

National Mobility Equipment Dealers Association – Canada

BY-LAW No. 1-B

General By-laws of the Members and Board of Directors of NMEDA/ANCEM - Canada

Table of Contents

<u>CHAPTER 1:</u>	<u>Name and purpose</u>
Article 1:	Name
Article 2:	Purpose of NMEDA/ANCEM - Canada
<u>CHAPTER 2:</u>	<u>Interpretation</u>
Article 1:	Definitions
<u>CHAPTER 3:</u>	<u>Membership and Dues</u>
Article 1:	Categories: Dealer, Associate and Manufacturer members
Article 2:	Eligibility Criteria
Article 3:	Membership Definitions
Article 4:	Membership Dues
<u>CHAPTER 4:</u>	<u>Rights of Members of the Association</u>
Article 1:	Membership Meetings
Article 2:	Quorum
Article 3:	Notice of Meetings
Article 4:	Voting
Article 5:	Use of Name and Logos
Article 6:	Membership Suspension
Article 7:	Membership Resignation
<u>CHAPTER 5:</u>	<u>Registered Office</u>
Article 1:	Registered Office
<u>CHAPTER 6:</u>	<u>Board of Directors</u>
Article 1:	Board Members
Article 2:	Qualifications
Article 3:	Death, Resignation or Removal of Directors and Officers
Article 4:	Conflict of Interest
Article 5:	Board Role
Article 6:	Authority of the Board
Article 7:	Limit to number of Board Members
Article 8:	Board Meetings
Article 9:	Notice of Board Meetings
Article 10:	Quorum
Article 11:	Chair
Article 12:	Compensation
Article 13:	Election
Article 14:	Term
<u>CHAPTER 7:</u>	<u>Officers of the Board of Directors</u>
Article 1:	Officers
Article 2:	President

<i>Article 3:</i>	<i>Vice-President</i>
<i>Article 4:</i>	<i>Secretary</i>
<i>Article 5:</i>	<i>Treasurer</i>
<i>Article 6:</i>	<i>Associate Member's Representative</i>
<i>Article 7:</i>	<i>Manufacturer Member's Representative</i>
<i>Article 8:</i>	<i>Remuneration</i>
<u>CHAPTER 8:</u>	<u>Committees</u>
<i>Article 1:</i>	<i>"Formation" of Committees</i>
<i>Article 2:</i>	<i>"Supervision" of Committees</i>
<i>Article 3:</i>	<i>Quorum</i>
<u>CHAPTER 9 :</u>	<u>Accounts and Audit</u>
<i>Article 1:</i>	<i>Accounts</i>
<i>Article 2:</i>	<i>Auditors</i>
<u>CHAPTER 10:</u>	<u>Fiscal year</u>
<i>Article 1:</i>	<i>Fiscal year</i>
<u>CHAPTER 11:</u>	<u>Endorsements</u>
<i>Article 1:</i>	<i>Endorsements</i>
<u>CHAPTER 12:</u>	<u>Amendment of By-Laws</u>
<i>Article 1:</i>	<i>Present By-Laws to replace Original Incorporating By-Laws</i>
<i>Article 2:</i>	<i>Amendment of By-Laws</i>
<u>CHAPTER 13:</u>	<u>Indemnity</u>
<i>Article 1:</i>	<i>Limitation of Liability</i>
<i>Article 2:</i>	<i>Indemnity</i>
<i>Article 3:</i>	<i>Director's and Officer's Liability Insurance</i>
<u>CHAPTER 14:</u>	<u>Parliamentary Authority</u>
<i>Article 1:</i>	<i>Parliamentary Authority</i>
<u>CHAPTER 15</u>	<u>Documentation language</u>
<i>Article 1:</i>	<i>Documentation Language</i>
<u>CHAPTER 16:</u>	<u>Dissolution</u>
<i>Article 1:</i>	<i>Dissolution</i>
<u>CHAPTER 17:</u>	<u>Execution of Documents</u>
<i>Article 1:</i>	<i>Execution of Documents</i>

**General By-Laws of the NATIONAL MOBILITY EQUIPMENT
DEALERS ASSOCIATION OF CANADA (NMEDA-
CANADA)/ ASSOCIATION NATIONALE DES
CONCESSIONNAIRES D'ÉQUIPEMENTS MOBILES DU
CANADA (ANCEM – CANADA)**

CHAPTER 1: Name and purpose

Article 1: Name

The English name of the Corporation is the “National Mobility Equipment Dealers Association of Canada (NMEDA-Canada)”. The French name of the Corporation is the “Association Nationale des Concessionnaires d’Équipements Mobiles du Canada (ANCEM – Canada).”

Article 2: Purpose of NMEDA/ANCEM - CANADA

NMEDA/ANCEM-CANADA is formed to promote and support Canadian members engaged in the manufacture and/or provision of quality transportation solutions for individuals and organizations having the opportunity of transporting people with disabilities and special needs. Dealers engaged in such activities are recognized as professionals who provide vehicle adaptations, equipment and services, which are designed to provide some degree of mobility and freedom to those with disabilities and special needs. NMEDA/ANCEM-CANADA members adhere to the Canadian Motor Vehicle Safety Act and to our industry’s best practices, as promulgated in the latest revision of the NMEDA Guidelines.

CHAPTER 2: Interpretation

Article 1: Definitions

In these By-Laws, unless the context wherein they appear indicates otherwise, the following words shall have the following meanings:

- (a) “NMEDA” shall mean the U.S. based, non-profit trade association, known as the National Mobility Equipment Dealer Association*
- (b) “NMEDA /ANCEM – CANADA” shall mean the Canadian chapter of NMEDA, that is in and of itself a separate legal entity, incorporated under the Canada Corporations Act, and is also hereafter referred to as the “Association”.*
- (c) “Member of the Board” shall mean members of the Board of Directors of NMEDA /ANCEM – CANADA.*
- (d) “Officer of the Board” shall mean officers of the Board of Directors of NMEDA/ANCEM – CANADA.*
- (e) “Dealer Member” shall mean a dealer member of NMEDA who is registered as a business and conducts business in Canada.*

- (f) ***“Manufacturer Member” shall mean a manufacturer member of NMEDA who is registered as a business and conducts business in Canada..***
- (g) ***“Associate Member” shall mean an associate member of NMEDA.***
- (h) ***“Fiscal Year” shall mean fiscal year of the Association as set forth in Chapter 11 hereof.***
- (i) ***“Members” shall include Dealer Members, Manufacturer Members and Associate Members of the Association, save and except in relation to voting to be conducted by the general Membership of the Association, in which case the meaning of “Members” is restricted to Dealer Members.***
- (j) ***“Member in good standing” shall mean Members who have duly paid their dues and have maintained compliance to the Association’s By-Laws and Guidelines as specifically documented by the Board of Directors of NMEDA.***
- (k) ***“Annual Conference” shall mean the joint conference of NMEDA/ANCEM – CANADA and NMEDA conducted in the U.S. [The NMEDA/ANCEM – CANADA Board of Directors may, at its discretion, choose to hold an Annual Conference in Canada.]***
- (l) ***“NMEDA Guidelines” means the guidelines for best industry practise to be followed by Members as established and revised from time to time by NMEDA.***

CHAPTER 3: Membership and Dues

Article 1: Categories: Dealer, Associate and Manufacturer members

Membership categories in NMEDA/ANCEM - CANADA shall be Dealer Members, Associate Members and Manufacturer Members. A Member must hold and maintain membership in the category that best relates to their operation as defined by Article 2.

The Board of Directors of NMEDA /ANCEM – CANADA has the right to determine and/or change the membership category of a Member or prospective Member.

Article 2: Eligibility Criteria: Dealers, Associates, and Manufacturer Members

Dealer Members of the Association must adhere to the following criteria:

- a. Completed the NMEDA membership requirements***
- b. Adhere to the NMEDA Rules.***
- c. Dealer Members must conduct active business as described in Article II***
- d. Abide by the most current Guidelines as published by NMEDA.***
- e. Prior to obtaining membership, make full payment of dues and membership inspection fee (the amount set by a vote of the members or set by the Board of Directors).***
- e. Abide by the Bylaws and standards of quality promulgated by NMEDA. A member may choose to be a Manufacturer Member and a Dealer Member provided dues are paid for each category and they adhere to all requirements.***

NMEDA Dealer Membership Requirements

- a. Submit a fully executed membership application that includes***
 - 1. Signed application***
 - 2. First years dues and first Inspection payment***
 - 3. Dealer and/or Used Car License (from Province where applicable if they are going to sell/resell vehicles)***
 - 4. Signed Code of Ethics***

5. **Signed agreement to be subject to NMEDA mediation/arbitration and abide by decisions thereof.**
6. **Certificates of training for technicians for all products sold or installed**
7. **Welding certificates (if doing Structural modifications is required)**
8. **Copy of your NHTSA Registration letter or proof of NHTSA registration, or proof of National Safety Mark in Canada (if doing Structural modifications or otherwise required).**
9. **All members agree to an Initial Inspection by a third party auditor to verify the membership requirements are in place and acceptable to NMEDA.**

The cost of the membership Inspection will be in addition to the cost of dues.

b. All NMEDA dealer members agree to have an annual audit performed to review the status of the required membership criteria as listed below and outlined in the NMEDA Rules

Regular and out-of-sequence audits are described in the NMEDA Rules.

The cost of the membership audit will be per audit in addition to the cost of dues.

For Dealer Membership Acceptance into NMEDA:

Upon receiving a signed and executed membership application for the National Mobility Equipment Dealers Association (NMEDA), an "Initial Inspection" will be scheduled at the prospective member's place of business within six weeks of NMEDA's acceptance of the application. At the time of the Initial Inspection the following requirements of membership are to be in place:

a. Insurance: Two types as stated in the NMEDA Rules

1. **Garage Keeper Liability**
2. **Product and Completed Operations policy**

b. The shop facilities and customer business area are:

1. **To be in compliance with the Americans with Disabilities Act (ADA)**
2. **To be able to provide customers entry/egress into the building while being protected from the weather**
3. **To have an overhead shop entry door of sufficient size to allow safe entry/egress of all vehicles that the dealer intends to sell and/or service.**

c. New members agree to be compliant with the NMEDA Facilities Requirements in the NMEDA Rules.

d. Upon initial inspection the new member will have the tools required in the NMEDA Rules.

e. Setup 24/7 Service within 30 days of membership acceptance.

f. Agrees to abide by the Out-of-Area Sales and Service Requirements as outlined in the NMEDA Rules.

g. The dealer must show their approved Quality Control Manual at the time of the first inspection and maintain the following record keeping items which are required to be a member in good standing of NMEDA:

1. **Installation Manuals, Books, Records, Process and Control Documents,**
2. **NMEDA Guidelines, and Tools as outlined in the NMEDA Rules.**

To be accomplished within the first two months of membership:

No later than two (2) months after the initial audit, the new member agrees to sign a

contract with NMEDA's third party auditor allowing future audits to be conducted. Refer to the Quality Assurance Program Rules for specifics.

The dealer must maintain the following record keeping items which are required to be a member in good standing of NMEDA:

- a. Labeling and Label Log as outlined in the NMEDA Rules.*
- b. Structural Manuals- If applicable (All structural modifiers are required to adhere to the NMEDA Rules).*

Manufacturer Members must abide to the following criteria:

- a) The candidate must be a Canadian corporation producing a product(s) (the "Products") that is used for the purpose of driving a vehicle, accessing a vehicle, securing the individual and/or mobility device, loading/unloading a mobility device, or other secondary accessories to increase the function or access for an individual with a disability. The candidate may either have its Products installed in motor vehicles by a Dealer Member or sell the Products directly to end users carrying out the function of selling, installing and servicing adaptive mobility equipment itself as its own dealer. The candidate may also be a producer of a complete vehicle, which is sold and/or serviced by Dealer Member.*
- b) The candidate must sell completed vehicles or components/equipment for subsequent installation by a Dealer exclusively through Dealer Members. If a candidate uses their own dealer network, (subsidiary) it (the candidate) shall be classed as a dealer not as a manufacturer.*
- c) Prior to obtaining membership, make full payment of dues (the amount set by the NMEDA Board of Directors) and abide by the Association's By-laws and standards of quality promulgated by NMEDA Guidelines.*
- d) Must build their Products to applicable industry and governmental safety standards and industry general best practices*
- e) Provide yearly proof of having general and product liability insurance (of \$ 1,000,000.00) as well as a minimum of one-year limited warranty on parts and labor.*
- f) Must provide installation, maintenance and repair instructions with their Products. Manufacturers are also encouraged to produce and offer product training and installation requirements to provide mobility technicians with the required skills to install and repair the product.*

Dual Membership: A Member may choose to be a Manufacturer Member as well as a Dealer Member, if the dues are paid for each category and they adhere to all requirements.

Associate Members must adhere to the following criteria

- a) The candidate must be a person, partnership, corporation or sole proprietorship, residing in Canada, engaged in related industries and/or occupations pertaining to adaptive equipment. This includes representatives of governmental agencies, insurance carriers, catastrophic caseworkers, disability related organizations and other professionals.*
- b) Prior to obtaining membership, make full payment of dues (the amount set by the NMEDA Board of Directors).*
- c) Abide by the NMEDA/ANCEM – CANADA's Bylaws.*

Article 3 – Member Definitions: Dealer, Associate, Manufacturer

Dealer Member – An individual, corporation or sole proprietorship, or partnership\ Primarily engaged in the combined business of selling, installing and servicing adaptive vehicles or adaptive vehicle equipment directly to end-users, from their regular place of business, who is not substantially in the business of manufacturing adaptive equipment or original vehicles that will be adapted, who provides such services for end-users, including delivery of the adaptive vehicle or equipment, and has been certified, and remains in good standing, under the terms of membership based on the QAP program. Each member entity shall be entitled to cast one (1) vote in the Association. Owners of multiple locations shall pay full membership dues for EACH LOCATION.

Associate Member – An individual, corporation, sole proprietorship, or partnership engaged in related industries and/or occupations pertaining to adaptive equipment, who is not otherwise eligible for membership in any other category. This includes representatives of governmental agencies, insurance carriers, catastrophic caseworkers, disability related organizations and rehabilitative professionals. Equipment Manufacturers or dealers of a vehicle cannot be an Associate Member.

Manufacturer Member – An individual, corporation, sole proprietorship, or partnership primarily engaged in the business of production of a product that is installed by a dealer in a motor vehicle. Such products intended use by a disabled individual is: driving a vehicle, accessing a vehicle, securing the individual or mobility device in a vehicle, loading/unloading a mobility device from a vehicle, or other secondary accessories increasing a vehicle’s function or access. Such business shall also include production of a complete vehicle, or an incomplete/intermediate vehicle as defined by Transport Canada, which is modified, sold or serviced by a dealer member.

- a. The manufacturer shall build products to applicable industry and government quality standards.**
- b. Manufacturers must have general and product liability insurance as well as a minimum one-year warranty.**
- c. Manufacturers must provide product training and/or installation requirements.**

Article 4 – Membership Dues

Membership dues will be set from time to time by resolution of the NMEDA Board of Directors.

CHAPTER 4: Rights of Members of the Association

Article 1: Member’s Meetings

Any special or general meeting of the members shall be held at the registered 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 Board of Directors may resolve that a particular meeting of the Members, including the annual general meeting, be held outside of Canada. The NMEDA/ANCEM – Canada annual general meeting will take place in conjunction with and at the location of the NMEDA Annual Conference, unless otherwise notified

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 the members on written requisition of five (5) or more members with voting rights.

Article 2: Quorum

At the general annual Meeting – a quorum is a minimum of 50% plus one (1) of eligible voting NMEDA/ANCEM – Canada delegates in attendance.

At all other general or special meetings attendance of at least 40% (2/5ths) of the eligible voting members present in person or represented by mail-in/online/email balloting at a meeting is required to constitute a quorum.

Article 3: Notice of Meetings

Notice of annual or special general meetings of the Members specifying the day, hour, place and purpose thereof shall be given at least two (2) weeks previous thereto by letter and/or email to each eligible voting Member at the last-known address of the Members as recorded in the records of the Association. The Board of Directors may, by resolution, from time to time prescribe any such other mode of giving notice as they may deem appropriate. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must include instructions for voting to be carried out by mail-in/online/email ballot, should the subject matter of the meeting/vote be of the type, in accordance with the Canada Corporations Act and these by-laws, that alternative balloting is permissible. Irregularities in the notice or in the giving thereof or the accidental omission to give notice or the non-receipt of any such notice by any Member shall not invalidate any action taken by or at any such meeting and any members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 4: Voting

Each Dealer Member shall be eligible to cast one (1) vote in membership proceedings of the Association. Only Dealer Members shall be eligible to vote in membership proceedings of the Association. Mail-in/online/email voting will be permitted

A MAJORITY VOTE in the affirmative by the members present (including mail-in/online/email ballots) is required at all general proceedings of the Association for approval of an action, except where the vote or consent of a greater number of members is required for the approval of an action by the Canada Corporations Act or these by-laws.

PROXY BALLOTS are not permissible at any meeting of the Membership of the Association.

Article 5: Use of Name and Logos

Dealer, Manufacturer and Associate Members may utilize the NMEDA logos, brands, and marks to promote their business but this right shall be limited to members in good standing (as per Chapter 3, Article 2). These locations are as identified in the listing of members contained on NMEDA's web site as modified from time to time. Misuse of the NMEDA's logos, brands or marks may result in suspension of membership and or legal action against the company or organization.

Article 6: Membership Suspension

Any Member of NMEDA/ANCHEM-Canada will have its membership terminated by the following actions:

- a) Failure to pay dues. Membership dues are for a twelve (12) month period and must be paid on a timely basis. Dues not paid after sixty (60) days from member renewal date will constitute automatic suspension. The suspension may be rescinded without waiting period when full payment of dues and a reinstatement fee, as determined by the NMEDA Board of Directors, are paid in full.*
- b) Non-compliance with NMEDA Guidelines and/or Association Bylaws and/or Code of Ethics (Investigated and verified by a combined NMEDA and NMEDA/ANCHEM-CANADA Mediation Committee with a recommendation to the Board of Directors for resolution or termination of membership). There will be a waiting period of one year to reapply for membership in NMEDA if membership is terminated. All rights, privileges and benefits will be suspended, including the use of the NMEDA logo, brand and marks.*
- c) Any membership suspended by the NMEDA Board of Directors, upon the recommendation of a combined NMEDA and NMEDA/ANCHEM-CANADA Mediation committee will have to wait one (1) year to reapply for membership to NMEDA. The Board of Directors will have to vote to accept the Member back into NMEDA. Reinstatement of membership must be approved by way of an affirmative vote by the majority of the Board of Directors. The membership suspension shall also apply and remain enforceable against the directing minds/owners of the suspended member regardless of any further, substitute or alternative corporate entity or name used and/or adopted by such person or persons.*

Article 7: Membership Resignation

Any Member may resign by filing a written resignation with the Board of Directors of NMEDA. Upon leaving, former NMEDA Members may not claim NMEDA/ANCHEM-CANADA or NMEDA status or affiliation. All fees are non-refundable. The use of the NMEDA logo, brand and marks must be discontinued immediately upon written notice to the member by NMEDA and any documentation/labels belonging to NMEDA shall be returned.

CHAPTER 5: Registered Office

Article 1: Registered Office

The registered office of the Association shall be the same as that of the current Association President. Notice of the change of address shall be made by the Association Secretary in accordance with the Canada Corporations Act each time a new President takes office. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law at a special general meeting of the members shall be filed with Corporations Canada. The Association shall keep at the registered office complete and correct records and books of account, and shall keep minutes of the proceedings of the meetings of the Board of Directors, as well as a list or record containing the names and addresses of all Members.

CHAPTER 6: *Board of Directors*

Article 1: Board Members

The membership of the Board shall be those members whose term of office existed as of the date these By-laws came into effect and extending until their terms of office have expired and their successors are elected

And thereafter shall be:

- a) those individuals who are duly nominated, elected and/or appointed to the Board of Directors according to the By-Laws*
- b) employees, officers and/or designated representatives of Members in good standing of the Association*
- c) at least 19 years old and have the capacity under law to contract; and*
- d) limited to only two representative from any Member (including subsidiaries of the Member) serving at one time.*

Article 2: Qualifications

To become a Board Member an individual must be a member of NMEDA in good standing and have been for at least the preceding 12 months.

Individuals in the employ of the Association or whose company is employed by the Association may not serve on the Board of Directors.

Article 3: Death, Resignation, Vacancies or Removals of Directors and Officers

A Director/Officer ceases to hold office if the Director/Officer, upon:

- a) death;*
- b) receipt of the written resignation of such director/officer;*
- c) receipt of a written resignation tendered on behalf of a director/officer by his/her guardian, Attorney, Court appointed Committee or Next of Kin confirming that the individual is incapacitated in his or her ability to carry out his function for the Association;*

- d) the missing of three (3) consecutive Board meetings without prior approval of the President;*
- e) conviction of an offense mentioned in the Criminal Code of Canada;*
- f) becoming the subject of bankruptcy proceedings;*
- g) the member represented by the director/officer ceasing to be a member in good standing for two or more continuous months; or*
- h) being declared by a court of competent jurisdiction to have breached the conflict of interest obligations set forth in Article 4 hereof.*

Where a director/officer ceases to hold office before the expiration of that person's term, the Board may appoint an eligible person to fill the vacancy for the remainder of the term of the person who is replaced.

Any director/officer may be removed at any meeting of the members called for that purpose by the vote of a majority of the members carrying voting rights at the meeting and by resolution at the same meeting another duly qualified person may be elected in his stead. The person so elected shall hold office during such time only as the director in whose place he was elected would have held the same if he had not been removed.

Article 4: Conflict of Interest

All Directors/Officers of the Association shall abide by and be bound by the following Conflict of Interest obligations:

- Board Members shall act within the limits of the powers vested in them;*
- Board Members shall dissociate the promotion and exercise of their professional or business activities from the exercise of their functions on the Board;*
- Board Members shall at all times maintain their independence and avoid any situation that provides direct, indirect, potential or actual benefit;*
- Board Members who have a direct or indirect interest in a commercial enterprise, placing them and the Board in a conflict of interest situation, shall notify the President of the Board and shall abstain from participating in deliberations or decisions when an issue relating to such interest is debated;*
- Board Members shall disclose, to the remainder of the Board, any contracts of professional services concluded with NMEDA and/or NMEDA/ANCEM – Canada by a commercial enterprise in which they hold pecuniary interests;*
- Board Members shall not profit from their positions to derive benefits for themselves or others when they are aware, or when it is clearly evident that such benefits run counter to public interest;*
- Board Members shall not accept benefits from other persons when they are aware or when it is clearly evident that such benefits are granted with a view to influencing their decisions in respect of matters related to NMEDA/ANCEM - Canada;*

- *Board Members shall not use confidential information or documents for the purpose of deriving there from direct or indirect benefits for themselves or others.*

Article 5: Board Role

The Board of Directors shall constitute the governing body of the Association. It shall be vested with full power and authority to put into effect the rules, guidelines, policies, resolutions and decisions of the Association. The Board has the authority to approve/ratify appointments made by the President for offices, which may be vacant, and to exercise general supervision over the receipts and expenditures of the Association.

Article 6: Authority of the Board

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 powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

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 board of directors is hereby authorized, from time to time

- To borrow money upon the credit of the corporation, 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;*
- To limit or increase the amount to be borrowed;*
- To take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association; and*
- To appoint such agents and engage such employees as it shall deem necessary 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.*

Article 7: Limit to number of Board Members

There shall be a Board of Directors consisting of a minimum of four (4) elected members

Article 8: Board Meetings

The Board of Directors shall hold a minimum of one (1) face-to-face meeting and a minimum of six (6) teleconference meetings per year. Failure of any member of the Board of Directors to attend three (3) consecutive meetings, without prior approval of the President, will result in their position being deemed vacant.

Each Director is authorized to exercise one (1) vote at the Board Meeting. The Chair shall also have a casting vote in the case of a tie.

Article 9: Notice of Board Meetings

Meeting of the Board of Directors may be held at any time and place (specifically including meetings by teleconference call) to be determined by the directors provided that a minimum of 48 hours written notice of such meeting shall be given, if delivered other than by mail (i.e. e-mail, fax) to each director. If notice by mail is used, it shall be sent at least two (2) weeks previous to the meeting. The Board of Directors may, by resolution, from time to time prescribe any such other mode of giving notice as they may deem appropriate. Irregularities in the notice or in the giving thereof or the accidental omission to give notice or the non-receipt of any such notice by any Board Member shall not invalidate any action taken by or at any such meeting and any Board Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 10: Quorum

At Board of Directors Meeting - Three (3) members of the sitting Board of Directors must be in attendance at the Board Meeting to constitute a quorum for conducting NMEDA/ANCHEM - Canada business and out of the 3 members, one must be the President or the Vice-President.

Article 11: Chair

The President, or in the absence of the President the Vice-President, shall preside as Chair at all meetings of the Members of the Board.

Article 12: Compensation

Officers and Board of Directors shall not receive any compensation for their services. Officers and members of the Board of Directors may be reimbursed for any expenses incurred with prior approval from the Board of Directors.

Article 13: Election

A ballot, list of candidates and their respective biographies will be sent to the last recorded address of each Member at least thirty (30) days prior to the closing date of the election. A majority vote of Dealer members in good standing that have cast their vote will elect the Board Members and Officers. Voting for Officers and Board Members will be via mail and conducted not later than the 15th. of January, 5:00 pm (Eastern Standard Time) each year.

The following positions are elected in even numbered years: President and Treasurer and One Director-At-Large.

The Vice-President, Secretary and One Director-At-Large are elected in odd numbered years.

At the Annual Conference of the Association, there will be the announcement and installation of the newly elected Board of Directors and the transaction of other business.

Article 14: Term

A term in office shall be two (2) years with a maximum period of two consecutive terms unless there is no other candidate for the position at the time of the Election. In this event the incumbent may be asked by the newly elected Board to retain the position currently held. If the incumbent declines the remaining Board members shall solicit the membership for potential candidates and make the necessary appointment. This appointment must be ratified by a majority vote of the Board.

CHAPTER 7: Officers of the Board of Directors

Article 1: Officers

The Association shall have the following officers: President, Vice-President, Secretary, Treasurer, and two Directors-At-Large, who may be from any NMEDA membership category.

Article 2: President

The President is the principal volunteer executive officer of the Association and in general, supervises the business and affairs of the Association under the direction of the Board of Directors. The President also assumes the role of Chair for all Board and Annual meetings. The President may call special meetings of the Board of Directors as needed. The President has the responsibility for providing effective leadership and for coordinating policy-making functions and the activities of the Association. The President is responsible for seeing that all Association objectives are carried out from initial planning to completion.

In the absence of the President or in the event of an inability to act, the Vice President shall perform the duties of the President. In the absence of the Vice President, the Treasurer then the Secretary shall perform the duties of the President. When so acting, any officer shall have all the powers of and be subject to all the restrictions upon the President.

Article 3: Vice-President

The Vice President shall serve as a Board member and shall perform other duties as may be assigned by the President or by the Board of Directors.

Article 4: Secretary

The Secretary is a Board member and is responsible for all administrative logistics of the Association, records minutes of membership meetings, and ensures that accurate records are maintained at the appropriate location and such other duties as prescribed by the Board of Directors or the President. The Secretary shall also hold custody of the corporate seal.

Article 5: Treasurer

The Treasurer is a Board member and is responsible for overseeing all funds and securities of the Association including payments. He/She makes periodic reports to the Board of Directors and, upon request by a member in good standing, to the membership and is responsible for any audit of the Association and such other duties as prescribed by the Board of Directors or the President.

Article 6: Directors-At Large

The Directors-At-Large are Board members and are responsible for promoting and supporting the general best interests of the Association and it's continued growth through liasing with members of all types, and such other duties as are prescribed by the Board of Directors or the President.

Article 7: Remuneration

By resolution of the Board of Directors, a Board member may be reimbursed for expenses incurred in carrying out the work of the Members.

CHAPTER 8: Committees

Article 1: Formation of Committees

The committees of the Association shall be formed and dispersed as the need arises. The members of Committees shall be appointed by the Board of Directors and may be removed by a majority vote of the Board of Directors. Such committees may include but are not limited to: Membership, Bylaws, Communications, Translation, QAP, Conference, Finance, Nominations and Ad Hoc Committees. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty, with prior approval from the Board of Directors.

Article 2: *Supervision of Committees*

All committees shall be chaired or supervised by a member of the Board of Directors and shall in and of themselves only have the authority to carry out actions subject to approval by the Board of Directors

Each committee shall be represented at the Board of Directors meetings by their respective Board member who shall provide a report of activities and requests for approval of proposed actions/activities.

Article 3: *Quorum*

At Committee Meetings - Three (3) members of the sitting committee must be in attendance at the meeting to constitute a quorum for conducting NMEDA/ANCEM-Canada business and out of the 3 members, one must be the Chairperson or the Board representative.

CHAPTER 9: *Accounts and Audit*

Article 1: *Accounts*

The books of account shall be kept at the head office or at such other place as determined by the Board of Directors. The Directors shall see to it that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable law, statute or regulation are regularly and properly kept.

Article 2: *Auditors*

The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for a 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.

CHAPTER 10: *Fiscal year*

Article 1: *Fiscal year*

The Board of Directors, subject to applicable law, shall fix the fiscal year of the Association.

CHAPTER 11: *Endorsements*

Article 1: *Endorsements*

NMEDA/ANCEM-Canada does not endorse by virtue of Association any product quality or service.

CHAPTER 12: Amendment of By-Laws

Article 1: Present By-Laws to replace Original Incorporating By-Laws

The within By-Laws, being By-Law 1-B, shall upon receipt of Ministerial approval, replace the Association's previous Bylaws dated November 27, 2009.

Article 2: Amendment of By-Laws

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 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.

CHAPTER 13: Indemnity

Article 1 – Limitation of liability – Every director, officer or committee member in good standing of the Association in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the best interests of the Association, shall exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and shall comply with the Canada Corporations Act (the “Act”), the regulations pursuant to the Act and the constituting documents of the Association including these By-laws. Subject to the Act, no director, officer or committee member in good standing, or former director, officer, committee member in good standing or person who acts or acted at the Association's request as a representative of the Association, in the absence of any dishonesty or bad faith dealings on his/her part, shall be liable for the acts, receipts, neglects or defaults of any other director, officer or such person, or for any loss occasioned by error of judgment or oversight, whether gross or otherwise, on his/her part, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his/her position or in relation thereto.

Article 2 - Indemnity – The Association shall indemnify a director, officer, committee member in good standing, or a former director , officer committee member in good standing , or person who acts or acted at the Association's request as a representative of the Association, and his/her heirs and legal representatives, against all costs, charges and expenses, including legal fees, an amount paid to settle an action or satisfy a judgment and any income tax application to any payment made pursuant to this paragraph, actually and reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director, officer, committee member in good standing or representative of the Association, if (a) he/she acted honestly and in good faith with a view to the best interests of the Association; (b) he/she did not act knowingly in breach of the Association's By-Laws, including the Conflict of Interest provisions therein, and (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty,

he/she had reasonable grounds for believing that his/her conduct was lawful. The Association may also indemnify such person in other circumstances as determined by the Board of Directors as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

Article 3: *Director's and Officer's Liability Insurance*

The Association is responsible to obtain and maintain in good standing a policy of Non-profit Organization Directors and Liability Insurance with Policy limits of not less than \$1,000,000 per claim and \$2,000,000 per policy period in aggregate for all insureds, insuring the directors, officers, good standing committee members and employees of the Association.

CHAPTER 14: Parliamentary Authority

Article 1: *Parliamentary Authority*

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt and any statutes applicable to this Association.

CHAPTER 15: Documentation Language

Article 1: *Documentation language*

The Association is responsible and committed to have all official published documents provided in English. Translation may be provided, at the Board's discretion, upon request. In the case of translated documents, the official version will be the English version as published by NMEDA-Canada.

CHAPTER 16: Dissolution

Article 1: *Dissolution*

The Association will be dissolved in accordance with the procedures required by the Canadian Corporation Act.

Article 2: *Disposal of assets of all funds*

As part of the disposal of assets of all funds;

- a) designated for R&D use, shall be transferred to NMEDA to be held by NMEDA as a special fund designated solely for use for the benefit of Canadian NMEDA Members and*
- b) those funds designated as operating funds, shall be distributed equally to all member companies pro-rated by the number of years the company has been a member.*

CHAPTER 17: Execution of Documents

Article 1: Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two of the President, Vice-President, Secretary and Treasurer and all contracts, documents and instruments 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 appointment an officer or officers on behalf of the Association to sign contracts, documents and instruments in writing. The seal of the corporation 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.