



BY-LAWS

OF THE

**VOCATIONAL REHABILITATION
ASSOCIATION OF CANADA
(ONTARIO SOCIETY)**

REVISED: NOVEMBER 2010

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A by-law relating generally to the transaction of the business and affairs of the VOCATIONAL REHABILITATION ASSOCIATION OF CANADA (ONTARIO SOCIETY) (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1

1.1 Definitions

In the By-Laws of the Corporation, including this by-law, unless the subject matter or context requires a different interpretation:

- a) "RRP" shall mean Registered Rehabilitation Professional.
- b) "RVP" shall mean Registered Vocational Professional.
- c) "RCSS" shall mean Registered Community Support Specialist.
- d) "Act" shall mean the Corporations Act of Ontario.
- e) "Annual Fee" shall be such membership fee as shall be determined by the Board of Directors from time to time and shall be payable in accordance with the directions of the Board of Directors.
- f) "Annual General Meeting" shall mean the general meeting of the members as required by this By-Law.
- g) "Association" shall mean the Vocational Rehabilitation Association of Canada (Ontario Society).
- h) "Board" shall mean the Board of Directors of the Corporation.
- i) "By-Laws" shall mean the by-laws of this by-law or in its amended form as made from time to time.
- j) "VRA Ontario" shall mean the Vocational Rehabilitation Association of Canada (Ontario Society).
- k) "CCRC" shall mean Canadian Certified Rehabilitation Counsellor.
- l) "CRC" shall mean Certified Rehabilitation Counsellor.
- m) "CVE" shall mean Certified Vocational Evaluator
- n) "Code of Ethics" shall mean the Code of Ethics and Standards as adopted by the Association from time to time and shall be a Code of Ethics and Standards approved by the Board of Directors and ratified by the Association at the next ensuing Annual General Meeting.
- o) "Disciplinary Procedures" shall mean the Complaints and Disciplinary Procedures as adopted by the Association from time to time and shall be a Disciplinary Procedure approved by the Board of Directors and ratified by the Association at the next ensuing Annual General Meeting.
- p) "Head Office" shall mean the head office of the Corporation as determined by the Board of Directors from time to time.
- q) "Member" shall mean any person who becomes a member of the Association in any category designated by the Board, who is afforded the rights and responsibilities of that category membership, whose application for admission to membership has been approved by the Association and who has paid the prescribed fees.
- r) "Professional Member" shall mean a person who holds a professional membership in the Vocational Rehabilitation Association of Canada, who is interested in furthering the objectives of the Association, whose application for admission to membership has been approved by the Association and who has paid the prescribed fees.
- s) "Associate Member" shall mean any person whose application for admission to membership has been approved by the Association, whose occupation or interests are such that in the opinion of the Board of Directors it would be mutually beneficial and advantageous

to the Association to grant a limited membership and who has paid the prescribed fees.

- t) "Student Member" shall mean any full-time student who is involved in post-secondary education studies, acceptable to the Board of Directors and whose application for admission to membership has been approved by the Association and who has paid the prescribed fees.
- u) "Honorary Member" shall mean a person nominated by two Professional members in good standing and whose status is confirmed by a majority decision of the Association's Board of Directors.
- v) "National Association" shall mean the national body of members of the Association, being the Vocational Rehabilitation Association of Canada.
- w) VRA Canada shall mean the Vocational Rehabilitation Association of Canada.
- x) "Regional Chapter" shall mean any group of members from the province that has been recognized by the Association.
- y) "Seal" shall mean the corporate seal of the Association upon which shall be endorsed the words Vocational Rehabilitation Association of Canada (Ontario Society).

1.2 Number and Gender

Words importing the singular number only shall include the plural and vice versa and words importing the masculine gender shall include the feminine gender.

1.3 Division

Division of these By-Laws into separate Sections shall be deemed to have been done for convenience only.

1.4 Headings

The Headings of all the By-Laws and Sections thereof and the Table of Contents are inserted for convenience of reference only and shall not affect the construction or interpretation of these By-Laws.

ARTICLE 2 - MEMBERSHIP

2.1 Membership

- a) Membership of the Association shall consist of such categories and types of members as from time to time be authorized and defined by the Board giving regard to the Association's welfare and the orderly conduct of the Association and at this time shall be composed of Professional Members, Associate Members, Student Members and Honorary Members.
- b) Except as otherwise set forth in these By-Laws, the Board is hereby authorized in its sole discretion and from time to time:
 - i) to prescribe the privileges and responsibilities attaching to each category of membership;
 - ii) to fix the initial membership fees and dues and the Annual Fee of dues payable in connection with each category of membership and set the term of payment thereof;
 - iii) to make rules and regulations governing each category of membership.

2.2 Privileges of Member

- a) Professional Members shall have all rights and privileges of membership, which include the right and privilege to nominate, to vote in elections and upon matters pertaining to Association affairs, to hold elected office, to chair Committees and Task Forces of the Association, to receive Association mailings, and to attend Association meetings where they shall be assessed the Members' rate.
- b) Associate Members shall have all the rights and privileges accorded Professional Members, except that they shall not vote nor hold elected office.
- c) Student Members shall have all the rights and privileges accorded Professional Members, except that they shall not vote nor hold elected office.
- d) Honorary Members shall pay no fees and shall have all the rights and privileges accorded Professional Members, except that they shall not vote nor hold elected office.

2.3 Members' Responsibilities

Members shall be responsible for upholding the aims and objectives of the Association and shall govern themselves in accordance with the by-laws, regulations, policies, standards and Code of Ethics adopted by the Association from time to time.

2.4 Transfer of Memberships

Memberships shall not be transferable.

2.5 Withdrawal Procedure

Any member may withdraw from the Association by delivering to the Association a written resignation and by lodging a copy of same with the Secretary of the Association.

2.6 Withdrawal of Privileges

The Board of Directors may grant a withdrawal privilege to any Professional Member for such period as it may fix during which such Professional Member shall be relieved of payment of fees but shall not be entitled to vote or hold office in the Association during the withdrawal period.

2.7 Revocation of Rights

Any Member whose Annual Fee remains unpaid after the date specified for payment of such Annual Fee shall not be entitled to any of the rights of membership until such fee has been paid. Such member shall cease to be a member but may be reinstated on such terms as may be prescribed by the Board of Directors.

2.8 Suspension of Privileges

Any member, having been determined by resolution of the Board, whose conduct is found to be objectionable and/or detrimental to the Association, may be suspended or have their membership revoked for such a period of time and on such conditions as the Board may from time to time determine provided that such member has been given an opportunity for a hearing by the Executive Committee of the Board or other body formed by the Board to deal with disciplinary actions and appeals. The member will have the right to appeal any such decision to a full Board of Directors.

ARTICLE 3 - GENERAL MEETINGS

3.1 Annual General Meeting

- a) The Corporation shall hold an annual meeting of its members not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place determined by the Board, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the

auditor's report and such other information or reports relating to the Corporation's affairs as the directors may determine.

- b) The business to be conducted in an Annual General Meeting shall include:
 - i) the receipt and consideration of the financial statements of the Association for the previous fiscal year and the Auditor's Report thereon;
 - ii) the appointment of Auditors;
 - iii) the approval and ratification of the acts and proceedings of the Board since the last Annual General Meeting and the transactions of any other business which may properly come before the meeting;
 - iv) any business or issue proposed by a Professional Member for which at least thirty (30) days notice in writing in advance of the meeting has been delivered to the Association's Secretary.

3.2 Extraordinary General Meeting

Other meetings of the members (to be known as "general meetings") may be convened by order of the President, or any two members of the Board, to be held at any date and time and at any place within Ontario. In addition, the President of the Board or, failing him, any member of the Board of Directors shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 5 per cent of the members entitled to vote at such meeting.

ARTICLE 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Notice

A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor of the Association through the post in a prepaid wrapper or letter not less than fourteen (14) nor more than sixty (60) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Association, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting of any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Association.

4.2 Omission of Notice

The accidental omission to give notice to any meeting or the non-receipt of any notice by any member or by the Auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

4.3 Contents of Notice

Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

4.4 Chair at General Meeting

The President of the Association shall preside as Chair at every general meeting and in his/her absence, the Vice-President or failing the Vice-President, the Past President and in his/her absence, the Treasurer and in his/her absence, the Secretary and if none of these be present within 15 minutes after the time appointed for holding the meeting, the Professional Members present and entitled to vote thereat shall choose one of the Directors present to be a Chair or if no Director shall be present and willing to take the chair, the members present and entitled to vote thereat shall choose one of their number to be chair.

4.5 Quorum

A quorum for the Annual General Meeting of the Association shall be constituted by the number of Professional Members attending at the Annual Meeting but in no event shall be less than the number of twenty (20).

4.6 Persons Entitled to be Present

The only persons entitled to be present at the meeting of the Association shall be those members entitled to vote thereat, all Associate Members, all Student Members, all Honorary Members, all officers of the Association, the Auditor and the holder of any proxy of any such person set out herein before, together with any guests specifically invited by the Board of Directors.

4.7 Adjourned Meetings

The Chair may, with the consent of any meeting at which a quorum is present, and if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting of members is adjourned by one or more adjournments from an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

ARTICLE 5 - VOTING AT GENERAL MEETINGS**5.1 Voting**

- a) At any general meeting every question shall, unless otherwise required by the Act, be determined by a majority of votes by eligible voting members cast on the question and only in the case of an equality of votes should the Chair of the meeting have a casting vote.
- b) In the event that an eligible voting member is unable to attend an Annual General Meeting, he/she shall be allowed to vote on all matters by proxy in accordance with Section 5.3.
- c) No member shall be entitled to be present or vote on any question at any general meeting or be reckoned in a quorum if his/her privileges have been suspended for any manner whatsoever.

5.2 Method of Voting

- a) Any vote to elect an Officer or Director of the Association shall be by secret ballot with the results of such vote recorded by the Secretary.
- b) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or after the declaration of the result of the show of hands by at least five persons present and entitled to vote.
- c) Unless a poll is so demanded, a declaration by the Chair that on a show of hands a resolution has been carried or carried unanimously or

by a particular majority or lost, and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- d) If a poll is so demanded, a declaration by the Chair that on a show of hands a resolution has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

5.3 Voting by Proxy

- a) At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Association.
- b) The instrument appointing a proxy shall be in writing under the hand of the appointer.
- c) The instrument appointing a proxy shall be deposited with the Secretary of the Association within the time prescribed by the Secretary but in no event shall the proxy be required to be deposited more than forty-eight (48) hours prior to the meeting at which the proxy may be exercised.
- d) An instrument appointing a proxy shall be in such form as the Board shall have approved or amended, from time to time, subject always to the requirements of the Act.
- e) A vote given in accordance with the terms of an instrument appointing a proxy shall be valid.
- f) The decisions of the Chair at any general meeting to the validity of any instrument of proxy shall be final and conclusive.

ARTICLE 6 - BOARD OF DIRECTOR**6.1 Board of Directors**

The affairs of the Association shall be managed by a Board of Directors (herein referred to as the "Board") consisting of up to 14 directors of which a minimum of 80% must hold a current RRP, CCRC, CRC, or CVE designation, who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any resolution of the Association or by statute expressly directed or required to be done by the Association at a meeting of members., With the exception of the President, Vice-President, and Past-President, the Directors shall be elected by the voting Members, as defined in Article 2.2.

The Board shall consist of

- a) five Executive Officers, namely:
 - i) a President, who shall serve a term of two years and who shall be elected by the voting Membership according to Article 2.2;
 - ii) a Vice-President, who shall serve a term of two years;
 - iii) a Past-President.
 - iv) a Secretary who shall be elected by the Board at its inaugural meeting;
 - v) a Treasurer who shall be elected by the Board at its inaugural meeting.
- vi) b) up to nine additional Directors who shall each serve a term of two years.

Nominations

The Board shall, at its inaugural meeting, appoint a Nominations Committee, consisting of a Chair and two Members, whose duty shall be to implement the procedure of obtaining nominations according to the schedule determined by the first Meeting of the Board.

The Board shall also decide, at its inaugural meeting, the schedule for

- a) solicitation of nominations
- b) report of the Committee to the Board
- c) publication of the proposed slate.

Nominations for the Board shall be solicited from the Membership by the Nominations Committee, according to the schedule determined by the first Meeting of the Board.

Nominations received from the Association Membership shall be signed by two (2) Members qualified to nominate, one of whom shall act as the proposer, and shall be accompanied by the written consent of the nominee. The Nominations Committee, with due regard to regional representation and experience, shall submit to the Secretary a list of nominees, which list shall contain at least as many names as there are Officers and Directors to be elected. This list shall reach the Secretary in time for approval by the Board a minimum of 90 days before the annual general meeting. The approved nominations shall be published in the next regular issue of one of the Association's publications, which is mailed to all Members.

Elections

In the event of an election, the Secretary shall mail, or cause to be mailed, a ballot to the last known address of each Professional Member in good standing, enumerating the vacancies to be filled by election and an alphabetical list of the candidates for each vacancy, such candidates to be identified according to the procedures laid down in Standing Rules. The ballots shall be mailed not later than two (2) months prior to the date of the Annual General Meeting.

Ballots received at an address designated by the Secretary not less than thirty (30) days before the date of the Annual General Meeting shall be counted by a Professional Member of the Association appointed officially to be Scrutineer by the President. The Scrutineer must be assisted by one or more tally clerks approved by the President. The candidate receiving the greatest number of valid votes for each office shall be declared elected.

In the event of a tie, a second vote shall be carried out by secret ballot, by those eligible to vote during their attendance at the Annual General Meeting. The balloting shall be conducted by the Chair of the Nominations Committee or an appointed Scrutineer.

The Chair of the Nominations Committee, upon receipt of the report of the Scrutineer, shall inform all candidates of the outcome of the election.

All ballots shall be destroyed thirty (30) days after the election.

The new Board shall assume office immediately after the conclusion of the Annual General Meeting.

6.2 Officers of the Board

- a) The Officers of the Board shall consist of:
 - i) The President;
 - ii) The Vice-President
 - iii) The Secretary
 - iv) The Treasurer

6.3 Quorum

A quorum of the Board of Directors shall be simple majority of the number of Directors from time to time.

6.4 Qualification of Directors

Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten (10) days thereafter and throughout the term of their office be Professional Members of the Association.

The President must hold the RRP designation.

6.5 Filling of Vacancy

Should an Officer or Director be unable to carry out his assigned duties, the Board may declare a vacancy.

The Board shall, by a resolution, appoint a replacement for the remainder of the term of office of any Board Member except the President, whose position becomes vacant before the expiry of the term of office.

In the event of a vacancy in the office of President, the Nominations Committee shall within sixty (60) days after the time of vacancy submit to the Secretary a list of one or more qualified persons nominated by the Committee for election by mailed ballot to fill the unexpired term of the President. In the event that an election is required ballots shall be mailed to all voting Members within thirty (30) days of the approval by Council of the proposed list. The ballots shall be received at an address designated by the Secretary up to and including the thirtieth (30th) day following their distribution by mail, and shall be counted by a Scrutineer and tally clerks officially appointed by the President.

No Board Member may serve in elected positions for more than ten (10) consecutive years. After a lapse of one (1) year, an individual may again be nominated for an elected position.

6.6 Cessation of Office

A Director ceases to hold office:

- a) when he/she dies;
- b) when he/she resigns, in which event such resignation becomes effective at the time a written resignation is sent to the Association or at the time specified in the written resignation whichever is later;
- c) when he/she ceases to be a Professional Member;
- d) when a special resolution is unanimously passed by the Board requiring no explanation or reason to be given;
- e) if he/she becomes bankrupt;
- f) if he/she is found by a court to be mentally incompetent or of unsound mind; or
- g) if by notice in writing to the Secretary of the Association he/she resigns his/her office.

ARTICLE 7 - BOARD MEETINGS AND PROCEEDINGS

7.1 Holding of Board Meetings

The full Board shall meet at least four (4) times per year, including a meeting to be held in conjunction with the Annual General Meeting. The Board may meet together for the dispatch of business, may adjourn, and may otherwise regulate its meetings as it shall think fit.

7.2 Place of Meetings and Notice

- a) Meetings of the Board may be held either at the head office of the Association or at any place determined by the Board.
- b) Notice of any meeting of the Board shall be delivered or mailed or sent by fax or modem or otherwise communicated to each director not less than seven (7) days if mailed and not less than two (2) days if delivered, sent by fax or modem or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by fax or modem or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place;

provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

- c) For the first meeting of the Board to be held immediately upon taking office following an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

7.3 Meeting Chair

The President of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the President of the Board at a meeting of the Board, the directors present shall choose one of their number to be Chair of the meeting.

7.4 Voting

- a) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his original vote, shall have a second or casting vote.
- b) At any meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.5 Calling a Special Board Meeting

Three (3) Directors may call a special meeting providing notice in writing is given to the Secretary, who in turn provides seven (7) days notice to the remainder of the Board.

7.6 Authority of Meeting

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion, which are for the time being vested in or exercisable by the Board.

7.7 Validity of Acts

Any act done by any meeting of the Board, or by a Committee of Directors, or by any person acting as Director, notwithstanding that it may afterward be discovered upon that there was some defect in the election or appointment of the Board or committee or person acting as aforesaid or that they or any of them were disqualified shall be as valid as if the Board or committee or person had been duly elected or appointed or qualified.

7.8 Guests

With the permission of the Board, as decided by majority vote, guests may attend meetings of the Board. The Board may hold meetings in camera as it determines appropriate.

ARTICLE 8 - POWER AND AUTHORITY OF THE BOARD

8.1 General Authority

The management and control of the business and affairs of the Association shall be vested in the Board which may exercise all powers of the Association as are not by the Act or by any By-Law required to be exercised by the Association in General Meeting subject nevertheless to any direction to the Board or limitation on its powers as may from time to time be prescribed by the Association in a general meeting and subject specifically to the provision of 8.2 hereof.

8.2 Specific Authorities

In addition to these powers conferred upon the Board by-law, the Act and

these By-Laws, and without in any manner limiting any such powers but subject always to the provisions of Section 8.1 hereof, the Board shall have the following authorities:

- a) To set forth the terms and conditions upon which a person may be accepted to membership and to examine and judge the qualifications of each applicant for membership, the Board being hereby granted full and final authority to accept or reject any such membership application;
- b) To determine from time to time entrance fees, initial membership fees, annual or seasonal fees, dues and assessments for all categories of membership;
- c) to establish, and alter or amend as required, Standing Rules and procedures governing its meetings and the operations of the Association, within the Constitution and By-Laws.
- d) to appoint Standing Committees, Ad Hoc Committees, Task Forces and Representatives as are required to conduct the business or implement the objectives of the Association.
- e) to receive reports from all Regional Chapters, Committees, Task Forces, Representatives to external associations, and any individual or agency with whom contractual arrangements are, or will soon be, in force, according to the procedures laid down in the Standing Rules of the Association.
- f) to approve the designation of official documents as proposed by the Secretary.

- g) To make, alter or amend Disciplinary Procedures for the Association and to set such rules, regulations and provide penalties for infractions thereof as may be required to carry out the orderly business of the Association subject to such Disciplinary Procedures being ratified at the next Annual General Meeting, in the event that the Association deem such action as necessary.
- h) To make, alter or amend the Code of Ethics for the Association and to set such rules, regulation and provide penalties for infractions thereof as may be required to carry out the orderly business of the Association subject to such Code of Ethics being ratified at the next Annual General Meeting, in the event that the Association deem such action as necessary.
- i) To make or authorize the purchase of materials and supplies and to contract for whatever may be reasonably required in the operation and maintenance of the Association;
- j) To invest the funds of the Association;
- k) To exercise in such a manner as it shall determine the borrowing powers of the Association;
- l) To appoint persons to sign and execute bills of exchange, cheques, promissory notes, contracts and other documents;
- m) To adopt a Seal in such form as it may approve, with liberty to alter the same at its discretion;
- n) To decide on any question of doubt as to the meaning or effect of any article, rule or regulation of the Association or a decision of any committee to the Board, which decisions shall be final and conclusive;
- o) To appoint an individual or individuals and to determine his/her engagement on such terms as it may decide;
- p) To suspend a member, in accordance with these By-laws.

8.3 Delegation of Authority

The Board may by resolution delegate the powers and authorities set forth in this by-law to a Director, a Committee of the Association or to an officer of the Association subject always to the limitations set forth herein. Such Committee, subject to the supervision of the Board of Directors and such regulations and restrictions as the Board may adopt from time to time, shall be entitled to exercise the powers of the Board.

ARTICLE 9 - ACCOUNTS AND FINANCIAL STATEMENTS

9.1 Keeping of Accounts

The Board shall cause true accounts to be kept:

- a) Of all sums of money received and disbursed by the Association and the matters in respect of which such receipt and expenditure took place;
- b) Of all sales and purchases of goods by the Association;
- c) Of all assets and liabilities of the Association; and
- d) Of all other transactions affecting the financial position of the Association.

9.2 Location of Accounts

The books of account shall be kept at the registered office of the Association, or at such other place as the Board may from time to time determine and shall always be open for inspection by the Directors at the head office of the Association.

9.3 Inspection of Accounts

Within sixty (60) days of written request by a Professional Member to the

Board of Directors detailing the reason for inspection of the books and records of the Association shall be provided for inspection by such Professional member at the head office of the Association.

9.4 Presentation of Financial Statements

At least once in every year the Board shall lay before the Association at its Annual General Meeting financial statements for the period since the preceding statement made up to date not more than six (6) months before the said meeting and such financial statements shall be accompanied by a report of the auditors.

9.5 Mailing of Financial Statements

A copy of the Treasurer's Report based upon financial information derived from the Financial Statement and Auditor's Report shall be sent to all persons entitled to receive notice of general meetings of the Association in the manner in which notice are to be given as provided herein.

9.6 Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, to hold office until the next Annual Meeting provided that the directors may fill any casual vacancy in the office of the Auditor. In the event that the auditor is not appointed at the Annual Meeting, then the directors shall make the appointment. The remuneration of the Auditor shall be fixed from time to time by the Board.

ARTICLE 10 - OFFICERS AND COMMITTEES

10.1 Delegation of Duties of Officers

In the case of absence or inability to act of the President, the Vice-President or any other officer of the Association or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

10.2 President

The President shall be the Chief Executive Officer of the Association and shall:

- a) Preside at all general meetings;
- b) Preside at all meetings of the Board;
- c) Be an ex-officio member of all committees of the Board;
- d) Have a second vote in the case of equality of votes.

10.3 Presidential Duties

- a) The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the chief administrative officer of the Corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation. In all matters affecting the Corporation the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
- b) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:
 - i) the selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;
 - ii) the formation of a special *ad hoc* committee, from year to year, comprised of himself and two other officers of the Association, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Association and the personnel employed therein;
 - iii) the preparation and submission of such reports and statements

as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Association or to any meeting of the members of the Association;

- iv) the preparation of the annual budget for the Association, showing expected revenues and expenditures; and
- v) the safe keeping and good state of repair of all physical properties of the Association.

10.4 Vice-President

The Vice-President shall be that person so designated by the Association and shall in the absence of the President have all authorities and obligations of the President, those being:

- a) Preside at all general meetings;
- b) Preside at all meetings of the Board;
- c) Be an ex-officio member of all committees of the Board;
- d) Have a casting vote in the case of equality votes.

The Vice-President in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

10.5 Secretary

The Secretary shall, when present, act as Secretary of all meetings of Directors and Members, shall have charge of the minute books of the Association and the documents and registers referred to in the *Corporations Act*, R.S.O. 1990, c.C.38. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

The Secretary shall:

- a) Attend meetings of the Board and General Meetings and ensure a record of the proceedings thereof;
- b) Ensure the preparation and filing of minutes of all such meetings and record all votes and the minutes of all proceedings in a minute book or books to be kept for that purpose;
- c) Be responsible for the preparation of all notices; and
- d) Generally look after the efficient control of correspondence and records of the Association and the Register.

10.6 Treasurer

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. The Treasurer and or a person approved by the Board to assume certain of his/her duties, shall keep the books of the Association.

10.7 Other Officers and Assistants

The Board may elect or appoint such other officers and assistants as the Board may from time to time determining and no officer shall have any powers or be subject to any obligations by virtue of his/her office except as otherwise provided in these articles or by resolution of the Board and each officer shall report to the Board from time to time on all matters within his/her knowledge which may have been placed under the jurisdiction of his/her office.

10.8 Ad Hoc Committees and Task Forces

The Board may from time to time approve the formation of such ad-hoc committees and Task Forces as it deems necessary and the President shall appoint, and subsequently remove, the Chair of all such committees and Task Forces, and such additional persons, or to delegate such appointment to the Chair of the committee, as may be necessary to carry out the business of the committee with such appointments to be communicated to the Board of Directors.

10.9 Committee Duties and Powers

A Committee approved by the Board shall perform such duties and exercise such powers as may be directed or delegated to them by the Board from time to time.

10.10 Restrictions on Committees

- a) A committee shall keep minutes of its proceedings and report same to the Board as required;
- b) All proceedings of committees shall be governed by the provisions of the most current editions of "Robert's Rule of Order";
- c) Approval of all members of a committee in writing shall be effective as an action of the committee even if a meeting is not held.

10.11 Standing Committees

Standing Committees shall be established by the Board, either alone or with representation (by nomination) of the Regional Chapters or in conjunction with other bodies, as the By-Laws require or provide, and for such purposes and terms as the Board may determine. The terms of reference under which each Committee functions shall be reviewed by the Board at least every three years.

Such Standing Committees will include at minimum:

- a) Executive Committee

10.15 Executive Committee

The Executive Committee of the Association shall be composed of the President, Past President, Vice-President, Secretary, and Treasurer.

- a) The Executive Committee shall meet as determined by the President, when necessary, and shall have authority to run the affairs of the Association between meetings of the Board of Directors subject to their actions being ratified by the Board of Directors at its next ensuing meeting.

ARTICLE 11 - DIRECTORS' REMUNERATION, INTEREST AND INDEMNITY

11.1 No Remuneration

No Director or Officer shall be entitled to remuneration from the property or assets of the Association as a result of the execution of his/her office with the provision he/she will be paid reasonable expenses incurred by him/her in the performance of his/her duties.

11.2 Right to Contract with the Association

No Director or Officer shall be disqualified from contracting with the Association in any manner so long as such Officer or Director declares the nature of his/her interest in such contract or matter, disqualifies him/herself from voting on such contract or matter and is at the time of disclosure of his/her interest permitted to enter into such contract.

11.3 Indemnification

No Director or Officer for their term as a representative of the Association 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 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 for or on behalf of the Association or for the insufficiency or deficiency or any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which the monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office, trust or in relation thereto unless the same shall happen through his own wrongful and wilful act or through his own wrongful and wilful neglect or default. The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a Director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his being a Director or officer of the Association shall not disentitle such Director or officer or such firm or company as the case may be from receiving proper remuneration for such services.

Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

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

11.4 Insurance

The Association shall maintain for the benefit of the Directors, officers, or other employees and agents, of the Association sufficient insurance to protect the aforementioned persons from personal loss arising out of any action taken against such persons by a third party for actions as contemplated by section 11.3, as aforesaid.

ARTICLE 12 - BANKING

12.1 Banking

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

ARTICLE 13 - CODE OF ETHICS

13.1 Code of Ethics

- a) The Board, may from time to time, upon resolution passed by the Board, establish a Code of Ethics which Code of Ethics and Standards shall be ratified by the membership at the next ensuing annual meeting.

ARTICLE 14 - FISCAL YEAR AND AUDIT

14.1 Fiscal Year

The fiscal year shall end on the 31st day of December in each year or such other date as the Professional Members may from time to time determine in the Annual General Meeting or other General meeting.

ARTICLE 15 - GENERAL

15.1 Regional Chapters

The Board of Directors shall establish, from time to time as it determines in its sole discretion policies, and regulations concerning the establishment, recognition and operation of Regional Chapters.

15.2 Amendment of By-Laws

These by-laws may be altered or amended by special resolution duly passed in accordance with the provisions of the Act with such notice as shall be required by the Act, presently being 30 days notice.

15.3 Notices

- a) Each member, director, officer, committee member and the Auditor is to provide the Secretary his/her mailing address and telephone, fax number(s), e-mail address and Internet address in so far as practical, which information is to be recorded on the appropriate register.
- b) Notices required by or pursuant to these by-laws are to be sent in writing and may be delivered personally, by fax, modem, or mail and any notice will be deemed to be sufficiently given and received:
 - i) if delivered, when delivered;
 - ii) if given orally or sent by fax, modem, when confirmed in writing as received, which confirmation may be by fax, modem, or any other means of transmitting messages in writing;
 - iii) if mailed at any Government Post Office in Canada by prepaid, registered or certified mail addressed to the intended recipient, it will be deemed to have been received on the second normal office-business day following its postmark, provided that should there be between the time of mailing and the date deemed receipt a mail strike, slow-down or other labour dispute which might reasonably affect delivery of such notice, then notice so mailed will only be effective is and when actually delivered to

the recorded address.

- c) Consent to a Resolution, Special Resolution or Directors Resolution may be given by Notice.

15.4 Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safekeeping.