment of Officers

The officers of the Corporation shall be the president, president-elect OR past-president, and the director of finance. The officers shall be appointed by the board from among themselves. A director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

6.2 Description of Offices

Unless otherwise specified by the members (who may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated with their positions:

President – The president of the board shall be a director. The president of the board shall, when present, serve as chair of the board, and preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify. The president shall be responsible for such duties and responsibilities of the executive director in the absence or disability of the executive director;

President-Elect/Past-President – The president-elect and past-president of the board shall be directors. If the president of the board is absent or is unable or refuses to act, the president-elect or past president of the board shall, when present, preside at all meetings of the board of directors and of the members. The president-elect or past president shall have such other duties and powers as the board may specify.

Director of Finance – The director of finance shall be a director. The director of finance shall supervise and scrutinize the financial processes of the Corporation and in collaboration with the executive director, render to the Board of Directors when required an accounting of the transactions of the Corporation and a statement of the financial position of the Corporation. The director of finance shall have such powers and duties as the board may specify.

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 executive director requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.3 Term of Office

Officers shall hold their positions in accordance with the terms set out below:

President – the president shall serve a term of two years as president;

President-Elect – the president-elect shall serve a term of one year as president-elect;

Past-President – the past-president shall serve a term of one year as past-president;

Director of Finance – the director of finance shall serve a term of three years as director of finance. The director of finance may be re-appointed by the board to serve a maximum of two additional consecutive terms of three years to a maximum of nine consecutive years.

For greater clarity, a director who is appointed as president-elect shall ordinarily serve a one year term as president-elect, followed by a two year term as president, and followed by a one year term as past president, for a total term of four consecutive years.

6.4 Vacancy in Office

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 earlier of:

- i. the officer's successor being appointed,
- ii. the officer's resignation,
- iii. such officer ceasing to be a director (if a necessary qualification of appointment) or
- iv. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.0 NOTICES

7.1 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to 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:

- i. if delivered personally to the person to whom it is to be given or if 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 by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iv. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The executive director 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 executive director to be reliable. The declaration by the executive director that notice has been given pursuant to 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, type-written or printed or partly written, stamped, type-written or printed.

7.2 Invalidity of any Provisions of these Bylaws

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws.

7.3 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, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the 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.

8.0 EFFECTIVE DATE

8.1 Bylaws and Effective Date

The board of directors may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw,

amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.