

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

CANADIAN PHYSICIAN ASSISTANT EDUCATOR ASSOCIATION

(the "Association" of "CPAEA")

BE IT ENACTED as a by-law and the Constitution of the Association as follows

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the association.

HEAD OFFICE

2. The head office of the Association shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Association may, by a by-law, change the place or municipality and the province in which the registered office of the Association shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

CONDITIONS OF MEMBERSHIP

3. Membership in the association shall be limited to persons interested in furthering the objects of the association and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the association.
4. There shall be membership fees or dues as directed by the board of directors.
5. Any member may withdraw from the association by delivering to the association a written resignation and lodging a copy of the same with the secretary of the association.
6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

MEMBERS' MEETINGS

7. The annual or any other general meeting of the members shall be held at the head office of the association or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
8. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the

members of the association. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 25% of the voting rights. A majority of members present in person (or represented by proxy) at a meeting will constitute a quorum. (See Schedule A).

9. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the association.

10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the association.

BOARD OF DIRECTORS

12. The property and business of the association shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.
13. The applicants for incorporation shall be the directors of the unincorporated association at which time incorporation is sought, shall be named as the directors of the association in the Letters Patents, and shall serve their term of office on the board of directors until their successors are elected.
14. Directors shall be elected for a term of two years (with a maximum of 3 terms consecutively) by the members at an annual meeting of members.
15. The office of director shall be automatically vacated:
 - a. if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the director;

- b. if a director has resigned his office by delivering a written resignation to the secretary of the association;
- c. if he is found by a court to be of unsound mind;
- d. if he becomes bankrupt or suspends payment or compounds with his creditors;
- e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the association.

- 16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the association as an officer or in any other capacity and receiving compensation therefor.
- 17. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

POWERS OF DIRECTORS

- 18. The directors of the association may administer the affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the association is by its charter or otherwise authorized to exercise and do.
- 19. The directors shall have power to authorize expenditures on behalf of the association from time to time and may delegate by resolution to an officer or officers of the association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the association in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the association, from any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the association, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the association, and the undertaking and rights of the association.
20. The board of directors shall take such steps as they may deem requisite to enable the association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the association.
21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote. (See Schedule A).
24. A majority of directors in office, from time to time, but no less than two directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the association.

INDEMNITIES TO DIRECTORS AND OTHERS

25. Every director of the association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the association, from and against;
 - a. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made,

done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS

- 26. The officers of the association shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members. Any 2 signatures of the Chair, Vice Chair, Secretary or Treasurer, shall be required for all financial transactions exceeding \$5000, otherwise one signing officer would suffice.
- 27. Officers of the association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
- 28. The officers of the association shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. No officer shall serve for more than three terms consecutively. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

- 29. The president shall be the chief executive officer of the association. He shall preside at all meetings of the association and of the board of directors. He shall have the general and active management of the affairs of the association. He shall see that all orders and resolutions of the board of directors are carried into effect.
- 30. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
- 31. The treasurer shall have the custody of the funds and securities of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association in the books belonging to the association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the association. He shall also perform such other duties as may from time to time be directed by the board of directors.
- 32. The secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary 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 may be prescribed by the

board of directors or president, under whose supervision the secretary shall be. The secretary shall be the custodian of the seal of the association.

33. The duties of all other officers of the association shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

34. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

EXECUTION OF DOCUMENTS

35. Contracts, documents or any instruments in writing requiring the signature of the association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the association to sign specific contracts, documents and instruments in writing. The directors may give the association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the association. The seal of the association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MINUTES OF BOARD OF DIRECTORS

36. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the association but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

FINANCIAL YEAR

37. The financial year of the Association shall be determined by the board of directors.

AMENDMENT OF BY-LAWS

38. The by-laws of the association not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

39. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

40. The directors shall see that all necessary books and records of the association required by the by-laws of the association or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

41. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

42. In these by-laws and in all other by-laws of the association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and associations.

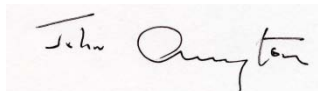
DATED at the City of Winnipeg in the Province of Manitoba, this 30th day of October 2009.



Maureen Gottesman



Sarah Clarke



John Cunnington

SCHEDULE A

Steps in Handling a Motion at a Board or Members' meeting:

1. A member seeks recognition for the floor
2. Chair recognizes the member (member obtains the floor)
3. Member makes a motion
4. Another member seconds the motion
5. Chair states the question and declares in or out of order
6. Debate (amendment and secondary motions)
7. Chair puts the question to a vote
8. Chair announces the result of the vote

What Precedes Debate:

Before a subject is open to debate, it is necessary for a motion to be made by a member who has obtained the floor; next it is seconded; and then it is stated by the chair (presiding officer). The fact that a motion has been made and seconded does not place it before the assembly for consideration, as the chair alone can do that. He must either rule it out of order, or state the question on it so that the assembly may know what is before it for consideration and action. If several questions are pending, as a resolution and an amendment and a motion to postpone, the last one stated by the chair is the "immediately pending" question.

Until the motion is stated or ruled out of order by the chair, no debate or other motion is in order. However, members may suggest modifications to the motion, and the mover, without the consent of the seconder, has the right to make such modifications as he pleases, or even to withdraw his motion entirely before the chair states the question. This is the case only for a brief interval, because after the question is stated by the chair, the mover can do neither without the consent of the assembly. A little informal consultation before the question is stated often saves much time, but the chair must see that this privilege is not abused and allowed to run into debate. When the mover modifies his motion, the one who seconded it has a right to withdraw his second. After debate has begun, a second is immaterial.