DRAFT BY-LAW

A by-law relating generally to the transaction of the affairs of the Association of the Chemical Profession of Ontario

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

1.0 ARTICLE – INTERPRETATION

1.1 **Definitions** - In this by-law, unless the context otherwise requires:

1.1.1 "Act" means the Act respecting the Association of the Chemical Profession of Ontario (Chapter Pr10, Statutes of Ontario, 1984);

1.1.2 "Annual Financial Statements" means the annual financial statements of the Association, as prescribed by the Ontario Not-for-Profit Corporations Act ONCA;

1.1.3 "Annual Meeting" means an annual meeting of the Members of the nature described in section 4.2;

1.1.4 "Association" means the Association of the Chemical Profession of Ontario, incorporated as a corporation without share capital under a special Act of the Ontario Legislature;

1.1.5 "Auditor" means the auditor or person appointed from time to time pursuant to Section 11.1 and in accordance with ONCA;

1.1.6 "By-law" means this by-law and "By-laws" means this by-law and all other by- laws of the Association from time to time in force and effect;

1.1.7 "Council" means the Council of the Association as established by section 4 of the Act;

1.1.8 "Councillor" means a councillor of the Association described in Article 5;

1.1.9 "declared incompetent" or "incapable", in reference to section 5.3(h), means a person who has been declared incompetent or incapable of managing their affairs by a court of competent jurisdiction or in respect of whom a certificate to that effect has been issued by a medical practitioner licensed to practice medicine in the Province of Ontario;

1.1.10 "Meeting of Members" means a meeting of Members and includes an Annual Meeting or a Special Meeting;

1.1.11 "Member" means an individual registered with the Association under the Act and "Members" means the collective membership of the Association;

1.1.12 "Officer" means an officer of the Association;

1.1.13 "ONCA" means the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 and the regulations enacted pursuant to it and any statutes or regulations that may be substituted therefor, as from time to time amended;

1.1.14 "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;

1.1.15 "President" means the president of the Association;

1.1.16 "Registrar" means the registrar of the Association;
1.1.17 "Secretary" means the secretary of the Association
1.1.18 "Special Meeting" means a meeting of Members other than an Annual Meeting;
1.1.19 "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
1.1.20 "Treasurer" means the treasurer of the Association; and
1.1.21 "Vice-President" means the vice-president of the Association.

1.2 **Interpretation** - In this By-law and in all other By-laws hereafter passed, unless the context otherwise requires, words importing the singular number or one gender shall include the plural number or all genders, as the case may be, and vice versa, and references to persons shall include individuals, firms and corporations. The division of this By- law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof. References to an Article or Section are to the articles or sections specified in this By-law.

2.0 ARTICLE - GENERAL

2.1 **Registered Office** – Until changed by Special Resolution, the registered office of the Association shall be in the City of Toronto, in the Province of Ontario.

2.2 **Financial Year** – The financial year of the Association shall terminate on the 31st day of December in each year or on such other date as the Council may from time to time by resolution determine.

2.3 **Books and Records**- The Council shall see that all necessary books and records of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

3.0 ARTICLE - MEMBERS

3.1 Members – Qualifications for Membership

3.1.1 Categories of Membership – Three (3) classes of members have been established:
3.1.1.1 Chartered Chemist (C.Chem. or CChem); and
3.1.1.2 Chemist in Training
3.1.1.3 Student

3.1.2 Membership Registers – The Association Registrar shall in accordance with the instructions of the Board maintain a register for each category of membership.

3.2 Eligibility - The Board shall have the final decision as to whether an applicant meets the requirements for admission or renewal of membership. Except for renewals or under specific conditions imposed by the Board of Examiners, members who do not meet the

professional development requirements set by the Council will not be eligible for renewal.

3.2.1 Chartered Chemist (C.Chem. or CChem) are those members that meet the education qualifications based on a degree in Chemistry from a Canadian University or a degree from outside of Canada that after assessment is determined to be equivalent; and have a minimum number of years of work experience acceptable to the Association.

3.2.2 Chemist in Training Members are those members that meet the education qualifications based on a degree in Chemistry from a Canadian University or a degree from outside of Canada that after assessment is determined to be equivalent; and are working towards the experience requirements of a CChem.

3.2.3 Student Members are those members that are current student enrolled in a degree in Chemistry from a Canadian University.

3.3 Entitlement - Members shall be entitled to:

3.3.1 receive notice of any Meeting of Members;

3.3.2 attend any Meeting of Members and vote on all matters on which Members are entitled to vote;

3.3.3 receive a copy of the Annual Financial Statements;

3.3.4 if otherwise qualified, stand for election as a Councillor;

3.3.5 a personalized Chartered Chemist certificate in such form as is from time to time authorized by the Council. The certificate shall bear a membership number and is the property of the Association. When registration is terminated for whatever reason, the certificate shall be returned to the Registrar; and

3.3.6 a membership card, in such form as is authorized from time to time by the Council, delivered, by mail or otherwise, each year by the Registrar.

3.4 Resignation of Membership – Any Member may resign from the Association by providing a written notice of resignation to the Secretary. The resignation of a Member shall become effective at the time such resignation is delivered to the Secretary or at the time specified in the resignation, whichever is earlier. In the case of the resignation of a Member, a Member shall remain liable for payment of any dues or fees which became payable by such Member to the Association prior to the effective time of such Member's resignation.

3.5 Removal of Member for Non-Payment of Fees – A Member may be removed at any time by the Council by a resolution passed by the Councillors present and entitled to vote at the meeting of the Council authorizing the removal of such Member, for non-payment of any fee owing to the Association.

3.6 Process for Discipline of a Member:

3.6.1 The Council shall establish a discipline committee to hear and determine, in accordance with the prescribed procedures, issues concerning whether Members have failed to comply with the prescribed code of ethics, rules of professional conduct and standards of practise and that applies to them and providing for suspension, expulsion or other penalty for professional misconduct, incapacity or incompetence.

3.6.2 The Council shall appoint the members of the discipline committee and, in making the appointments, shall ensure that the prescribed requirements for the composition of the committee are met.

3.6.3 If the discipline committee makes a determination that a Member has failed to comply with the prescribed code of ethics, rules of professional conduct or the standards of practise that applies to them, it may make an order as appropriate,

3.6.3.1 directing the Registrar to remove the Member;

3.6.3.2 directing the Registrar to suspend the Member for a specified period of time;

3.6.3.3 directing the Registrar to impose specified conditions on a Member's membership for a specified or indefinite period of time; or

3.6.3.4 taking such other action as it deems appropriate in the circumstances.

3.6.4 In making an order under subsection (3.6.3), the discipline committee may specify criteria to be satisfied for the removal of a suspension or the removal of conditions imposed on a member's membership.

3.7 Reinstatement

3.7.1 A person who has been removed from membership for non-payment of fees may apply to the Registrar to reinstate their membership by,

3.7.1.1 submitting an application for reinstatement in a form supplied by the Registrar;

3.7.1.2 (ii) paying the fee the Member failed to pay; and

3.7.1.3 (iii) the required reinstatement fee, if any.

3.7.2 A person who has been removed from the membership pursuant to section 3.6.31 may reapply for membership.

3.7.3 An application under subsection (3.7.1.2) shall not be made earlier than one year after the date on which the person was removed from membership.

3.7.4 The person making the application under subsection (b) must provide reasons why the Registrar should approve their application.

3.7.5 The Registrar shall evaluate an applicant's application for reinstatement and determine, in their sole discretion, whether the applicant's membership may be reinstated.

3.8 Transferability and Termination of Membership – Membership in the Association shall not be transferable, and the membership of a Member shall lapse and terminate on the earliest to occur of any one of the following events:

3.8.1 death of such Member;

3.8.2 the resignation of such Member in accordance with section 3.4;
3.8.3 the removal of such Member in accordance with section 3.5 or section 3.6; or
3.8.4 the liquidation or dissolution of the Association.

3.9 Member Fees - The Council shall fix an annual membership fee for each class of membership and may vary its amount from time to time. The annual membership fee shall become due and owing annually on January 1.

3.10 Application Fee – The Board may in its discretion fix an application fee for each category of membership and vary its amount from time to time. Persons applying for a particular category of membership must submit the application fee applicable to that category of membership, if there is one, along with their application for admission to the Association. The application fee will not be returned if admission to the Association as a registered member is denied.

3.11 Expiry of Membership – Membership in the Association expires every year on December 31st, unless the membership is renewed within ninety (90) days after the annual renewal date prescribed by the Council for the subsequent calendar year.

4.0 ARTICLE - MEMBERS' MEETINGS

4.1 **Place of Meetings of Members** – Any meeting of the Members shall be held at the Registered Office of the Association or at any place within Ontario on such day and at such time as the Council may determine.

4.2 **Annual Meeting of Members** – An annual meeting of the Members shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted,
4.2.1 the financial statements and the report of the auditor shall be presented to the Members;
4.2.2 vacancies on the Council shall be filled;
4.2.3 vacancies in Officer positions shall be filled; and
4.2.4 the auditor shall be appointed in accordance with Article 11 and the remuneration of the auditor shall be fixed or the Council shall be authorized to fix such remuneration.

4.3 **General Meeting of Members** – Other meetings of the Members, the general nature of which shall be specified in the notice calling such meeting, may be convened by order of the Council or the President. In addition, the Council shall call a general meeting of Members upon the deposit, at the Registered Office of the Association, of a written requisition signed by not less than one tenth (1/10th) of the Members. Such requisition shall set out the general nature of the business to be presented at the requisite meeting. In the event the Council does not call the meeting within twenty-one days from the date of deposit of such requisition, any one of the Members who signed such requisition may call such meeting which shall be held within sixty days from the date of the deposit of the requisition.

4.4 **Notice of Members' Meetings** - Written notice of the time and place of any meeting of the Members shall be given by pre-paid mail or delivery not less than ten days and not more than fifty days before the meeting is to take place to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members. Notice of a general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgement thereon. The auditor of the Association is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive. The statutory declaration of either the President or Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

4.5 **Meetings without Notice** - Any meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present or if not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association, at a meeting of Members, may transact.

4.6 **Error or Omission in Notice** - No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any resolutions passed or 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.

4.7 **Adjournments** - Any meeting of the Members 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 and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.8 **Meetings by Electronic Means** - If the Association makes such meeting possible, a meeting of the Members may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting. A Member participating in such a meeting by such means is deemed to be present in person at that meeting.

4.9 **Chair of Meetings** - The President or, in their absence, the Vice-President, shall be the chair at each meeting of the Members. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.

4.10 **Persons Entitled to be Present** - The only persons entitled to attend meetings of Members shall be the Members, the Councillors, the auditor of the Association, and others who although not entitled to vote, are entitled or required under any provision of the Act, ONCA or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the

meeting. For greater certainty, only the Members entitled to vote will have the right to vote at such meetings and the Members entitled to vote and the auditor of the Association (on matters pertaining to the auditor's duties) will have the right to speak at such meetings. Notwithstanding the foregoing, others present at such meetings in accordance with the Act, ONCA or By-laws shall be allowed to speak with the consent of the meeting.

4.11 **Quorum**– A quorum for the transaction of business at any Annual Meeting of the Members shall be twenty Members who shall be present in person or electronically. A quorum for the transaction of business at any Special Meeting of Members shall be twenty-five Members who shall be present in person. No business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.

4.12 **Proxy Voting** – At any meeting of Members, a proxy holder, who must be a Member, and who has been duly appointed by a Member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting and other rights that such Member appointing them would be entitled to exercise if present at that meeting. A proxy shall be in writing and executed by the Member. A proxy shall be in such form as the Council from time to time prescribes and shall comply with the regulations under ONCA. A proxy shall be deposited with the Secretary before any vote is called under its authority, or at such earlier time and in such manner as the Council may prescribe.

4.13 **Voting** – Unless the Act, ONCA or the By-laws otherwise provide, each Member present in person or by proxy and in good standing shall, at all meetings of Members, be entitled to one vote on each question. No Member shall be entitled to vote at meetings of the Association unless such Member has paid all dues or fees, if any, then payable by such Member to the Association.

4.14 **Votes to Govern** - At any meeting of the Members, every question shall, unless otherwise required by the Act, ONCA or By-laws or otherwise by law, be determined by the majority of the votes duly cast on the question.

4.15 **Show of Hands** – Unless a Member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.16 **Vote By Ballot** – Prior to the chair of the meeting calling for a vote on a question, a Member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. The result of the vote by ballot shall be the decision of the Members upon the said question.

4.17 **Casting Vote** – In the case of an equality of votes at any meeting of Members, the chair of the meeting shall not have a second casting vote.

4.18 **Resolutions in Writing** – A resolution signed by all the Members entitled to vote on the matter is as valid as if it had been passed at a meeting of Members. Resolutions in writing satisfy all the requirements of this By-law relating to meetings of Members and may be signed in counterpart. A copy of every such resolution shall be kept with the minutes of meetings of Members.

4.19 **Special Business** – All business transacted at a Special Meeting of the Members and all business transacted at an annual meeting of the Members is special business except for the following:

- 4.19.1 consideration of the financial statements;
- 4.19.2 consideration of the audit or review engagement report, if any;
- 4.19.3 a Special Resolution to have a review engagement instead of an audit or not have an audit or review engagement;
- 4.19.4 election of Councillors; and
- 4.19.5 reappointment of the incumbent auditor or person appoint to conduct a review engagement.

4.20 **Notice of Meeting – Special Business** – Notice of a meeting of the Members at which special business is to be transacted must,

- 4.20.1 state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and,
- 4.20.2 state the text of any special resolution to be submitted to the meeting.

5.0 ARTICLE - COUNCILLORS

5.0 **Number of Councillors** – Pursuant to section 4(2) of the Act, there shall be at least fifteen and no more than twenty-five Councillors.

5.1 **Composition of the Council -** are Members and are elected by the Members from among the candidates nominated by either the Council or the Members; and meeting the qualifications in 5.3.

5.2 **Qualification** – In addition to meeting any applicable requirements set out in sections 5.2, a Councillor must be an individual who:

- 5.2.1 is at least eighteen (18) years of age or older;
- 5.2.2 is not an undischarged bankrupt under the Bankruptcy and Insolvency Act
- 5.2.3 (Canada);
- 5.2.4 is not a plaintiff in a lawsuit or an applicant in an application against the Association.
- 5.2.5 has not been removed from the Council under the provisions of this By-law.
- 5.2.6 is not or has not been in the past twelve months an employee of the Association.
- 5.2.7 has not been dismissed as an employee of the Association.
- 5.2.8 is not or has not been in the past twelve months the spouse of an employee of the Association; and

5.2.9 has not been declared incompetent or incapable.

5.3 **Election** – The election of Councillors shall be held using the following procedure:

5.3.1 The Council shall appoint a Nomination Committee of two Members. This appointment shall be made 6 (six months) prior to the Annual General Meeting.

5.3.2 The Nomination Committee shall report a list of the nominee(s) to the Secretary 90 days prior to the Annual General Meeting.

5.3.3 The Secretary shall, 60 days prior to the Annual General Meeting, send to each Member, a copy of the nomination(s) made for Councillors, and shall at that time ask for further nominations.

5.3.4 Further nominations for Councillors may be made by any five Members qualified to vote. To be valid, all nominations must be received by the 45 days prior to when the election will be held. The Secretary shall 30 days prior to the election, notify the Members of the names of those nominated, and the need for an election.

5.3.5 No nomination shall be valid unless accompanied by the written consent of the nominee to serve on the Council if elected.

5.3.6 At the Annual Meeting the Members shall, by ordinary resolution, elect Councillors from among the valid nominees.

5.4 **Term** - Each individual elected to the Council, shall be elected for a term expiring at the close of the second annual meeting following their election or until their successor is elected unless:

5.4.1 any such Councillor was elected to complete the unexpired term of a former Councillor, in which case such Councillor shall be elected for the remainder of such term; or

5.4.2 prior to the annual meeting at which such individual is elected as a Councillor, the Council determines that, in the interests of providing for a staggered Council, the individual should be elected for a term expiring at the end of the first annual meeting following their election.

5.5 **Removal** – The Members may, remove any Councillor before the expiration of such Councillor's term of office at a Special Meeting, of which notice specifying the intention to pass such resolution has been given, and may, by a majority of votes cast at that meeting, elect any person in the place of a Councillor that has been removed for the remainder of the term of such Councillor, provided that such individual meets the requirements set out in sections 5.2 and 5.3.

5.6 **Vacation of Office** – The office of a Councillor shall automatically be vacated:

5.6.1 upon such 's death;

5.6.2 in accordance with the terms of such Councillor's resignation, effective at the time a written resignation is received by the President, or at the time specified in such resignation, whichever is later;

5.6.3 upon such Councillor becoming disqualified from being a Councillor under sections 5.2 or 5.3;

5.6.4 upon such Councillor's removal from office in accordance with section 5.6; or

5.6.5 upon such Councillor's failure to attend three (3) consecutive Council meetings, unless the Council passes a resolution permitting such Councillor to remain in office as a Councillor notwithstanding such absences.

5.7 **Vacancies –** If a quorum of the Councillors as defined in section 6.10 is then in office, vacancies on the Council, howsoever caused, may be filled for the remainder of the term by the Councillors then in office, if they shall see fit to do so; otherwise, any such vacancy shall be filled by resolution of the Members at a Special Meeting of Members. If, as a result of any vacancy on the Council, there is not a quorum of Councillors as set by the Council, the remaining Councillors shall forthwith call a Special Meeting of Members to fill the vacancy.

5.8 **Powers** - The Council shall administer the affairs of the Association in all things and shall have the rights, powers and privileges of a natural person.

The Council shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate, by resolution, to any officer or officers of the Association the right to make such expenditures on such terms and conditions as deemed appropriate.

The Council may appoint such agents and engage a Registrar as it may deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Council at the time of such appointment. The remuneration of agents and the Registrar shall be fixed by the Council by resolution.

5.9 **Committees** - The Council may from time to time constitute such committee or committees as it deems necessary, and for such purposes and with such powers as may be prescribed by the Council, whose members shall serve at the pleasure of the Council. Any such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Council may from time to time make in respect thereof. Any member of any such committee may be removed from such committee at any time at the discretion of the Council.

5.10 **Board of Examiners** – Without limiting the generality of section 5.10, the Council shall appoint a Board of Examiners which shall examine and pass judgment upon the qualifications of applicants for membership, and which shall prescribe examinations as required. The Board of Examiners shall report the names of successful applicants to the Council for membership.

5.11 **Declaration of Interest** - It shall be the duty of every Councillor who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association to declare such interest and to refrain from voting thereon in accordance with ONCA.

5.12 **Remuneration of Councillors** – The Councillors may fix the reasonable remuneration for Counsellors and each Councillor shall be entitled to be paid reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses incurred in attending meetings of the Council, of any

committee thereof, or of the Members or otherwise in connection with carrying out the activities of the Association.

5.13 **Confidentiality** - Every Councillor, officer of the Association and committee member shall respect the confidentiality of any matters brought before the Council or any committees of the Council in accordance with the law and any policy of the Council from time to time enacted.

6.0 ARTICLE - COUNCIL MEETINGS

6.1 **Place of Meetings** - Except as otherwise required herein or by law, the Council may hold its meetings either at the Registered Office or at any place within or outside Ontario as it may from time to time determine.

6.2 **Number of Meetings** - There shall be a minimum of two meetings per year of the Council or such greater number of meetings as is determined, from time to time, by the Council.

6.3 **Calling of Meetings** - Council meetings may be formally called by the President or by any five Councillors.

6.4 **Notice of Council Meetings** - Notice of meetings of the Council shall be given by pre-paid delivery, telephone, facsimile, email or other means of recorded electronic communication to each Councillor not less than ten days before the meeting is to take place or shall be mailed to each Councillor not less than ten days before the meeting is to take place. A notice of a meeting of the Council need not specify the purpose of or the business to be transacted at the meeting unless the meeting is to approve a resolution:

- 6.4.1 to submit to the Members any question or matter requiring the approval of the Members;
- 6.4.2 to fill a vacancy among the Councillors or in the position of auditor or of a person appointed to;
- 6.4.3 to appoint additional Councillors;
- 6.4.4 to issue debt obligations except as authorized by the Councillor;
- 6.4.5 to approve any financial statements under section 83 of ONCA;
- 6.4.6 to adopt, amend or repeal By-laws; or
- 6.4.7 to establish contributions to be made or dues to be paid by Members.

The statutory declaration of either the Secretary or the President or any other person authorized to give notice of a meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

6.5 **Regular Meetings** – The Council may appoint a day or days in any month or months for regular meetings at an hour to be named and for such a regular meeting no notice need be sent. A meeting of the Council may also be held, without notice, immediately following each Annual Meeting of the Members.

6.6 **Meetings without Notice** – A meeting of the Council may be held at any time and place without notice if all Councillors are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such

meeting being held, and at such meeting any business may be transacted which the Association, at a meeting of Councillors, may transact, provided that a quorum of the Council is present.

6.7 **Adjourned Meetings** – Any meeting of the Council 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 and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Council is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.8 **Meetings by Telephonic or by Electronic Means** – A meeting of Councillors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance provided that all persons participating in the meeting are able to communicate with each other simultaneously and instantaneously with each other. A Councillor participating in such a meeting by such means is deemed to be present at that meeting.

6.9 **Chair of Meetings** – The President or, in their absence, the Vice-President, shall be the chair at all meetings of the Council. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the Councillors present shall choose one of their number to be the chair of the meeting.

6.10 **Quorum** – The quorum for the transaction of business at any meeting of the Council shall consist of a majority of Councillors. No business shall be transacted at any meeting of the Council unless a quorum is present at the commencement of and throughout the meeting. Notwithstanding any vacancy among the Councillors, a quorum of Councillors may exercise all the powers of the Council.

6.11 **Voting** – Subject to the Act, ONCA and the By-laws, any question arising at any meeting of the Council shall be decided by a majority of votes. Each Councillor is entitled to exercise one vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Council upon the said question.

6.12 Casting Vote – In the case of an equality of votes at any Council meeting, the chair of the meeting shall not have a second or casting vote.

6.13 **Resolutions in Writing** – A resolution in writing signed by all of the Councillors entitled to vote on that resolution at a meeting of Councillors is as valid as if it had been passed at a meeting of Councillors duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Councillor or Councillors and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such Councillor or Councillors.

6.14 **Persons Entitled to be Present** - The only persons entitled to attend meetings of the Council shall be the Councillors, the Officers, the Registrar, the auditor of the

Association, and others who although not entitled to vote, are entitled or required under any provision of the Act, ONCA or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Councillors and Officers and the auditor of the Association (on matters pertaining to the auditor's duties) will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act, ONCA or By-laws shall be allowed to speak with the consent of the meeting.

7.0 ARTICLE - OFFICERS

7.1 **Appointment –** The Councillors shall appoint, a President, a Vice-President, a Secretary, a Treasurer, and a Registrar, each of whom shall be considered a Councillor, as well as such other officers as the Council may determine, including one or more assistants to any of the officers so appointed. The Council may specify the duties of and, in accordance with these By-laws and subject to the Act and ONCA, delegate to such officers' powers to manage the business and affairs of the Association. Except as otherwise provided herein, an officer may but need not be a Councillor and one person may hold more than one office.

7.2 **Term of Office –** The Council, in its discretion, may remove any officer of the Association, other than the Registrar, without prejudice to such officer's rights under any employment contract or in law. Otherwise, each officer appointed by the Council, except the Registrar, shall hold office for one year from the date of appointment or until such officer's successor is appointed, or until such officer's earlier resignation.

7.3 **President -** The President shall preside at all meetings of the Members and of the Association. The President, subject to the authority of the Council, shall have general supervision of the activities and affairs of the Association and such other powers and duties as specified by the Council.

7.4 **Secretary -** The Secretary shall be the secretary of all meetings of the Council, Members and committees of the Council and the Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Councillors, the auditor and members of committees; the Secretary shall be the custodian of the corporate seal as well as all books papers, records, documents and other instruments belonging to the Association.

7.5 **Vice- President –** If the President is absent or is unable or refuses to act, the Vice-President, shall, when present, preside at all meetings of the Council, committees of the Council, if any, and the Members.

7.6 **Treasurer -** The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act and ONCA as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Council an

account of all such person's transactions as Treasurer and of the financial position of the Association.

7.7 **Powers and Duties of Other Officers -** The powers and duties of all other officers shall be as the Council may specify.

7.8 **Variations of Powers and Duties -** The Council may, from time to time, and subject to the provisions of the Act and ONCA, vary, add to or limit the powers and duties of any officer.

7.9 **Agents and Attorneys -** The Association, by or under the authority of the Council, shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

8.0 ARTICLE - PROTECTION OF COUNCILLORS AND OFFICERS

8.1 **Limitation of Liability –** Except as otherwise provided in the Act or ONCA, no Councillor or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Councillor 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 Association through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any of the monies, securities or effects of the Association shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on such Councillor or officer's part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Councillor or officer's office or in relation thereto unless the same are occasioned by such Councillor or officer's own failure to act honestly and in good faith in the performance of their duties.

8.2 **Indemnity –** The Association shall indemnify a Councillor or officer of the Association, a former Councillor or officer of the Association or an individual who acts or acted at the Association's request as a Councillor or officer, or in a similar capacity, of another entity against:

8.2.1 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 Association; and

8.2.2 all other costs, charges and expenses that such Councillor or officer sustains or incurs, in or about or in relation to the affairs of the Association,

except such costs, charges or expenses as are occasioned by their own willful neglect or default;

except where such Councillor or officer failed to act honestly and in good faith in the performance of their duties.

8.3 **Expenses Paid in Advance –** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Council in the specific case upon receipt of an undertaking by or on behalf of the Councillor, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association.

8.4 **Other Remedies Available and Enurement –** Subject to applicable law, the indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of the Members or disinterested Councillors or otherwise, both as to action in their official capacity and as to action in another capacity while holding any office with the Association. The provisions of this Article 8 shall continue to apply to a person who has ceased to be a Councillor, or an officer, and shall enure to the benefit of the heirs, executors and administrators of all such Councillors and officers.

8.5 **Insurance –** Subject to the Act and ONCA and all other relevant legislation, the Association shall purchase and maintain insurance for each Councillor or officer of the Association against any liability incurred by such Councillor or officer, in their capacity as a Councillor or officer of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

9.0 ARTICLE - EXECUTION OF DEEDS AND BANKING

9.1 **Signatories –** The following are the only persons authorized to sign any document on behalf of the Association, other than in the usual and ordinary course of the Association's business:

9.1.1 any two Officers; or

9.1.2 one Officer and a Councillor appointed by resolution of the Council to sign a specific document or type of document or generally on behalf of the Association.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

9.2 **Facsimile Signatures –** The signatures of any person authorized to sign on behalf of the Association, may, if specifically authorized by resolution of the Council, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Council.

9.3 **Banking –** The banking business of the Association shall be transacted with such banks, trust companies or other financial institutions as may, from time to time, be designated by or under the authority of the Council. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Council may, from time to time, prescribe or authorize.

9.4 **Borrowing –** Subject to the limitations set out in the Act and ONCA, if any, the Council may from time to time:

9.4.1 borrow money upon the credit of the Association;

9.4.2 limit or increase the amount to be borrowed;

9.4.3 issue debentures or other securities of the Association;

9.4.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

9.4.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association; and

9.4.6 delegate to such one or more of the Councillors or other individuals as may be designated by the Councillors all or any of the powers conferred by this section 9.4 to such extent and in such manner as the Council shall determine at the time of each delegation.

9.5 **Council Delegation -** From time to time, the Council may authorize any Councillor to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Association as the Council may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

9.6 **Deposit of Securities for Safekeeping -** The securities of the Association may be deposited, from time to time, for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Council, or if so authorized by the Council, with such other depositories or in such other manner as may be determined from time to time by the Council. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such persons, and in such manner, as shall from time to time be determined by resolution of the Council and such authority may be general or confined to specific instances. Any institution which may be so selected as custodian by the Council shall be fully protected in acting in accordance with the directions of the Council and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10.0 ARTICLE - NOTICE

10.1 **Procedure for Sending Notices** - Any notice required or permitted to be sent pursuant to the By-laws, shall be deemed to have been sufficiently sent if sent in writing to the address of the addressee on the books of the Association and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages, including facsimile transmission or email, which produces a paper record. Notice shall not be sent by mail if there is any general interruption of postal services in the municipality in which, or to which, notice is to be mailed. Each notice so sent shall be deemed to have been received on the day it was delivered or sent by electronic means or on the fifth day after it was mailed.

10.2 **Undelivered Notices** - If any notice given to a Member pursuant to section 10.1 hereof is returned on two (2) consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notice to such Member until such Member informs the Association in writing of such Member's new address.

10.3 **Error or Omission in Notice** - No error or omission in giving notice of any meeting or any adjourned meetings of the Members shall invalidate such meeting or make void any resolutions passed or proceedings taken thereat even if:

10.3.1 by accident, notice was not given to any person;

10.3.2 notice was not received by any person; or

10.3.3 there was an error in a notice that did not affect the substance of the notice.

10.4 **Computation of Time** - In computing the date when notice must be given under any provision of the By-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.5 **Waiver of Notice** - Any Member, Councillor or auditor may waive any notice required to be given under any provision of the Act, ONCA, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11.0 ARTICLE - AUDITOR

11.1 **Auditor –** The Members, at each Annual Meeting, shall appoint one or more auditors to hold office until the close of the next Annual Meeting. If an appointment is not so made, the auditor in office will continue in office until a successor is appointed.

11.2 **Responsibilities -** The responsibilities of the auditor or auditors shall be:

11.2.1 to audit the financial statements of the Association; and

11.2.2 to report to the Members at each annual meeting on whether the financial statements of the Association are fairly presented in accordance with generally accepted accounting principles.

11.3 **Qualification -** The auditor shall not be a Councillor, officer or employee, or associated with a Councillor, officer or employee, of either the Association or of an affiliated corporation, unless all the Members have unanimously consented.

11.4 **Remuneration -** The remuneration of an auditor appointed by the Members shall be fixed by the Members or by the Council if it is authorized to do so by the Members, and the remuneration of an auditor appointed by the Council shall be fixed by the Council.

12.0 ARTICLE - BY-LAWS

12.1 **Procedure –** The Councillors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the Association, except in respect of a matter referred to in section 103(1) (g), (k) or (l) of ONCA which can only become effective when approved by the Members. For greater clarity the matters set out in those sections are as follows:
(g) add, change or remove a provision respecting the transfer of a membership;
(k) change the manner of giving notice to members entitled to vote at a meeting of members;
(l) change the method of voting by members not in attendance at a meeting of the members.
The Councillors shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

12.2 **Effect of Repeal of By-laws -** The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Councillors, officers of the Association and other persons acting under any By-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-law.

12.3 **Effective Date –** This By-law is in full force and effect as of October 23, 2024.