



Ontario Society of
Occupational Therapists

BY-LAWS
of the
**ONTARIO SOCIETY OF OCCUPATIONAL
THERAPISTS**

APPROVED OCTOBER 29, 1999

**AMENDED FEBRUARY 11, 2000,
AMENDED APRIL 28, 2001**

**LAST AMENDED
SEPTEMBER 26, 2008**

**BY-LAWS OF
THE ONTARIO SOCIETY OF OCCUPATIONAL THERAPISTS
SEPTEMBER 26, 2008**

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Article One
INTERPRETATION

1.01 Definitions

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

- i. "Act" means the Corporations Act (Ontario);
- ii. "AGM" means the Annual General Meeting of Members;
- iii. "Board" means the Board of Directors of the Corporation;
- iv. "By-laws" means these By-laws and all other By-laws of the Corporation from time to time in force and effect;
- v. "CAOT" means the Canadian Association of Occupational Therapists;
- vi. "Committee" means only the Standing Committees of the Board as listed in Article Seven, Section 7.01;
- vii. "Corporation" means the Corporation incorporated under the Act by Letters Patent under the name 'The Ontario Society of Occupational Therapy' and amended by Supplementary Letters Patent dated October 15, 1968 to 'The Ontario Society of Occupational Therapists';
- viii. "COTO" means the College of Occupational Therapists of Ontario;
- ix. "Director" means a Member who is elected by the Membership to the Board;
- x. "Executive Committee" has the meaning attributed hereto in Article Six, Section 6.01;
- xi. "Executive Director" means the chief administrative officer who is hired by the Corporation and who is responsible for conducting the day to day business and affairs of the Corporation according to Article Nine;
- xii. "Fee Schedule" is a schedule of fees prescribed and regulated by the Board;
- xiii. "Letters Patent" means the Letters Patent incorporating the Corporation dated January 19, 1921, as amended by Supplementary Letters Patent dated October 15, 1968, and any further Supplementary Letters Patent;
- xiv. "Member" means a Member of the Corporation who is an occupational therapist, an occupational therapy student, and others who meet the membership requirements and conditions as defined in Article Two, Section 2.02;
- xv. "Meeting" means a coming together of a group of people for a defined purpose and may take various forms including face-to-face, teleconferencing,

videoconferencing, correspondence over the Internet, etc. The form chosen will be reasonable for all participants to access;

- xvi. "OSOT" means the Ontario Society of Occupational Therapists, the provincial professional association of occupational therapist in Ontario;
- xvii. "Policies" are the written expression of goals and direction of the Corporation and are set by the Board;
- xviii. "Procedures" are the means for implementing the Policies of the Corporation;
- xix. "Scrutineer" means a person, not necessarily a voting member of the Corporation, enlisted to assist in the conduct of a vote through the collection, verification, and counting of votes or ballots, as well as verification of proxies;
- xx. "Team" means a group of volunteers, and /or Directors, and/or staff established by the Board to address tasks assigned to it by the Board;
- xxi. "Terms of Reference" define the mandate, functions, and responsibilities of each standing Committee and Team and are defined by the Board;

Article Two

MEMBERSHIP

2.01 Classes of Membership

The Classes of Membership shall be:

- i. Active Member;
- ii. Honorary Life Member;
- iii. Student Member;
- iv. Affiliate Member;
- v. Associate Member;

2.02 Membership Requirements and Conditions

- i. **Active Members** must meet the following requirements and conditions:
 - a) The Member must live and /or work in the Province of Ontario;

- b) The Member must be eligible to practice Occupational Therapy in the Province of Ontario or another province pursuant to the *Occupational Therapy Act, 1991* (Ontario) or the applicable legislation that regulates the profession of Occupational Therapy in another province; OR
- c) The Member must have graduated from an occupational therapy educational program in Canada accredited by the CAOT or from a non-Canadian occupational therapy educational program recognized by the World Federation of Occupational Therapist, and have successfully completed 1000 hours of fieldwork or clinical practice or can provide evidence of full Membership in the professional association in the country where occupational therapy education was received. Active membership may be composed of different sub-classes as defined in the Policies and Procedures and which are subject to an annual membership fee as prescribed in the Fee Schedule.

ii. **Honorary Life Member**

Any person who is or has been an Active Member of the corporation and who has rendered distinguished and longstanding service to the profession or corporation may be granted Honorary Life membership by a resolution passed by at least two thirds of the votes cast at a Meeting of the Board and announced to the membership at a Meeting of the corporation duly called for that purpose.

iii. **Student Member**

Persons who are currently enrolled in a CAOT accredited, entry level educational program leading to a degree in Occupational Therapy, may be admitted to Student Membership in the Corporation.

iv. **Affiliate Member**

National or Provincial organizations of occupational therapists or other organizations or Corporations having objects similar to the objects of the Corporation, may be admitted to Affiliate Membership in the Corporation.

v. **Associate Member**

Persons who are not eligible for any other class of Membership and who may or may not be an occupational therapist, may be admitted to Associate Membership in the Corporation.

2.03 Fees

It is a requirement that all Members, except an Honorary Life Member, pay an annual fee in accordance with the Fee Schedule. The Board may waive fees for individual Members or groups of Members at its discretion.

2.04 Code of Ethics

All Members will abide by the Code of Ethics of the Corporation.

2.05 Rights of Members

- i. All Members may attend Meetings of Members.
- ii. At any Meeting of Members of the Corporation every Active Member and every Honorary Life Member shall be entitled to one vote.
- iii. Any Active or Honorary Life Member can be elected to the Board and hold office in the Corporation upon meeting the qualifications as set out in Article Four, Section 4.02 and 4.03, or Article Five, Section 5.02 and 5.03.
- iv. All Members are eligible to serve on Teams of the Corporation.
- v. All Active and Honorary Life Members shall be entitled to vote to elect officers and Directors of the Corporation

2.06 Renewal of Membership

All Members, excluding Honorary Life Members, must renew Membership annually and pay the annual Membership fee in accordance with the Fee Schedule. Evidence of continuing eligibility for the Membership may be required.

2.07 Termination of Membership

The Membership of any Member of any class may be revoked by resolution of the Board provided that the Member was given notice of the proposed revocation and was afforded an opportunity to appear before the Board to make representations in connection with such proposed revocation.

The Board's decision shall be in writing and shall be submitted to the Member. Termination may occur when a Member does not meet Membership requirements and conditions and/or does not abide by the Code of Ethics of the Corporation.

Article Three

MEETINGS OF MEMBERS

3.01 Annual General Meeting

The AGM of Members shall be held at such time and on such day in each year as the Board may determine but not more than fifteen (15) months after the date of the last AGM.

Business to be conducted will include, but not be limited to:

- i. approval of minutes of the previous AGM;
- ii. approval of financial statements;
- iii. appointment of auditor(s);
- iv. election of Directors and Officers;
- v. President's report and other reports as deemed appropriate;
- vi. other business as deemed appropriate;
- vii. presentation of special awards;
- viii. new business initiated by the Executive Committee and general membership, and the transfer of the office of President, as appropriate.

3.02 Meetings Called by Board

The Board shall have the power to call a Meeting of Members at any time.

3.03 Place of Meeting

Meetings of Members shall be held at the head office of the Corporation or at such other place in Ontario as the Board shall determine and the Letters Patent permit.

3.04 Giving Notice

Notice of Meeting of Members shall be given not less than fourteen (14) days before the day on which the Meeting is to be held to the auditor and to each Member of the Corporation who is a Member at the close of business on the day prior to which the notice is given.

The form of notice shall be in accordance with Article Eleven. Notice shall include date, time, location, and agenda or matters to be discussed. Errors and omission in the notice as well as the waiver of notice shall be directed by Article Eleven.

No public notice or advertisement of any Meeting s of Members shall be required. The statutory declaration of the Executive Director that notice has been given in accordance with this By-law shall be sufficient and conclusive evidence of the giving of such notice.

3.05 Meeting Requested by Members

- i. Not less than ten per cent (10%) of the Members of the Corporation entitled to vote may request the Directors to call a Meeting of the Member for any

purpose connected with the affairs of the Corporation that is not inconsistent with the Act.

- ii. The requisition shall state the general nature of the business to be transacted at the Meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form signed by one or more requisitionists.
- iii. Upon deposit of the requisition, the Board shall call forthwith a Meeting of the Members for the transaction of the business stated in the requisition or affect an appropriate alternative resolution that is satisfactory to the requisitioners.
- iv. If the Board does not, within twenty-one (21) days from the date of the deposit of the requisition, call and hold such Meeting or affect an appropriate alternative resolution, any requisitionists may call such Meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.
- v. A Meeting called under this section shall be called as nearly as possible in the same manner as Meetings of Members are called under this By-law.
- vi. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call such Meeting shall be repaid to the requisitionists by the Corporation and any amount so repaid shall be retained by the Corporation out of any moneys due or to become due from the Corporation by way of fees or other remuneration in respect of their services to such of the Directors as were in default, unless at such Meeting the Members, by a majority of the votes cast, reject the repayment of the requisitionists.

3.06 Chairperson and Secretary

The President or in this person's absence the Vice-President/Secretary shall be the chairperson of any Meeting of Members. If neither officer is present within fifteen (15) minutes after the time fixed for holding the Meeting, the persons present and entitled to vote thereat shall choose one of their number to be chairperson for the Meeting. The chairperson shall appoint a person, who need not be a Member, to act as secretary of the Meeting.

3.07 Proxies

Every Member entitled to vote at any Meeting of Members may, by instrument in writing, in accordance to a form approved by the Board, appoint a proxy who is a Member, to attend and act at the Meeting, subject to any restrictions expressed in the instrument appointing her, in the same manner, to the same extent and with the same power as if the Member were present at the Meeting. The instrument appointing a proxy shall be in writing signed by the appointer and shall cease to be valid after the expiration of one (1) year from the date thereof. The instrument appointing a proxy shall be deposited with the secretary of the Meeting before any vote is cast under its authority or at such earlier time and in such manner as may be directed in the notice calling the Meeting.

3.08 **Scrutineers**

If desired, one (1) or more scrutineers may be appointed by a resolution of the Meeting or by the chairperson with the consent of the Meeting to serve at the Meeting. Such scrutineers need not be Members of the Corporation.

3.09 **Votes to Govern**

At any Meeting of Members every question shall, unless otherwise required by the Act, the Letters Patent or By-laws of the Corporation or by law, be decided by the majority of votes duly cast on the question.

3.10 **Persons Entitled to be Present**

The only persons entitled to attend a Meeting of Members shall be Members, the Executive Director, the auditor of the Corporation, proxies and others who, although not entitled to vote, are entitled or required under any provision of the Act or the By-laws of the Corporation to be present at the Meeting. Any other person may be admitted only on the invitation of the chairperson of the Meeting or with the consent of the Meeting.

3.11 **Quorum**

Voting Members of the Corporation may exercise their right to vote at a Meeting of Members in Person or by proxy.

At least two (2) percent of the voting Membership, as of the date on which notice of Meeting is given, shall constitute a quorum for the transaction of business at any Meeting of Members. Of this two (2) percent, there shall be a minimum of twenty-five (25) voting Members present at the Meeting. If quorum is not met, a lesser number may adjourn the Meeting.

3.12 **Show of Hands**

At any Meeting of Members every question shall be decided by a show of hands unless a poll thereon is required by the chairperson or is demanded by any Member present in person or represented by proxy and entitled to vote. After a show of hands has been taken upon any question, the chairperson may require or any Member present in person or the individual's proxy, if entitled to vote, may demand a poll thereon. A demand for a poll may be withdrawn at any time prior to the taking of the poll. A declaration by the chairperson of the Meeting that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.

3.13 **Polls**

If a poll be required by the chairperson of the Meeting or is duly demanded by any Member and the demand is not withdrawn, a poll upon the question shall be taken in such manner to ensure an accurate count of votes either through a

count of show of hands or a ballot, as the chairperson of the meeting shall direct. Upon a poll, each Member entitled to vote who is present in person or represented by proxy shall vote and the result of the poll shall be the decision of the Members upon the question.

3.14 **Deciding Vote**

In the case of tie vote at any Meeting of Members, either upon a show of hands or upon a poll, the chairperson of the Meeting shall be entitled to vote.

3.15 **Adjournment**

The chairperson, at a Meeting of Members may, with the consent of the majority of members at the Meeting and subject to such conditions as the Meeting may decide, adjourn the Meeting from time to time and from place to place.

Article Four

BOARD OF DIRECTORS

4.01 **Composition**

The affairs of the Corporation shall be managed by the Board which shall consist of the three (3) Officers (President, Vice President/Secretary, Treasurer) of the Corporation and five (5) additional Directors except when the President-Elect shall sit on the Board as the sixth (6th) Director.

4.02 **Qualifications**

- i. Directors of the Corporation shall:
 - a) be not less than 21 years of age;
 - b) be an active or Honorary Life Member of the Corporation;
 - c) have a minimum of three (3) years of clinical and/or related experience;
 - d) have a minimum of one (1) year of service as a Team Member of the Corporation;
 - e) shall hold no more than one office;
 - f) shall not have an un-discharged bankruptcy or criminal record.
- ii. A waiver of criteria c) and d) above may be granted by the Board, upon written request by the Member to the Nominations and Elections Committee.

4.03 **Election of Directors**

All Directors shall be elected by the Members of the Corporation in accordance with the nomination and election process as set out in the Corporation's Policies and Procedures for a term commencing at the next AGM

4.04 **Terms of Office**

The term of office for all Directors, including Officers, shall be two (2) years except for the President-Elect who shall be elected for a one (1) year term in advance of assuming the Presidency. The term of office for all Directors will commence at the annual General Meeting of Members further to the presentation of the elected slate of Directors. A one (1) year term shall be described as a term beginning and ending at subsequent Annual General Meetings. A two (2) year term shall be described as a term beginning and ending at the Annual General Meetings held approximately 2 years apart. It is noted that the one (1) year term and two (2) year term may be more or less than 365 days or 730 days respectively depending on the dates of the Annual General Meetings in Question. Dates for Annual General Meetings will be set in accordance with Article Three, Section 3.01. Directors who assume a position in mid-term shall complete the term of office designated for the position. All Directors, except for the President, shall be eligible for re-election for one (1) additional term. The President may only seek re-election under conditions noted under Article Five, Section 5.03.

4.05 **Meetings of the Board**

- i. The Board shall meet a minimum of four (4) times a year.
- ii. Any Member of the Board may invite guests to attend Meetings of the Board.
- iii. The Executive Director shall normally attend all Meetings of the Board.
- iv. Calling of Meetings

Except as otherwise required by law, Meetings of the Board shall be held from time to time at such place, at such time and on such day as the Board may determine, and the Executive Director shall call Meetings when directed or authorized by the President or by the Vice-President/Secretary or by at least two (2) Directors of the Board. Notice of every Meeting shall be given to each Director not less than forty-eight (48) hours [excluding any part of a Sunday or of a Holiday as defined in the Interpretation Act (Ontario)] before the time when the Meeting is to be held, save that no notice of a Meeting shall be necessary if all the Directors are present or if those absent have waived, in writing, notice of or otherwise signified, in writing, their consent to the holding of such Meeting. The statutory declaration of the Executive Director that notice has been given in accordance with this By-law shall be sufficient and conclusive evidence of the giving of such notice.

v. **Regular Meetings**

The Board may appoint a day or days in any month or months for regular Meetings at a place and hour to be named. These meetings may be held in-person or via teleconference as decided by the Board. A copy of any resolution of the Board fixing the place and time of regular Meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular Meeting. A Board Meeting may also be held, without notice, immediately following the annual general Meeting of the Corporation

4.06 **Errors and Omissions**

Errors or omission in giving notice of Meetings shall be directed by Article Eleven.

4.07 **Waiver of Notice**

Waiver of Notice of any Board Meeting shall be directed by Article Eleven.

4.08 **Chairperson**

The President or in this person's absence the Vice-President/Secretary shall act as the chairperson of any Meeting of the Board. If neither Officer is present, the Directors present shall choose one (1) of their number to be chairperson of the Meeting.

4.09 **Decision-Making**

At all Meetings of the Board, every question to be decided by the Board shall be decided upon by a majority of the votes; and in the case of an equality of votes the chairperson shall be entitled to a deciding vote. All votes cast at any such Meeting shall be taken by poll (written or verbal) if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by a show of hands. A declaration by the chairperson, that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.10 **Proxies**

Proxies will not be allowed at a Meeting of the Board.

4.11 **Quorum**

A quorum at any Meeting of the Board shall be five (5) of the total number of Directors, including the officers. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.

4.12 Polls

If a poll be required by the chairperson of the Meeting or is duly demanded by any Director and the demand is not withdrawn, a poll upon the question shall be taken in such manner, as the chairperson of the Meeting shall direct. Upon a poll, each Director entitled to vote who is present in person or represented by proxy shall vote and the result of the poll shall be the decision of the Directors upon the question.

4.13 Duties and Powers

The affairs of the Corporation shall be managed by the Board. The Board shall be responsible for all matter of By-laws, policy, operations, and standards with regard to the Corporation.

Duties and Powers shall include:

- i. The Board shall develop a strategic plan and review it on a regular basis to ensure that the Corporation is meeting its mandate and mission.
- ii. The Board shall regularly consult the Members on matters of strategic direction.
- iii. The Board shall establish and review Policies as required, in accordance with the Corporation's strategic plan, mandate, and mission.
- iv. The Board shall ensure the Procedures are established and reviewed, as required, to enact Policies.
- v. The Board shall direct and have supervision over all the business and affairs of the Corporation and have such other duties and powers as are set forth in the Policies and Procedures of the Corporation.
- vi. The Board shall establish, review, and regulate annually a membership Fee Schedule.
- vii. The Board or its delegate shall review and approve all position papers or it may choose to delegate this task to the Executive Committee who will then recommend to the Board approval or rejection of position papers.

4.14 Interest of Directors in Contracts

No Director shall be disqualified from contracting with the Corporation by reason of that person's office.

4.15 Declaration of Interest

It shall be the duty of every Director of the Corporation who is in any way, directly or indirectly interested in a contract or proposed contract with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Act.

4.16 Declaration of Conflict of Interest

It shall be the duty of every Director of the Corporation who may benefit in any way, directly or indirectly, from decisions made by the Board or any of the Corporation's committees and/or other representatives, to declare such a conflict of interest and to refrain from the discussion and voting on any matter with which a conflict of interest exists.

4.17 Removal of Directors

Upon a Director ceasing to hold the office or position qualifying the holder as a Director of the Corporation, such person shall cease to be a Director of the Corporation and the successor to such qualifying office shall be a Director ex officio of the Corporation.

A Director of the Board shall cease to be a Director by resolution of the Board, under the following circumstances:

- i. The Director has been absent from a minimum of three (3) or more Meetings of the Board per annum, unless there are extenuating circumstances acceptable to the Board;
- ii. The Director has misrepresented the corporation in a way deemed harmful to the corporation by the Board;
- iii. The Director has failed to disclose a conflict of interest;
- iv. The Director has failed to disclose any convictions of criminal offenses such as fraud, embezzlement, sexual abuse/assault, harassment and any other criminal offense or un-discharged bankruptcy deemed by the Board to affect the Director's ability to perform that person's duties and responsibilities;
- v. The Director has failed to fulfill the roles and responsibilities of that person's position as determined by the Board.

The Director, will be given notice and an opportunity to appear before the Executive Committee and/or Board to make representation in regard to possible termination of position.

Members of the corporation shall be informed, in whatever manner the Board deems appropriate, of the termination of office of such a Director, if termination is deemed appropriate by a majority of votes of the Board.

Article Five

OFFICERS & PRESIDENT -ELECT

5.01 Positions

President, Vice-President/Secretary, and Treasurer shall be the Officers of the Corporation and shall comprise the Executive Committee.

5.02 Qualifications

- i. Officers and President-Elect of the Corporation shall:
 - a) be not less than 21 years of age;
 - b) be an Active or Honorary Life Member of the Corporation;
 - c) have a minimum of three (3) years of clinical and/or related experience;
 - d) have served on a Team of the Corporation for a minimum of one (1) year, and
 - e) shall hold no more than one office.
- ii. A waiver of criterion c) above may be granted, on written request to and with the approval of the Board.

5.03 Election

The position of President shall be filled by the President-Elect who was duly elected by Members and whose term commenced at the previous AGM unless the President-Elect is unable to seek or hold the office of President, then the office shall be filled as per the nomination and election process as outlined in the Policies and Procedures of the Corporation. In such a case, the President may be nominated for a second term.

The positions of Vice-President/Secretary, Treasurer, and President-Elect shall be elected by the Members in accordance with the nomination and election process as outlined in the Policies and Procedures of the Corporation.

5.04 Vacancies

A vacancy of an office by an Officer and/or the President-Elect shall be filled for the remainder of the term of office of the person vacating from among persons eligible to become Officers of the Corporation by election of the Board.

5.05 Removal of Officers and/or President-Elect

The Members may, by resolution passed by at least two-thirds of the votes cast at a general Meeting of the members of which notice specifying the intention to

present such resolution has been given, remove any Officer(s) and /or President-Elect before the expiry of the individual's term of office.

The Members may, by a majority of votes cast at that meeting, elect any Member(s) for the remainder of the term of office of the removed Officer(s) and/or President-Elect.

For purposes of this section subsection 5.02 (ii) shall not apply.

5.06 Vacating Office

- i. An Officer and/or the President-Elect may resign from office by notice in writing to the Board which resignation shall be effective in accordance with its terms.
- ii. An Officer and shall be deemed to have vacated office upon the occurrence of any of the following events:
 - a) if a receiving order is made against that person or if this individual makes an assignment under the Bankruptcy Act (Canada);
 - b) if an order is made declaring this individual to be a mentally incapable person or incapable of managing personal affairs; OR
 - c) if this person ceased to be qualified as provided in Section 5.02.

5.07 Terms of Remuneration

The Board may establish, review, and regulate a remuneration and expense schedule for its Officers and Directors in accordance with the Corporations Act.

5.08 Duties and Powers

President

- i. The President shall take office at the end of the AGM.
- ii. The President shall, when present, preside as chairperson at all Meetings of the Members of the Corporation, the Executive Committee, and of the Board.
- iii. The President shall be a voting Member of all Standing Committees and Teams.
- iv. The President shall represent the Corporation in public affairs and other matters where Corporation input has been requested by Members of the Corporation or by individuals or groups outside the Corporation where such input seems to be necessary, reasonable, legitimate, and/or desirable by the President and/or the Board. The President shall report back to the Board regarding such representation.

- v. The President with other Officers appointed by the Board for the purpose shall sign all By-laws.
- vi. During the absence or inability of the President, that person's duties and powers shall be exercised by the Vice-President/ Secretary, or Director as the Board may from time to time appoint for such purpose.
- vii. The President shall perform such other duties as may be assigned by the Executive Committee, the Board or Members of the Corporation.

Vice-President/Secretary

- i. The Vice-President/Secretary shall take office at the end of the AGM.
- ii. The Vice-President/Secretary shall chair the Process-Monitoring Committee.
- iii. The Vice-President/Secretary shall attend all Meetings of the Board and of the Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such Meetings
- iv. The Vice-President/Secretary shall assist the President in the performance of respective duties and shall during the absence or inability of the President exercise such powers and perform such duties of the President as the President may from time to time delegate or as the Board may assign.

Treasurer

- i. The Treasurer shall officially take office at the end of the AGM.
- ii. The Treasurer shall Chair the Finance Committee.

President-Elect

- i. The President-Elect shall take office at the end of the AGM.
- ii. The President-Elect shall, when the President and the Vice-President/Secretary are not present, preside as chairperson at all meetings of the Members of the Corporation and of the Board.
- iii. The President-Elect shall be a voting Member of all standing Committees and Teams.

5.09 **Variation of Duties**

The Board may vary, add to or limit the powers and duties of any Officer or the President-Elect.

5.10 **Agents and Attorneys**

The Board shall have the power to appoint agents, attorneys or auditors for the Corporation in or out of the Province of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Article Six

EXECUTIVE COMMITTEE

6.01 **Composition**

The Executive Committee shall be composed of the Officers of the Corporation, the President-Elect, and the Executive Director. The Executive Director shall attend meetings of the Executive Committee but not have a vote.

6.02 **Meetings**

- i. The Executive Committee shall meet as required.
- ii. The President, with agreement of another Member of the Executive Committee, may invite guests to attend Meetings of the Executive Committee.

6.03 **Quorum**

A quorum at any Meeting of the Executive Committee shall be three (3) of the voting Members of the Executive Committee.

6.04 **Duties and Powers**

The Executive Committee shall:

- i. act on behalf of the Board between Board meetings as the Executive Committee deems it necessary;
- ii. manage and administer actions taken to further the objectives of the Corporation;
- iii. act in the best interest of the Corporation in conducting such affairs in which specific direction has/or has not been given by the Board;
- iv. appoint a chairperson of a standing committee in which a vacancy has occurred. This appointment must be presented at the next Board Meeting, for approval;
- v. provide input and direction in the establishment of Team(s) in between Board Meetings as necessary;

- vi. when delegated by the Board, review and/or approve all position papers of the corporation for publication;
- vii. perform the annual performance appraisal of the Executive Director, in conjunction with the Chair of the Human Resources [HR] Committee, and make recommendations to the Board on remuneration, hours of work, benefits, removal, and other related matters;
- viii. provide input into the hiring or contracting process for the securement of an Executive Director;
- ix. recommend removal of Director(s);
- x. take such measures as it deems necessary to fulfill its responsibilities to and as delegated by the Board.

Article Seven COMMITTEES

7.01 Committees of the Board

There shall be five (5) Standing Committees of the Board of the Corporation. These Standing Committees shall include:

- i. Executive Committee;
- ii. Finance Committee;
- iii. Nominations & Elections Committee;
- iv. Human Resources Committee; and
- v. Process Monitoring Committee.

The Board shall approve terms of reference for all Committees of the Board and may from time to time make changes to these terms of reference as it deems appropriate.

7.02 Composition of Committees of the Board

The Board shall appoint the members of Standing Committees.

The President and President-Elect shall be voting members of all Standing Committees.

The Executive Director shall be a non-voting member of all Standing Committees providing assistance as deemed necessary and appropriate.

7.03 **Executive Committee**

The Executive Committee shall comprise of the three (3) officers of the Corporation, the President-Elect, and the Executive Director who is a non-voting member. The Executive Committee shall fulfill the roles and responsibilities of the Committee as outlined in Article Six, Section 6.04.

7.04 **Finance Committee**

The Finance Committee shall:

- i. oversee the financial dealings of the Corporation,
- ii. be chaired by the Treasurer,
- iii. oversee the development of budgets and propose such budgets to the Board for consideration and/or approval,
- iv. oversee all accounts of the Corporation,
- v. assist the Treasurer in fulfilling the roles and responsibilities as outlined in Article Five, Section 5.08.

7.05 **Nominations & Elections Committee**

The Nomination & Elections Committee shall:

- i. review, annually and/or as directed by the Board, the process of and timelines for receiving nominations and make any recommendations to the Board regarding any changes which are deemed necessary;
- ii. review, annually and/or as directed by the Board, the election process and timelines for receiving nominations and make any recommendations to the Board regarding any changes which are deemed necessary;
- iii. accept and present to the Board, for approval or denial, any written requests received for the waiver of required qualifications c) & d) in Article Four, section 4.02, sub-section ii, for a Director's position or qualifications c) in Article Five, section 5.02, sub-section ii, for an Officer's position.
- iv. accept nominations and oversee the election process;
- v. prepare a slate of elected Officers and Directors for presentation at the AGM;
- vi. prepare a slate of Standing Committee members for presentation at the AGM.

7.06 **Human Resources Committee**

The Human Resource Committee shall:

- i. review the volunteer recruitment process annually and make any recommendations to the Board regarding any changes which are deemed necessary;
- ii. prepare and implement an annual volunteer recruitment and appreciation plan;
- iii. review annually the staffing needs of the Corporation on and make any recommendations to the Board regarding any changes which are deemed necessary;
- iv. establish and/or review as required, the hiring or contracting process for the securement of an Executive Director;
- v. provide input into the hiring process of the Executive Director;
- vi. establish and/or review annually as required, the performance appraisal process for the Executive Director position and make any recommendations to the Board regarding any changes which are deemed necessary.

7.07 **Process Monitoring Committee**

The Process Monitoring Committee shall:

- i. identify, establish, and/or maintain the core processes of the Corporation, including but not limited to such core processes as, strategic planning, membership recruitment and processing, bylaw review and maintenance, issue management process, communications with Members, etc.;
- ii. monitor the establishment and implementation of core processes that are the responsibilities of the other Committees. These may include but are not limited to the hiring and performance appraisal process and for the Executive Director, and the nominations and election processes;
- iii. establish an annual plan which will identify a minimum of four (4) different core processes which will be reviewed within that year. The core processes to be reviewed will be done so from the perspective of what is the current process and what needs to change to better meet the needs of the Corporation's Members;
- iv. make recommendations to the Board, regarding the establishment of new core processes, modification of existing ones, and the deletion of inadequate or inappropriate core processes.

7.08 **Chairpersons of Committees of the Board**

The Chairperson of a Committee shall be a Director of the Board and shall be appointed by the Board.

The Chairperson of a Committee shall serve a term of two (2) years which can be renewed at the discretion of the Board.

Each Committee Chairperson shall oversee the development of Terms of Reference for the respective Committee and submit them to the Board for approval. Changes may be made by subsequent Chairpersons with the agreement of the Board.

The Chairpersons of each Committee shall ensure that the duties and responsibilities for the respective Committee as outlined in this Article Nine (9), elsewhere in these By-laws, in the Committees' Terms of Reference, and the Policies and Procedures of the Corporation are fulfilled. This individual will also perform other duties and responsibilities as assigned by the Board and/or outlined in the Policies and Procedures of the Corporation.

7.09 **Vacancy of Chairperson of Committees of the Board**

In the event of a vacancy in the position of chairperson of a Committee, the Executive Committee of the Board shall appoint an alternative Director or an appropriate member of the Committee for the remainder of the term.

If the appointment is made by the Executive Committee, such appointment requires approval at the next Board Meeting. In the interim, the appointment and all actions taken by the person appointed as chairperson shall be valid.

7.10 **Reporting**

All Committees shall report verbally or in writing as required, on Committee activities to the Board through their respective chairperson. The chairperson will bring to the Board any and all issues upon which a Board decision is necessary or desired.

Each Standing Committee chair and Portfolio Director shall submit and present a written report of activities to the Members at the AGM.

7.11 **Committee Reports**

Without excluding other Procedures, reports of Committees and may be dealt with by the Board or AGM as follows:

- i. motion to receive when the report has not been circulated in advance of the Board Meeting;
- ii. motion to accept when the Board has received the report and discussed it and is satisfied that the report is complete;

- iii. motion to adopt when the Board has agreed to take specific action which would then be implemented and be the subject of specific motion(s) at the Board Meeting;
- iv. Recommendations of Committees of the Board requiring adoption by the Board should be the subject of a separate report by the Committee chairperson.
- v. A copy of Committee meeting minutes is kept at the Corporation's head office and is open for inspection by any Director.

Article Eight

TEAMS

8.01 Teams

The Board may create and disband/dissolve Teams as shall be determined necessary from time to time, and shall provide such directions, set/prescribe the powers and duties of Teams as the Board shall deem necessary to carry on the business of the Corporation. The Executive Committee, in between Board Meetings, and acting on behalf of the Board, may have input and direction into the establishment of Teams and their respective roles.

8.02 Composition of Teams

Teams shall be composed of Directors, Officers, staff members, volunteer members of the Corporation, and/or external consultants or others as deemed necessary to accomplish tasks.

Teams may be established for short-term tasks or long-term tasks.

The President and President-Elect shall be voting members of all Teams.

8.03 Chairperson of Teams

The chairperson of a Team must be a member in good standing of the Corporation and shall be approved/appointed by the Board of Directors.

The Chairperson of a Team will normally serve a term of two (2) years which may be renewed bi-annually at the discretion of the Board and/or the Executive Committee.

8.04 Reporting

All Teams shall report verbally or in writing as required on Team activities to the Board through the respective Chairperson. The Chairperson will bring to the

Board any and all issues upon which a Board decision is necessary or desired.

Article Nine

EXECUTIVE DIRECTOR

9.01 Appointment of Executive Director

The Board shall retain or employ an individual to assume the role to Executive Director. Contract or employment terms shall be reviewed regularly and in accordance with the annual performance review process.

9.02 Roles and Responsibilities

The Executive Director shall be responsible for conducting the day to day business and affairs of the corporation in keeping with the Policies of the Board.

The Executive Director shall perform such duties and functions as the Board may determine from time to time and as defined in a regularly reviewed role description which details responsibilities to:

- i. facilitate effective communications within the Corporation;
- ii. participate in the development of Policies and Procedures;
- iii. provide assistance and input to all Standing Committees and Teams as required;
- iv. represent the Executive, Board, and Members of the Corporation to promote the Corporation's visibility and its positions to Members, the public, the Government, other health professions, and other organizations;
- v. manage the head office as a resource to the Board and the Members of the Corporation.
- vi. The Executive Director shall be a non-voting member of all Teams providing assistance as deemed necessary and appropriate.

Article Ten

PROTECTION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS, TEAM MEMBERS, AND EXECUTIVE DIRECTOR

10.01 Limitation of Liability

No Director, Officer, Committee Member, Team Member, or Executive Director or former Director, Officer, Division Vice-President, Regional Director, Committee Member or Executive Director or any other person who acts or has acted on behalf of the Corporation at the Corporation's request shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Committee Member, Team Member, Executive Director, employee or any other person, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening 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 monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication, or misappropriation of 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 that person's respective office or trust or in relation thereto unless the same shall happen through the individual's own wrongful and willful neglect or default.

10.02 Indemnification

To the maximum extent permitted by law, the Corporation shall indemnify and save harmless out of the funds of the Corporation, every Director, Officer, Committee Member, Team Member and Executive Director, every former Director, Officer, Committee Member, Team Member, and Executive Director and ever person who acts or has acted on behalf of the Corporation at the Corporation's request and their heirs, executors and administrators, and estate and effects, respectively, from and against all costs, charges and expenses whatsoever which any such Director, Officer, Committee Member, Team Member, or Executive Director or other person sustains or incurs in or about any action, suite or proceedings that is brought, commenced or prosecuted against that person, including any amount required to settle any action or satisfy a judgement, reasonably incurred by this individual in respect of any civil, criminal, administrative action, suite or proceeding to which this person is made a party by reason of being or having been a Director, Officer, Committee Member, Team Member, or Executive Director or otherwise of the Corporation or in respect of any act, deed, matter or thing whatsoever made, done or permitted by this person, in or about the execution of the duties of this individual's office or in respect of any such liability, and shall indemnify each such person in respect of an action by or on behalf of the Corporation to procure a judgement in its favour to which this person is made party by reason of being a Director, Officer, Committee Member, Team Member or Executive Director, or otherwise of the

Corporation, against all costs, charges and expenses reasonably incurred by this individual in connection with such action and against all other costs, charges and expenses that the individual sustains or incurs in or about or in relation to the business and affairs thereof, except such costs, charges or expenses as are occasioned by this person's own willful neglect or default.

Article Eleven

NOTICES

11.01 Form of Notice

Any notice, communication or other document to be given by the Corporation to a Member, Director, officer or auditor of the Corporation under any provision of the Letters Patent or By-laws of the Corporation or of the Act shall be sufficiently given if:

- i. delivered personally to the person to whom it is to be given or if delivered to that person's last address as recorded in the books of the Corporation;
OR
- ii. mailed by prepaid ordinary or air mail in a sealed envelope addressed to that individual at the last address for that person as recorded in the books of the Corporation; OR
- iii. sent to that person at such address by means of facsimile or any other form of recorded communication, including e-mail, shall be deemed to have been received on the date of transmission or given when delivered to the appropriate communication company or agency or its representative for dispatch.

Any notice given as aforesaid shall be deemed to have been received on the day it is so delivered; any notice mailed as aforesaid shall be deemed to have been received on the third (3rd) day following the date of its mailing provided no postal strike is then in effect or comes into effect three (3) days after such mailing; and notice transmitted by facsimile or any other form of recorded communication including e-mail, shall be deemed to have been received on the date of its transmission.

11.02 Computation of Time

In computing the date when notice must be given under any provision of the Act, Letters Patent or By-laws, the date of giving the notice and the date of the Meeting or other event shall be excluded.

11.03 Errors and Omissions

Any error or omission in the giving notice of a Meeting provided to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded thereon.

11.04 Waiver of Notice

Any Member, or the appointed proxy, Director, Officer or auditor may waive any notice required to be given under any provision of the Letters Patent or By-laws of the Corporation or of the Act, and such waiver, whether given before or after the Meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

Article Twelve

FINANCE

12.01 Financial Year

The Financial year of the Corporation shall be established by resolution of the Board.

12.02 Banking Arrangements

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including but without restricting the generality of the foregoing, the operation of the Corporation's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money, the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

12.03 Auditor

i. Appointment

The Members at each annual Meeting shall appoint an auditor who is familiar with accounting practices for Corporations without share capital. The auditor shall hold office until the next annual Meeting, and, if an appointment is not made, the auditor in office shall continue until a successor is appointed.

ii. Access to Information

The auditor shall have access to the books, records, documents, accounts, and vouchers of the Corporation and may require from the Directors and officers such information and explanations as may be necessary for the performance of auditing duties.

iii. Report

The Auditor shall make a report to the Members on the financial statement to be laid before the Corporation at each AGM during her term of office and shall in her report indicate whether in her opinion the financial statement referred to therein presents fairly the financial position of the Corporation and the results of its operation for the period under review. The report of the auditor shall be open to inspection by any Member.

iv. Notice

The auditor shall receive notice of any Meeting of Members in accordance with Article Three, section 3.04

12.04 Remuneration of President and Directors

The Board may establish and review annually a remuneration and expenses schedule outlining a per diem amount for its President and Directors for time spent on assigned duties as well as compensable expenses incurred in the execution of those duties.

Any remuneration so payable to the President and /or a Director who is also an employee of the Corporation or who is counsel or solicitor to the Corporation or otherwise serves it in a professional capacity shall be in addition to her salary as an employee or to professional fees, as the case may be.

Article Thirteen

EXECUTION OF INSTRUMENTS

13.01 Seal

The seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Corporation until changed in accordance with the Act. The seal will be kept at head office and in the custody of the Executive Director.

13.02 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, Certificates and other documents and instruments that require the Corporate Seal of the Corporation to be affixed thereto may be signed on behalf of the Corporation by any two (2) of the President or Vice-President/Secretary, Treasurer or the Executive Director. Those thereof that do not require the Corporate Seal of the Corporation to be affixed thereto may be signed on behalf of the Corporation by any one of the foregoing officers of the Corporation or such other person or persons as the Board may designate, direct, or authorize from time to time by resolution to the extent therein provided. Notwithstanding any provision to the contrary contained in the By-laws of the Corporation, the Board may at any time and from time to time direct, the manner in which the person or persons by whom by particular deed, transfer, assignment, contract, obligation, certificate or other document and instrument or any class of deeds, transfers, assignments, contracts, obligations certificates or other documents and instruments may or shall be signed on behalf of the Corporation.

Article Fourteen

POLICIES AND PROCEDURES

14.01 Amendment and Repeal

The Board has the power to create, amend, and repeal Policies and Procedures with respect to all matters affecting the Corporation not covered in the By-laws and not required to be enacted as By-laws pursuant to the Act.

Article Fifteen

AMENDMENTS

15.01 Amendments to By-laws

The Board, by a two-thirds (2/3s) majority of the votes cast, may enact, amend or repeal the By-laws when the Board considers it necessary or appropriate for the benefit of the Corporation. Any enactment, amendment or repeal of the By-laws is only effective until the next AGM of Members unless it is confirmed at such annual Meeting or at a Meeting of Members prior to such AGM by a two-thirds (2/3s) majority of the votes cast at such Meeting. The Secretary must cause to be sent to the Members of the Corporation a notice setting forth the proposed amendment to the By-laws at least one (1) month prior to the next AGM of Meeting of Members or special Meeting of Members.