

DRAFT Articles of Continuance & Bylaw
December 2013

Current name of the corporation

EDITORS' ASSOCIATION OF CANADA
ASSOCIATION CANADIENNE DES RÉVISEURS

If a change of name is requested, indicate proposed corporate name

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Corporation number

[To be inserted on submission to Corporations Canada]

The province or territory in Canada where the registered office is situated

Ontario

Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number 5

Maximum number 19

Statement of the purpose of the corporation

The Editors' Association of Canada is a membership organization whose core purpose is to support and advance the interests of editors and excellence in editing.

Restrictions on the activities that the corporation may carry on, if any

None

The classes, or regional or other groups, of members that the corporation is authorized to establish

The Corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

The Corporation may establish branches by resolution of the members.

Statement regarding the distribution of property remaining on liquidation

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.

Additional provisions, if any

See Schedule 1 – Bylaw No. 1

DRAFT Schedule 1

<p>BYLAW NO. 1</p> <p>A bylaw relating generally to the conduct of the affairs of the EDITORS' ASSOCIATION OF CANADA / ASSOCIATION CANADIENNE DES RÉVISEURS ("the Association")</p>	<p>ANNOTATIONS</p> <p>Most of the clauses in this draft bylaw are drawn from a "Bylaw Builder" document (made available by Corporations Canada), which supplies recommended clauses and information about allowable alternatives. Some of the clauses have been amended by drawing on wording in EAC's current constitution or wording suggested by EAC's lawyer.</p>
<p>TABLE OF CONTENTS</p> <p>Section 1 — General Section 2 — Membership Section 3 — Meetings of Members Section 4 — Directors Section 5 — Meetings of Directors Section 6 — Officers Section 7 — Remuneration and Indemnification Section 8 — Branches Section 9 — Notices Section 10 — Enactment and Amendment of Bylaws</p>	<p>Legend for Annotations</p> <p>Act <i>Canada Not-for-profit Corporations Act 2009</i> BB Bylaw Builder PDF provided by Corporations Canada EAC EAC Constitution of 1994–2011 Lawyer Retained by EAC to advise on compliance with new Act Reg <i>Canada Not-for-profit Corporations Regulations 2011</i></p>
<p>Be it enacted as a bylaw of the Association as follows:</p>	
<p>SECTION 1 — General</p>	
<p>1.01 Definitions</p> <p>In this bylaw and all other bylaws of the Association, unless the context otherwise requires:</p> <ol style="list-style-type: none"> a) "Act" means the <i>Canada Not-for-profit Corporations Act S.C. 2009, c.23</i> including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time; b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association; c) "bylaw" means this bylaw and any other bylaw of the Association as amended and which are, from time to time, in force and effect; d) "executive council" means the board of directors of the Association and "director" means a member of the executive council; e) "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; f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; g) "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act; 	<p>Sources: BB p. 1</p>

<p>h) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time; and</p> <p>i) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.</p>	
<p>1.02 Interpretation In the interpretation of this bylaw, 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.</p> <p>Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.</p>	<p>Sources: BB pp. 1–2</p>
<p>1.03 Corporate Seal The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Association. The secretary of the Association shall be the custodian of the corporate seal.</p>	<p>Sources: BB p. 2</p>
<p>1.04 Execution of Documents 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 Executive Council 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 (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.</p>	<p>Sources: BB p. 2</p>
<p>1.05 Financial Year End The financial year end of the Association shall be December 31 or as may be otherwise determined by the Executive Council by resolution.</p>	<p>Sources: BB pp. 2–3 Lawyer</p>
<p>1.06 Banking Arrangements The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Executive Council 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 Association and/or other persons as the Executive Council may by resolution from time to time designate, direct or authorize.</p>	<p>Sources: BB p. 3</p>
<p>1.07 Borrowing Powers The directors of the Association may, without authorization of the members,</p> <ul style="list-style-type: none"> 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 Association, owned or subsequently acquired, to secure any debt obligation of the Association. 	<p>Sources: BB pp. 3–4</p>

<p>1.08 Annual Financial Statements The Association’s annual financial statements shall be made available to members. 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 on the Association website and at the registered office of the Association and that any member may, on request, obtain a copy free of charge at the registered office or by mail.</p>	<p>Sources: BB p. 4</p>
<p>1.09 Public Accountant At each annual general meeting, the members shall appoint a public accountant in accordance with Part 12 of the Act to serve as auditor of the Association.</p>	<p>Sources: Act, Part 12 (Public Accountant) EAC s. 8.1 Lawyer</p>
<p>SECTION 2 — Membership</p>	
<p>2.01 Membership Conditions Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available only to individuals who (a) are interested in furthering the Association’s purposes; and (b) have applied for and been accepted into membership in the Association by resolution of the Executive Council or in such other manner as may be determined by the Executive Council. 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 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).</p>	<p>New approach recommended by the Governance Task Force. In this approach, all members can vote; and there is a separate category of relationships called “affiliates” that are not technically members of the association. Affiliates do not need to be described in the bylaw because they are not members, but a separate policy would describe this relationship.</p> <p>This clause is still under discussion.</p> <p>Sources: BB p. 4</p>
<p>2.02 Membership Transferability A membership may only be transferred to the Association. 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.</p>	<p>Sources: BB p. 6</p>
<p>2.03 Membership Fees Membership fees shall be such amounts as the Executive Council may from time to time determine, provided that no changes shall become effective unless approved by the members by ordinary resolution. Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members’ term of membership shall expire.</p>	<p>Sources: BB p. 10 EAC s. 2.4 Lawyer</p>
<p>2.04 Termination of Membership A membership in the Association is terminated when:</p> <ul style="list-style-type: none"> a) the member dies or resigns; b) the member ceases to meet the qualifications required for membership; c) the member is expelled in accordance with section 2.05 or their membership is otherwise terminated in accordance with the articles or bylaws; d) the member’s term of membership expires; or 	<p>Sources: BB pp. 10–11 EAC ss. 2.5, 2.6 Lawyer</p>

<p>e) the Association is liquidated and dissolved under the Act.</p> <p>Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.</p>	
<p>2.05 Discipline of Members</p> <p>The Executive Council 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"> a) violating any provision of the articles, bylaws, or written policies of the Association; b) carrying out any conduct which may be detrimental to the Association as determined by the Council; c) for any other reason that the Council considers to be reasonable, having regard to the purpose of the Association. <p>In the event that the Executive Council determines, by a unanimous vote at a meeting called for the purpose of considering the question, that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the Executive Council, 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 Executive Council, 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 Executive Council, 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 Executive Council 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 Executive Council's decision shall be final and binding on the member, without any further right of appeal.</p>	<p>Sources: BB p. 11 EAC s. 2.6</p>
<p>2.06 Ratification of Scale Agreements</p> <p>It shall be the right of every voting member of the Association to participate in a ratification vote, by mail-in vote or vote at AGM, on any scale agreement or schedule that affects him or her.</p>	<p>This clause is in the current EAC constitution as a requirement of the federal <i>Status of the Artist Act</i>, under which EAC obtained (limited) certification to represent editors as creators of certain kinds of works (e.g. anthologies).</p> <p>Sources: EAC s. 6.10 Minutes, EAC 2001 AGM</p>

<p>SECTION 3 — Meetings of Members</p>	
<p>3.01 Notice of Meeting of Members Notice of the time and place of a meeting of members shall be given by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, 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.</p> <p>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 Association to change the manner of giving notice to members entitled to vote at a meeting of members.</p>	<p>Minimum of 21 days' notice is mandatory under the new Act. (Current EAC constitution requires only 14.)</p> <p>Final paragraph is mandatory.</p> <p>Sources: BB pp. 6–7 Act s. 162 (1) Reg. 63</p>
<p>3.02 Members Calling a Members' Meeting The Executive Council shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Executive Council does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.</p>	<p>Under the new Act, the requisition threshold must be 5% (as here) or less. The 21-day deadline is mandatory.</p> <p>Sources: BB pp. 7–8 Act s. 167 Reg. 72</p>
<p>3.03 Proposals Nominating Directors at Annual Members' Meetings A member entitled to vote at an annual meeting of members may submit to the Association notice of any matter that the member proposes to raise at the meeting. Subject to the Regulations under the Act, any such proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.</p>	<p>Under the new Act, the proposal threshold must be 5% (as here) or less.</p> <p>Sources: BB p. 12 Act s. 163 (1) & (5) Reg. 65</p>
<p>3.04 Cost of Publishing Proposals for Annual Members' Meetings The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.</p>	<p>Sources: BB p. 12 Act s. 163 (2), (3) & (4) Reg 64</p>
<p>3.05 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 the Executive Council or, if all of the members entitled to vote at such meeting so agree, outside Canada.</p>	<p>Sources: BB p. 12</p>
<p>3.06 Persons Entitled to be Present at Members' Meetings The only persons entitled to be present at a meeting of members shall be members of the Association, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or bylaws 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 by resolution of the members.</p>	<p>Sources: BB pp. 12–13</p>
<p>3.07 Chair of Members' Meetings In the event that the president, president elect and past president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.</p>	<p>Sources: BB p. 13</p>

<p>3.08 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 double the number of directors present plus one. 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>Sources: BB p. 13 Task force recommendation</p>
<p>3.09 Conduct of Members’ Meetings Meetings shall be conducted according to Robert’s Rules of Order provided that, in the event of a conflict between such Rules of Order and one or more provisions of the Act, the Articles or the Bylaws, the provisions of the Act, the Articles or the Bylaws shall prevail.</p>	<p>Sources: EAC s. 6.7 Lawyer</p>
<p>3.10 Votes to Govern at Members’ Meetings At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands or on a ballot or on the results of electronic voting or on the combination of these, the chair of the meeting in addition to an original vote shall have a second or casting vote.</p>	<p>Traditional EAC practice is that the chair does not vote at all <i>except</i> when there is a tie. However, EAC’s lawyer suggests that the chair has statutory obligations as a director and should not be forced to abstain from voting.</p> <p>Sources: BB pp. 13–14 Lawyer</p>
<p>3.11 Absentee Voting at Members’ Meetings Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing 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> <ul style="list-style-type: none"> a) a proxy must be in writing and executed by the voting member, and is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment; and b) a member may revoke a proxy by depositing a notice in writing signed by the member (i) at the registered office of the Association no later than the last business day preceding the day of the meeting at which the proxy is to be used, or (ii) with the chair of the meeting on the day of the meeting. <p>Alternatively, a member may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has implemented a system that</p> <ul style="list-style-type: none"> c) enables the votes to be gathered in a manner that permits their subsequent verification, and d) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted. <p>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 Association to change this method of voting by members not in attendance at a meeting of members.</p>	<p>If no provision on absentee voting is included at all, then absentee voting is prohibited under the Act.</p> <p>Final paragraph is mandatory.</p> <p>Sources: BB pp. 8–10 Reg 74 Lawyer</p>
<p>3.12 Participation by Electronic Means at Members’ Meetings If the Association chooses to make available a telephonic, electronic or</p>	<p>Sources: BB p. 14</p>

<p>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 the bylaw, 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 communication facility that the Association has made available for that purpose.</p>	<p>Act s. 159 (4)</p>
<p>3.13 Members' Meeting Held Entirely by Electronic Means If the directors or members of the Association 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.</p>	<p>Sources: BB p. 14 Act s. 159 (5) Recommendation of task force</p>
<p>SECTION 4 — Directors</p>	
<p>4.01 Qualifications of Directors In addition to the qualifications specified in the Act, all directors shall be voting members of the association.</p>	<p>The Act does not require that directors be members of the association, but EAC practice is to choose directors from the membership.</p> <p>Sources: Act s. 126 Recommendation of task force</p>
<p>4.02 Number of Directors Subject to the minimum and maximum number of directors specified in the articles, the Executive Council shall consist of the fixed number of directors 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 Council. At least two directors shall not be officers or employees of the Association or its affiliates.</p>	<p>The current EAC constitution requires a 2/3 majority to change the number of directors, but the new Act specifies an ordinary resolution instead.</p> <p>Sources: BB pp. 14–15 Act s. 125, s. 133 (3)</p>
<p>4.03 Term of Office of Directors At the first election of directors following the approval of this bylaw, one-half (1/2) of directors shall be elected for a two-year term, and one-half (1/2) of directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year terms. Each director shall hold office until his or her successor has been elected.</p>	<p>This clause is still under discussion. At present, EAC directors are elected for one-year terms. The change to staggered two-year terms is not required by the new legislation, but is an option being considered by the governance task force.</p> <p>Sources: BB p. 15 Act s. 128 Recommendation of task force</p>
<p>4.04 Vacancy of Directorship Notwithstanding the terms of office specified in section 4.03, a director ceases to hold office if the director dies, resigns, is removed by ordinary resolution of the members at a special meeting, or ceases to qualify under section 4.01 above.</p>	<p>Sources: Act ss. 129 & 132 EAC s. 4.9</p>

<p>If a directorship becomes vacant for any of these reasons, a quorum of directors may fill the vacancy, subject to the provisions of s. 132 of the Act.</p>	
<p>SECTION 5 — Meetings of Directors</p>	
<p>5.01 Calling of Meetings of the Executive Council Meetings of the Executive Council may be called by the President, the Vice-President or any two (2) directors at any time. If the Association has only one director, that director may call and constitute a meeting.</p>	<p>Sources: BB p. 15</p>
<p>5.02 Notice of Meeting of the Executive Council Notice of the time and place for the holding of a meeting of the Executive Council shall be given in the manner provided in Section 9.01 of this bylaw to every director of the Association 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. Unless the bylaw 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.</p>	<p>Sources: BB pp. 15–16</p>
<p>5.03 Regular Meetings of the Executive Council The Executive Council may appoint a day or days in any month or months for regular meetings of the Council at a place and hour to be named. A copy of any resolution of the Executive Council fixing the place and time of such regular meetings of the Council shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.</p>	<p>Sources: BB p. 16</p>
<p>5.04 Persons Entitled to be Present at Meetings of the Executive Council Executive Council meetings shall be open to all voting members of the Association in good standing.</p>	<p>Sources: EAC s. 4.6</p>
<p>5.05 Quorum at Meetings of the Executive Council At any meeting of the Executive Council, a quorum shall consist of a simple majority of those entitled to be present and vote and, despite any vacancy among the directors, a quorum of directors may exercise the powers of the directors.</p>	<p>Sources: Act s. 136 (2)</p>
<p>5.06 Votes to Govern at Meetings of the Executive Council At all meetings of the Executive Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.</p>	<p>Traditional EAC practice is that the chair does not vote at all <i>except</i> when there is a tie. However, EAC’s lawyer suggests that the chair has statutory obligations as a director and should not be forced to abstain from voting.</p> <p>Sources: BB p. 16 Lawyer</p>

<p>5.07 Committees of the Executive Council The Executive Council may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Executive Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Council may from time to time make. Any committee member may be removed by resolution of the Executive Council.</p>	<p>Sources: BB pp. 16–17</p>
<p>5.08 Nominating Committee The Executive Council shall, at least four (4) months prior to the Annual General Meeting of members in any year, appoint a director to form and chair a nominating committee of the Association composed of the director and one member from each branch, whose duty it shall be to prepare a slate of qualifying individuals to stand for election as directors at the next Annual General Meeting of members. The Nominating Committee shall attempt to propose nominations that reflect a representation of regions in which the Association operates.</p>	<p>This clause is not required under the new Act. However, since regional representation is important in EAC practice, our lawyer recommends that we include this. Further details can be included in the mandate of the Nominating Committee.</p> <p>Sources: Lawyer</p>
<p>SECTION 6 — Officers</p>	
<p>6.01 Description of Offices Unless otherwise specified by the Executive Council (which may, subject to the Act, modify, restrict or supplement such duties and powers) and ratified by the members at a general meeting, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:</p> <ul style="list-style-type: none"> a) President – The President shall be a director, shall act as chair and shall (i) when present, preside over all meetings of the Executive Council and membership; (ii) act as chief spokesperson of the Association; and (iii) co-ordinate the activities and supervise and administer the business of the Association on behalf of the Executive Council. b) Vice-President – The Vice-President shall be a director and shall (i) perform the duties of the President when the President is unable to do so because of absence or incapacity; and (ii) assist the President in coordinating the activities and supervising and administering the business of the Association on behalf of the Executive Council. c) Treasurer – The Treasurer shall be a director and shall provide oversight over the financial affairs of the Association as prescribed by the Executive Council. d) Secretary – The Secretary shall be a director and shall arrange to (i) have votes and minutes of all proceedings at all Executive Council and membership meetings recorded, and to keep permanent records of such proceedings and archival materials for the Association; (ii) make available to members the minutes of membership meetings; (iii) notify members of membership meetings; and (iv) adjudicate on the eligibility of members to vote at meetings. e) Executive Director – The Executive Director shall be the chief executive officer of the Association and shall be responsible for 	<p>EAC’s lawyer recommends the creation of a new position, Branch Officer, to allow for the delegation of authority to the branch level. In practice, the branch chair could fill this position. The position would be appointed annually by the national Executive Council.</p> <p>Neither the Executive Director nor the Branch Officers would be members of the national Executive Council.</p> <p>Sources: BB pp. 17–18 EAC ss. 5.1–5.5 Lawyer</p>

<p>implementing the strategic plans and policies of the association. The Executive Director shall, subject to the authority of the Executive Council, have general supervision of the affairs of the Association.</p> <p>f) Branch Officers – A Branch Officer shall be appointed for each branch of the Association and shall normally be the person who serves as chair of the branch executive. A Branch Officer shall, subject to the authority of the Executive Council and working with the branch executive, have management and supervision over the affairs of the branch.</p> <p>The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Executive Council or president requires of them. The Council may from time to time and subject to the Act vary, add to or limit the powers and duties of any officer.</p>	
<p>6.02 Vacancy in Office In the absence of a written agreement to the contrary, the Executive Council may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:</p> <ol style="list-style-type: none"> the officer’s successor being appointed, the officer’s resignation, the officer ceasing to be a director (if a necessary qualification of appointment) or the officer’s death. <p>If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy until the next general meeting.</p>	<p>Sources: BB p. 18</p>
<p>SECTION 7 — Remuneration and Indemnification</p>	
<p>7.01 Non-remuneration Directors shall not be remunerated for their duties as directors or officers. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Executive Council member from serving the Association in any other capacity and receiving compensation for so doing.</p>	<p>Sources: EAC s. 4.8 Act s. 143</p>
<p>7.02 Indemnification Subject to the limitations specified in s. 151(3) of the Act, the Association shall indemnify a present or former director or officer of the Association, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the association or other entity.</p>	<p>The limitations referred to are about the person having acted honestly and in good faith and in a manner they had reason to believe was lawful.</p> <p>Sources: EAC s. 4.10 Act s. 151 (1)</p>
<p>SECTION 8 — Branches</p>	
<p>8.01 Formation and Function The Association may establish branches within Canada as the membership may determine. Branches shall have the power to carry out local programs consistent with the purposes and policies of the Association, and under the direction of the Executive Council.</p>	<p>Sources: EAC s. 3.3 Lawyer</p>

<p>8.02 Branch Executive A branch executive shall have management and supervision over all the affairs of the branch, subject to any limitations contained in Association policies and as otherwise determined by the Executive Council from time to time. The branch shall at all times be accountable to the Association’s Executive Council.</p>	<p>Sources: Lawyer</p>
<p>8.03 Dissolution All rights, title, interest, property and assets belong to the Association. Upon dissolution of a branch, the Executive Council or such officers or persons as it may specify shall assume direct responsibility for management of all such rights, title, interest, property and assets.</p>	<p>Sources: Lawyer</p>
<p>SECTION 9 — Notices</p>	
<p>9.01 Method of Giving Notices Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Executive Council, pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the Council or to the public accountant shall be sufficiently given:</p> <p>a) 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or</p> <p>b) if mailed to such person at such person’s recorded address by prepaid ordinary or air mail; or</p> <p>c) if sent to such person by telephonic, electronic or other communication facility at such person’s recorded address for that purpose; or</p> <p>d) if provided in the form of an electronic document in accordance with Part 17 of the Act.</p> <p>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 secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Executive Council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.</p>	<p>Sources: BB pp. 18–19</p>
<p>9.02 Invalidity of Any Provisions of this Bylaw The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.</p>	<p>Sources: BB p. 19</p>

<p>9.03 Omissions and Errors The accidental omission to give any notice to any member, director, officer, member of a committee of the Executive Council or public accountant, or the non-receipt of any notice by any such person where the Association 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.</p>	<p>Sources: BB p. 19</p>
<p>SECTION 10 — Bylaws and Effective Date</p>	
<p>10.01 Enactment and Amendment of Bylaws The Executive Council may not make, amend or repeal any bylaws that regulate the activities or affairs of the Association 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.</p> <p>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.</p>	<p>The current EAC constitution calls for a 2/3 majority, but the new Act requires only a simple majority.</p> <p>Sources: BB pp. 20–21 EAC s. 9.1</p>