
**ONTARIO COLLEGE ADMINISTRATIVE
STAFF ASSOCIATION**

GENERAL OPERATING BY-LAW NO. 2

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A by-law relating generally to the conduct of the affairs of
ONTARIO COLLEGE ADMINISTRATIVE STAFF ASSOCIATION
(an Ontario corporation)
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 2

A By-law relating generally to the conduct of the affairs of
ONTARIO COLLEGE ADMINISTRATIVE STAFF ASSOCIATION
(an Ontario corporation)
(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the Government of Ontario under Part III of the *Corporations Act* (Ontario) on the 30th day of September, 2008;

AND WHEREAS as a result of the *Not-for-Profit Corporations Act, 2010* (Ontario) being proclaimed into force on October 19, 2021, it is necessary to replace General Operating By-law No. 1, with General Operating By-law No. 2 herein;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-law” or “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Corporation.
- (g) “Members” or “Membership” means the collective membership of the Corporation.
- (h) “Ontario College of Applied Arts and Technology” or “OCAAT” shall mean those colleges of applied arts and technology which are established from time to time

pursuant to the *Ontario Colleges of Applied Arts and Technology Act, 2002* S.O. 2002, ch.8, as amended from time to time, and shall include without limiting any of the foregoing those institutions that meet the designation of Institute of Technology and Advanced Learning;

- (i) “Officer” means an officer of the Corporation.
- (j) “Ordinary Resolution” means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney. [Note – This provision reflects ONCA definition.]
- (k) “Region” means any one of the four areas into which the province is subdivided by OCAAT and into which the colleges are aligned, namely the Northern, Western, Eastern, and Central Regions.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Special Resolution” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney. [Note – This provision reflects ONCA definition.]

1.02 **Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the person’s capacity as trustee, executor, administrator, or other legal representative;
- (d) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

- (e) the By-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (f) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **GENERAL**

2.01 Registered Office

The registered office of the Corporation shall be situated in Ontario at the location specified in the Articles. The Directors may change the location of its registered office within a municipality or geographic township by resolution. The Members may change the municipality or geographic township in which its registered office is located to another place in Ontario by Special Resolution. **[Note – This provision reflects mandatory ONCA requirements.]**

Commented [RP1]: We cannot change the third sentence to a special resolution of the directors.

Section 14(3) of the ONCA states, “A corporation may change the location of its registered office within a municipality or geographic township by resolution of its directors”

14(4) states, “A corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by special resolution”

“Special resolution” is defined in the ONCA as being a resolution of the members.

2.02 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III
FINANCIAL MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year. For greater certainty, changes to the financial year end shall be subject to approval of the Canada Revenue Agency under the *Income Tax Act*.

3.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

3.03 Auditor and Financial Review

[Note – These provisions reflect mandatory ONCA requirements.]

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting in accordance with the Act to conduct an audit in respect of the Corporation's financial year. If the Corporation's annual revenue in a financial year is more than \$500,000 (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, have a review engagement instead of an audit in respect of the corporation's financial year. If the Corporation's annual revenue in a financial year is \$500,000 or less (or such other prescribed amount in the Regulations), the Members may, by extraordinary resolution, not appoint an auditor and not have an audit or a review engagement in respect of that financial year. Extraordinary resolution means a resolution that is, (a) submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or (b) consented to by each Member of the Corporation entitled to vote at a meeting of the Member or the Member's attorney.
- (b) The auditor must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

Commented [RP2]: Per section 68 of the ONCA, the members cannot delegate to the directors the appointment of the auditor. This must be done at the AGM by the members.

3.04 **Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents not less than 21 days (or the prescribed 5 days under the Regulations) before the day, or such other period as required by the Act or the Regulations, on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed. [Note – This provision reflects mandatory ONCA requirements. However, please note that the 21 days may be changed by Regulations by the Ontario Government at any time.]

3.05 **Borrowing**

[Note – This provision reflects mandatory ONCA requirements but it is optional whether to set them out in the by-law. If deleted, the corporation will still have borrowing powers pursuant the ONCA.]

(a) **Borrowing Powers**

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(b) **Authorization**

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION IV MEMBERS

4.01 Classes and Conditions of Membership

- (a) Pursuant to the Articles, there shall be two (2) classes of Members in the Corporation, namely Regular Members and Associate Members.
- (b) Regular Membership shall be open to individuals who are a full time or part time employee or a contractor of an OCAAT engaged to perform an administrative type of function who is accepted for membership by the Board of Directors except:
 - (i) those who are members of or are eligible to become members of a “bargaining unit” as defined in Section 1 of the Colleges Collective Bargaining Act R.S.O. 1990, c. C15, or successor legislation, including without limitation, those who, if they were employed on a full-time basis, would fall within this exclusion;
- (c) Associate Membership shall be open to ~~individuals unincorporated associations, businesses that are sole practitioners, partnerships, or corporations, not-for-profit corporations, and individuals~~ who do not meet the following qualification requirements of Regular Membership but may be granted to individuals meeting any of the following criteria:
 - (i) ~~individuals who~~ work as an administrator in a publicly funded Canadian college or institute that does not fall under the OCAAT system but share common interests in professional development, research and employee advocacy; or
 - (ii) ~~individuals who~~ work administratively in organizations that are directly linked to the OCAAT sector; and/or are included as members of the OCAAT pension plan; or
 - (iii) ~~individuals who are~~ employees working in an administrative capacity, in a “seconded” role from faculty or support, and share common interests in professional development, research and employee advocacy; or
 - (iv) ~~individuals who are~~ deemed to be an appropriate fit for membership by the board.

4.02 Admission to be ~~Voting Members and Non-Voting Members~~

Applications for membership in the Corporation to be a Regular Member or Associate Member shall be made in such form, in such manner, and according to such procedures as the Board may from time to time determine. If the Board is satisfied that the applicant satisfies all of the qualification requirements as set out in Section ~~4.01~~ **Error! Reference source not found.** and the applicant has successfully completed a membership application assessment conducted in such manner according to such assessment criteria determined by

the Board from time to time, the Board may, in its sole discretion, admit the applicant to be a Member of the Corporation. The Board may, from time to time, delegate the application review and acceptance duties to a committee of the Corporation, or to an Officer,—subject to ratification by the Board. All applicants shall be advised whether the application has been accepted or rejected. All decisions shall be final and binding without the need to give any reasons for the acceptance or rejection of any application

4.03 Rights of Members

Pursuant to the Articles, ~~a-Regular Members and Associate Members~~ of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

4.04 Membership Dues

The Directors may require Members to pay annual membership dues and may determine the manner in which the dues are to be paid. Members shall be notified in writing of the membership dues, if any, at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.

4.05 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 4.01;
- (c) the Member resigns;
- (d) the Member is removed by the Board in accordance with Section ~~4.064.05~~;
- (e) the Member fails to pay membership dues, if applicable;
- (f) the Member’s term of membership expires, if applicable; or
- (g) the Corporation is liquidated or dissolved under the Act.

Pursuant to the Act, Membership in the Corporation is not transferable except to the Corporation. Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

4.06 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The president shall provide fifteen (15) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the president in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the president, the president may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION V **MEETINGS OF MEMBERS**

5.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than eighteen (18) months after the Corporation comes into existence and thereafter, not later than 15 months after holding the preceding annual meeting but no later than 6 months after the end of the Corporation's preceding financial year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting or is required under the Act. [Note – This provision reflects mandatory ONCA requirements.]

5.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than ten percent (10%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition [Note – This provision reflects mandatory ONCA requirements. It is possible to lower the 10% requirement, but not higher]

5.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine or outside Ontario if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Ontario is deemed to have agreed to it being held outside Ontario except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held. [Note – This provision reflects mandatory ONCA requirements.]

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement. [Note – This provision reflects mandatory ONCA requirements.]

5.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of the Members shall be given not less than 10 days and not more than 50 days before the meeting, to each Member entitled to receive notice of the meeting, each Director and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation in accordance with the manner provided in Section 10.01 of this By-law. Notwithstanding the foregoing, a notice of a meeting of Members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. [Note – This provision reflects mandatory ONCA requirements. This draft by-law provides the option of holding meetings of the Members by phone or electronically, so we will need to retain this sentence in the draft by-law. If the Corporation does not want to permit phone or electronic meetings of the Members, then this by-law including this section will need to be revised.]

- (b) If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. [Note – This draft by-law provides the option of holding meetings of the Members by phone or electronically, so we will need to retain this provision in the draft by-law. If the Corporation does not want to permit phone or electronic meetings of the Members, then this by-law including this section will need to be revised.]
- (c) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting. [Note – This provision reflects mandatory ONCA requirements.]

5.07 Proposals at Annual Meetings

Subject to compliance with the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice at least 60 days before the date of the meeting of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, the Corporation shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, where the statement and the proposal must together not exceed the maximum number of words or characters required by the Regulations. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

5.08 Waiving Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. [Note – This provision reflects mandatory ONCA requirements.]

5.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the auditor of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation

to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members. [Note –The first sentence reflects mandatory ONCA requirements.]

5.10 Chairperson of the Meeting

The chairperson of Members’ meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.11 Quorum

(a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be thirteen (13) Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business. [Note –The foregoing reflects mandatory ONCA requirements.]

(b) For the purpose of determining quorum, a Member may be present in person, by proxy or, by telephonic and/or by other electronic means.

5.12 Meetings by Telephonic or Electronic Means

If the Corporation chooses to make available a telephonic or electronic means that permits all persons entitled to attend a meeting of Members to reasonably participate, then the said meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Members held in these manners must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of the Act to be present in person at the meeting. A meeting of the Members held in these manners is deemed to be held at the place where the registered office of the Corporation is located. [Note - The default rule in the ONCA is that all meetings of Members may be held electronically, but the articles or by-laws may limit the manner or manners by which such meetings may be held and specify requirements that apply – for example to prohibit electronic meetings or require electronic meetings may only be held under certain circumstances. This draft provision provides some control to the Board so that an electronic Members’ meeting may be held only if the Corporation chooses to make available a telephonic or electronic means that permits all persons entitled to attend the meeting to reasonably participate. However, if the Corporation wishes to impose further restrictions (e.g., all Members meetings must be in person meetings), then this provision will need to be revised.]

5.13 **Voting at Meetings**

- (a) Show of Hands - Any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member or proxyholder entitled to vote at the meeting or otherwise is required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. [Note – The first sentence reflects mandatory ONCA requirements.]
- (b) Ballots - On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question. [Note – The first sentence reflects mandatory ONCA requirements.]
- (c) Voting by telephonic or electronic means - If the Corporation chooses to make available a telephonic or electronic means for voting, a vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person. [Note – The default rule in the ONCA is that that Members may vote electronically unless the articles or by-laws expressly provide otherwise. Section ~~5.125-43~~ in this draft by-law provides some control to the Board so that an electronic Members’ meeting may be held only if the Corporation chooses to make available a telephonic or electronic means that permits all persons entitled to attend the meeting to reasonably participate. As such, this Section ~~5.135-44~~(c) likewise provides that electronic voting is permitted only if the Corporation chooses to make available a telephonic or electronic means for voting. However, if the Corporation wishes to impose further restrictions (e.g., no electronic votes at meetings of Members), then this provision will need to be revised.]

5.14 **Absentee Voting by Mailed-In Ballot or Telephonic or Electronic Means**

A Member entitled to vote at a meeting of Members but who is unable to attend may vote by mail or by telephonic or electronic means provided that the Corporation makes the applicable absentee voting mechanism available as determined in the sole discretion of the Board. [Note – This provision reflects ONCA requirements. The ONCA provides that the by-law may permit absentee voting by mail or by telephonic or electronic means. In other words, these types of absentee voting mechanisms would not be permitted unless specifically authorized in the by-laws. This section allows these absentee voting mechanisms as long as the Board makes these available in its sole discretion. However, if the Corporation does not wish to allow these absentee voting mechanisms, then this provision may be deleted.]

5.15 Absentee Voting by Proxy

[Note – Proxy votes are optional. If proxy votes are permitted, then the requirements in Part VI of the ONCA must be followed. There are detailed rules in the Regulations under the ONCA on how the proxy form must look like.]

Every Member entitled to vote at a meeting of Member but is unable to attend may appoint a proxyholder, or one or more alternate proxyholders, who must be a Member of the Corporation, to attend and act at the meeting in the manner and to the extent and with the authority conferred by it subject to the following:

- (a) The Corporation shall send, or otherwise make available, a form of proxy (in a form that complies with the Regulations) to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.
- (b) The proxy must be signed by the Member or the Member's attorney or, if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized.
- (c) The Directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.
- (d) The proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (e) A Member may revoke a proxy by:
 - (i) signing a revocation by the Member or by the Member's attorney or in any other manner permitted by law; and
 - (ii) depositing a revocation signed by the Member or by the Member's attorney with the Corporation and the revocation must be received (i) at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or (ii) by the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.
 - (iii) in any other manner permitted by law;
- (f) A person who is appointed a proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given and shall comply with the directions of the Member who appointed the person.

- (g) A proxyholder or an alternate proxyholder has the same rights as the Member who appointed the proxyholder to speak at a meeting of the Member in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands.
- (h) Despite the foregoing, if the chair of a meeting of the Members declares to the meeting that, to the best of the chair's belief, if a ballot is conducted, the total number of votes of Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five percent (5%) of all the votes that might be cast at the meeting on such ballot, and if a Member, proxyholder or alternate proxyholder does not demand a ballot, then (i) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and (ii) a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.
- (i) A vote referred to in Section 5.155-16(g) and Section 5.155-16(h) at a meeting of Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person but only if the Members are permitted to vote by telephonic or electronic means at that meeting of Members in accordance with Section 5.135-14(c). [Note – This provision reflects ONCA requirements. The default rule in the ONCA is that that proxyholders may vote electronically unless the by-laws expressly provide otherwise. Section 5.125-13 provides some control to the Board so that an electronic Members' meeting may be held only if the Corporation chooses to make available a telephonic or electronic means that permits all persons entitled to attend the meeting to reasonably participate. As such, Section 5.135-14(c) provides that electronic voting is permitted only if the Corporation chooses to make available a telephonic or electronic means for voting. Similarly, this Section 5.155-16(i) provides that proxyholder may only vote by phone or electronically if Members may do so under Section 5.135-14(c) at that same meeting. However, if the Corporation wishes to impose further restrictions (e.g., no electronic votes at meetings of Members), then this provision will need to be revised.]

Commented [RP3]: If the number of votes represented by proxy is less than 5% where a ballot is conducted and no member or proxyholder has demanded a ballot the vote can instead be conducted by show of hands, i.e., where the amount of votes by ballot for proxyholders would be statistically immaterial to the outcome of the vote

5.16 **Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

5.17 **Resolution in Lieu of Meeting**

~~A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director in relation to the Director's resignation or removal or by the public accountant in relation to the person's~~

~~resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members. [Note – This provision reflects mandatory ONCA requirements.]~~

5.18 – Rules of Order

~~The chairperson of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedure at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.~~

5.195.17 – Adjournment

- (a) The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time.
- (b) If the meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, no notice of such adjournment need be given other than by announcement of all of the following at the time of the adjournment: [Note - This provision reflects mandatory ONCA requirements. However, if the by-law provides that no electronic meetings of Members are permitted, then this provision will need to be revised.]
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be in the manner as if it is an original meeting. [Note – This provision reflects mandatory ONCA requirements.]
- (d) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. [Note – This provision reflects mandatory ONCA requirements.]

SECTION VI **DIRECTORS**

6.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation. [Note – This provision reflects mandatory ONCA requirements.]

6.02 Number

The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Special Resolution or, if the Special Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board. [Note – The last sentence reflects mandatory ONCA requirements.]

6.03 Qualifications and Composition

(a) Each Director shall meet all of the following qualification requirements:

- (i) is an individual who is at least 18 years of age, has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere, does not have the status of a bankrupt; [Note – These are mandatory requirements under the ONCA.]
- (ii) is a Member of the Corporation at the time of election (or within 10 days after election) and during the term of office;
- (iii) is in agreement and agrees to further the purposes of the Corporation as contained in the Articles; and
- (iv) agrees to abide by the provisions in the Articles and By-laws of the Corporation;

~~(b) Upon taking office, a Director shall be deemed to be a Member of the Corporation.~~

~~(e)~~(b) As much as possible, the Board shall consist of representation from each of the four (4) Regions.

~~(d)~~(c) The Board may adopt policies from time to time to govern the composition of the Board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

6.04 **Election and Term**

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. The Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the close of the third (3rd) annual meeting next following or until their successors are elected. [Note – The first sentence reflects mandatory ONCA requirements.]
- (b) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected. [Note – This provision reflects mandatory ONCA requirements.]
- (c) As much as possible, the Directors shall be elected and shall retire in rotation as determined by the Members when the Directors are elected.
- (d) The maximum number of terms for each Director is two (2) terms of three (3) years. A Director will be eligible for re-election to the Board at the end of the term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Notwithstanding the foregoing, a Director in the Officer position of president or immediate past president may hold office ~~during the term of his or her successor~~ beyond two (2) terms of three (3) years provided they remain in the officer position of president or immediate past president during their term as Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to the Board is restored

6.05 **Consent**

[Note – This provision reflects mandatory ONCA requirements.]

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual consented in writing to hold office as a director before or within ten (10) days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time after ten (10) days after the election or appointment; or
- (c) the individual elected or appointed is re-elected or reappointed where there is no break in the term of office.

6.06 **Nomination of Directors**

[Note - Under the ONCA, members have the right to nominate candidates for election of directors from the floor at annual meetings. While it is not permissible to prevent members from doing so, we discussed the possibility of putting in place a procedure (such as an advance notice by-law) to require members who intend to nominate directors from the floor at members meetings by providing advance notice to the Corporation. The benefits of this process include (i) facilitating an orderly and efficient meeting process; (ii) ensuring that all members receive adequate notice of director nominations and sufficient information with respect to all nominees; (iii) allowing the Corporation and members to evaluate all nominees' qualifications and suitability as a director of the Corporation; and (iv) allowing members to cast an informed vote. This Section is intended to require members to give prior notice to the board of the member's intention to nominate candidates for election instead of making the nomination from the floor. If the Corporation does not wish to have these provisions, they can be deleted.]

Subject only to the Act and the Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporations that may be in place from time to time; [Note – Can set out the Corporation's own nomination process here but they will be trump by the right of members under the Act to nominate by proposal or from the floor at AGMs.]
- (b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
- (c) by any person who intends to nominate from the floor at a Members meeting ("Nominating Member"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
 - (i) **Timely Notice** - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than ~~7~~7 days prior to the date of the meeting of Members in proper written form to the Secretary of the Corporation at the registered office of the Corporation.
 - (ii) **Proper Form** - To be in proper written form, a Nominating Member's notice to the Secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of

Commented [RP4]: Proposal rights are statutory but the board has an out if it's not at least 60. Meeting notices require 10 to 50.

We can't set this more than 10 because if meeting notice is given on 10 days notice and the advanced notice provision requires something more than this process would be frustrated.

the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.

- (iii) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section ~~6.066-08~~. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section ~~6.066-08~~ and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (iv) Delivery of Notice - Notwithstanding any other provision of this By-law, notice given to the Secretary of the Corporation pursuant to this Section ~~6.066-08~~ may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice).
- (v) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

6.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section ~~6.096-11~~, or no longer fulfils all of the qualifications to be a Director set out in Section ~~6.036-04~~ as determined in the sole discretion of the Board. ~~Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.~~ [NOTE – delete the last sentence if this is an open membership corporation] [Note – The first sentence reflects mandatory ONCA requirements.]

6.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 27 of the Act. [Note – The first sentence reflects mandatory ONCA requirements. The second sentence overrides the right of the director to submit a statement under ONCA. Generally speaking, the provision of a written statement by a resigning Director is not of particular concern. However, in the context of the ONCA, there are wider implications to

a written statement provided to the Corporation by a resigning director. Specifically, section 27 states that upon resignation or removal, the director in question may provide a written statement to the board to be circulated to all members. If this is not desirable, then the last sentence in this section will avoid the right of the director to do so. Of course, the director could still, if the director wishes, provide a written explanation to the Corporation of their reasons for resignation or objection to removal for internal circulation only.]

6.09 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 27 of the Act. [Note – The first sentence reflects mandatory ONCA requirements. The second sentence overrides the right of the director to submit a statement under ONCA. Similar to resignation, a director also has the right to circulate a statement to the members upon being removed. The last sentence is intended to override the rule in the ONCA in this regard.]

6.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Board, except if there has been a failure to elect the number or minimum number of Directors provided for in the Articles. If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. Notwithstanding the foregoing, a vacancy among the Directors is not required to be filled if the vacancy results from an increase in the number or the minimum number of directors provided for in the Articles or from a failure to elect that increased number or minimum number of Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. [Note – This section reflects mandatory ONCA requirements.]

6.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from the Director's position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing the Director's duties. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

6.12 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. However, no

Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

6.13 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except the following matters which are prohibited by subsection 36(2) of the Act to be delegated by the Board:

- (a) To submit to the Members any question or matter requiring the approval of the Members;
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) To appoint additional Directors;
- (d) To issue debt obligations except as authorized by the Directors;
- (e) To approve any financial statements under section 83 of the Act;
- (f) To adopt, amend or repeal By-laws; or
- (g) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

6.14 Committees

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 committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

SECTION VII
MEETINGS OF DIRECTORS

7.01 Place of Meetings

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine. [Note – This provision reflects mandatory ONCA requirements.]

7.02 Calling of Meetings

Meetings of the Board may be called by the president, the vice-president or any two (2) Directors at any time. [Note – The second sentence reflects mandatory ONCA requirements.]

7.03 Notice of Meeting

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notwithstanding the foregoing, a notice of a meeting of Directors need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. [Note – The second sentence reflects mandatory ONCA requirements. This draft by-law provides the option of holding meetings of Directors electronically and, as such, this sentence will need to be retained in the draft by-law. If the Corporation does not want to permit phone or electronic meetings of Directors, then this by-law including this section will need to be revised.]
- (b) If a Director may attend a meeting of the Board by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. [Note – This provision reflects mandatory ONCA requirements. This draft by-law provides the option of holding meetings of Directors electronically, so we will need to retain this provision in the draft by-law. If the Corporation does not want to permit electronic meeting of Directors, then this by-law including this section will need to be revised.]
- (c) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment: [Note - This provision reflects mandatory ONCA requirements. However, if the by-law provides that no electronic meetings of Members is permitted, then this provision will need to be revised.]
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and

- (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

7.04 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. [Note – This provision reflects mandatory ONCA requirements.]

7.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

7.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting. [Note – The last clause reflects mandatory ONCA requirements.]

For greater certainty, the list of matters referred to in subsection 36(2) are set out in Section ~~6.136-15~~ above.

7.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section ~~6.026-03~~. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means. [Note – The first sentence reflects mandatory ONCA requirements.]

7.08 Meeting by Telephone or Electronic Means

A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Directors held in these manners must ensure that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.

A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present in person at the meeting. [Note - This provision reflects ONCA requirements. This provision reflects the default rule in the ONCA that meetings of Directors may be held electronically. However, the articles or by-laws may limit the manner or manners by which such meetings may be held and specify requirements that apply – for example to prohibit electronic meetings or require electronic meetings may only be held under certain circumstances. We are assuming that the Corporation would like to have the flexibility of holding board meetings electronically without restrictions. However, if the Corporation wishes to impose restrictions (e.g., certain number of board meetings must require all Directors to attend in person only etc.), this provision will need to be revised.]

7.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting. [Note – This provision reflects mandatory ONCA requirements.]

7.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the president, or the vice-president if the president is absent or unable to act. In the event that the president and the vice-president are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.11 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

7.12 Dissent at Meeting

[Note – This provision reflects mandatory ONCA requirements.]

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting
- (b) the Director requests that the Director's dissent be entered in the minutes of the meeting;
- (c) the Director gives the Director's dissent in writing to the secretary of the meeting before the meeting is terminated; or

- (d) the Director submits (in such manner required by the Act and the Regulations) the Director's dissent immediately after the meeting is terminated to the Corporation;

provided that a Director who votes for or consents to a resolution may not dissent.

7.13 Dissent of Absent Director

[Note – This provision reflects mandatory ONCA requirements.]

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes the Director's dissent to be placed with the minutes of the meeting; or
- (b) submits (in such manner required by the Act and the Regulations) the Director's dissent to the Corporation.

7.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors. [Note – This provision reflects mandatory ONCA requirements.]

7.15 Meetings In Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. ~~In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.~~

7.16 Disclosure of Interest

- (a) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or transaction or proposed material contract or transaction with the Corporation if the Director:
 - (i) is a party to such material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Corporation.

- (b) In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be made by the Board from time to time.
- (c) The chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 7.16(a) to be absent during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

7.17 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation. All materials whether in print or electronic format shall be the property of the Corporation and every Director, Officer, committee member, employee or volunteer shall, when requested by the Corporation, return or destroy such materials upon termination of their association with the Corporation.

7.18 Rules of Order

The chairperson of the meeting shall conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Any questions of procedures at or for any meetings of the Directors, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert’s Rules of Order*.

**SECTION VIII
OFFICERS**

8.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, save and except for the president and vice-president positions~~No Director shall hold more than one such office at any one time.~~

8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The president shall be a Director. The president shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members. For the purposes of the Act, the president shall also be the chair.
- (b) **Vice-President** - The vice-president, if one is to be appointed, shall be a Director. If the president is absent or is unable or refuses to act, the vice-president, if any, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.
- (c) **Immediate Past President** - The immediate past president shall provide advice to the Board on matters affecting the Corporation, and shall perform such other duties as may be determined by the Board. The immediate past president shall be entitled to notice of and to attend and speak at all meetings of an executive committee if established by the Board.
- (d) **Executive Director** - If appointed, the executive director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The executive director shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the executive director.
- (e) **Secretary** – The secretary shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (f) **Treasurer** - The treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the president requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

8.03 Term of Office

Officers who are not employees of the Corporation shall hold their position for a period of three (3) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the

annual general meeting subject to Section 6.04(d). There is no maximum term of office for an Officer and as such, an Officer will be eligible for re-appointment on a consecutive basis. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

8.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Director (if a necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

8.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section ~~6.116-13~~.

8.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

8.07 Disclosure (Conflict of Interest)

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 7.16.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 7.16 ~~Error! Reference source not found.~~(b) ~~Error! Reference source not found.~~(+), Section 7.16 ~~Error! Reference source not found.~~(e) and Section 7.16 ~~Error! Reference source not found.~~(d).
- (c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

SECTION IX
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation. [Note – This provision reflects mandatory ONCA requirements.]

9.02 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnity of Directors and Officers

[Note – This provision reflects mandatory ONCA requirements.]

Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful;

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

9.04 Insurance

[Note – This provision reflects mandatory ONCA requirements.]

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

9.05 Advances

The Corporation may advance money to a Director, Officer or other individual for the costs, charges and expenses of an action or proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 9.03(a) and Section 9.03(b).

[Note – This provision reflects mandatory ONCA requirements.]

**SECTION X
NOTICES**

10.01 Method of Giving Notices

[Note – The first half of this paragraph reflects mandatory ONCA requirements.]

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to such Member at the Member's latest address as shown in the records of the Corporation; or such Director at the Director's latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; or such auditor or the person who has been appointed to conduct a review engagement at its business address; provided that if no address be given then to the last address of such person known to the secretary; provided further always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be

deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Undelivered Notices

If any notice given to a Member is returned on three consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of the Member's new address. [Note – This provision reflects mandatory ONCA requirements.]

10.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice

10.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner. [Note – This provision reflects mandatory ONCA requirements.]

**SECTION XI
AMENDMENTS**

11.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

Commented [RP5]: Required to be a special resolution under ONCA.

11.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by an Special Ordinary Resolution of the Members. ~~[Note – To prevent the board from amending the bylaw subject to subsequent members' approval, it is necessary to require all by law amendments be subject to membership approval and to insert a similar requirement in the articles.]~~

SECTION XII **TRANSITION PROVISIONS**

12.01 Members

Upon this By-law coming into effect, the Members at the time when this By-law comes into effect shall continue to be the Members under this By-law.

12.02 Directors and Officers

- (a) Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.
- (b) The number of terms served by the Directors up to the time of this By-law coming into effect shall be included in the maximum number of terms Directors are permitted to be served under this By-law.

SECTION XIII **IDENTIFICATION AND REPEAL OF FORMER BY-LAWS**

13.01 Repeal of Former General Operating By-law

- (a) General Operating By-law No. 1 as amended on June 23, 2019 is hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation.
- (b) The said repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this _____ day of _____, _____.

President

Secretary

CONFIRMED by the Members of the Corporation this _____ day of _____, _____.

Secretary