

Ontario College Administrative Staff Association



Association du personnel administratif des collèges de l'Ontario

**ONTARIO COLLEGE ADMINISTRATIVE STAFF  
ASSOCIATION**

**Amended**

**BY-LAW 1**

*Amended June 25, 2013*

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**BY-LAW 1**

being the General By-law of

**ONTARIO COLLEGE ADMINISTRATIVE STAFF ASSOCIATION**

(hereinafter referred to as the "Corporation")

**INTERPRETATION**

**1. Definitions**

In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the Corporations Act, R.S.O., chap. C. 38 and its regulations as from time to time amended and every successor statute and regulations that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "Board" or "Board of Directors" means the Board of the Directors of the Corporation;
- (c) "By-law" means any By-law of the Corporation from time to time in force and effect;
- (d) "Corporation" means the Ontario College Administrative Staff Association, incorporated without share capital by Letters Patent dated September 30, 2008;
- (e) "Director" means a duly elected and qualified person who holds office on the Board of Directors;
- (f) "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
- (g) "Member" shall mean a person admitted to registered membership of the Corporation pursuant to Article 40;
- (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) “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;

## **2. Interpretation**

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular member only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) 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;
- (d) the Corporation is established primarily for the purpose of furthering the professional interests and activities of administrators who are employed or were formerly employed by OCAAT and who are otherwise eligible for membership in the Corporation;
- (e) all activities are consistent with a non-union mandate and membership;
- (f) this By-law and all other constating documents shall be translated into French in the event of any inconsistency in the versions, the English shall prevail.

## **3. Head Office**

The head office of the Corporation shall be located in Napanee, Ontario. This location is subject to change by special resolution of the Board of Directors of the Corporation.

**4. Seal**

The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

**DIRECTORS**

**5. Duties and Number**

The affairs of the Corporation shall be managed by a Board of Directors comprised of 12. The Board of Directors shall be elected as set out in Article 9 below.

**6. Qualifications**

Every Director shall be eighteen (18) or more years of age and shall be a Member of the Corporation, and no undischarged bankrupt shall become or continue as a Director.

**7. First Directors**

The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected, or appointed in accordance with Article 9 herein.

**8. Term**

Directors shall be appointed for a term of three (3) years, commencing at the commencement of the annual meeting at which the appointment of such individuals to the Board of Directors is to be effective, provided that at the first meeting of the Members, at which time the Board of Directors shall be elected, the term of office for such first Board of Directors shall be as follows:

- (a) One-third (1/3) of the Directors shall be elected for a term of one (1) year;
- (b) One-third (1/3) of the Directors shall be elected for a term of two (2) years;
- (c) One-third (1/3) of the Directors shall be elected for a term of three (3) years.

No Director shall be eligible to serve more than two consecutive terms, except in the case of a Past President who may hold office during the term of his or her successor. A member who has served two consecutive terms shall not be eligible to serve again as a Director before the passing of at least three years.

**9. Election**

The members of the Board of 12 shall be:

- i. the immediate Past President;

- ii. Two (2) Directors from each of the current four (4) Regions. Such Directors must have their primary residence or workplace in the Region they serve and must be actively employed at an OCAAT; and
- iii. 3 Directors at large, which may include one Retiree.

Directors shall be elected by a majority of the voting Members in attendance personally at the annual general meeting of the Corporation or by proxy in the manner set out in these By-laws and as required by the Act. The election of Directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill Director vacancies where the number of candidates exceeds the number of vacancies filled.

#### **10. Nomination of Directors**

Nominations for vacant Director positions shall be submitted in writing to the Chair of the committee responsible for nominations at least 30 days in advance of the meeting at which the vote is to be held. It shall contain the signature of two Members of the corporation in good standing and a signed acceptance of the nomination by the nominee.

#### **11. Vacancies**

The office of a Director shall automatically be vacated:

- (a) if the Director ceases to be a Member of the Corporation;
- (b) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the Director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the Director before the expiration of the Director's term of office; or
- (f) if the Director dies.

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors so long as quorum of Directors remains in office. A Director so elected shall remain in office for the duration of the vacant term until the next annual

general meeting of the Members. The Directors shall not fill a vacancy in the manner specified in this clause during the ninety (90) day period immediately preceding an annual general or special meeting. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacant Director positions.

## **12. Executive Committee**

Immediately following the election of Directors, the Directors shall meet and appoint from among their number an "Executive Committee" consisting of the President, Vice-President, Secretary and Treasurer. The immediate past President shall *ex officio* be a member of the Executive Committee. The Executive Committee shall be responsible for the day to day administration of the Corporation. The Executive Committee shall act within the terms of the policies adopted by the Corporation and within the budget for the Corporation approved by the Board of Directors.

The Past President shall perform all specific duties assigned by the President or the Executive Committee.

In addition, the Board of Directors may delegate to the Executive Committee any of the powers of the Board of Directors, subject to the restrictions, if any, contained in the By-laws, the Act, and any resolution of the Board of Directors. The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or appeal rules or procedures in this regard, provided, however, that if the Executive Committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the Board of Directors or, failing such determination as determined by the Executive Committee, the provisions in this By-law respecting meetings of the Board of Directors, shall apply, with necessary modifications to the Executive Committee. Any Executive Committee member may be removed by resolution of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

## **13. Other Committees**

The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and 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. A committee may include persons other than Directors. Any committee member may be removed by resolution of the Board of Directors. Appointments to such committees shall:

- (a) be for such term as the Directors may deem appropriate and shall be subject to revocation if the Directors consider it appropriate to do so;

- (b) only be open to persons who are Members of the Corporation unless otherwise authorized by the Board of Directors;
- (c) be pursuant to an undertaking between the Corporation and the appointees wherein the Corporation undertakes to indemnify the appointees pursuant to Article 37 herein and the appointees agree to report to and take direction from the Corporation regarding their activities.

#### **14. Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided however that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

#### **15. Responsibilities of the Board**

Each Board member will, without limitation:

- (a) attend Board meetings, regular and special meetings of the membership;
- (b) review agenda and supporting documents prior to Board and committee meetings;
- (c) act honestly, in good faith and be available for tasks and duties that serve the best interests and functions of the Corporation and the public;
- (d) take an active role on the Board through participation in committee work;
- (e) respect the financial policies of the Board;
- (f) review and vote on the approval of the Corporation's budget;
- (g) promote the Corporation's membership and its services;
- (h) report to the Board any material legal matter in which he or she has been named as defendant or which may constitute a conflict of interest in accordance with the manner set out in these By-laws and under the Act;
- (i) assist in developing and maintaining positive relations among the Board, committees, staff members and community to enhance the Corporation's mission; and
- (j) ensure that the Corporation maintains appropriate statements and records and, where appropriate, ensure that notice is published for the purpose of making the membership aware that certain statements and records are available for Inspection.

## MEETINGS OF DIRECTORS

### 16. Place of Meeting

Meetings of the Board of Directors may be held either at the head office or at any place within Ontario.

### 17. Notice

The Secretary shall, when directed or authorized by the President of the Corporation or by any three (3) Directors, convene a meeting of Directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting except as may be required under the Act. Notice of any such meeting shall be in writing and served not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director 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: provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting. Notice of meetings of the Directors shall state the day, hour and place of the meeting and the general nature of the business being transacted and shall be sent either personally or by sending such notice to each Board member through the mail in the form of a letter, or by fax or e-mail to the last number or address that appears on the member list of the Corporation, or if no address be given therein, to the last address of such Board member known to the Secretary of the Corporation.

If the first meeting of the Board of Directors following the election of Directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting provided that a quorum of the Directors is present.

### 18. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

### 19. Adjournment

Any meeting of Directors may be adjourned from time to time by the chairperson of the

meeting, with the consent of those in attendance at the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

**20. Regular Meetings**

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings. At least two such meetings shall be held annually, normally in October and June.

**21. Quorum**

The number of Directors which shall form a quorum for the transaction of business shall be a majority of the Directors then in office. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.

**22. Voting**

Each Director is authorized to exercise one (1) vote. Questions arising at any meeting of Directors shall be decided by the majority of votes unless otherwise required by this By-law or the Act. 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, except in the case of the election of officers.

**23. Telephone/Electronic Participation**

If all the Directors of the Corporation consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

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## POWERS OF DIRECTORS

### 24. Administer Affairs

The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letter Patent or otherwise authorized to exercise and do.

### 25. Expenditure

The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to the Executive Committee or to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

### 26. Borrowing Power

The Board of Directors of the Corporation may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchise and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (d) delegate the powers conferred on the Board of Directors under this article to the Executive Committee or such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine in accordance with the Act.

The powers hereby conferred shall be deemed to be in supplement of the and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of this By-law.

### 27. Fees and Fund Raising

The establishment of or changes to the membership fees and dues and any special

assessments must be approved by a vote of the Board of Directors.

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

**28. Agents and Employees**

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

**29. Remuneration of Agents and Employees**

The remuneration of agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the Executive Committee.

**OFFICERS**

**30. Appointment**

The Board of Directors shall annually appoint immediately following the election of the Board a President, Vice President, Secretary and Treasurer from among themselves and, if deemed advisable, may appoint one or more additional officers. Only Directors may be appointed to the office of President, Vice President, Secretary and Treasurer and they must remain Directors and Members of the Corporation in order to hold such office. No Director shall hold more than one such office at any one time. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

**31. Vacancies**

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a Director or Member if such is a necessary qualification of appointment;

- (d) that officer's removal;
- (e) that officer's death.

If the office of any officer of the Corporation shall be or become vacant, the Directors by resolution may appoint an eligible person to fill such vacancy.

**32. Remuneration of Officers**

The Directors may fix the remuneration of the officers of the Corporation, provided however those officers who are also Directors are not entitled to receive remuneration by reason of holding their office. Notwithstanding this, officers are entitled to be reimbursed from the Corporation for reasonable expenses incurred in carrying out his or her duties as an officer of the Corporation.

**33. Removal of Officers**

All officers, in the absence of agreement of the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

**34. Duties of Officers may be Delegated**

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

**35. Current Offices and Powers and Duties**

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board of Directors. The current offices of the Corporation and the duties of such offices include:

- (a) President

The President shall be responsible for the overall supervision and administration of the Corporation. The President shall chair all meetings of the Board of Directors, Executive Committee and meetings of Members, prepare the agenda for meetings of the Board and of the Executive Committee in consultation with the Secretary and ensure that policies and directives of the Board are implemented.

- (b) Vice- President

The Vice-President shall be vested with all the powers and shall perform all the duties of

the President in the absence or inability or refusal to act of the President.

(c) Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or the Executive Committee, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to in the Act. The Secretary shall also be responsible for circulating minutes, agendas for Board of Director and Executive Committee meetings, communication with membership, and maintaining membership information.

(d) Treasurer

Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records, to report to the Board of Directors and Executive Committee on finances as requested by the Board or Executive Committee, and to present the financial report to the annual general meeting of the Corporation. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board of Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

(e) Executive Director

The Board of Directors may from time to time appoint an Executive Director who is not a member of the Board of Directors and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the Board of Directors of the Corporation and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Corporation.

**FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

**36. For the Protection of Directors and Officers**

Except as otherwise provided in the Act, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's own willful neglect or default.

**INDEMNITIES TO DIRECTORS AND OTHERS**

**37. Indemnities to Directors and Others**

Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation 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 Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed matter or thing whatever, made done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires, including any person appointed under Article 28 hereof. 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 to the extent permitted by the Act or

law.

## **INTERESTED DIRECTOR CONTRACTS**

### **38. Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure of such interest in accordance with the provisions herein and as required the Act. No such Director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by the Act, it is declared that no Director shall be disqualified from, or vacate any such office by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Corporation or any of its member or creditors for any profit realized by or for any such contract or arrangement by reason of any fiduciary relationship.

### **39. Submission of Contracts or Transactions to Members for Approval**

The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the Members or at any meeting of the Members called for the purpose of considering the same and, subject to the provisions of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every member of the Corporation.

## **MEMBERS**

### **40. Classes of Members and Eligibility**

Regular membership (an individual in this classification shall be referred to as a "Regular Member") in the Corporation is open to 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 employed as college presidents;

- (ii) 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;

#### **41. Application for Membership**

Applications for membership shall be addressed to the head office of the Corporation. Members in good standing shall be those persons who are eligible for membership and who are at least 18 years of age and have paid all required fees and assessments to the Corporation. Members whose fees or assessments are in arrears may be required by the Committee to pay an administrative fee for reinstatement of membership in good standing. Only a Member in good standing shall have the right to:

- (a) attend and participate at meetings of the Corporation;
- (b) be informed of matters of interest to the membership;
- (c) seek and hold office in the Corporation;
- (d) vote on any matters, subject to any restrictions set out in these By-laws; and
- (e) serve as an appointed or elected official representative of the Corporation, subject to any restrictions set out in these By-laws.

#### **42. Resignation**

Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the Board of Directors. In the case of resignation, a Member shall remain liable for payment of any outstanding membership dues levied or which became payable by the Member of the Corporation prior to such person's resignation. The Board may approve in its absolute discretion a refund of all or a portion of dues or fees paid by a Member who has resigned. A Member whose dues remain unpaid for six months shall be deemed to have resigned.

#### **43. Termination of Membership Status**

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death of the Member;

- (b) when the Member ceases to be a Member by reason of ineligibility, resignation or otherwise in accordance with these By-laws;
- (c) if at a special meeting Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the Member in question shall be granted the opportunity to be heard at such meeting in accordance with any requirements set out in the Act.

## **MEMBERS' MEETINGS**

### **44. Annual Meeting**

Subject to compliance with the Act, the annual meeting of the Members shall be held on such day in each year and at such time as the Directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located for the purpose of:

- (a) Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
- (b) Receiving and considering audited financial statements for the preceding fiscal year;
- (c) Receiving and considering such other reports and statements as are required by the Act and any other applicable legislation;
- (d) Electing Directors;
- (e) Appointing the auditors for the next fiscal year; and
- (f) Transacting any other business properly brought before the meeting

### **45. Other Meetings**

Other meetings of the Members may be convened by order of the President or by the Board of Directors or upon a written request signed by at least 10% of the voting Members and stipulating the purpose of the meeting and the proposed date, time and place of such meeting or, in the absence of such determination, at the place where the head office of the Corporation is located.

### **46. Notice**

A minimum of twenty-one (21) days' written notice shall be given to each Member of any annual or special meeting of Members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to

form a reasoned judgment on the decision to be taken. A written notice stating the day, hour, and place of the meeting and the general nature of the business being transacted shall be sent either personally or by sending such notice to each member through the mail in the form of a letter, in the Corporation's newsletter, or by e-mail to the last address that appears on the member list of the Corporation, or if no address be given therein, to the last address of such Member known to the Secretary of the Corporation.

**47. Waiver of Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**48. Error or Omission in Giving Notice**

No error or omission in giving notice of any such annual or special meeting of the Members or any adjourned meeting of the Members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of the Members.

**49. Quorum**

A quorum at any meeting of the Members shall be 13 voting Members present and voting in person. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present who are entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

**50. Chairperson of the Meeting**

In the event that the President is absent and the Vice-President is also absent, the persons who are present and entitled to vote shall choose another Director as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

**51. Adjournment**

The chairperson of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to Members. 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.

**52. Voting of Members**

Every question submitted to any meeting of Members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these by-laws. In the case of any equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

At any meeting unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by a person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the person of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

**53. Proxies**

(a) Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxy holder or one or more alternate proxy holders, who need not be Members, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. Every proxy must be in a form that complies with the Act and any prescribed regulations thereof.

(b) 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.

**CUSTODY AND VOTING OF SHARES AND SECURITIES**

**54. Voting Shares and Securities**

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Board of Directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may

determine without the necessity of a resolution or other action by the Board of Directors.

#### **55. Custody of Securities**

All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

All share certificate, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registered to be effected.

### **EXECUTION AND INSTRUMENTS**

#### **56. Execution of Instruments**

Contracts, documents, cheques or instruments in writing requiring the signature of the Corporation must be signed by a designated signing officer or officers as provided in this Article. The Board of Directors shall appoint up to four (4) of its members at least three of whom must also be members of the Executive Committee as signing officers. Senior administrative staff of the Corporation may also be appointed as additional designated signing officers. Contracts, documents, cheques or other instruments in the amount of \$1000 or less and normal payroll-related amounts such as net pay and statutory remittances made in the name of the Corporation shall be signed by any one (1) designated signing officer. Contracts, documents, cheques or other instruments in the amount of \$1001 or more made in the name of the Corporation shall be signed by any two (2) designated signing officers, at least one of whom must be a member of the Executive Committee.

All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in the By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

## NOTICES

### **57. Service**

Any notice or other document required by the Letters Patent, the By-laws or the Act to be sent to any member or Director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram, cable, facsimile, email or other electronic means to any such Member, Director or auditor at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member, Director, or auditor known to the Secretary; provided 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.

### **58. Signature to Notices**

The signature of any Director or officer of the Corporation to any notice or document to be given under the By-laws, letters patent or supplementary letters patent of the Corporation may be written, stamped, typewritten or partly written, stamped, typewritten.

### **59. Computation of Time**

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

### **60. Proof of Service**

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a Post Office or into a letter box. A certificate of any officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, officer or auditor of the Corporation as the case may be.

## AUDITORS

**61. Auditors**

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation of report of Members who shall hold office until the next following annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or by the remuneration of auditor appointed by the Directors shall be fixed by the Directors. The Members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

**FINANCIAL YEAR****62. Financial Year**

The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year on or such other date as the Directors may from time to time by resolution determine.

**63. Enactment, Repeal and Amendment of By-laws and Special Resolutions**

By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by at a least majority of the Directors present at a meeting of the Board and sanctioned by at least a majority of the Members present at a meeting of Members duly called for the purpose of considering such by-law or at the next annual meeting of Members. The repeal or amendment of a by-law of the Corporation may be enforced or acted upon unless the approval of the members is required under the Act before it may be enforced or acted upon. A copy of any by-law proposed to be sanctioned at an annual or general meeting of Members (including a by-law which amends or repeals an existing by-law) shall be sent to every Member of the Corporation with the notice of such meeting. Such by-law may be amended at the meeting provided a majority of Directors present approve any amendment moved at such meeting of Members. Where the Act or these by-laws requires that a matter be dealt with by way of Special Resolution, such Special Resolution must be passed by a majority of Directors and confirmed with or without variation by at least 2/3 of the votes cast at a meeting of Members called for that purpose, or, alternatively, the written consent of all Members entitled to vote at such meeting.

**64. Rules of Order**

Except where the bylaws otherwise, the Association shall be governed in all procedural matters by Roberts Rules of Order, Newly Revised, by General Henry M. Robert, Scott Foresman, A Division of Harper Collins Publishers, 1990, 9th Edition, or later editions.

Enacted by the Board the \_\_\_ day of \_\_\_\_\_, 2013 and confirmed and passed by the Members in accordance with the Act on the \_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Secretary