

ONTARIO SOCIETY OF OCCUPATIONAL THERAPISTS (the Corporation)

**Special Resolution of the Members to Approve the Amended and Restated By-laws of the Corporation
and the Draft Articles of Amendment and their Filing**

Background

- A. At its meetings of July 20, 2023 and August 17, 2023, the Board reviewed and approved the proposed amended and restated By-laws of the Corporation, which include amendments to bring the Corporation into compliance with the *Not-for-Profit Corporations Act* (Ontario). A copy of the amended By-law is attached as Appendix #1 to this Resolution.
- B. Based on the recommendation of the Board, the Members wish to consider the attached amended By-laws of the Corporation at their meeting of September 27, 2023.
- C. Attached for the members' consideration, as Appendix #2 to this Resolution, are the draft Articles of Amendment required to bring the Corporation into compliance with the *Not-for-Profit Corporations Act* (Ontario).
- D. Based on the recommendation of the Board, the Members wish to consider the attached draft articles of amendment and their filing with the Ontario government.

NOW THEREFORE IT IS RESOLVED THAT (To be completed after the Annual General Meeting by the OSOT Board of Directors):

- 1. At least two thirds (2/3rds) of the members of the Corporation casting votes hereby approve the amended and restated By-laws of the Corporation, attached hereto as Appendix #1, without amendments, or if approved with amendments, with the following amendments:

- 2. At least two thirds (2/3rds) of the members of the Corporation casting votes hereby approve the draft Articles of Amendment, attached as Appendix #2 to this Resolution, and their filing with the Ontario Ministry of Public and Business Services Delivery.
- 3. This resolution takes effect upon the date it is passed by the members.

September 27, 2023

Milinda J Alexander
Chair

[Signature]
Secretary

ONTARIO SOCIETY OF OCCUPATIONAL THERAPISTS (the Corporation)

Appendix #1 to the

Special Resolution of the Members to Approve the Amended and Restated By-laws of the Corporation

and the Draft Articles of Amendment and their Filing

**Amended and Restated By-laws
of the
Ontario Society of Occupational Therapists**

(August 17, 2023)

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ARTICLE 1 INTERPRETATION

1.01 Definitions

In these By-laws, unless the context otherwise requires, the following capitalized terms have the following meanings:

- (a) **“Act”** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, in each case as amended or re-enacted from time to time.
- (b) **“Articles”** means the articles of amendment of the Corporation and any subsequent articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation from time to time in force and effect.
- (c) **“Auditor”** means a person permitted to conduct an audit or a review engagement under the *Public Accounting Act, 2004*.
- (d) **“Board”** means the Board of Directors of the Corporation.
- (e) **“Board Exclusive Responsibility”** means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:
 - (i) To submit to the Members any question or matter requiring the approval of the Members;
 - (ii) To fill a vacancy among the Directors or in the position of Auditor;
 - (iii) To appoint additional Directors;
 - (iv) To issue debt obligations except as authorized by the Board;
 - (v) To approve any financial statements under section 83 of the Act;
 - (vi) To adopt, amend or repeal by-laws;
 - (vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

- (f) **“Business Day”** means any day that is not Saturday, Sunday or a holiday as defined in the Employment Standards Act (Ontario) and the plural means one or more of such day.
- (g) **“By-laws”** unless otherwise specified, means the by-laws of the Corporation.
- (h) **“CAOT”** means the Canadian Association of Occupational Therapists.
- (i) **“Chair”** means the chairperson of the Board, elected or appointed as such.
- (j) **“Committee”** means any committee created by the Board or pursuant to the By-laws.
- (k) **“Corporation”** means the Ontario Society of Occupational Therapists.
- (l) **“COTO”** means the College of Occupational Therapists of Ontario.
- (m) **“Director”** means a member of the Board.
- (n) **“Executive Director”** means the employee described in section 4.06 to manage and administer the day-today affairs of the Corporation.
- (o) **“Ex officio”** means by virtue of office.
- (p) **“Financial Year”** means the financial year of the Corporation, as set out in section 10.01 of these By-laws.
- (q) **“Letters Patent”** means the initial incorporating documents of the Corporation issued January 19, 1921, and includes the Supplementary Letters Patent of the Corporation issued October 15, 1968 (which changed the name of the Corporation from The Ontario Society of Occupational Therapy” to “The Ontario Society of Occupational Therapists”), and the Supplementary Letters Patent of the Corporation issued November 5, 1992 (which replaced the objects of the Corporation).
- (r) **“Majority”** means a number or percentage equalling more than half of the total.
- (s) **“Member”** means a member of the Corporation and the plural “members” means the collective membership of the Corporation.
- (t) **“Officer”** means those individuals appointed by the Board as set out in section 6.01 of these By-laws.
- (u) **“Ordinary Resolution”** means a resolution that,
 - (i) is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or
 - (ii) is consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member’s attorney

- (v) **“Policies”** are the written expressions of goals and direction of the Corporation and are set by the Board.
- (w) **“Registered Office”** means the civic address of the head office of the Corporation.
- (x) **“Special Resolution”** means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast or consented to by each Member entitled to vote at a meeting of the Members. A list of Special Resolutions under the Act is included as Schedule A to these By-laws.
- (y) **“Terms of Reference”** define the mandate, functions, composition, and responsibilities of each committee of the Corporation; terms of reference are developed by the Board.

1.02 Interpretation

- (a) All terms defined in the Act have the same meanings in these By-laws.
- (b) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (c) The headings used in these 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) Any references in these By-laws to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
- (e) Except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communications and references to “address” or similar terms shall include email addresses. It is the intent of the Corporation to use electronic communications whenever possible so long as the recipient has expressly consented to receiving notices in such manner.
- (f) The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws. If any of the provisions contained in these

By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

- (g) The term “ex-officio” carries with it all of the same rights and privileges unless these By-laws expressly state otherwise.

1.03 Purposes

The purposes of the Corporation, being its exclusive corporate purposes as set out in the Letters Patent and Articles, are replicated below:

“The operation of a professional association of Ontario occupational therapists and occupational therapist assistants for the purposes of:

- (a) promoting the profession of occupational therapy;
- (b) providing membership services;
- (c) liaising with other relevant groups such as government, other associations, universities;
- (d) providing members with opportunities for professional growth regarding clinical practice, education, and research in occupational therapy;
- (e) providing opportunities for networking among occupational therapists and occupational therapist assistants;
- (f) representing the members of the Corporation for its purposes; and (g) such other complementary purposes not inconsistent with these purposes.

Further to the purposes of the Corporation, to accept donations, gifts, legacies, and bequests.”

ARTICLE 2 REGISTERED OFFICE AND RECORDS

2.01 Registered Office

The Registered Office of the Corporation shall be in the City of Toronto, as listed in the Articles. The Registered Office is at 110 Sheppard Avenue East, Suite 810, Toronto, Ontario M2N 6Y8 or as specified in the notice or return most recently filed by the corporation under the Corporations Information Act, whichever is more current. The Corporation may change the location of the Registered Office to another location within the same municipality or geographic township by Ordinary Resolution of the Board. Approval of the Board

and a Special Resolution (of the members) are required to move the Registered Office outside of the municipality or geographic township listed in the Articles.

2.02 Books and Records

- (a) All necessary books and records of the Corporation required by the Act shall be regularly and properly kept at the Registered Office or at another place determined by the Board. Without limiting the generality of the foregoing, the following records shall be prepared and regularly maintained:
 - (i) the Articles and By-laws, and amendments to them;
 - (ii) minutes of meetings of the Members, the Board, and any Committee;
 - (iii) resolutions of the Members, the Board, and any Committee;
 - (iv) register of Directors and their consents to serve as such;
 - (v) register of Officers;
 - (vi) register of Members; and
 - (vii) accounting records adequate to enable the Board to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis.
- (b) A record of the Corporation's ownership interests in land, if any, shall be kept at the Registered Office and in accordance with section 92.1 of the Act.
- (c) All records required by the Act to be kept by the Corporation may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible form within a reasonable time.

ARTICLE 3 BOARD OF DIRECTORS

3.01 Composition of Board, Term & Nominations

- (a) The affairs of the Corporation shall be governed by a Board of between a minimum of seven (7) and a maximum of twelve (12) Directors, as set out in the Articles.
- (b) The Board shall be composed of:
 - (i) at least a Majority of Directors who are occupational therapists elected exclusively by the Class A Members; and

- (ii) provided that the threshold for representation of Class B Members on the Board of the Corporation is met, which is one Director for every 570 Class B members, up to one (1) and not more than three (3) Directors who are occupational therapist assistant(s) elected exclusively by the Class B Members; and
 - (iii) if any, the balance of the Directors elected by the Class A Members.
- (c) The Board shall be fixed at nine (9) Directors until changed by Special Resolution¹.
- (d) The Members may, by Special Resolution, fix the number of Directors between the minimum and maximum set out in the Articles, or may empower the Board to fix the number of Directors.
- (e) Any change in the number of Directors, other than the addition of Directors in accordance with paragraph (h) of this section 3.01, shall be approved by Special Resolution unless the Members empower the Board to change the fixed number of Directors in accordance with clause (d).
- (f) Subject to clause (g), each Director shall be elected for a three-year term.
- (g) In order to establish a rotating Board under this section, Directors elected to the first Board formed pursuant to the approval of these amended and restated By-laws will be assigned staggered terms of one (1), two (2) and three (3) years and upon expiry of such terms each retiring Director will be replaced by a Director serving a three (3) year term; and thereafter, in each subsequent year at least three Directors will retire from the Board and the members will elect new Directors.
- (h) Nominations for election or appointment as Director at the annual meeting of the Members may be made only in accordance with the following process:
 - (i) The Board will establish nominations Policies based on the recommendations of the Nominations & Awards Committee.
 - (ii) The Nominations & Awards Committee may advertise for and request written nominations for vacant positions on the Board, at least thirty (30) days in advance of the annual Members' meeting.
 - (iii) The Nominations & Awards Committee will annually assess the skills, qualifications and experience needed on the Board and seek to fill those gaps.
 - (iv) The Nominations & Awards Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
 - (v) The Nominations & Awards Committee will receive and review all nominations and will prepare and put forward to the Board a list of recommended nominees for consideration.

¹This section fixing the number of Directors is subject to Special Resolution of the Members.

- (vi) The Board shall put forward its approved list of recommended nominees for consideration by the Members at a vote at the annual meeting.
- (i) The Board may, from time to time, add additional Directors to hold office until the close of the next annual meeting of members. If additional Directors are added, the number of additional directors shall not exceed:
 - (i) more than one third (1/3rd) of the number of Directors elected at the previous annual meeting of members; and
 - (ii) more than the maximum number of Directors set out in the Articles.

3.02 Qualification of Directors

Each Director shall:

- (a) be at least eighteen (18) years of age;
- (b) not have the status of bankrupt;
- (c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) not be a person who has been found to be incapable by any court in Canada or elsewhere; and
- (e) not be any of the following: an employee of the Corporation or a family member (parent, child, sibling) of an employee of the Corporation.

3.03 Consent to Act

Every Director, when first elected to the Board, shall sign and submit to the Secretary a form of consent to act as Director within ten (10) days of being elected, which form must be maintained with the Corporation's registers.

3.04 Maximum Term

Each Director shall serve for a three-year term, other than as described in section 3.02 (i.e. when establishing the rotating Board). No Director may serve for more than three consecutive terms (or, nine (9) consecutive years; provided, however, that the individual may be eligible to serve on the Board after an absence from the Board of at least one (1) year.

3.05 Removal of Directors

The office of a Director shall be vacated immediately if:

- (a) the Director, by notice in writing to the Secretary of the Corporation, resigns their 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;
- (b) the Director ceases to have the qualifications for Directors set out in Section 3.02 of these By-laws;
- (c) the Director dies;
- (d) the Members, at a special meeting called for the purpose, vote by Ordinary Resolution to remove a Director before the expiration of the Director's term of office provided that only Members of Class A may remove a Director elected by members of that class; and only Members of Class B may remove a Director elected by that class.

3.06 Filling Vacancies

- (a) If a vacancy occurs at any time among the Directors, such vacancy shall be filled for the remainder of the term of the vacated Director:
 - (i) if the vacancy is for a Director elected by the Class A Members, the remaining Directors elected by the Class A members may fill the vacancy, provided there is a quorum of Directors. If there are no remaining Directors elected by the Class A Members, any member of Class A may call a meeting of the class to fill the vacancy;
 - (ii) if the vacancy is for a Director elected by the Class B Members, the remaining Director(s) elected by the Class B members may fill the vacancy, provided there is a quorum of Directors. If there are no remaining Directors elected by the Class B Members, any member of Class B may call a meeting of the class to fill the vacancy;
 - (iii) if the vacancy was caused by the Members exercising their right to remove a Director under section 3.05(d), the Class that removed the Director shall immediately elect a replacement at the same meeting of the Members at which the vacancy was created.
- (b) If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy or vacancies in accordance section 3.01(b) of these By-laws and, if

they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

3.07 Remuneration of Directors

No Director shall receive remuneration from the Corporation for acting as such and no Director shall directly or indirectly receive any profit from occupying the position of Director however,

- (a) a Director may be reimbursed for reasonable expenses incurred while discharging their duties as Director of the Corporation;
- (b) a Director may be reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Director, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act and these by-laws.

ARTICLE 4 STANDARD OF CARE/RESPONSIBILITIES OF THE DIRECTORS

4.01 Standard of Care

Every Director and Officer of the Corporation, in exercising their powers and discharging their duties to the Corporation, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.02 Conflict of Interest –Definition

Conflict of interest for the purposes of these By-laws includes any situation that impairs or interferes with (or appears to impair or interfere with) a Director's ability to vote objectively in the best interests of the Corporation or interferes with an Officer's duty to act in the best interests of the Corporation, including, without limitation, the following areas that may give rise to a conflict of interest for any of the Directors or Officers of the Corporation:

- (a) Financial interest – a Director or Officer has a financial interest in a decision when the Director (through a family or business relationship, stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations that have value;
- (b) Competing interest - a Director or Officer has a competing interest with the Corporation when the Director has an affiliation with another entity that could be impacted by a decision before the Corporation;
- (c) Adverse interest – a Director or Officer has an interest adverse to the Corporation when the Director is a party to a claim, application or proceeding by or against the Corporation; or
- (d) Material interest – pursuant to the Act, a Director or Officer has a material interest if they are a Director or Officer of, or have a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.

4.03 Conflict of Interest – Procedure

- (a) Every Director who, either directly or indirectly, has or thinks they may potentially have a conflict of interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) The declaration of conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised or at which the Director is first aware of the potential or actual conflict of interest.
- (c) If the Director becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director’s perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. This rule does not apply if the matter to be voted on is (a) one relating primarily to

remuneration/reimbursement as a Director; or (b) one for indemnity or insurance under these By-laws.

- (f) If the Director fails to make a declaration of interest in a contract, transaction, matter or decision as required by these By-laws, this may be considered grounds for terminating the person from the position of Director of the Corporation.
- (g) The failure of any Director to comply with the conflict of interest provisions of these By-laws of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.
- (h) If a Director believes that any other Director is in a conflict-of-interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes, and the Director with the alleged conflict of interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict of interest has left the room, vote on whether the Director is, in the opinion of the Board, in a conflict of interest. If the Board so finds the Director in a conflict of interest, the Director shall leave the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board and shall be final.
- (i) Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes of the Board.
- (j) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in these By-laws, the remaining number of Directors shall be deemed to constitute a quorum.
- (k) Every Officer who has or potentially thinks they may have a conflict of interest as defined in these By-laws shall disclose such interest:
 - (i) forthwith after becoming aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
 - (ii) if the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after the Officer becomes so interested; or
 - (iii) if a person who is interested in a contract or transaction affecting the Corporation later becomes an Officer, forthwith after becoming an Officer.

4.04 Conflict of Interest-Consequences

After making a declaration of conflict of interest in accordance with these By-laws, the Director or Officer is not accountable to the Corporation for any profits they may realize from the contract, transaction, matter or decision as of the date of the declaration, provided the contract, transaction, matter or decision if disclosure of the interest was made in accordance with the Act, the Directors approved the contract or transaction and it was reasonable and fair to the Corporation when it was approved.

4.05 Confidentiality

Every Director, Officer, and member of a committee of the Board shall respect the confidentiality of matters brought before the Board and brought before any committee or coming to their attention in the course of their duties, keeping mind that unauthorized statements may adversely affect the interests of the Corporation.

4.06 Public Statements

The Chair is responsible for Board communications and may delegate authority to one or more Directors, Officers or the Executive Director to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

4.07 Appointment of Executive Director

The Board shall appoint a qualified senior leader to serve as the Executive Director of the Corporation and to manage its operations. The Executive Director's job description is developed by the Board from time to time. The Executive Director shall be invited to all meetings of the Members, Board and committees of the Board but shall not have the right to vote at such meetings.

4.08 Indemnity

- (a) Every Director, Officer, and committee member, their heirs, executors, administrators and estate, 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 all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation.
- (b) The Corporation may advance money to a Director, Officer or other individual referred to in paragraph (a) for the costs, charges and expenses of an action or proceeding referred to in that

section, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph (c).

- (c) The indemnity provided for in this section shall be applicable only if the Director, Officer or other individual referred to in paragraph (a) acted honestly and in good faith with a view to the best interests of the Corporation, and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

4.09 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation shall be liable for the acts, receipts, neglects or faults of any other Director or Officer or employee or for joining any receipt or act for conformity or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money 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, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful or wilful neglect or default and they have not complied with the Act, the Articles or these By-laws.

4.10 Insurance

The Board will cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, Officers, and members of committees will be indemnified and saved harmless in accordance with these By-laws and the premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 5 BOARD MEETINGS

5.01 Calling of Meetings

Meetings of the Board may be called by the Chair or by any two (2) Directors at any place and upon notice as required by these By-laws. The Chair may cancel any regular Board meeting (excluding the initial Board meeting that follows the annual meeting of the Corporation) in their discretion if there is insufficient business to merit a meeting, on twenty-four hours' written notice. All Board meetings are closed to the public unless the Board determines otherwise for any specific Board meeting or part thereof.

5.02 Regular Meetings

The Board shall meet at least quarterly to carry out its obligations. The Board may fix the time and place of regular Board meetings and shall send a copy of the resolution fixing the place and time of such scheduled meetings to each Director in accordance with sections 5.03 and 5.04 of these By-laws.

5.03 Location of Meetings and Electronic Attendance

- (a) Meetings of the Board may be held at the Registered Office of the Corporation, or another place determined by the Board, as designated in the notice calling the meeting.
- (b) Alternatively, any meeting of the Board may be held entirely by telephonic or electronic means, or by any combination of in-person attendance and one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.
- (c) A Director that attends a meeting of the Board by telephonic or electronic means is deemed to be present in person at the meeting.

5.04 Notice to Directors

- (a) Written notice of Board meetings shall be delivered, mailed, or electronically mailed by the Secretary (or delegate approved by the Board) to each Director in accordance with Article 11 of these By-laws not less than seven (7) days before the meeting is to take place.
- (b) The notice of meeting shall specify:
 - (i) any matter that constitutes a Board Exclusive Responsibility if any such matter is to be included on the meeting agenda; and
 - (ii) if the Directors may attend a meeting by telephonic or electronic means, instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) No formal notice of a meeting is necessary if the agenda does not include any matter that is a Board Exclusive Responsibility, and the meeting will not be held in whole or in part by telephonic or electronic means, and:
 - (i) all the Directors are present and no Director objects to the holding of the meeting on the grounds that it was not lawfully called; or
 - (ii) if the Director or Directors who are absent have signified their consent in writing to the meeting being held without notice and in their absence.

- (d) A Director may waive notice of a Board meeting and attendance of a Director at a meeting of the Board is a waiver of notice of the meeting, unless the Director attends a meeting for the express purpose of objecting to the transaction of any business at the meeting on the grounds that the meeting was not lawfully called.
- (e) Notice of a special meeting of the Board shall be given by telephone and/or email at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.

5.05 Quorum

A quorum for the transaction of business at any meeting of the Board shall be a Majority of the Directors, including vacancies. Directors present in person or participating via conference call or video conference call shall be counted in the determination of whether or not a quorum is present. No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present.

5.06 Chair of Board Meetings

The chair of a Board meeting shall be the Chair of the Board or, if the Chair of the Board is unavailable, the Vice-Chair of the Board.

5.07 Adjourned Meetings

If within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place, or if such day shall be a Saturday, Sunday or holiday, on the next day following such date unless otherwise determined by the Board and the Secretary shall send notice of such adjourned meeting to each of the Directors at least forty-eight (48) hours prior to the meeting. Notice of a meeting that continues an adjourned meeting is not required to be given if the time and if applicable, the place of the continued meeting, and, if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including any instructions for voting by such means at the meeting, are announced at the meeting that is adjourned.

5.08 Special Meetings

Special meetings of the Board may be called at any time by the Chair at their own request or at the written request of any two (2) Directors at any place and upon notice as required by section 5.04 of these By-laws.

5.09 Voting

So long as a quorum is present and unless otherwise required by these By-laws or the Act, questions arising at any meeting of the Board shall be decided by a Majority of the Directors present and voting. Each Director shall be entitled to one (1) vote however the Chair shall only vote in the case of an equality of votes on any matter. An abstention is not considered to be a cast vote. There shall be no voting by proxy at a meeting of the Board. At all meetings of the Board, every question shall be decided by a show of hands unless a ballot on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of, or against the resolution, unless a ballot has been demanded.

5.10 Written Resolution

A written resolution signed by all of the Directors entitled to vote is as valid as if it had been passed at a Board meeting. This includes votes taken by electronic voting methods (e.g., email) outside of a meeting.

5.11 Minutes

The minutes of each Board meeting shall be submitted to the Board for its approval at the next following Board meeting and once approved, copies shall be made available to each Director.

5.12 Right of Dissent

- (a) A Director who is present at a meeting of the Board or of a committee is deemed to have consented to any resolution passed or action taken at the meeting unless:
 - (i) the Director requests a dissent to be entered in the minutes of the meeting;
 - (ii) the Director sends a written dissent to the secretary of the meeting before the meeting is terminated; or
 - (iii) the Director submits to the Corporation a written dissent immediately after the meeting is terminated.

- (b) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:
 - (i) causes a dissent to be placed with the minutes of the meeting; or
 - (ii) submits a written dissent to the Corporation.

- (c) A dissent submitted under clause 5.12(a)(iii) or clause 5.12(b)(ii) must be sent by registered mail or delivered to the Registered Office of the Corporation, or may be given by electronic means.

5.13 Guests

- (a) All Board meetings are closed to the public unless the Board determines otherwise for any specific Board meeting or part thereof. Any guest must be invited to a Board meeting by the Chair or by a resolution of a Majority of the Board.
- (b) The Executive Director shall be invited to and may attend and participate at all meetings of the Board as a non-voting guest of, and resource to, the Board. The Executive Director may be asked to leave during an *in camera* session of the Board.

5.14 Initial Meeting of Newly Elected or Appointed Board

Provided a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of Members. No Board Exclusive Responsibility may be considered at this meeting.

ARTICLE 6 OFFICERS

6.01 General

- (a) The Board shall annually, at the initial meeting of the Board after the annual meeting, or as often as may be required, appoint or elect a Chair from among the Directors, who shall act as Chair of the Board. At this initial meeting, the Board may appoint one or more Vice-Chair(s) from amongst the Directors and may appoint any other individual(s) to act as Secretary and Treasurer. One individual may hold more than one office except for the offices of Chair and Vice-Chair. Each Chair and Vice-Chair shall serve only so long as they are a Director. The Board may appoint such other Officers as it considers necessary. Any Officer elected or appointed by the Board under this section is an Officer of the Corporation.
- (b) The Board may by resolution remove at its pleasure any Officer of the Corporation.
- (c) Any Officer shall cease holding office if one of the following occurs:
 - (i) the Officer resigns;
 - (ii) the Officer who holds the position of Chair or Vice-Chair ceases being a Director;

- (iii) the Officer dies;
 - (iv) the Officer's successor is appointed by the Board after removal of the Officer in accordance with paragraph (b) of this section 6.01.
- (d) Every Officer shall comply with section 4.01 of these By-laws.
- (e) All Officers shall have, in addition to those powers set out in these By-laws, the authority to perform the duties from time to time prescribed by the Board.
- (f) Officers shall be responsible for executing the duties assigned to them and may delegate to others the performance of their duties, other than voting and any Board Exclusive Responsibility, as determined by the Board. The delegator remains responsible for the performance of the delegated duties.

6.02 Chair

- (a) The Chair shall be elected or appointed by the Board from among the Directors. The Chair shall perform the duties described in Schedule B to these By-laws and such other duties as may be required by the Act or as may from time to time be determined by the Board, other than a Board Exclusive Responsibility.
- (b) The Chair shall serve for a maximum term of three (3) years.
- (c) At any meeting of the Board or the Members, the Chair shall only vote in the event of an equality of votes (a tie) on any particular matter.

6.03 Vice-Chair

The Vice-Chair(s) shall be appointed by the Board from among the Directors. The Vice-Chair works collaboratively with the Chair. The Vice-Chair(s) support the Chair in fulfilling their responsibilities. The Vice-Chair shall perform the duties described in Schedule C to these By-laws and such other duties as may from time to time be determined by the Board, other than a Board Exclusive Responsibility.

6.04 Secretary

The Secretary shall be appointed by the Board. The Secretary shall perform the duties described in Schedule D to these By-laws and such other duties as may be required by the Act or as may from time to time be determined by the Board, other than a Board Exclusive Responsibility.

6.05 Treasurer

The Treasurer shall be appointed by the Board. The Treasurer shall perform the duties described in Schedule E to these By-laws and such other duties as may from time to time be determined by the Board, other than a Board Exclusive Responsibility.

ARTICLE 7 COMMITTEES OF THE BOARD

7.01 Committees

- (a) The Board may appoint from among the Directors a committee of Directors and delegate to the committee any powers of the Board, except Board Exclusive Responsibilities. The Board may also appoint committees to study and advise or make recommendations to the Board on any matter as directed by the Board.
- (b) The Board shall have the following four (4) standing committees:
 - (i) Finance Committee;
 - (ii) Nominations & Awards Committee;
 - (iii) Governance Committee; and
 - (iv) Human Resources Committee.
- (c) The Board is not required to but may appoint an executive committee.
- (d) All committees, including standing committees, shall meet the conditions in sections 7.06, 7.07 and 7.08 of these by-laws.
- (e) Additional terms regarding the composition of any standing or ad hoc committee and any such committee's powers, duties, procedures and related matters that are not inconsistent with these By-laws may be set by the Board in Terms of Reference, which terms may be amended by the Board from time to time.

7.02 Finance Committee

- (a) If the Board establishes a Finance Committee, which is not required under the Act,
 - (i) the Committee may include non-Directors, as chosen by the Board;

- (ii) as required by the Act, the committee shall comprise one or more Directors and a majority of the committee members may not be Officers or employees of the Corporation;
 - (iii) the Treasurer, if any, shall chair the committee and shall provide reports to, and be invited to attend, each meeting of the Board to report to the Board regarding the proceedings of the committee;
 - (iv) the committee shall be advisory in nature; and
 - (v) despite any other provision(s) of these By-laws to the contrary, all committee recommendations to the Board shall be supported by the Majority of the committee.
- (b) The Finance Committee shall have the following financial functions:
- (i) oversee the financial affairs and accounts of the Corporation;
 - (ii) assist in the development of financial Policies and practices for the Corporation;
 - (iii) assist the Treasurer, if any, to fulfil their roles and responsibilities;
 - (iv) inquire into the major financial risks faced by the Corporation and management's internal controls, and the appropriateness of related controls to minimize the potential impact of the major risks;
 - (v) study and recommend to the Board for approval an annual budget;
 - (vi) study the detailed monthly and quarterly financial statements on a timely basis and report back to the Board;
 - (vii) make recommendations to the Board about its budget and reporting against the budget;
 - (viii) recommend to the Board the types and amounts of insurance to be carried and review these annually;
 - (ix) ensure that the financial statements are prepared annually and presented to the Board for their approval prior to the annual meeting of Members; and
 - (x) inform and advise the Board on financial matters as requested or as set out in Terms of Reference set by the Board, as same may be amended from time to time.
- (c) The Finance Committee shall have the following audit functions:
- (i) annually recommend to the Board, for any given Financial Year, whether the Corporation may have an audit or review engagement, subject to the Act (see section 10.05(b) of these By-laws);

- (ii) annually monitor and evaluate the performance of the Auditor or person conducting the review engagement and recommend to the Board and Members the appointment of the Auditor and any changes to the Auditor;
 - (iii) review with the Auditor their audit plan, including scope, timetable and fees and recommend to the Board the approval of same;
 - (iv) require the Auditor to disclose all work provided to the Corporation that has not been approved in advance by the committee and assess whether the Auditor's independence is impaired;
 - (v) review audited annual financial statements, in conjunction with the report of the Auditor, and obtain an explanation from management of all significant variances between comparative reporting periods and a response to any identified weaknesses, and recommend approval of the audited financial statements to the Board;
 - (vi) meet privately with the Auditor (without the presence of management) and with senior management (without the Auditor) to obtain full and frank disclosure about any concerns with the audit process;
 - (vii) ensure that the annual Auditor's report (or report of the person who conducted a review engagement) is prepared and presented to the Board; and
 - (viii) make other recommendations with respect to matters delegated to it by the Board and as may be set out in Terms of Reference set by the Board as same may be amended from time to time.
- (d) The Finance Committee shall meet at least quarterly and shall report to the Board.

7.03 Nominations and Awards Committee

- (a) The Board shall establish a Nominations & Awards Committee composed of at least three (3) members, at least one of whom shall be a Director.
- (b) The Nominations & Awards Committee shall be advisory in nature and shall:
 - (i) develop, maintain, conduct, and make recommendations to improve, the annual recruitment, selection, nominations and elections process for Directors;
 - (ii) carry out the duties described in section 3.01(h) of these By-laws;
 - (iii) support the Corporation's awards program;
 - (iv) make recommendations to the Board on improved Board effectiveness;
 - (v) identify competencies needed by the Board annually; and

- (vi) any other matters set out in Terms of Reference and Policies set by the Board and as such may be amended from time to time.
- (c) Additional terms regarding the composition of this committee and its powers, duties, procedures and related matters that are not inconsistent with these By-laws may be set out in Terms of Reference and may be amended by the Board from time to time.
- (d) The chair of the committee shall be appointed from amongst the Directors and the committee shall report regularly to the Board.

7.04 Governance Committee

- (a) The Board shall establish a Governance Committee to develop, monitor, evaluate and make recommendations to the Board to ensure and improve the efficiency and effectiveness of the organizational processes of the Corporation, in accordance with terms of reference developed and as amended by the Board from time to time.
- (b) The Governance Committee shall include at least three (3) members, one of whom shall be a Director.
- (c) The Governance Committee shall be advisory in nature and shall:
 - (i) ensure processes are in place for the review and approval of the Corporation's mission, vision, and values;
 - (ii) make recommendations to the Board regarding new processes, or the modification or repeal of existing processes;
 - (iii) ensure development of an effective Board orientation package and program for ongoing professional development for Board members;
 - (iv) establish a process for, and monitor the regular review of, the Corporation's By-laws and governance structure, and Policies;
 - (v) identify and ensure the development and monitoring of processes for strategic planning, membership recruitment, issue management and communications with members; and
 - (vi) any other matters set out in terms of reference set by the Board, and as such may be amended from time to time.

7.05 Human Resources Committee

- (a) The Board shall establish a Human Resources Committee to monitor and identify the Corporation's needs for volunteers and staff, in accordance with terms of reference developed and amended by the Board from time to time.
- (b) The Human Resources Committee shall have at least three (3) members, at least one of whom shall be a Director.
- (c) The Human Resources Committee shall be advisory in nature and shall:
 - (i) oversee annual volunteer recruitment and appreciation;
 - (ii) review annually the staffing needs of the Corporation and oversee processes to ensure adequate staffing;
 - (iii) establish and oversee the performance review of the Executive Director;
 - (iv) develop and implement an up-to-date succession plan for the Executive Director;
 - (v) make recommendations to the Board; and
 - (vi) any other matters as may be set out in terms of reference developed and amended by the Board from time to time.
- (d) The composition, powers, duties and procedures of the committee shall be set out in terms of reference set and amended by the Board from time to time.

7.06 Committees: Establishment and Procedures

- (a) The Board may establish committees from time to time through Policies or through approval of Terms of Reference, as the Board determines is necessary for the execution of the Board's

responsibilities. The Terms of Reference may set out the composition, functions, duties, responsibilities, and powers of such committees.

- (b) A Director shall chair each committee unless otherwise stated in these By-laws.
- (c) A quorum for any meeting of any committee shall be a Majority of the voting members of the committee.
- (d) Terms of Reference for any committee may provide the chair of the committee with one vote, or with only a tie-breaking vote, or may require any unresolved matter, or any matter which results in an equality of votes, to be brought to the Board for resolution.
- (e) Procedures at committee meetings shall be consistent with the procedures outlined in these by-laws, unless otherwise set out in these By-laws.
- (f) The Board may delegate any decision-making authority to a committee, on the following conditions:
 - (i) the Board may not delegate any Board Exclusive Responsibilities to a committee; and
 - (ii) only Directors may be voting members of that committee.
- (g) The Board may dissolve any committee by resolution at any time.

7.07 Report to the Board

Each committee established by the Board shall consider, report and make recommendations to the Board on all matters discussed or considered by the committee to the Board.

7.08 Non-Directors on Committees

- (a) Any committee, other than the managing/executive committee, if any, may have non-Director members as appointed by the Board. Such non-Director committee members shall have full voting

rights, unless the Board has delegated decision-making authority to such committee pursuant to section 7.06(e).

- (b) Non-Director committee members are bound by the obligations of these by-laws that apply to Directors serving on a committee, including the standard of care, conflict of interest and confidentiality obligations.

ARTICLE 8 MEMBERS

8.01 Members

As set out in the Articles, there shall be five (5) classes of Members. The Members shall comprise the membership of the Corporation, as follows:

- (a) Class A: Active Members, composed of individuals who meet the conditions set out in section 8.02(a)(i) or 8.02(a)(iii);
- (b) Class B: Active Members, composed of individuals who meet the conditions set out in section 8.02(a)(ii) or 8.02(a)(iii);
- (c) Class C: Associate Members, composed of individuals who meet the conditions set out in section 8.02(b);
- (d) Class D: Affiliate Members, composed of organizations, including but not limited to corporations, partnerships, joint ventures and unincorporated associations, that meet the conditions set out in section 8.02(c); and
- (e) Class E: Emergency Class Members, composed of individuals who meet the conditions set out in section 8.02(d).

All memberships are granted at the discretion of the Board.

8.02 Conditions of Membership

The conditions of each class of membership are set out below.

- (a) **Active Members** - Active Members must meet one of conditions (i), (ii) or (iii) set out in this section 8.02(a), in order to be considered by the Board for membership in the Corporation:
 - (i) An Active Member in Class A must:
 - (A) live and /or work in the Province of Ontario; and

- (B) meet at least one of the following:
 - (1) 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 Canadian province or territory; OR
 - (2) 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 Therapists, and have successfully completed one thousand (1000) hours of fieldwork or clinical practice or can provide evidence of full membership in the professional association in the country where their occupational therapy education was received;
 - (ii) An Active Member in Class B must:
 - (A) live and /or work in the Province of Ontario; and
 - (B) have graduated from a recognized public or private occupational therapist assistant program in Ontario or other Canadian province or territory.
 - (iii) An Active Member includes any individual who is or was an Active Member (as defined in clauses (i) or (ii) of this section 8.02(a) and to whom the Board awards the designation of Honourary Life Member, with approval of at least two thirds of the Directors casting votes. The Board may consider for Honourary Life membership any individual who is or was an Active Member and who has rendered distinguished and longstanding service to the profession or to the Corporation, as determined by the Board.
- (b) **Associate Members** - Associate Members shall comprise Class C of the membership and shall meet the condition in clause (i) or (ii), to be considered by the Board for membership in the Corporation:
- (i) **Student Members.** A student member is an individual who is currently enrolled in a CAOT accredited, entry level educational program leading to a degree in Occupational Therapy, or who is currently enrolled in an Ontario occupational therapist assistant program.
 - (ii) **Others.** An individual who is not eligible for any other class of membership and who may or may not be an occupational therapist.
- (c) **Affiliate Members** - Affiliate Members shall comprise Class D of the membership and shall include any organization (including corporations, partnerships, joint ventures and unincorporated associations) of occupational therapists or other organization or corporation related to the profession of occupational therapy, to be considered by the Board for membership in the Corporation. The

Corporation shall recognize any individual authorized by an Affiliate Member to represent the Affiliate Member and to exercise all of the powers of that corporation on its behalf.

- (d) **Emergency Class Members** - Emergency Class Members shall comprise Class E of the membership and shall include individuals who are eligible for registration with COTO as an Emergency Class registrant, to be considered by the Board for membership in the Corporation.

8.03 Voting Members and Other Rights

As set out in the Articles, at any meeting of the Members:

- (a) Members of Class A are each entitled to one (1) vote;
- (b) Members of Class B are each entitled to one (1) vote; and
- (c) Members of Classes C, D and E do not have the right to vote.

8.04 Terms of Membership

- (a) Memberships for Members in Classes A, B, C or D shall be for one year, and may be renewed in accordance with the Policies of the Corporation.
- (b) Membership for Members in Class E shall align with the membership term granted by COTO, and may be renewed in accordance with the Policies of the Corporation, to the extent that such Policies are not incompatible with the term granted by COTO.

8.05 Transfer of Membership

Except for transfer between classes of membership, a membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act and these By-laws. Members may move between classes of membership if their eligibility for any class changes, or they fail to meet the criteria for the applicable class of membership, as determined by the Board.

8.06 Dues

Annual membership dues payable by each Member to the Corporation, may be established by the Board in accordance with section 86 of the Act. The Board may also determine the manner in which such dues shall be paid and may exempt any Member, class of Members, or subcategory of class of Members, from payment of such dues. The Board may establish and maintain a policy regarding payment of dues by Members in accordance with this section 8.06.

8.07 Termination of Membership

- (a) Upon fifteen (15) Business Days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles, the Act or these By-laws.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) Business Days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 9 MEETINGS OF MEMBERS

9.01 Annual Meeting, Timing

The Corporation shall hold an annual meeting of its Members not more than fifteen (15) months after the holding of the preceding annual meeting, and in any event, not more than six (6) months after the end of the Financial Year of the Corporation.

9.02 Annual Meeting, Notice

- (a) Notice of the time and place of the annual meeting of the Members shall be given to the Members and the Auditor not less than ten (10) days and not more than fifty (50) days by one of the following methods:
 - (i) by prepaid mail by sending it to the last address as shown on the records of the Corporation;
or
 - (ii) by electronic communication (including facsimile or e-mail) by sending it to the last electronic communication address on record.

- (b) Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (c) The notice of an annual meeting shall contain sufficient information concerning any special business (see section 9.03(b)) to permit the Member to form a reasoned judgement on the decision to be taken, as well as the text of any Special Resolution to be submitted to the meeting.
- (d) A form of proxy shall accompany the notice of annual meeting².
- (e) A Director is entitled to attend and be heard at every meeting of the Members.
- (f) Notice need not specify a place of the meeting if the meeting is to be held entirely by one or more of telephonic or electronic means.
- (g) If a person may attend a meeting of the members by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (h) The Board may fix a date not more than fifty (50) days before the date of the meeting, as the record date for,
 - (i) Members entitled to receive notice of a meeting of the members;
 - (ii) Members entitled to vote at a meeting of the members;
 - (iii) Members entitled to participate in a liquidation distribution; or
 - (iv) Members for any other purpose.

9.03 Annual Meeting, Business

- (a) The following constitutes regular business for the annual meeting of Members (and need not be highlighted in the annual meeting notice):
 - (i) the minutes of the previous meeting of Members;
 - (ii) consideration of the financial statements;
 - (iii) report of the Auditor, if applicable for that Financial Year;

² The form of proxy must comply with the regulations under the Act [s.64(3)]. See O. Reg. 395/21 for the details needed for a proxy form or seek legal advice <https://www.ontario.ca/laws/regulation/210395>.

- (iv) appointment of the incumbent Auditor;
 - (v) election of Directors;
 - (vi) reports from the Chair of the Board and the Executive Director; and
 - (vii) if applicable, an Extraordinary Resolution to have a review engagement instead of an audit for any Financial Year of the Corporation.
- (b) Special business transacted at an annual meeting of Members requires specific advance notice and includes any business not included in paragraph 9.03(a) such as:
- (i) approval of by-law amendments;
 - (ii) appointment of a new Auditor or person to conduct a review engagement; and
 - (iii) Special Resolutions.
- (c) No other item of business shall be included on the agenda for the annual meeting unless a Members' proposal was given to the Secretary prior to the giving of notice of the annual meeting, in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.04 Annual Meeting, Location and Electronic Attendance

- (a) The annual meeting of the Members shall be held at the Registered Office or such other place within Ontario as the Board may determine.
- (b) Alternatively, any meeting of the Members may be held entirely by telephonic or electronic means, or by any combination of in-person attendance and one or more of telephonic or electronic means provided such means permit all persons entitled to attend the meeting to reasonably participate in the meeting. Any person participating in, voting or attending such a meeting by such means is deemed, for the purposes of the Act and these By-laws, to be present in person at the meeting.
- (c) Any meeting held entirely by electronic or telephonic means, or by any combination of one or more of in-person attendance and electronic or telephonic means, is deemed to be held at the Registered Office of the Corporation.

9.05 Special Meetings of Members

The Board may call a special meeting of the Members using the same manner of notice as for an annual meeting. Alternatively, Members who hold at least ten percent (10%) of the votes that may be cast at a meeting of the Members may, in writing, requisition the Board to call a special meeting of the Members. The requisition must state the business to be transacted at the meeting and must be sent to each Director and

to the Registered Office. The Board shall call and hold a meeting of the Members within twenty-one (21) days from receiving the requisition. Notice of a special meeting shall be given in the same manner as for an annual meeting and shall state the purpose for which it is called. A special meeting may be held in the same manner as annual meetings, as contemplated in section 9.04 of these By-laws. A special meeting of the Members shall be held at the Registered Office or such other place as the Board may determine. Alternatively, a special meeting may be held in whole or in part by telephonic or electronic means.

9.06 Adjourned Meeting

- (a) The Chair may adjourn any meeting of the Members if a quorum of Members is not present one-half hour after the time set for the commencement of the meeting.
- (b) If the Chair adjourns the meeting to a date that is less than 30 days from the date of the original meeting no notice of such adjournment need be given to the Members if the date and the place (if applicable) of the continued meeting, along with instructions for attending, participating in and voting by telephonic or electronic means (if any) that are to be used at the continued meeting, are announced when the original meeting is adjourned; and any business which might have been transacted at the original meeting may be transacted at the continued meeting without notice, provided the conditions of this section 9.06 are met.
- (c) If the original meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, or if the original meeting is adjourned by one or more adjournments for less than 30 days and the provisions of clause (b) are not met, notice of the continued meeting shall be provided in accordance with section 9.02 of these By-laws

9.07 Quorum

A quorum for the transaction of business at any meeting of the Members shall be fifty (50) Members entitled to vote at the meeting whether present in person or by proxy. Members present in person (including members participating via conference or video conference call) shall be counted in the determination of whether or not a quorum is present. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.08 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice Chair shall chair. If neither Chair nor Vice Chair are present, another Director will be selected. If no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.09 Voting

- (a) Unless otherwise required by these By-laws or the Act, questions arising at any meeting of the Members shall be decided by a Majority of the Members entitled to vote on any particular matter. An abstention is not considered to be a cast vote. Class A members shall have the right to vote on matters affecting occupational therapists, as such matters are defined by the Board. Class B members shall have the exclusive right to vote on matters affecting occupational therapist assistants, as such matters are defined by the Board. Members of Class A and Class B shall have the right to vote on matters affecting both occupational therapists and occupational therapist assistants, as such matters are defined by the Board.
- (b) At all meetings of the Members, every question shall be decided by a show of hands except that any Member or proxy holder entitled to vote at a meeting of the Members may demand a ballot, either before or after any vote by a show of hands. A written ballot shall be taken in such manner as the chair of the meeting shall direct.
- (c) A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in-person. The method and result of any telephonic or electronic voting shall have votes taken in a way that the method and result of the voting is clearly communicated to all participants.
- (d) Unless a ballot is required or taken, a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of, or against the resolution.
- (e) The Chair shall only vote in the case of an equality of votes on any matter.
- (f) A proxyholder must be a Member of Class A or Class B of the Corporation.

9.10 Written Resolution

A written resolution signed by all of the Members entitled to vote is as valid as if it had been passed at a meeting of the Members. This includes votes taken by electronic voting methods (e.g., email) outside of a meeting.

9.11 Minutes

The minutes of each meeting of the Members shall be submitted to the Board for its approval at the next following meeting of Members and, once approved, copies shall be made available to each Member.

9.12 Guests

The Auditor is entitled to notice of and to attend meetings of the Members. Other guests may attend a meeting of the Members at the invitation of the Board.

9.13 Financial Information to Members

Any Member, upon request, shall be provided with a copy of the Corporation's Board-approved financial statements, the Auditor's report (or the report of the person who conducted the review engagement) and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or these By-laws not less than five (5) Business Days before:

- (a) the annual meeting; or
- (b) the signing of a resolution under section 59 of the Act in lieu of the annual meeting.

9.14 Persons entitled to be present at Members' Meetings

- (a) The only persons entitled to attend an annual Members' meeting are the Members in Classes A, B, C, D and E, the Directors, the Auditor of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with consent of a Majority of the Members at the meeting, present in person or by proxy.
- (b) Directors are entitled to attend and be heard at any meeting of the Members.

9.15 Member's Right to Dissent

- (a) If the Corporation resolves to
 - (A) amend its articles to add, remove or change any restriction upon the activities of the Corporation or upon the powers that the Corporation may exercise;
 - (B) amalgamate with another corporation;
 - (C) be continued under the Co-operative Corporations Act or under the laws of another jurisdiction; or
 - (D) sell, lease or exchange all or substantially all of its property,

a Member entitled to vote on such resolution may dissent and if the resolution is passed, may request payment of the fair value of their membership interest, provide the conditions in the Act are met.

- (b) Clause (a) of this section 9.15 does not apply to a resolution regarding amendment of articles required to bring the Corporation into compliance with the Act.

ARTICLE 10
FINANCIAL MATTERS

10.01 Financial Year

The Financial Year of the Corporation shall end on the 30th day of September in each calendar year or on such other date as the Board may determine from time to time, by resolution.

10.02 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

10.03 Authorized Signatories

- (a) Two (2) Directors or Officers, or as otherwise stipulated in a signing authority Policy approved by the Board from time to time, shall sign on behalf of the Corporation all contracts, cheques, conveyances, mortgages, deeds, assignments or other instruments in writing.
- (b) The Executive Director shall be permitted to sign on behalf of the Corporation all contracts, cheques, conveyances, mortgages or deeds, assignments or other instruments in writing as stipulated in the signing authority Policies approved by the Board from time to time.
- (c) The Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.
- (d) The corporate seal of the Corporation, if any, shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping, and may be affixed to any document requiring signature.
- (e) Any one Officer of the Corporation may certify a copy, or extract therefrom, of the Articles, the By-laws, the minutes of the Board, Members or committee meetings of the Corporation, or contract to which the Corporation is party, to be a true copy of an original thereof.

10.04 Borrowing

The Board may:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

10.05 Auditor

- (a) The Members shall at the annual meeting appoint an Auditor who is duly licensed under the provisions of the *Public Accounting Act, 2004* (Ontario), to hold office until the next annual meeting of the Members. The Auditor shall also meet the test of independence as set out in the Act, which prohibits the Auditor from being a Member, Director, Officer or employee of the Corporation; in business with a Director, Officer or employee of the Corporation; or a lender to the Corporation. The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit

function as prescribed therein. The Board must fill any mid-term vacancy in the position of the Auditor for the remainder of the unexpired portion of the term of the vacated Auditor.

- (b) In respect of the Corporation's Financial Year, the Members may decide by Extraordinary Resolution,
 - (i) to have a review engagement instead of an audit if the Corporation had annual revenue in that Financial Year of more than \$500,000 or such other amount prescribed in the Act or the regulations thereunder;
 - (ii) In respect of any Financial Year of the Corporation, if the Corporation determines that it will have a review engagement instead of an audit, all provisions of these By-laws relating to the Auditor and to the report of the Auditor shall apply to the person selected to conduct the review engagement and all provisions of these By-laws relating to an audit shall apply to the review engagement.
 - (iii) For the purposes of clause (a), an Extraordinary Resolution means a resolution considered at a special meeting of members held for the purpose of considering the resolution and for which specific notice was given in accordance with the Act and these By-laws, and which is approved by at least eighty percent (80%) of the members casting votes, or which is consented to in writing by all members entitled to vote at the meeting.
- (c) The Auditor is entitled to attend every meeting of the Finance Committee.

10.06 Restricted Purpose Funds

The Corporation shall apply any restricted purpose or trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held by the Corporation for a restricted purpose, or given to the Corporation expressly in trust, to any other individual or entity, unless such transfer complies with all applicable law including without limitation, the *Income Tax Act*, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

ARTICLE 11 NOTICE

11.01 Computation of Time

In computing the date when notice must be given under any provision in these By-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is not included and the date of the meeting or event for which notice is provided is included.

11.02 Manner of Service

Any notice or other document required by the Act or the By-laws of the Corporation to be sent to any Member or Director or to the Auditor shall be delivered personally or sent by prepaid mail or electronically to:

- (a) any such Member at their latest addresses shown in the records of the Corporation;
- (b) any Director at their latest addresses shown in the records of the Corporation or in any notice, return or form filed under the *Corporations Information Act* (Ontario); and
- (c) the Auditor or person conducting the review engagement at its business address, or if no address be given therein then to the last address of the Auditor or person 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.

11.03 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or Members or a committee of the Board, or to give any notice required by these By-laws, and the non-receipt of any notice by any Director, Member or committee member, or by the Auditor or person conducting a review engagement, where the Corporation has provided notice in accordance with these By-laws, or any error in any notice not affecting its substance, does not invalidate any resolution passed or any proceedings taken at the meeting to which the notice pertained. Any committee member, Director, or Member of the Corporation may at any time waive notice of any meeting in writing and may ratify and confirm any or all proceedings taken thereat.

11.04 Waiver of Notice

Any person entitled to notice under the Act may waive, or consent to the abridgement of time for, such notice at any time in writing, including by electronic means.

**ARTICLE 12
AMENDMENT OF BY-LAWS**

12.01 Amendment of By-laws

- (a) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation.
- (b) Subject to the Act (which requires a Special Resolution for changes to the transfer of a membership; changes to giving notice to Members entitled to vote at meetings of Members; and changes to the method of voting by Members not in attendance at meetings of Members), any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.
- (c) If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.
- (d) By-law amendments that require only Board approval are effective once made by the Board until confirmed by the Members at the next meeting of Members.
- (e) By-law amendments that require a Special Resolution of the Members are only effective when confirmed by Members.

Approved by:

Chair of the Board

Date

Secretary

Date

**SCHEDULE A TO THE AMENDED AND RESTATED BY-LAWS OF THE CORPORATION
LIST OF SPECIAL RESOLUTIONS REQUIRED BY THE ACT**

The following decisions require the approval of the Board and then 2/3 of the votes cast by Members who attend a duly called meeting of the Members before taking effect (unless the authority is granted to the Board in the By-laws, which By-law has been approved by Special Resolution or consented to by each member entitled to vote at a meeting of the members):

- To change the municipality or geographic township in which its Registered Office is located to another place in Ontario – section 14(4)

- To set or change a fixed number of directors between the minimum and maximum number of directors in the Articles – section 22(2)
- to empower the Board to set a fixed number of directors between the minimum and maximum number of Directors in the Articles section 22(2)
- To confirm or approve a contract or transaction of a director or officer that is the subject of a conflict of interest - a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,
 - the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and
 - the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting – section 41(10)
- To make any amendment to the Articles – section 103(1)
- To approve an amalgamation agreement – section 111(5)
- To approve a continuance under this Act– section 115(2)
- To approve a continuance under the Co-operative Corporations Act – section 117(1)
- To approve the sale, lease or exchange of all or substantially all of the property of the corporation other than in the ordinary course of its activities – section 118(6)
- To approve an arrangement as defined in section 120
- To require the corporation to be wound up voluntarily under section 123
- To authorize an application to be made to the court to wind up the corporation – section 136
- To authorize the corporation to be dissolved – section 166

SCHEDULE B TO THE AMENDED AND RESTATED BY-LAWS OF THE CORPORATION
POSITION DESCRIPTION OF THE CHAIR

The Chair is the chief elected Officer of the Society and provides leadership to the development and accomplishment of organizational and strategic goals. Further, the Chair shall:

1. Be a Director of the Corporation;
2. Preside at meetings of the Society, including, the Board of Directors, and meetings of the membership of the Society;
3. Ensure that the mission and strategic plan are followed by the Society;
4. Determine the agenda for all Board and annual meetings in collaboration with the Executive Director;
5. Be an ex-officio member of all Board Committees, who has only a tie-breaking vote;
6. Lead the development of a strategic plan for the organization;
7. Work with the Executive Director to ensure that policies and programs that will serve the Society's mission and goals are developed and presented to the Board;
8. Be the spokesperson for the Board of Directors;
9. Sign all by-laws and corporate records as an Officer of the Corporation as required;
10. Perform such other duties, functions and responsibilities as assigned by the Board and/or approved by the membership that is not a Board Exclusive Responsibility;
11. Represent the Society at the Alliance of Canadian Occupational Therapy Professional Associations; and
12. Report regularly to the Board on issues relevant to its responsibilities.

SCHEDULE C TO THE AMENDED AND RESTATED BY-LAWS OF THE CORPORATION
POSITION DESCRIPTION OF THE VICE-CHAIR

The Vice-Chair supports the Chair in working toward organizational goals and participating in leadership of long-range projects that will outlive the term of the Chair. Further, the Vice-Chair shall:

1. Be a Director of the Corporation;
2. Assume the responsibilities of the Chair when the Chair is absent;
3. Attend all meetings of the Board of Directors and the Annual Members' Meeting;
4. Assist in the development and monitoring of the Society's strategic plan;
5. Be an ex-officio member of all Board Committees; and
6. Accept responsibilities as delegated by the Chair of the Board.

SCHEDULE D TO THE AMENDED AND RESTATED BY-LAWS OF THE CORPORATION
POSITION DESCRIPTION OF THE SECRETARY

The Secretary is an officer of the Corporation and supports the Chair in working toward organizational goals of the Corporation. The Secretary shall:

1. Assist the Chair with their duties;
2. Attend all meetings of the Board of Directors and the Annual Members' Meeting;
3. Assure the recording and circulation of accurate minutes of meetings of the Board of Directors. This requires support/coordination with organizational staff;
4. Chair the Governance Committee and in such role, ensure that appropriate processes are in place for development and ongoing monitoring of a strategic plan for the organization; and
5. Oversee projects and assume other responsibilities as assigned by the Board.

SCHEDULE E TO THE AMENDED AND RESTATED BY-LAWS OF THE CORPORATION
POSITION DESCRIPTION OF THE TREASURER

The Treasurer is an Officer of the organization and acts as a source of financial information for the Corporation. In collaboration with the Executive Director, the Treasurer shall inform the Board of the financial performance of the Corporation. The Treasurer shall further anticipate the Corporation's future financial needs to carry out the strategic plan. The Treasurer shall:

1. Attend meetings of the Board of Directors, the Finance Committee and the annual meeting of members;
2. Inform the Directors of the Corporation's financial status at Board meetings;
3. Inform the membership of financial results and present the Auditor's Report at the annual meeting of members;
4. Chair the Finance Committee of the Corporation, if any and report regularly to the Board on its proceedings;
5. Spearhead the development of financial Policies;
6. In collaboration with the Executive Director, assist in the development of a budget for presentation to the Board of Directors for approval;
7. Help assure the Society has adequate resources available to fund the Corporation's programs;
8. Participate in the development and implementation of an investment strategy according to policy and in consultation with the Corporation's financial advisors; and
9. Oversee projects and assume other responsibilities as assigned.

ONTARIO SOCIETY OF OCCUPATIONAL THERAPISTS (the Corporation)

Appendix #2 to the

**Special Resolution of the Members to Approve the Amended and Restated By-laws of the Corporation
and the Draft Articles of Amendment and their Filing**

DRAFT ARTICLES OF AMENDMENT

(under Ontario's Not-for-Profit Corporations Act)

Name of the Corporation:

The Ontario Society of Occupational Therapists

The Letters Patent of the Corporation dated January 17, 1921, and the Supplementary Letters Patent of the Corporation dated October 15, 1968 and November 5, 1992 are hereby amended as follows:

Registered Office of the Corporation:

The registered office of the Corporation shall be in the City of Toronto.

Minimum/Maximum Directors:

Minimum: 7

Maximum: 12

Purposes of the Corporation

The purposes of the Corporation set out in the Letters Patent are deleted in their entirety and replaced with the following:

The operation of a professional association of Ontario occupational therapists and occupational therapist assistants for the purposes of:

- (a) promoting the profession of occupational therapy;
- (b) providing membership services;
- (c) liaising with other relevant groups such as government, other associations, universities;
- (d) providing members with opportunities for professional growth regarding clinical practice, education and research in occupational therapy;
- (e) providing opportunities for networking among occupational therapists and occupational therapist assistants;
- (f) representing the members of the Corporation for its purposes; and
- (g) such other complementary purposes not inconsistent with these purposes.

Further to the purposes of the Corporation, to accept donations, gifts, legacies and bequests.

Special Provisions:

The following special provisions are added:

1. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of the corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the Act.

2. The Corporation will have five classes of members:
 - a. Class A members, who are individuals, each of whom shall be entitled to one (1) vote:
 - i. to elect Directors to the Board;
 - ii. exclusively, to elect Members of Class A as Directors;
 - iii. exclusively, on matters pertaining to Occupational Therapists as such matters are defined by the Board, and
 - iv. on matters pertaining to both Occupational Therapists and Occupational Therapy assistants, as such matters are defined by the Board; and
 - v. on all other matters for resolution by the members.
 - b. Class B members, who are individuals, each of whom shall be entitled to one (1) vote:
 - i. exclusively on matters pertaining to Occupational Therapy assistants as such matters are defined by the Board;
 - ii. on matters pertaining to both Occupational Therapy assistants and Occupational Therapists, as such matters are defined by the Board; and
 - iii. provided that the membership threshold for representation of Class B members on the Board of the Corporation is met, which is one Director elected by the Class B members for every 570 Class B members, to elect one (1) but not more than three (3) Directors from among the Class B members.
 - c. Class C members, who are individuals, each of whom is not entitled to a vote.
 - d. Class D members, who are organizations, including but not limited to corporations, partnerships, joint ventures or unincorporated associations, each of which is not entitled to a vote.
 - e. Class E members, who are individuals, each of whom is not entitled to a vote.

The balance of the Letters Patent and Supplementary Letters Patent remain in effect and unamended.

The Ontario Society of Occupational Therapists

ARTICLES OF AMENDMENT

(under Ontario's *Not-for-Profit Corporations Act*)

(Approved by Board of Directors July 20, 2023)

Name of the Corporation:

The Ontario Society of Occupational Therapists

The Letters Patent of the Corporation dated January 17, 1921, and the Supplementary Letters Patent of the Corporation dated October 15, 1968 and November 5, 1992 are hereby amended as follows:

Registered Office of the Corporation:

The registered office of the Corporation shall be in the City of Toronto.

Minimum/Maximum Directors:

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Maximum: 12

Purposes of the Corporation

The purposes of the Corporation set out in the Letters Patent are deleted in their entirety and replaced with the following:

The operation of a professional association of Ontario occupational therapists and occupational therapist assistants for the purposes of:

- (a) promoting the profession of occupational therapy;
- (b) providing membership services;
- (c) liaising with other relevant groups such as government, other associations, universities;
- (d) providing members with opportunities for professional growth regarding clinical practice, education and research in occupational therapy;
- (e) providing opportunities for networking among occupational therapists and occupational therapist assistants;
- (f) representing the members of the Corporation for its purposes; and
- (g) such other complementary purposes not inconsistent with these purposes.

Further to the purposes of the Corporation, to accept donations, gifts, legacies and bequests.

Special Provisions:

The following special provisions are added:

1. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of the corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the Act.
2. The Corporation will have five classes of members:
 - a. Class A members, who are individuals, each of whom shall be entitled to one (1) vote:
 - i. to elect Directors to the Board;
 - ii. exclusively, to elect Members of Class A as Directors;
 - iii. exclusively, on matters pertaining to Occupational Therapists as such matters are defined by the Board, and
 - iv. on matters pertaining to both Occupational Therapists and Occupational Therapist assistants, as such matters are defined by the Board; and
 - v. on all other matters for resolution by the members.
 - b. Class B members, who are individuals, each of whom shall be entitled to one (1) vote:
 - i. exclusively on matters pertaining to Occupational Therapist assistants as such matters are defined by the Board;
 - ii. on matters pertaining to both Occupational Therapist assistants and Occupational Therapists, as such matters are defined by the Board; and
 - iii. provided that the membership threshold for representation of Class B members on the Board of the Corporation is met, which is one Director elected by the Class B members for every 570 Class B members, to elect one (1) but not more than three (3) Directors from among the Class B members.
 - c. Class C members, who are individuals, each of whom is not entitled to a vote.
 - d. Class D members, who are organizations, including but not limited to corporations, partnerships, joint ventures or unincorporated associations, each of which is not entitled to a vote.
 - e. Class E members, who are individuals, each of whom is not entitled to a vote.

The balance of the Letters Patent and Supplementary Letters Patent remain in effect and unamended.