

PAC SPECIAL RESOLUTION 1 – CONTINUANCE UNDER NFP ACT

Continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 12th day of September, 1984; and

WHEREAS those Letters Patent were amended by Supplementary Letters Patent dated the 9th day of August, 1996; and

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the corporation continues under the NFP Act and the new general operating by-law No.1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly elected Secretary Treasurer of the Corporation, certifies that the above is a true and correct copy of a special resolution of the Paramedic Association of Canada, passed at a meeting of members held on the 24th day of November, 2013 by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended as of the date below.

Dated _____

Secretary Treasurer



THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)

BY-LAWS OF THE PARAMEDIC ASSOCIATION OF CANADA

By-law 1

(on Continuance under the NFP Act)



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

<u>TABLE OF CONTENTS</u>	<u>PAGE</u>
Chapter 1 - Interpretations	4
Article 1.1 - Definitions	
Article 1.2 - Interpretation	
Chapter 2 - Administration	4
Article 2.1 – Head Office	
Article 2.2 - Languages	
Chapter 3 - Membership	6
Article 3.1 - Qualification for membership	
Article 3.2 - Registered Members	
Article 3.3 - Corporate Members	
Article 3.4 - Associate Members	
Chapter 4 - Chapters	7
Article 4.1 - Requirements	
Article 4.2 - Name of Chapter	
Article 4.3 - Members at Large Chapter	
Chapter 5 - Discipline.....	8
Article 5.1 - Suspension or Expulsion of Members	
Article 5.2 - Appeals	
Chapter 6 - Fees	9
Article 6.1 Annual Fees	
Chapter 7 - Meetings	10
Article 7.1 - Time and Place of Meetings (General Provisions)	
Article 7.2 - Quorum	
Article 7.3 - Presiding Officer	
Article 7.4 - Voting Delegates to AGM	
Article 7.5 - Proposals	



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

Chapter 8 – Special Meetings	12
Article 8.1 - Calling of Special Meetings	
Chapter 9 - Organizational Structure	12
Article 9.1 - Surrender of Association Property	
Article 9.2 - Remuneration	
Article 9.3 - Officers	
Article 9.4 - Board of Directors	
Article 9.5 - Executive Committee	
Article 9.6 - Other Committees	
Chapter 10 – Member Access to Records	15
Article 10.1 – Annual Financial Records	
Chapter 11 – By-laws	16
Article 11.1 – Invalidity of any Provisions	
Article 11.2 – By-laws and Effective Date	
Appendix 1	17
For the Protection of Officers, Directors, Officials, or Members of the Association	
Indemnities to Directors and Others	



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

CHAPTER 1: INTERPRETATIONS

1.1 DEFINITIONS

In this by-law and all other by-laws of the Association unless the context otherwise requires:

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

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

"Association" means the Paramedic Association of Canada;

"board" means the board of directors of the Association and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

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

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

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

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



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

1.2 Interpretation

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

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

CHAPTER 2: ADMINISTRATION

2.1 HEAD OFFICE

The Organization shall maintain a head office under the direction of the Board of Directors. The current location of the head office is Ottawa, Ontario.

2.2 LANGUAGES

French and/or English may be used in the conduct of the business of the Association



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

CHAPTER 3: MEMBERSHIP

3.1 QUALIFICATION FOR MEMBERSHIP

Membership to the Association shall be open to:

- A) Any individual employed by or qualified for employment in a system whose primary function is that of prehospital patient care on a full time, part time or volunteer basis, upon payment of the applicable fees to a Chapter as defined in these by-laws, shall be a Regular Member of the Association and shall have voting privileges.

Or

- B) Any Active Member in good standing of a recognised Chapter as defined in these bylaws who is employed by or qualified for employment in a system whose primary function is that of prehospital patient care on a full time, part time or volunteer basis shall be automatically a Regular Member of the Paramedic Association of Canada.

Or

- C) Any Student Member in good standing of a recognised Chapter shall be automatically an Associate Member.

Or

- D) Any Associate members in good standing of a recognised Chapter shall be automatically an Associate Member of the Association.

3.2 REGISTERED MEMBERS

Regular Members of the Association who have demonstrated to the satisfaction of the Association, their qualifications in one of the registered categories of the Association shall be Registered Members of the Association authorised to use the designation "Registered" (and the appropriate category of registration or their initials thereof) after their surnames, and in all other respects will have the same rights and privileges as Regular Members



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

3.3 CORPORATE MEMBERS

Corporate Members of the Association are registered corporations or Associations within Canada or The United States of America who have a connection with the field of operation of the members of the Association and accepts the goals and objectives of the Association. These members shall have a voice in the Association but shall not have any voting privileges.

3.4 ASSOCIATE MEMBERS

Associate Members are members of the Association who for reasons of their choosing are no longer practising or may be members who have a non-direct affiliation with the Association as authorised by the Board of Directors. These members shall have a voice in the Association but shall not have any voting privileges.

CHAPTER 4: CHAPTERS

4.1 REQUIREMENTS

An Association representing the professional interests of prehospital personnel in a province or a territory may become a Chapter and enjoy all the rights and privileges of a Chapter in the following manner:

- a) By indicating to The Paramedic Association of Canada, in writing, that it desires to become a Chapter
- b) By agreeing to collect from its members, on behalf of The Paramedic Association of Canada, such fees as may from time to time be set for membership, and remit same to the Association
- c) By agreeing that every Chapter member must automatically become a member of the national Association, and;
- d) By agreeing to take such steps as seem proper to the Chapter to increase membership in the Association



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

4.2 NAME OF CHAPTER

It shall then be known as The Paramedic Association of Canada [name of province, territory or jurisdiction] Chapter, or a name of its own choice, subject to approval of the Board of Directors.

4.3 MEMBERS AT LARGE CHAPTER

A chapter shall be established for non affiliated individuals meeting the membership criteria to affiliate to the Association. This Chapter shall be The Members at Large Chapter and shall have the same rights and privileges as any other Chapter. Should individual members be unable or unwilling to affiliate to a Chapter and meet the membership criteria, they shall be allowed to affiliate to the Members at Large Chapter subject to the authorisation of the Board of Directors.

CHAPTER 5: DISCIPLINE

5.1 SUSPENSION OR EXPULSION OF MEMBERS

5.1.1

An individual who becomes unacceptable as a member of the Chapter in which he/she resides may not continue to be enrolled as a member of The Paramedic Association of Canada. Where such is brought to the attention of the Board of Directors, in case of a member already enrolled in the Association, membership shall be terminated and fees paid by such member shall become forfeit. Reinstatement by a Chapter will constitute reinstatement of membership in the Association.

5.1.2

Should any member of the Association have his or her name removed from the register, for cause, of any provincial or other jurisdictional licensing authority for emergency medical attendants, membership in the appropriate Chapter, where applicable, must be suspended and membership in the Association shall stand suspended. Notification of such suspension shall be made to the President by the Secretary of the appropriate Chapter or jurisdiction, where applicable. Reinstatement of membership in the appropriate Chapter will constitute reinstatement in the Association.



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

5.1.3

By accepting membership under the terms of the by-laws and becoming a member of the Association, each member agrees to such right of termination of membership as aforesaid and thereby specifically waives any right or claim to damages in the event of his/her membership being terminated

5.1.4

Disciplinary action involving Association members shall be the responsibility of the Board of Directors of the Association acting in accordance with the general principles outlined above.

5.2 APPEALS

The member may appeal the decision of the Board of Directors to an Annual General Meeting where the membership has the right to uphold, overturn or modify the decision.

CHAPTER 6: FEES

6.1 ANNUAL FEES

6.1.1

The Board of Directors shall recommend, for ratification at the Annual General Meeting, membership fees in accordance with the categories of membership in the Association

6.1.2

When changes are contemplated or required, the Board of Directors shall give notice of its intent to propose changes in the fees to the Chapters, thirty (30) days in advance of the Annual General Meeting. The annual fees shall be effective within sixty (60) days of ratification at the Annual General Meeting.



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

6.1.3

Annual membership fees are to be received by the Association not later than January 31 of each year or by mutual agreement between the Chapter and the Association. Fees for additional members registered at the provincial level after that date will be remitted to PAC by April 30 and by September 30 of the same year. There shall be no refund from PAC for a decrease in membership by the provincial Chapter within the calendar year.

CHAPTER 7: MEETINGS

7.1 TIME AND PLACE OF MEETINGS (GENERAL PROVISIONS)

Except for the Annual General Meeting, the time and place of meetings of the Association shall be decided by the Board of Directors with the approval of the Chapters concerned, and shall be reported to the Annual General Meeting and/or announced to the membership at least thirty (30) days prior to the date of the meeting. In the case of the Annual General Meeting, notification to voting members shall be at least Ninety (90) days. Observers and guests may attend open meetings.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

7.2 QUORUM

A simple majority of voting members shall constitute a quorum for the transaction of business at all meetings of the Association.



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

7.3 PRESIDING OFFICER

The President of the Association shall preside at the Annual General Meeting. The Chairperson of the Board of Directors shall preside at all other meetings of the Association. In the event that the normal presiding officer is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

7.4 VOTING DELEGATES TO ANNUAL GENERAL MEETINGS

7.3.1

Only regular members of The Paramedic Association of Canada may be Voting Delegates to the Annual General Meeting. Voting Delegates to the Annual General Meeting shall include:

- a) The members of the Board of Directors who shall be by Chapter;
- b) Delegates as selected by each Chapter

The Maximum number of seats or votes must not exceed the number of votes registered and authorised prior to any vote.

7.4.2

Each Chapter shall be entitled to elect or appoint one representative for the first 100 members and one additional representative for each additional 100 members. These members shall be credentialed as the official Delegates of the Chapter.

7.4.3

Each Chapter shall be responsible for all expenses of their Delegates at the Annual General Meeting. Each Chapter may elect to send fewer Delegates, however the Chapter's voting status will not change.

7.4.4

The names and addresses of the Chapters' Delegates to the Annual General Meeting shall be submitted to the President, by the Chapters, at least sixty (60) days prior to the first day of the meeting.

7.5 PROPOSALS



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

To be eligible for consideration, proposals that have cost implications in excess of \$5,000.00 in total, or in any one year, must be submitted to the President, in writing, at least thirty (30) days in advance of the Annual General Meeting for prior consideration by the Board of Directors.

CHAPTER 8: SPECIAL MEETINGS

8.1 CALLING OF SPECIAL MEETINGS

8.1.1

Special meetings of the Delegates to the Annual General Meeting may be called during the interval between Annual General Meetings by the Board of Directors. For the purpose of special meetings, the delegates to the special meeting shall, unless new representatives have been selected, be the delegates to the Annual General Meeting.

8.1.2

For all special meetings of the delegates, at least 21 days notice in writing must be given by the President to each delegate.

8.1.3

The Board of Directors shall call a special meeting of the delegates when petitioned to do so by members carrying not less than 5 % of the voting rights.

CHAPTER 9: ORGANIZATIONAL STRUCTURE

9.1 SURRENDER OF ASSOCIATION PROPERTY

Upon termination of office, all representatives of the Association, outlined in this chapter, will promptly surrender all books, seals, monies, and other properties of the Association to his/her successor.



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

9.2 REMUNERATION

9.2.1

Remuneration for expenses incurred by Association representatives outlined in this chapter shall be at the discretion of the Board of Directors. The coverage for travel and accommodation expenses shall be in accordance with the Treasury Board of Canada – Travel Directive – Appendix B (Quebec Kilometric Rate) and Appendix C

Expenses beyond this shall only be reimbursed at the discretion of the Board of Directors on a case by case basis.

9.2.2

Elected Officers, Executive Committee Members and Chairperson of the BOD shall be entitled to a maximum of two weeks (84 hours) per year of wage maintenance if and only if the time-off and loss of pay from the member's regular job was incurred. Payment shall be based upon the hourly rate of pay for the individual member based upon proof provided to the Treasurer in the form of a recent pay stub.

9.3 OFFICERS

9.3.1

The Officers of the Association shall be the elected officers, who shall be the President, and the Secretary Treasurer.

9.3.2

The election of Officers shall be every three years at the Annual General Meeting. The first term for President shall be three years. The first term for Secretary Treasurer shall be one year. Thereafter the terms for all officers shall be three years.

9.3.3

Nominations for elected positions shall be submitted to the Chairperson of the Board of Directors no later than thirty (30) days prior to the Annual General Meeting. When the Chairperson of the Board of Directors has formally submitted these nominations to the Annual General Meeting, other nominations may be received from the floor. A ballot will then be taken for each open position.



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

9.3.4

Special elections may be called should one of the two officials be unable to fulfil his/her term. This election shall be authorised and conducted by the Board of Directors.

9.4 BOARD OF DIRECTORS

9.4.1

The Board of Directors shall be made up of an elected representative from each affiliated provincial or territorial Chapter and from the Members at Large Chapter. At no time shall there be more than 13 Directors and 1 Chairperson (Total 14). The Board shall elect its own Chairperson and Secretary and decide the term for such positions. The maximum term for a Chairperson or Secretary shall be three years.

9.4.2

In the event of a vacancy occurring among the Chapter representatives elected or appointed to the Board of Directors, the vacancy shall be filled by the elected alternate or official nominee from the Chapter concerned.

9.4.3

At all meetings of the board all directors will have equal voting rights and every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

9.5 EXECUTIVE COMMITTEE

9.5.1

The Executive Committee shall be comprised of the appointed officials. This shall include, but not be limited to, the Executive Director and the Registrar.



THE PARAMEDIC ASSOCIATION OF CANADA (SCHEDULE B)

9.5.2

The Executive Director and the Registrar and such other officials as are required to carry out the activities of the Association will be appointed by the Board of Directors on recommendation from the President

9.5.3

Appointments for positions on the Executive Committee shall normally be for a term of three (3) years. Should a member of the Executive Committee be unable or unwilling to complete his/her term, a replacement member shall be appointed at the next available meeting of the Board of Directors. Appointments may be rescinded by the Board at any time, for any reason.

9.6 OTHER COMMITTEES

9.6.1

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

CHAPTER 10: MEMBER ACCESS TO RECORDS

10.1 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

CHAPTER 11: BY-LAWS

11.1 INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

11.2 BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 23rd day of November, 2013 and confirmed by the members of the Corporation by special resolution on the 24th day of November, 2013.

Dated as of the 24th day of November, 2013.

Dwayne Forsman – Secretary Treasurer



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

APPENDIX 1

**FOR THE PROTECTION OF OFFICERS,
DIRECTORS, OFFICIALS, OR MEMBERS
OF THE ORGANIZATION**

No officer, director, official, or other member of the Association for the time being of the Association shall be liable for acts, receipts, neglects or defaults of any other director, officer, member or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies or belonging to the Association shall be placed out or invested for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust in relation thereto unless the same shall be by or through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default. The officers, directors, officials or other members of the Association for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name or on behalf of the Association, except such as shall have been submitted to and authorised or approved by the Board of Directors. If any officer, director official or other member of the Association shall be employed by or perform services for the Association or shall be a member of a firm or a shareholder, or director, official or other member of the Association or shall be a member of a firm or a shareholder, or director, officer in a company which is employed by or performs services for the Association, the fact of his/her being an officer, director, official or other member of the Association shall not disentitle such officer, director, official or other member of the Association or such firm or company, as the case may be, from receiving proper remuneration for such services.



**THE PARAMEDIC ASSOCIATION OF CANADA
(SCHEDULE B)**

INDEMNITIES TO DIRECTORS AND OTHERS

Every officer, director, official or other member of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it 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 against:

- a) All costs, charges, and expenses whatsoever which such officer, director, official, member of the Association or any other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or things whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office in respect of such liability
- b) All other costs, charges, expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default

PAC Special Resolution 3 - AGM 2013

Be It Resolved: To increase the annual membership fee for regular members to \$15.

Submitted: Bylaw Committee

PAC Special Resolution 4 - AGM 2013

Whereas: Membership fees have not been assigned to associate members,

Be It Resolved: To set an annual membership fee for associate members at \$10.

Submitted: Bylaw Committee

PAC Special Resolution 5 - AGM 2013

Whereas: Membership fees have not been assigned to corporate members,

Be It Resolved: To set an annual membership fee for corporate members at \$1000.

Submitted: Bylaw Committee