

**By-laws of the
Canadian Hard of Hearing Association –
Newfoundland and Labrador (CHHA-NL)
(The “By-laws”)**

ARTICLE 1

NAME

- 1.1 The name of this Corporation is the Canadian Hard of Hearing Association – Newfoundland and Labrador Inc. This Corporation is also known by its abbreviated name CHHA-NL and in these By-laws will be referred to as the “Chapter”.

ARTICLE 2

JURISDICTION

- 2.1 The Chapter will operate in the Province of Newfoundland and Labrador. The Chapter is a Chapter of the “National Organization”, the Canadian Hard of Hearing Association (CHHA) and L’Association des Malentendants (AMEC) which will hereinafter referred to in these By-laws as CHHA-AMEC. It will be self-governing as specified by these By-laws and will operate at all times within the requirements specified by the By-laws and Board of Directors of CHHA-AMEC.

ARTICLE 3

DEFINITION OF HARD OF HEARING PERSONS

- 3.1 In all matters relating to the Chapter, a hard of hearing person shall be deemed to mean a person who has a hearing loss and whose usual means of communication is a spoken language. The Chapter recognizes that this definition includes a broad spectrum of hearing loss, including those who are late-deafened and those deaf in childhood and educated orally.

ARTICLE 4

MISSION, VISION, GUIDING PRINCIPLES

4.1 **Mission Statement**

The Canadian Hard of Hearing Association-Newfoundland and Labrador is a non-profitable, charitable organization committed to advocacy, awareness, prevention and the provision of programs and services that promote a better quality of life for hard of hearing and late-deafened people of all ages and their families in Newfoundland and Labrador.

4.2 **Vision Statement**

Better Hearing for Everyone, Everywhere!

4.3 **Guiding Principles**

We are committed to:

Our clients, members and volunteers right to be treated with dignity and respect and to be involved in all decisions that affect them;

Diminishing the barriers to accessibility in our communities, work places and our homes;

Our clients right to confidentiality and privacy;

The provision of programs and services that are focussed on positive outcomes, are client centered and are evidence based;

Being accountable to our clients, our members and the community at large;

The empowerment of all hard of hearing and late-deafened individuals, in achieving well being and inclusion as equal members of our society;

Working in partnership with our clients, our members, volunteers, and other organizations to promote better hearing for all.

ARTICLE 5

MEMBERSHIP

5.1 **Membership Categories**

As set out in the By-laws of CHHA-AMEC, a member of CHHA-AMEC is automatically a member of the Chapter and/or CHHA Branch of the Province in which they reside. Any person who supports the objectives of CHHA-AMEC is to become a member of CHHA-AMEC pursuant to clause 5.2 herein.

5.1a **Regular Member**

As stated in the By-laws of CHHA-AMEC, a Regular Member of CHHA-NL shall be any person who supports the objectives of CHHA-NL and is a resident of Newfoundland and Labrador, and has been accepted by the CHHA-AMEC as a Regular Member pursuant to clause 5.4 herein.

5.1b **Honorary Member**

An Honorary Member shall be any person so designated by the Board of Directors of CHHA-NL. Such designation will explicitly describe the reasons why this honour is given, and specify the term or special conditions attached to each Honorary Membership. Such a member will have no voting privileges.

5.1c **Organizational Member**

Organizational membership is available to any organization (excluding hard of hearing consumer organizations) interested in the objectives of the Chapter. Such members will have no voting privileges.

5.1d **Family Member**

Family membership is available to a household of any two persons over the ages of 18 years and others of any age. The membership provides for a maximum of two votes per household; one person must be designated to receive CHHA materials. This definition does not preclude anyone from within the household from obtaining a full individual membership if they so desire.

Applications for Membership

Applications shall be submitted in writing to CHHA-AMEC who is responsible for membership and shall be accepted provided that the requirements for the requested type of membership are satisfied, and any dues prescribed pursuant to 5.3 below are paid.

5.3 **Dues**

All matters relating to membership dues in CHHA-AMEC are the responsibility of the Board of Directors of CHHA-AMEC. The Board of Directors of CHHA-NL reserves the right to establish an additional membership fee at the Chapter level.

5.4 **Voting**

Individuals who are members in good standing CHHA-AMEC at least sixty (60) days prior to a scheduled Annual General Meeting or Special General Meeting, and for whom the By-laws do not disqualify from voting (by virtue of the category of membership or otherwise, will be entitled to vote at that particular meeting.

5.5 **Members' Rights**

All members are entitled to attend Special and General Meetings of the Chapter as well as any other membership functions arranged by the Chapter and will be added to the mailing list of the current year to receive information from the Chapter.

5.6 **Membership Terms**

All membership terms shall run for one year from the due date upon which an application for membership is accepted by CHHA-AMEC pursuant to 5.2 above. Each membership will be automatically renewed annually, subject to payment of any dues prescribed pursuant to 5.3 above.

5.7 **Termination of Privileges**

The Board of Directors of CHHA-AMEC may terminate the membership of any Chapter member who has not paid any dues that may be prescribed by 5.3 above by the expiry of the membership term or on the grounds that the member has acted contrary to the interest or objectives of this Chapter. A written notice will be sent to the former member in the event of termination.

5.8 **Reinstatement**

In the case of termination of Chapter membership, a former member may be reinstated, subject to approval of the Board of Directors of CHHA-AMEC, upon completion of a new application for membership and payment of the required dues.

5.9 **Withdrawal**

Members of the organization who withdraw from the Chapter will lose all membership privileges and will not be entitled to a refund of any part of membership dues already paid to CHHA-AMEC.

ARTICLE 6

MEETINGS

6.1 The Annual General Meeting will be held once every calendar year.

6.2 Special General Meetings of the Chapter:

6.2.a may be called by the President;

6.2.b shall be called by the President at the request of at least three (3) of the members of the Executive Committee or five (5) members of the Board of Directors;

- 6.2.c shall be called by the President at the request of ten (10) Regular Members or ten percent (10%) of the Regular Members, whichever is smaller.
- 6.3 Notice for the Annual General Meeting and any Special General Meeting(s) of the Chapter shall be given no less than twenty-one (21) days prior to the scheduled date of the meeting. Notices of Special Meetings shall state the nature of the business to be transacted therein in sufficient detail to permit the member to form a reasoned judgment therein and shall include the text of any special resolution to be submitted to the meeting.
- 6.4 The President shall be the Chairperson of a membership meeting. If She/he is not available, the Vice-President will be Chairperson.
- 6.5 The Chairperson of any meeting of the Chapter may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting is adjourned for less than thirty (30) days it is not necessary to give notice of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.
- 6.6 Every member entitled to vote at a membership meeting may, by means of a proxy, appoint a proxy holder as his or her nominee to attend and act at a membership meeting in the manner, and to the extent as the member is entitled. A proxy shall be in the form prescribed from time to time by the Board of Directors and shall be valid only at the Membership meeting in respect of which it is given or any adjournment thereof.
- 6.7 A proxy must be deposited with the Chapter no later than forty-eight (48) hours, excluding weekends and holidays, prior to the membership meeting or the adjourned membership meeting at which the proxy is to be used.
- 6.8 At all meetings of the Chapter voting shall be by a show of hands or by ballot in the case of an election or if demanded by a member or the Chairperson. Every question shall be decided by a majority of those votes cast on the question. Each individual entitled to vote at a meeting of the Chapter shall have one vote; however, in the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 6.9 When all the Board of Directors have consented hereto, any Director may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment. All persons so participating in the meeting shall be deemed for legal purposes to be present at the meeting.
- 6.10 A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Chapter.

- 6.11 When the Board of Directors needs to make an urgent decision, and is unable to have a regular meeting to decide the matter, then voting by e-mail is permitted subject to *Procedures for Presenting Motions and Voting on Electronic Mail* as outlined in the CHHA-NL Policies and Procedures Manual.

ARTICLE 7

GOVERNANCE

7.1 Provincial Office

- 7.1a The *Provincial* Office of CHHA/AMEC is to be located in the greater St. John's, area, NL, and will be known as CHHA-NL.
- 7.1b The Provincial Office will perform the day-to-day operations of CHHA-NL, under the direction of the Executive Director. If the Executive Director is absent or on leave from his/her position, then the President, acting on the directions of the Board of Directors, or another person, appointed by the Board of Directors, is to be responsible for the operations of CHHA-NL.
- 7.1c Other offices and activities may be located in any part of NL as decided by the majority vote of the Board of Directors.

7.2 The Board of Directors

- 7.2a The governing body of CHHA-NL shall be its Board of Directors (herein "the Board of Directors" or the "Board"), and have the right to exercise all powers it deems necessary for the governance and operation of the Chapter
- 7.2b The Board of Directors shall carry out the policies established at the Annual and Special General Meetings.
- 7.2c The Board shall be composed of Directors elected or appointed according to the procedures set out in Article 8 of these By-laws. The Board of Directors shall be comprised of the Immediate Past-President as well as those other Directors elected or appointed according to the procedure set out in Article 8 of these By-laws. By the 2012 election year, the CHHA-NL Board of Directors will be reduced to a maximum of eight (8) Directors, which will be phased in over a three-year period as follows:
- Year 2010 – reduced from 12 to 10;*
Year 2011 – reduced from 10 to 9;
Year 2012 – reduced from 9 to 8.

Proposed Change to CHHA-NL By-laws for September 2011

One Director of the CHHA-NL Board of Directors will be designated as a provincial member. This Director can come from one of the CHHA Branches within NL or another CHHA member from outside St. John's and area (Mount Pearl, Paradise, CBS). All rules and regulations will apply as is for the other Board Directors.

- 7.2d Any Regular Member of the Chapter who is 19 years of age or older and is of sound mind shall be eligible to be elected as a Director.
- 7.2e The Board of Directors represents the interests of all hard of hearing persons in NL, and not only those of members in their home jurisdiction. All members of the Board must be Regular Members of CHHA/AMEC and must be Canadian citizens or landed immigrants to Canada. Eighty percent (80%) of the Board must be hard of hearing persons, or parents or guardians of hard of hearing persons.
- 7.2f The Board of Directors shall be elected at the Annual General Meeting of the members of the Chapter and each Director shall hold office until the close of the third annual meeting following his or her election. In the event that an election of Directors is not held at an Annual General Meeting of the Members, the Directors then in office shall continue in office until their successors are elected.
- 7.2g Any vacancy among the Board of Directors may be appointed by the President of the Chapter subject to a majority vote by the Board of Directors present and voting at a regular or Special Meeting. Such an appointment shall be effective until the next Annual General Meeting.
- 7.2.h A Director ceases to hold office if he or she resigns, ceases to be qualified for election as a Director, dies or is removed from office by a resolution passed by two thirds of the Board members voting at a Board meeting.
- 7.2.i A Director who is party to, or who is a Director or Officer of, or has a material interest in, any person, corporation or entity who is party to a material contract or proposed material contract with the Chapter shall disclose the nature and extent of his or her interest to the Board of Directors as soon as is practicable. Any Director deemed to be in a conflict of interest is not entitled to vote on any matter related to the conflict of interest.
- 7.2.j The Directors shall not be entitled to any remuneration for their services but may be reimbursed any money expended by them in the performance of their duties. Any Director or Officer of the Chapter cannot receive remuneration for services performed on behalf of the Chapter as part of a contract for goods or services of any kind. If any Director of the Chapter shall be employed by or shall perform services for the Chapter otherwise than as a Director, or shall be a

member of a firm or a shareholder, Director or Officer of a body corporate which is employed or performs services for the Chapter, the fact of his or her being Director of the Chapter shall not disentitle such Director or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

- 7.2k The Board of Directors shall establish and enhance the policies and strategic directions of CHHA-NL, and shall act in accordance with any instructions given by the membership by motions duly adopted at the Annual and Special General Meetings.

7.3 Organizational Structure

7.3.1 Board of Directors

- 7.3.1a The Board of Directors is responsible for the governance of the Chapter, its governance-related policies procedures, and strategic directions, as well as the appointment of an Executive Director. In addition, the Board of Directors shall have the right and responsibilities of financial oversight, and if it wishes, will grant authority to the association's Treasurer to act on its behalf to provide such financial oversight.
- 7.3.1b The Board of Directors may establish such standing (Nominations, Finance, etc.) or ad hoc committees as it deems advisable. The Chairperson of such committees shall be appointed by the President or his or her assigned delegate. Committee members shall be appointed by the President on recommendation of the Chairperson. Board members must serve as a committee member on at least one committee.

7.3.2. Standing Committees

- 7.3.2a Standing committees report to the Board of Directors and must have representation of at least three (3) Regular Members of the association. This Committee will issue calls for nominations as determined by these By-laws and receive nominations from the membership for all elected offices and positions in the Chapter. In addition, the committee shall have the right to make their own nominations if nominees received from the membership are insufficient to fill every position for election.

7.3.3 Executive Director

- 7.3.3a The Executive Director shall be responsible for the Provincial Office and the day-to-day operations of CHHA-NL. The Executive Director will report directly to the Board of Directors, and he/she is bound to carry out the instructions of the Board in respect to governance structure and procedures, policies and strategic

directives, to the best of her/his ability. The Executive Director will participate *ex-officio* in all meetings of the Board of Directors but she/he will have no vote. The Executive Director will be deemed to be an employee of CHHA-NL, whether or not he/she receives remuneration for his/her services.

- 7.3.3b The Executive Director may establish working Committees as he/she deems advisable to provide practical support for the policies and strategic directions set by the Board and/or to provide support to CHHA-NL programs and services, projects, fund development initiatives and special events. The Executive Director appoints the Chairperson (or co-chairs) of working committees. The committee members are appointed by the Executive Director upon recommendation of the Chairpersons. The Chairperson (or co-chairs) of such working committees shall report to the Executive Director and provide regular reports with such frequency as deemed necessary.
- 7.3.3c The Executive Director, or if there is no Executive Director, or if the Executive Director is absent or on leave from her/his position, the President, or another person appointed by the Board, acting on the directions of the Board, shall be responsible for the operations of CHHA-NL, and shall make all operational decisions, including those required to implement the policies and strategic directions set out by the Board, as well as all decisions in respect of all personnel.
- 7.3.3d Screening of candidates for the position of Executive Director shall be the responsibility of the CHHA-NL Human Resources (the “HR Committee”), who will make a recommendation to the Board as to who is the best candidate for the position of Executive Director. The authority for the appointment of the Executive Director lies with the Board who will also establish the conditions of the appointment and set the salary.

7.3.4 Chapters

- 7.3.4a Only one CHHA/AMEC Chapter can be established in each Province, territory or other equivalent jurisdiction. Chapters provide the organizational framework within their provincial jurisdiction.
- 7.3.4b Chapters are organized at the initiative of the membership in each Province, territory or other equivalent jurisdiction following procedures laid down by the Board of Directors of CHHA-AMEC. A member of CHHA-AMEC living in a Province, territory or other equivalent jurisdiction where a Chapter has been established is also a member of that Chapter.
- 7.3.4c Each Chapter may establish its own By-laws, allowing the Chapter to pursue its aims in a fashion determined by the membership of the Chapter. However, such Chapter By-laws shall not be in conflict with any provision of the CHHA-AMEC

national By-laws specifically governing Chapters, with any of the objectives stated in Article 3 of the CHHA-AMEC National By-laws, nor with any other provision of the CHHA-AMEC By-laws fundamental to the interests of CHHA-AMEC. The Chapter By-laws must be approved by the Board of Directors of CHHA-AMEC.

7.3.4d The President and Vice-President of a Chapter must be hard of hearing or parents or guardians of hard of hearing persons.

7.3.5 Branches

7.3.5a Members have the right to establish local Branches of CHHA-AMEC. Branches are organized at the initiative of local membership following procedures laid down by the Board of Directors of CHHA-AMEC. If a proposed Branch is in a Province, territory or any other equivalent jurisdiction where a Chapter exists the procedure laid down by that Chapter must also be followed. Each Branch must be approved by the Board of Directors of CHHA-AMEC.

7.3.5b Members of a Branch must be Regular Members of CHHA-AMEC. The membership of any Branch is comprised of those persons who choose to join that Branch. A member may belong to more than one Branch.

7.3.5c Each Branch may establish its own By-laws, allowing the Branch to pursue specific aims as determined by its membership. However, such Branch By-laws shall not be in conflict with any provision of the CHHA-AMEC National By-laws specifically governing Branches, with any of the objectives stated in Article 3 of the CHHA-AMEC national By-laws, with any other provision of the CHHA-AMEC By-laws fundamental to the interests of CHHA-AMEC, nor with any relevant provision of the Chapter By-laws, if applicable. The Branch By-laws must be approved by the Board of Directors of CHHA/AMEC.

7.3.5d The President and Vice-President of a Branch must be hard of hearing or parents or guardians of hard of hearing persons.

7.3.6 Networks

7.3.6a Members have the right to establish an electronic virtual network of CHHA-AMEC, either internet-based or email-based. A network is organized at the initiative of a group of Regular Members of CHHA-AMEC who would benefit from having discussions focused on a specifically identified issue or set of issues. Each Network must be approved by the Board of Directors of CHHA-NL and CHHA-AMEC.

7.3.6b Members of a network must be Regular Members of CHHA-AMEC. The membership of any network is comprised of those Regular Members who choose

to join that network. A Regular Member can belong to more than one network or more than one Branch or to any combination thereof.

7.3.6c Each network may establish its own By-laws, allowing the network to pursue specific aims as determined by its membership. However, such Network By-laws shall not be in conflict with any provision of the CHHA-AMEC National By-laws specifically governing networks, with any of the objectives stated in Article 3 of the CHHA-AMEC National By-laws, nor with any other provision of the CHHA-AMEC By-laws fundamental to the interests of CHHA-AMEC. The network By-laws must be approved by the Board of Directors of CHHA-AMEC.

7.3.6d The President and Vice-President of a network must be hard of hearing or parents or guardians of hard of hearing persons.

7.3.7 For the purpose of these By-laws, any reference to a "Province" or to "Provinces" will include any and all jurisdictions that make up the Province of NL.

ARTICLE 8

ELECTION OF THE BOARD OF DIRECTORS

8.1 The Nominating Committee shall issue a call for nominations at least sixty (60) days prior to the date of the Annual General Meeting. The CHHA-NL Provincial Standing Committee on Nominations (also referred to herein as the Nominating Committee) shall consist of three (3) Directors of the Board or Regular Members, at least two (2) of whom must be hard of hearing or the parents or guardians of a hard of hearing person. This Standing Committee reports to the Board of Directors and is otherwise governed by the provisions set out in article 7.3.2 of these By-laws. The Nominating Committee shall issue calls for nominations as determined by these By-laws and receive nominations from the membership for all elective offices and positions in CHHA-NL. In addition, the Nominating Committee shall have the right to make its own nominations.

8.2 Nominations must be submitted in writing to the Chairperson of the Nominating Committee and hand delivered, faxed, or postmarked at least fifteen (15) days prior to the date of the Annual General Meeting, at which time nominations will be considered closed. All nominations shall bear the signatures of the nominator and that of the candidate, and must indicate which position the candidate wishes to fill. Both candidates and their nominators must be Regular Members.

8.2.a By signing the nomination paper the candidate expressly indicates her/his willingness to serve in the position indicated, to participate in meetings, and to promote the aims of the Chapter in an active manner.

8.3 The Nominating Committee may also offer a proposed slate of Officers that will be sent to the membership for consideration, as part of the regular call for nominations. If no

nominations are received, the proposed slate is acclaimed for office as outlined by position (President, Vice-President, Secretary, Treasurer, Directors). If any nominations outside the proposed slate are received, then an election will be held for that position. Elections will be held by secret ballot at the Annual General Meeting of the association from voting by regular members of the Chapter.

- 8.4 Directors who have completed their maximum term of office, defined in these By-laws as two, three-year terms, shall be ineligible for election or appointment as a Director of the Chapter for a period of one year. The exception to this By-law, is when a Director, who has served their maximum term of office, wishes to stand for election as President, and if elected to that position, will be entitled to serve in that position for two consecutive, three year terms. At the conclusion of the maximum term of office as President, they will then automatically move into the position of Past-President, and continue in that position, until the next President assumes the Past-President's position. At that time, the incumbent Past-President will have completed their current tenure on the Board of Directors and will leave the Board for a period of at least one year.

ARTICLE 9

DUTIES OF OFFICERS

- 9.1 The President shall be the Chief Elected Officer of the Chapter. She/he shall preside at all meetings of the Chapter and of the Board of Directors. She/he shall see that all orders and resolutions of the Board of Directors are carried into effect. The President or the Vice-President, with another Officer appointed by the Board of Directors shall sign all By-laws and other documents requiring the signature of the Officers of the Chapter. The President shall be an ex-officio member of all Committees.
- 9.2 The Vice-President shall, in the absence or inability of the President to perform the duties of her/his office, assume these duties and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be imposed upon her/him by the Board of Directors. In the event that the President and the Vice-President are either absent or unable to perform the duties of their office, the Board of Directors may appoint an interim President for the Chapter. Such an appointment shall be in effect until the next Annual General Meeting of the Chapter.
- 9.3 The Treasurer shall be responsible for the funds and financial assets of the Chapter and shall ensure proper accounting practices for the Chapter. The Treasurer will, in consultation with the Executive Director, ensure that all monies and other valuable effects are deposited in a timely manner, in the name and to the credit of the Chapter and in such depositories as may be designated by the Board of Directors from time to time. She/he shall ensure that an adequate system of internal controls exists for the Chapter such that all the assets of the Chapter are safe-guarded and all obligations of the Chapter are met. She/he shall be responsible for ensuring that regular financial reports are presented to the Board of Directors as required.

9.3a The Treasurer shall also perform various duties from time to time to be determined by the Board of Directors. She/he is required to follow the accounting and reporting procedures determined from time to time by the Board of Directors of CHHA-NL. The Treasurer will ensure that the financial records of the Chapter are available for inspection by the Board of Directors of CHHA-NL.

9.4 The Secretary shall be responsible for all minutes of all proceedings in the Board Minutes. She/he shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as prescribed by the Board of Directors or President, under whose supervision she/he shall be.

ARTICLE 10

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Each Director or Officer of CHHA-NL shall be indemnified by CHHA-NL against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of CHHA-NL, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as a Director or Officer. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to CHHA-NL.

10.2 The Board is authorized from time to time to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of CHHA-NL, and to secure such Director, Officer or other person against loss by mortgage and charge on the whole or any part of the real and personal property of CHHA-NL by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the Regular Members.

10.3 The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general membership meeting or at any special general membership meeting called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a Special Resolution shall be as valid and as binding upon CHHA-NL and upon all the Regular Members as though it had been approved, ratified and confirmed by every Regular Member of CHHA-NL.

10.4 No Director or Officer for the time being of CHHA-NL shall be liable for the acts, neglects or defaults of any other Director or Officer of CHHA-NL or for joining in any receipt or act of conformity or for any loss, damage or expense happening to CHHA-NL,

or for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of CHHA-NL, or for the insufficiency or deficiency in any security in or upon which any of the monies belonging to CHHA-NL shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or neglect of such Director or Officer.

- 10.5 CHHA-NL shall, to the full extent permitted by these By-laws, indemnify and hold harmless every person heretofore, now or hereafter, serving as a Director or Officer of CHHA-NL and his or her heirs and legal representatives.
- 10.6 Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by CHHA-NL prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount ultimately determined that he or she is entitled to indemnification hereunder.
- 10.7 CHHA-NL shall apply to occur of any approval that may be required make the indemnities herein effective and enforceable. Each Director or Officer of CHHA-NL on being elected or appointed shall be deemed to have contracted with CHHA-NL upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director or Officer held such office notwithstanding that he or she no longer continues to hold such office.
- 10.8 The failure of a Director or Officer of CHHA-NL to comply with the provisions of the constitution or these By-laws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 10.9 CHHA-NL may purchase or maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.
- 10.10 All of the above provisions of Article 10 of these By-laws apply, in so far as they are applicable, to any person other than a current Director or Officer of CHHA-NL who is duly appointed or delegated by the Board to represent the interests of CHHA-NL in respect of the board or another organization or in respect of any other committee or governing body of another organization, whenever the formal terms of the appointment or delegation includes an undertaking by CHHA-NL to purchase or maintain insurance for the benefit of such person and said insurance has effectively been obtained.

ARTICLE 11

LIABILITY OF DIRECTORS AND OFFICERS

- 11.1 No Director or Officer of the Chapter shall be liable for acts, defaults, costs or expenses of any other Director or Officer, or any employee, or for any loss, or damage arising from bankruptcy or insolvency.

ARTICLE 12

CONDUCT OF BUSINESS

- 12.1 All meetings shall use Robert's Rules of Order (current edition) in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

ARTICLE 13

QUORUM

- 13.1 A quorum at an Annual or Special General Meeting shall be at least ten (10) Regular Members of this Chapter entitled to vote and personally present at the vote.
- 13.2 A quorum at a Board of Directors Meeting shall be a minimum of fifty percent plus one, one of whom must include either the President or Vice-President, or if neither can be present, a Chairperson appointed by the Board of Directors pursuant to 9.2 above.

ARTICLE 14

AMENDMENT OF BY-LAWS

- 14.1 Amendments to these By-laws may be proposed by the Board of Directors or any ten (10) Regular Members of the Chapter by signed petition presented to the Board of Directors.
- 14.2 Amendments to any section or article of these By-laws requires quorum as defined in 13.1 above and at least two-thirds (2/3) of the votes cast by Regular Members and by proxy, at any Annual or Special General Meeting of the Chapter.
- 14.3 Any changes to the By-laws shall be noted on the bottom of each page of the By-laws outlining the day, month, and year of the change.
- 14.4 These By-laws are to be reviewed and amended as outlined in 14.1, 14.2 and 14.3 above, at least once every three years.

- 14.5 Proposed amendments or additions to these By-laws shall be sent, in writing, to all members in good standing at least twenty-one (21) days prior to the date of an Annual or Special General Meeting. To encourage participation such proposals must include a proxy form to be used at the discretion of the members.
- 14.6 All matters necessary to the functioning of the Chapter not provided for in these By-laws will be determined by the majority votes cast by Regular Members and proxies at any Annual or Special General Meeting of the Chapter.

ARTICLE 15

SIGNATURE AND CERTIFICATION OF DOCUMENTS

- 15.1 Contracts, documents or any instruments in writing requiring the signature of the Chapter shall be signed by the President and at least one other Officer or the Executive Director as delegated by the President. All contracts, documents and instruments in writing so signed shall be binding upon the Chapter without further authority or formality. The Board of Directors may recommend the appointment of any other member of the Board of Directors to sign specific contracts, documents, or instruments in writing, when required.

ARTICLE 16

CARRYING OUT OF OPERATIONS

- 16.1 The Chapter is to carry out its operations without pecuniary gain to its members and any profits or other accretions to the Chapter are to be used in promoting its objectives.

ARTICLE 17

AUDITING

- 17.1 An auditor shall be appointed, on the recommendation of the Treasurer of the Chapter, by the by the CHHA-NL Board of Directors. The appointment of an auditor is subject to yearly review and the appointment can be revoked at any time. In the event of such a revocation, the Board shall immediately appoint another auditor to complete the fiscal year audit and annual charitable return as required by the Canada Revenue Agency (CRA). An audit of accounts is to be done annually and a written report presented to the Board of Directors. The Treasurer must present this report, or cause it to be presented, at the Annual General Meeting for approval. The fiscal year of CHHA-NL shall be from April 1st, of each year to March 31st in the same year.

- 17.2 The fiscal year of the Chapter shall terminate on such day in each year as the Board of Directors may from time to time by resolution determine.

ARTICLE 18

IN THE EVENT OF DISSOLUTION

- 18.1 It is especially provided that in the event of dissolution or winding-up of the Chapter, all its remaining assets after payments of its liabilities shall be distributed to the CHHA-AMEC.

ARTICLE 19

INTERPRETATION

- 19.1 In these By-laws, wherever the context requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and masculine gender shall include feminine gender or vice-versa. Wherever reference is made to any determination or other action by the Directors such shall mean determination or action by or pursuant to a resolution passed at a meeting of the Directors, or by or pursuant to a resolution consented to by all the Directors as evidenced by their signatures thereto.

CERTIFICATION

Once the By-laws are approved, they will be certified as having been approved by the signatures of the President, Vice-President, Secretary, and Treasurer, then in office and elected at the CHHA-NL AGM, to be held on Wednesday, September 21st, 2011, at St. John's, NL.