

# Ontario Paralegal Association

## By-Law No. 1

A by-law relating generally to the transaction of the affairs of the

## Ontario Paralegal Association

A corporation without share capital incorporated under the Ontario Corporations Act.

BE IT ENACTED as a by-law of the Ontario Paralegal Association as follows:

### **1. GENERAL**

**Interpretation:** In this By-Law and all other By-Laws and Resolutions of the Corporation, unless the context requires otherwise:

- 1.1. **Board:**  
Means the Board of Directors of the Corporation;
- 1.2. **Corporation:**  
Means Ontario Paralegal Association, (Association);
- 1.3. **Corporations Act or Act:**  
Means the Ontario Corporations Act, chapter 38, of the Revised Statutes of Ontario 1990, and any statute which amends or is passed in substitution for that Act, hereinafter referred to as the Act;
- 1.4. **Directors:**  
Means the Board of Directors of the Corporation;
- 1.5. **Special Resolutions:**  
Means a resolution passed by the Directors and confirmed with or without variation, by at least two thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of two thirds of the Members entitled to vote at such meeting;
- 1.6. **Singular/Plural:**  
The singular includes the plural;
- 1.7. **Gender:**  
The masculine gender includes the feminine;
- 1.8. **Corporations Act Definitions:**  
All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

## **2. HEAD OFFICE**

The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario or at such other place in Ontario that may be so designated from time to time by the Board and at such place therein as the Directors from time to time may determine.

## **3. SEAL**

The Seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

## **4. BOARD OF DIRECTORS**

### **4.1. Management of the Corporation:**

The affairs of the Corporation shall be managed by a Board of Directors, each of whom at the time of his/her election and throughout the term of his/her office shall be a Voting Member of the Corporation.

### **4.2. Powers of the Board of Directors**

4.2.1 Except as in section 4.2.2, the Directors may exercise the Corporation's powers on its behalf. The Corporation's powers are those it may exercise under the Act, the Letters Patent, any Supplementary Letters Patent, and otherwise at law.

4.2.2 The Directors may not exercise any power that they are restricted from exercising by these By-Laws of the Corporation, by the Members, or by law.

4.2.3 The powers which may be exercised by the Directors on behalf of the Corporation include but are not limited to the power to:

- a) Enter into contracts or agreements
- b) Execute documents;
- c) Make financial and banking arrangements; and
- d) Borrow

4.2.4 The Board of Directors may by resolution of those present at the next regularly scheduled meeting, prescribe such Rules and Regulations not inconsistent with the By-Laws relating to the management, affairs and operation of the Corporation as they may deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

#### 4.3. **Number of Directors**

The Board of Directors shall be comprised of eleven (11) Directors and one non-voting Student Director.

#### 4.4. **Executive Committee Created**

4.4.1 The Board of Directors shall meet immediately following each Annual General Meeting for the purpose of electing from among themselves, new Officers to fill the offices of any outgoing Officers. Said Officers shall constitute the Executive Committee for the current term of office.

4.4.2 The Executive Committee shall have the authority to appoint from the Board of Directors, a fifth person to sit on the Executive Committee if required.

4.4.3 The Executive Committee has all the powers of the Board of Directors during the intervals between the meetings of the Board.

4.4.4 The Executive Committee shall meet on a regular basis, but not less than once a month and one member appointed by the Executive Committee shall be responsible for notifying each Member of the place and time of the next meeting.

4.4.5 A majority of the Executive Committee being present shall constitute a quorum.

4.4.6 The Executive Committee shall record the minutes of its meetings and present those minutes to the Board of Directors at its next meeting, or upon request from any Members of the Board of Directors.

#### 4.5. **Term of Office**

Each Director shall hold office for a minimum term of one (1) year and not more than two (2) years. No Director shall hold office for more than two (2) years without standing for re-election.

#### 4.6. **Regional Representation**

Repealed in full

#### 4.7. **Conflict of Interest**

Any Paralegal Firm and/or Paralegal Franchise and/or organization shall not have more than two (2) representatives holding office in the same term on the current Board of Directors of the **Association**.

#### 4.8. **Qualifications of a Director**

Each Director shall:

- 4.8.1 Be a Member in good standing of the Law Society of Upper Canada without practice restrictions currently in force;
  - 4.8.2 Be a Voting Member of the Corporation with the exception of the Student Director, who shall:
    - a - at the time of his/her election be registered in a program of paralegal studies recognized as accredited by the Law Society of Upper Canada, and
    - b - relinquish their position at the first Annual General Meeting following either the completion of their studies or their withdrawal from the accredited program of paralegal studies, and
    - c - who is not entitled to a vote on matters before the board of directors
  - 4.8.3 Not hold a paid position with the Corporation and not enter into contract for services with the Corporation; and
  - 4.8.4 Be a person interested in furthering the objectives of the Corporation;
- 4.9. **Election of Directors**
- 4.9.1. Persons meeting the qualifications of Director are eligible for election to the Board. A person who is a Director is eligible for re-election for an unlimited number of consecutive terms provided he/she qualifies to be a Director.
  - 4.9.2 The Voting Members of the Corporation shall elect the Directors.
  - 4.9.3 The election of Directors shall be held annually at a General Meeting of the Members of the Corporation.
  - 4.9.4 Members may nominate persons who are Individual Voting Members for election as Directors other than for the position of Student Director where Members may nominate persons who are Student Members. Nominations shall be made before the close of nominations which shall be no less than ten (10) days prior to the date of the next annual general meeting. Nominations shall be made to the Nomination Committee in accordance with the procedure as may be adopted from time to time by the Corporation.
  - 4.9.5 The election shall be a secret ballot by such means as the Corporation from time to time may adopt.
  - 4.9.6 If an election of the Directors is not held at the proper time, the Directors shall continue in office until their successors are elected.

**4.10. Validity of Acts of Director**

The acts of a Director are valid even if a defect in his/her appointment or qualification is later discovered.

**4.11. Quorum**

A majority of the Directors from the number of filled positions shall form a quorum for the transaction of business.

**4.12. Filling Vacancies on the Board**

4.12.1 Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Board of Directors from among the qualified Members of the Corporation by passing a resolution appointing a new Director, otherwise such vacancy shall be filled at the next annual meeting of the Members.

4.12.2 If there are not six (6) Voting Director positions filled, the remaining Directors shall forthwith call a General Meeting of the Members to fill the vacancies on the Board. If the Directors then in office fail to call the meeting or there are no Directors in office, any Member may call a general meeting.

**4.13. Ceasing to be a Director**

A person ceases to be a Director of the Corporation upon his/her:

- Death;
- Resignation; or
- Removal.

**4.14. Resignation of Directors**

A Director may resign from office by giving written notice of his/her resignation to the Secretary, or in his/her absence, to any other Officers. A resignation is effective when tendered.

**4.15. Removal of Directors**

4.15.1. A Director who is absent for three (3) consecutive regularly scheduled meetings of the Board of Directors shall, without notice, at the discretion of the Board of Directors, requiring a 2/3 affirmative vote of those present at the next regularly scheduled meeting, be deemed to have resigned from the Board and shall be removed as Director before the expiration of their term of office.

4.15.2. A Director who has failed or now fails to meet the qualifications of a Director as set out in Section 4.8, may be removed as a Director before the expiration of

their term of office by a 2/3 affirmative vote of those present at the next regularly scheduled meeting of the Board of Directors.

4.15.3. A Director found to be in violation of the By-laws, Rules, Regulations, or Code of Ethics of the Association or of dishonourable conduct in business dealings or of acting in a manner likely to bring discredit to the Association may be suspended or removed from the Board of Directors by an affirmative vote of at least two thirds of all of the Directors, at a meeting duly called for the purpose of considering such action, provided that the Director shall be given a reasonable opportunity to be heard by the Board of Directors prior to their making such a decision.

**4.16. Past President – Advisory Counsel**

Any person becoming a Past President may provide counsel to the Board and/or the Executive Committee, so long as the Past President remains a member in good standing of the Association. A Past President may ask to address the Board and/or the Executive Committee at any meeting. The Board and/or the Executive Committee may invite a Past President to attend meetings as required.

**5. MEETINGS, BOARD OF DIRECTORS**

**5.1 First Yearly Meeting of the Board of Directors**

The Board of Directors shall hold a Meeting immediately following the Annual General Meeting of the Corporation for the purpose of the election and appointment of Officers, and the transaction of any other business.

**5.2 Regular Meetings of the Board of Directors**

The Board of Directors may designate days and times during the year for Regular Meetings of the Board of Directors, but such meeting shall be held at least quarterly.

**5.3 Other Meetings of the Board of Directors**

The Board of Directors may hold Meetings other than the Regular Meetings

**5.4 Notice of Meetings of the Board of Directors**

5.4.1 No further notice of Regular Meetings is required once the Board of Directors has passed the resolution stating the days and the times of Regular Meetings or has delivered a notice of meeting communicated to the Board of Directors by any approved method, said notice to be given not less than seven (7) days before the meeting.

- 5.4.2 Notice of Other Meetings of the Board of Directors must be given to all Directors by the Secretary or in his/her absence, by the President or Vice-President. This notice must include the date and time of the meeting. The Notice must be given not less than three (3) days before the Meeting.
- 5.4.3 No formal notice of a Meeting is necessary if all of the Directors are present at the Meeting or if all the absent directors have consented to it being held in their absence.
- 5.4.4 An error or omission in the giving of Notice for a Meeting of the Board of Directors does not invalidate the Meeting or any proceeding taken at said meeting.

#### **5.5 Place of Meeting of the Board of Directors**

- 5.5.1 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.
- 5.5.2 A meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

#### **5.6 Who May Call Meetings of the Board of Directors**

The President or Vice-President or any two Directors may call a Board of Directors Meeting by directing the Secretary to give the proper notice.

### **6. VOTING, BOARD OF DIRECTORS**

The Directors must vote on any resolution made at a Meeting of the Board of Directors except where a Director may have a conflict of interest. Resolutions are decided by a majority of votes cast unless otherwise set out herein or as required by law, whether by show of hand, or in the case of a meeting by teleconferencing, by a fax or oral vote. In case of an equality of votes, the Chairman, in addition to his/her original vote shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **7. NON-DIRECTORS AT BOARD MEETINGS**

Members of the Corporation may attend any meeting of the Board of Directors. No person other than a Director is entitled to vote or speak, without invitation, at a meeting of the Board of Directors.

## **8. INTEREST OF DIRECTORS IN CONTRACTS**

Every Director who believes that they may be in any way directly or indirectly interested in a contract or a proposed contract or other financial arrangement with the Corporation shall:

- a) Declare his/her interest at the first Meeting of the Directors after which he/she became interested;
- b) Request that his/her declaration be recorded in the minutes of that Meeting; and
- c) Not vote on any resolution concerning the contract or the proposed contract or other financial agreement

## **9. REMUNERATION OF DIRECTORS**

The Directors shall receive no remuneration for acting as such or for any other work performed in the interests of the Corporation so long as they hold office.

## **10. OFFICERS OF THE CORPORATION**

There shall be a President, a Senior Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and a Treasurer, a Secretary/Treasurer and other such Officers as the Board of Directors may determine by law from time to time. One person may hold more than one office except the offices of President and Senior Vice-President. These Officers shall be elected from among the Directors at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election, the then incumbents, being Members of the Board, shall hold office until their successors are elected.

## **11. DUTIES OF THE PRESIDENT AND SENIOR VICE-PRESIDENT**

The President shall, when present, preside over and chair all meetings of the Members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Corporation. The President with the Secretary, or other Officer appointed by the Board for the purpose, shall sign all by-laws. During the absence or the inability of the President, his/her Duties and powers may be exercised by the Senior Vice-President, or such other Director as the



Board may from time to time appoint for the purpose, when exercising any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## **12.DUTIES OF THE SECRETARY**

The Secretary shall be the clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

## **13.DUTIES OF THE TREASURER**

The Treasurer or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank, or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account or all his/her transactions as Treasurer, and of the financial position of the Corporation and he/she shall co-operate with the Auditor of the Corporation. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

## **14.DUTIES OF OTHER OFFICERS**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **15.LIABILITY OF DIRECTORS AND OFFICERS**

### **15.1 Standard of Care:**

Every Director and Officer of the Corporation in exercising his/her powers and discharging his/her duties shall, act honestly and in good faith with a view to the best interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, articles and by-laws.

### **15.2 Limitations of Liability:**

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other execution of the duties of his/her own office or in relation thereto, unless the same are occasioned by his/her own wilful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

### **15.3 Indemnity of Directors and Officers:**

The Corporation shall indemnify the Directors and Officers of the Corporation, former Directors or Officers of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor and his/her heirs and legal representatives against all costs, charges and expense, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate and with the approval of a court in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour to which he/she is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him/her in connection with such action, if he/she acted honestly and in good faith with a view to the best interests of the Corporation, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.

### **15.4 Insurance for Directors and Officers:**

The Corporation shall purchase and maintain Directors and Officers liability insurance for the benefit of the Directors and Officers of the Corporation or persons who act or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was shareholder or creditor and his/her heirs and legal representatives and assigns against any liability incurred by him/her, in his/her capacity

as a Director or Officer of the Corporation, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the Corporation; or in his/her capacity as a Director or Officer of another body corporate where he/she acts or acted in that capacity at the Corporations' request, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the body corporate.

**15.5 Authorization of Expenditures:**

The Board of Directors may, by resolution, authorize such expenditures as it shall deem to be in the best interests of the Association for the investigation and defence of claims made or suits brought by any persons whomsoever against the Corporation or its Directors, Officers, agents and employees, in respect of their actions relating to and on behalf of the Corporation.

## **16.REGIONAL AREAS**

The Association will strive to obtain Regional Representation on its Board of Directors.

## **17. MEMBERSHIP**

**17.1 Categories of Membership:**

The membership shall be divided into four classes, namely Individual Voting Members, Individual Associate Members, Student Members and Honorary Members as set out in sections **17.2, 17.3, 17.4 and 17.6**, respectively. Each member shall be subject to the By-laws as currently adopted and as amended from time to time. Compliance with such By-laws is a condition of a member's continuing membership.

**17.2 Individual Voting Membership:**

17.2.1 Any person who holds a P1 license in good standing as issued by the Law Society of Upper Canada and who supports the objectives of the Corporation and agrees to abide by the Code of Ethics of the Corporation, may be entitled to an Individual Voting Membership provided that the Membership Committee has received his/her signed application in the proper form, accompanied by the required supporting documentation, as may be adopted from time to time by the Corporation, and upon payment of the appropriate dues and fees.

17.2.2 Repealed in its entirety

17.2.3 Each Individual Voting Member shall be entitled to one vote on **Association** matters.

**17.3 Individual Associate Membership:**

17.3.1 Any person who:

- a) is not a P1 licensee or does not otherwise qualify for an individual voting membership; or
- b) does not qualify for a student membership, and

who supports the objectives of the Corporation and agrees to abide by the Code of Ethics of the Corporation, may be entitled to an Individual Associate Membership provided that the Membership Committee has received his/her signed application in the proper form, accompanied by the required supporting documentation, as may be adopted from time to time by the Corporation, and upon payment of the appropriate fees and dues.

**Exception**

- c) Any person who holds a P1 license as issued by the Law Society of Upper Canada, and whose status is defined as “Not Providing Legal Services” by the Law Society of Upper Canada, may at his/her option, be entitled to an Individual Associate Membership in lieu of an Individual Voting Membership.

17.3.2 Repealed in its entirety

17.3.3 An Individual Associate Member shall not have the right to vote on Association matters.

**17.4 Student Membership:**

17.4.1 Any person who is registered as a student at a course of paralegal studies accredited by the Law Society of Upper Canada in Ontario, and who supports the objectives of the Corporation and agrees to abide by the Code of Ethics of the Corporation, may be entitled to a Student Membership provided that the Membership Committee has received his/her signed application in the proper form, accompanied by the required supporting documentation, as may be adopted from time to time by the Corporation, and upon payment of the appropriate fees and dues.

17.4.2 Student Membership will not have the right to vote on Association matters.

17.4.3 Student Members shall not use references to their affiliation with the Association in promotional material, brochure, advertisement, business cards and letterhead without the written permission of the Association.

**17.5 Sustaining Membership:**

Repealed in full

**17.6 Honorary Membership:**

The Board of Directors, by its resolution, may admit any person(s) who, in the opinion of the Board, have made an outstanding contribution to the development of and/or have furthered the purposes of the Corporation. Honorary members are not required to pay any dues and are admitted for life or a lesser term as stated in the resolution. Honorary members are not eligible to be Directors and are not entitled to vote at meetings of Members of the Corporation.

**17.7 Membership Committee:**

All membership applications shall be processed by the Membership Committee which shall be a standing committee of the Corporation. This committee shall review and approve each application or set out the reason for denial of the application.

**17.8 Appeal Panel:**

Any applicant who is declined membership, or denied membership in the class for which they applied, may apply to a special appeal panel consisting of three (3) Members of the Board of Directors who were not part of the original decision for review of his/her application by submitting a written request for an appeal outlining the reasons for the appeal, to the Secretary of the Board, within thirty-one (31) calendar days of the date the denial was issued.

17.8.1 The applicant shall, at least 10 calendar days prior to the appeal, submit affidavits, related correspondence, and/or items that may assist the panel, or give an oral presentation to the panel. Included in the materials shall be the written reasons for the denial provided by the Membership Committee.

17.8.2 The Appeal Panel shall have authority at its discretion to waive compliance with any part or parts of section 17 on a 2/3 vote of the Panel, made after a review of the applicant's submissions, and to overturn the decision of the Membership Committee to deny membership.

17.8.3 A decision by the appeal panel is final.

**17.9 Classes/Conditions of Membership:**

The Board of Directors may, from time to time, by Special Resolution, create new classes or amend existing classes of Membership, and impose such conditions of Membership for those new classes of Membership as it may deem appropriate. Any changes made under this section shall have force and effect only until the next Annual General Meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

**17.10 Dues and Fees**

- 17.10.1 There shall be annual dues and fees payable by the Members of each class as shall from time to time, be fixed by a resolution of the Board of Directors.
- 17.10.2 Members shall be required to have paid their dues or fees for the upcoming year in order to attend and/or vote in person or by proxy at the Annual General Meeting at which elections for the upcoming year are to take place.
- 17.10.3 No Member shall stand for nomination at the Annual General Meeting unless his/her fees or dues for the upcoming year have been paid.
- 17.10.4 Members whose fees and dues are in arrears for a period of one month shall be suspended from membership and not be permitted to vote, make nominations or hold office in the Association. The Secretary shall inform those concerned of their suspension in writing. If the fees and dues remain unpaid for a further fifteen (15) days, the Member shall be deemed to have resigned. An additional fee may be charged for reinstatement in these circumstances.
- 17.10.5 The Board of Directors may from time to time, pass a resolution providing for a special assessment to raise funds for a special purpose of the Corporation, but such resolution shall not be effective nor shall such assessment become due and payable until such resolution is approved by a majority vote of those present at a general meeting of the Corporation.

### 17.11 Cancellation of Membership:

A membership shall terminate automatically:

- 17.11.1 On the death of the Member;
- 17.11.2 when notice of the Member's resignation has been given to the Secretary or in his/her absence, any other Officer of the Corporation, or;
- 17.11.3 when the Member no longer qualifies for membership;

The Board of Directors shall cancel the membership of any member by a majority vote upon determining that such member:

- 17.11.4 has been found guilty of a criminal offence in Canada or abroad for which a pardon has not been received;
- 17.11.5 has an outstanding judgment against them for any civil or criminal offence in Canada or abroad;
- 17.11.6 has been suspended or had a license revoked by the Law Society of Upper Canada or any other regulatory or licensing body or equivalent organization;
- 17.11.7 has violated the Code of Ethics of this organization;
- 17.11.8 has failed to pay the membership fee, or;
- 17.11.9 has been guilty of conduct actually and substantially intended to injure the good name of this Association, or failed to maintain a high standard of professional ethics, which in either case would have been deemed sufficient for a rejection of membership application.

If a membership has been cancelled the dues for the current year shall be forfeited. Upon cancellation the member must surrender their membership certificate and identification card to the Association and cease to use the phrase "Member of the Ontario Paralegal Association" in any personal or business correspondence, or business communications or advertisements. The right to appeal shall be as provided in these By-laws and not otherwise.

**17.12 Notice of Cancellation of Membership:**

A member shall be given seven (7) days prior notice of cancellation of membership for any of the reasons set out in clauses 17.11.4 to 17.11.7 and 17.11.9 above. An oral hearing shall be held, called for this express purpose. Where notice of the hearing has been given and the member or his or her authorized representative does not attend at the hearing, the Board may proceed in the absence of the member.

**17.13 Appeal from Cancellation of Membership:**

Any individual whose membership shall have been cancelled under this section may make written appeal for reinstatement as follows:

- 17.13.1 To the Board of Directors, which appeal shall be considered and passed upon at the next annual regular or special meeting of the Board of Directors held thirty (30) days or more thereafter. The appellant, with or without counsel, shall have the right to appear before the Board of Directors at said meeting.
- 17.13.2 No individual whose membership has been cancelled as aforesaid shall have the right to apply for reinstatement more than one time.
- 17.13.3 No individual whose membership has been cancelled and whose application for reinstatement is pending shall exercise any rights of membership pending the determination of such application.

**17.14 Transfer of a Sustaining Membership**

Repealed in full

**18. ANNUAL AND OTHER MEETINGS OF MEMBERS****18.1 Place of Meetings:**

The Annual or any other General Meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint, provided that it is no longer than fifteen (15) months from the date of the last annual meeting.

**18.2 Annual Meetings:**

At every Annual Meeting, in addition to the election of Directors and any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year.



The Members may consider and transact any business without any notice thereof at any meeting of the Members, except that any changes to this Bylaw may only be made by notice of a motion to amend same as provided in accordance with section **28.1**.

**18.3 General Meetings:**

The Board of Directors or the President or Senior Vice-President shall have power to call at any time a general meeting of the Members of the Corporation and at such meeting any business may be transacted which the Corporation would normally transact at annual or general meetings.

**18.4 Directors to Call Meetings:**

The Directors shall call a meeting of the Members if at least ten (10) percent of the Members of the Corporation request that a general meeting be called as required in Section 295 of the Act.

**18.5 Notice for Meetings:**

No public notice or advertisement of Members meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail or fax, or to the email address on record as provided by the Member, not less than thirty (30) days before the time fixed for the holding of such meeting.

**18.6 Error in Notice:**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to a Member of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address for any Member, shall be his/her last address recorded in the records of the Corporation.

**18.7 Adjournment of Meetings:**

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

**18.8 Quorum:**

A quorum for the transaction of business at any meeting of Members shall consist of not less than ten (10) percent of Individual Voting Members present in person or represented

by proxy, provided that in no case can any meeting be held unless there are twenty (20) Individual Voting Members present in person.

**18.9 Chair of Meetings:**

The person who chairs the meetings of the Members is the President but in his/her absence the Senior Vice-President. If neither attends the meeting within fifteen (15) minutes after the meeting is scheduled to begin, the Members shall choose a Member to chair the meeting.

## **19.VOTING OF THE MEMBERS**

**19.1 Entitlement to Vote:**

Each Individual Voting Member shall at all meetings of the Members be entitled to one vote and he/she may vote by proxy. No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he/she has paid all dues and fees, if any, then payable by him/her or if he/she is subject to cancelation of their membership under this By-law.

**19.2 Majority Decides:**

At all meetings of the Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by a secret ballot or by such means as may be from time to time decided by the Corporation. The result of such ballot shall be deemed the decision of the Corporation in general meeting upon the matter n question. In case of an equality of votes at any general meeting, the Chairman shall be entitled to cast a second, deciding vote.

## **20.VOTING BY PROXY**

**20.1 Right to Vote by Proxy:**

At any meeting of the membership of the Association, any Individual Voting Member shall have the right to vote either in person or by individual proxy. An Individual Voting Member whose membership is in good standing may appoint another Individual Voting Member by an appropriate written designation and proxy. Any such individual proxy shall be valid only for that date for which it has been given. No person shall actively solicit any proxies and proxies obtained by such solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary.

**20.2 Proxy in Writing:**

A proxy must be in writing and be signed by the individual granting the proxy, include the date of the meeting and the name of the person nominated to attend the meeting for

the Member. The proxy may revoke former proxies, restrict the use of the proxy or state how the person is to vote on the Member's behalf.

### **20.3 Fixing of Time for Proxy:**

The Directors may by resolution, fix a time when proxies to be used at a meeting must be delivered to the Corporation or an agent of the Corporation.

## **21.EXECUTION OF DOCUMENTS**

### **21.1 Deeds, Transfers, Licences, etc.:**

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by any two of the President, Senior Vice-President, Secretary, and Treasurer and the Secretary shall affix the seal of the Corporation to such instruments as required by same.

### **21.2 Contracts:**

Contracts in the ordinary course of the Corporation's operations of a value not greater than \$1,000, may be entered into on behalf of the Corporation by any one of the President, Senior Vice-President, Secretary, Treasurer or by any person authorized by the Board.

### **21.3 Direction by Resolution of the Board:**

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board may at time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## **22.BOOKS AND RECORDS**

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The documents, membership files, registers, minutes of proceedings and records of account shall during the normal business hours be kept at the registered head office or place in Ontario as is appointed by resolution of the directors.

## **23.FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall begin on January 1st and terminate on the thirty-first (31) day of December in each year commencing in 1997.

## **24.CHEQUES, ETC.**

All cheques, bill or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **25.DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only on written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institution which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **26.NOTICE**

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him at his/her recorded address by prepaid or ordinary mail, or if sent to him at his/her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid: a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box: and a notice sent by any means of

transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer or auditor in accordance with any information believed by him to be reliable.

## **27.STANDING COMMITTEES**

The Board may by resolution establish and appoint persons to the following committees:

- 27.0.1 Membership;
- 27.0.2 Finance;
- 27.0.3 Education;
- 27.0.4 Policy;
- 27.0.5 Standards;
- 27.0.6 Communications;
- 27.0.7 Nominating;
- 27.0.8 Any other committee the Board finds necessary.

### **27.1 Director as Liaison:**

These committees shall have one Director of the Corporation as a will be responsible to complete the duties assigned by the Board.

### **27.2 Term:**

Repealed

### **27.3 Length of Term:**

The term of office for a committee member and a committee secretary shall be from the commencement date of the committee as set out in section **27.4**, and then continuing on until such time as the new committee is struck.

### **27.4 Requests for Volunteers:**

At the Annual General Meeting each year, members shall be requested to indicate their willingness to volunteer for a committee assignment effective the next committee year.

### **27.5 Board Appoint:**

Each newly elected Board of Directors shall, within 2 months of the most recently completed Annual General Meeting establish the complement of committees and their respective members for the ensuing committee year and shall determine the Board Liaison to be appointed to each committee. The Board shall also review the existing terms of reference of each committee and shall confirm or amend as deemed appropriate.

**27.6 Board Liaison Call First Meeting:**

Repealed

**27.7 Responsibilities of Chair and Secretary:**

The responsibilities/obligations of a committee chair and committee secretary shall be as determined from time to time by the Board of Directors.

**27.8 Minutes of Meetings:**

Each committee shall maintain minutes of its meetings in the form determined by the Board of Directors and shall provide a copy of said minutes to the Board secretary to be retained in the corporate records. Each committee shall provide a written report on its activities, in the form determined by the Board of Directors, to the Executive Committee and/or the Board of Directors at least monthly.

**27.9 Appoint, Replace, Remove Member:**

The Board of Directors shall have the authority to appoint, replace and/or remove a committee member, committee chair or committee secretary if, in the opinion of the Board of Directors, it is in the best interests of the committee to do so.

**28. AMENDMENTS TO THIS BY-LAW****28.1 Amendment, Repeal, Re-Enactment:**

A By-law or an amendment, a repeal, or a re-enactment of a By-law must be:

- 28.1.1 passed by a special resolution of the Board of Directors; and
- 28.1.2 confirmed or amended and confirmed at a General Meeting of the Members called for the purpose of considering the by-law with notice of the proposed resolution being delivered to all members at least thirty (30) days prior to the General Meeting; or
- 28.1.3 Repealed
- 28.1.4 if not confirmed in the meantime, then, confirmed at the next Annual General Meeting of the Members following the passing of the special resolution.
- 28.1.5 In addition, a by-law or an amendment, a repeal or a re-enactment of a by-law may also be passed by a Special Resolution, on motion, put forward by any Individual Voting Member, being delivered to all Members as provided for herein at least thirty (30) days prior to the General Meeting.

**28.2 Effective:**

A by-law or an amendment, a repeal or a re-enactment of a by-law is effective:

28.2.1 when passed and confirmed as in section **28.1**; and

28.2.2 only until the next Annual General Meeting of the Members unless earlier confirmed by the Members at a General Meeting.

**28.3 Prejudice:**

No acts done or rights acquired under a by-law are prejudicially affected by the rejection, amendment or other dealing with the by-law by the Members.

**29. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall be the Parliamentary authority where applicable and where there is no conflict between said Rules and the By-laws and Letters Patent of this Corporation.

Passed by the Membership at the Annual General Meeting held on the 22<sup>nd</sup> day of November 2014, and Sealed with the Corporate Seal.

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President

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Secretary