

**BY-LAW NO. 1**

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

**REGISTERED INSURANCE BROKERS OF ONTARIO**

**March 2024**

# TABLE OF CONTENTS

	Page
<b>ARTICLE 1 INTERPRETATION.....</b>	<b>1</b>
1.1    Definitions.....	1
1.2    Interpretation.....	3
1.3    Severability and Precedence .....	3
<b>ARTICLE 2 GENERAL PROVISIONS.....</b>	<b>4</b>
2.1    Location of Registered Office.....	4
2.2    Books and Records .....	4
2.3    Seal.....	4
2.4    Execution of Documents.....	4
2.5    Annual Reports .....	4
2.6    Conflict with Applicable Law or Articles.....	5
<b>ARTICLE 3 FINANCIAL MATTERS.....</b>	<b>5</b>
3.1    Financial Year.....	5
3.2    Annual Financial Statements .....	5
3.3    Auditor and Financial Review .....	5
3.4    Banking Arrangements .....	5
3.5    Borrowing Powers .....	5
3.6    Investments by Corporation.....	6
<b>ARTICLE 4 MEMBERS.....</b>	<b>6</b>
4.1    Membership Classes .....	6
4.2    Conditions of Membership .....	6
4.3    Appointed Individuals.....	7
4.4    Termination of Membership for Members .....	7
4.5    Termination of Rights.....	8
4.6    Membership is not Transferable .....	8
<b>ARTICLE 5 MEETINGS OF THE MEMBERS .....</b>	<b>8</b>
5.1    Annual Meetings.....	8
5.2    Special Meetings.....	8
5.3    Place of Meetings.....	8
5.4    Fixing the Record Date .....	8
5.5    Notice of Meeting .....	9
5.6    Waiver of Notice.....	9
5.7    Persons Entitled to Attend .....	9
5.8    Quorum .....	9
5.9    Conduct of Meetings.....	10
5.10   Participation by Electronic Means .....	10
5.11   Deemed Place of Meeting.....	10

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
5.12 Voting .....	11
5.13 Absentee Voting.....	11
5.14 Scrutineers at Meetings of Members .....	13
5.15 Resolution in Writing of Individual Members.....	13
5.16 Adjournments.....	14
<b>ARTICLE 6 THE COUNCIL .....</b>	<b>14</b>
6.1 General Powers .....	14
6.2 Qualifications of Directors.....	14
6.3 Composition of Council.....	15
6.4 Election and Term.....	16
6.5 Consent .....	16
6.6 Vacancies .....	16
6.7 Filling Vacancies .....	17
6.8 Remuneration of Directors.....	17
6.9 Reimbursement for Expenses .....	17
<b>ARTICLE 7 THE COUNCIL COMMITTEES .....</b>	<b>18</b>
7.1 Statutory Committees.....	18
7.2 Other Committees .....	18
<b>ARTICLE 8 THE COUNCIL MEETINGS .....</b>	<b>18</b>
8.1 Regular Meetings .....	18
8.2 Calling of Council Meetings.....	19
8.3 Participation by Telephonic or Electronic Means.....	19
8.4 Notice of Council Meetings .....	19
8.5 Waiving Notice .....	19
8.6 Organization.....	20
8.7 Quorum .....	20
8.8 Majority Vote.....	20
8.9 Consent of Director at Meeting.....	20
8.10 Resolution in Writing.....	21
<b>ARTICLE 9 OFFICERS .....</b>	<b>21</b>
9.1 Appointment of Officers .....	21
9.2 Description of Offices.....	21
9.3 Other Officers .....	22
9.4 Term of Office .....	22
9.5 Vacancy in Office .....	22
9.6 Remuneration.....	23
9.7 Duties of Officers May Be Delegated.....	23
9.8 Agents and Attorney .....	23

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
9.9 Disclosure: Conflict of Interest.....	23
<b>ARTICLE 10 CONFLICT OF INTEREST AND CONFIDENTIALITY .....</b>	<b>23</b>
10.1 Conflict of Interest .....	23
10.2 Confidentiality .....	24
<b>ARTICLE 11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....</b>	<b>24</b>
11.1 Duties of Directors, Committee Members and Officers .....	24
11.2 Limitation of Liability.....	25
11.3 Indemnity .....	25
11.4 Insurance .....	26
<b>ARTICLE 12 NOTICE.....</b>	<b>26</b>
12.1 Method of Giving Notice .....	26
12.2 Deemed Receipt of Notice .....	26
12.3 Undelivered Notices.....	27
12.4 Proof of Service. ....	27
12.5 Omissions and Errors.....	27
12.6 Waiver of Notice.....	27
<b>ARTICLE 13 AMENDMENTS .....</b>	<b>27</b>
13.1 Amendments .....	27
<b>ARTICLE 14 TRANSITION PROVISIONS.....</b>	<b>28</b>
14.1 Members .....	28
14.2 Directors and Officers.....	28
<b>ARTICLE 15 EFFECTIVE DATE AND REPEAL .....</b>	<b>28</b>
15.1 Effective Date .....	28
15.2 Repeal .....	28

## BY-LAW NO. 1

**BE IT ENACTED** as a By-law of the of the Registered Insurance Brokers of Ontario (the “**Corporation**”), which amends and restates By-law No. 1 relating generally to the administrative and domestic affairs of the Corporation, as follows:

### ARTICLE 1 INTERPRETATION

#### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Registered Insurance Brokers Act*, R.S.O. 1990, c. R.19, and the regulations thereunder as from time to time amended and every statute and regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to the provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or regulations.

“**Appointed Individual**” has the meaning ascribed to it in Section 4.3.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, continuance, dissolution, reorganization, or revival of the Corporation.

“**By-law**” means, unless otherwise specified, this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

“**CEO**” or “**Chief Executive Officer**” means the Manager of the Corporation as the term defined in the Act.

“**Committee**” means any committee of the Council.

“**Complaints Committee**” means the Complaints Committee of the Council established under the Act.

“**Committee Member**” means a member of a committee of the Council established pursuant to Article 7.

“**Corporation**” means the Registered Insurance Brokers of Ontario.

“**Council**” means the board of directors of the Corporation.

“**Director**” means a member of the Council, including Appointed Individuals.

“**Discipline Committee**” means the Discipline Committee of the Council established under the Act.

**“Expense Policy”** means an expense policy as approved and amended from time to time by Council.

**“Firm Member”** has the meaning ascribed to it in Section 4.2.

**“Individual Member”** has the meaning ascribed to it in Section 4.2.

**“Investment Policy”** means an investment policy as approved and amended from time to time by Council.

**“member”** means an Individual Member and Firm Member.

**“Minister”** means the Minister of Finance or any other member of the Executive Council to whom responsibility for the administration of the Act is assigned or transferred under the *Executive Council Act*;

**“ONCA”** means *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15 and the regulations thereunder as from time to time amended and every statute and regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to the provisions of the ONCA shall be read as references to the substituted provisions therefor in the new statute or regulations.

**“Officer”** means an officer of the Corporation.

**“President”** means the member and a Director elected annually pursuant to the Act to serve as a chair of the Council.

**“Qualification and Registration Committee”** means the Qualification and Registration Committee of the Council established under the Act.

**“recorded address”** means:

- (a) in the case of a member, his or her address as recorded in the register of members of the Corporation;
- (b) in the case of an Officer, auditor, or Committee Member, his or her latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the ONCA.

**“Registration”** means registration under the Act, or any other registration, licence, permit, certificate or other authorization required under the Act in order to carry out an activity governed by the Act.

**“Registered”** means having a Registration.

**“Secretary”** has the meaning ascribed to it in Section 9.2.

“**Treasurer**” has the meaning ascribed to it in Section 9.2.

“**Vice President(s)**” means the member(s) and a Director(s) elected annually pursuant to the Act to serve as vice chair of the Council.

## **1.2 Interpretation**

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) unless otherwise defined herein, the defined terms set out in the Act or the ONCA have the same meanings as when used in this By-law;
- (b) the words “include”, “includes” and “including” shall be deemed to be followed by the words “without limitation”;
- (c) the word “or” is not exclusive;
- (d) the words “herein”, “hereof”, “hereby”, “hereto” and “hereunder” refer to this By-law as a whole;
- (e) whenever the singular is used herein, the same shall include the plural, and whenever the plural is used herein, the same shall include the singular, where appropriate;
- (f) whenever a word importing gender is used herein, the same shall include all genders and gender identities;
- (g) unless the context otherwise requires, references herein:
  - (i) to sections mean the sections of this By-law;
  - (ii) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof; and
  - (iii) to a statute, including the Act and the ONCA, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder.

## **1.3 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-law are inconsistent with those contained in the Articles, the Act or the ONCA, the provisions contained in the Articles, the Act or the ONCA, as the case may be, shall prevail.

## **ARTICLE 2 GENERAL PROVISIONS**

### **2.1 Location of Registered Office**

The address of the registered office of the Corporation shall be in Ontario at the location specified in the Articles or at such location therein as the Council may from time to time determine. The Corporation may change the location of its registered office within a municipality or geographic township by resolution of Directors. The Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario by special resolution.

### **2.2 Books and Records**

Any records maintained by the Corporation in the regular course of its business as required by the ONCA, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible form within a reasonable time. The Corporation shall make such records available for inspection under applicable law.

### **2.3 Seal**

The seal of the Corporation shall be in such form as shall be approved by the Council. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Council. If a seal is approved by the Council, the Secretary of the Corporation shall be the custodian of the seal.

### **2.4 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by:

- (a) the CEO;
- (b) any two Officers; or
- (c) any Director together with any Officer.

Notwithstanding the foregoing, the Council may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

### **2.5 Annual Reports**

Subject to Section 3.2, the Corporation shall, within four months after the termination of each financial year, provide to its members and the Minister an annual report relating to its activities in that year that contains information identified in Section 10 of the Act.



## **2.6 Conflict with Applicable Law or Articles**

This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles.

## **ARTICLE 3 FINANCIAL MATTERS**

### **3.1 Financial Year**

The financial year of the Corporation shall be determined by the Council.

### **3.2 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements and other documents referred to in Subsection 84(1) of the ONCA to all members who have informed the Corporation that they wish to receive a copy of those documents not less than 21 days before the day, or such other period as required by the Act or the ONCA, on which an annual meeting of members is held or before the day on which a written resolution in lieu of an annual meeting is signed.

### **3.3 Auditor and Financial Review**

- (a) The Corporation shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the ONCA.
- (b) The auditor must meet the qualifications in the ONCA, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by ordinary resolution of the Individual Members, or if not so fixed, shall be fixed by the Council.

### **3.4 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, caisse populaire or other firm or corporation carrying on a banking business in Canada as the Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted in such a way as the Council may by resolution from time to time designate, direct or authorize.

### **3.5 Borrowing Powers**

- (a) Subject to the limitations set out in the applicable law, the Articles and this By-law, the Council may, without authorization of the Individual Members:
  - (i) borrow money on the credit of the Corporation;

- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
  - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - (iv) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- (b) The Council may from time-to-time delegate to such one or more of the Directors and Officers as may be designated by the Council all or any of the powers conferred on the Council by Section 3.5 to such extent and in such manner as the Council shall determine at the time of each such delegation

### **3.6 Investments by Corporation**

Subject to the Act and the ONCA, the Corporation may invest its funds in accordance with the Investment Policy.

## **ARTICLE 4 MEMBERS**

### **4.1 Membership Classes**

Subject to the Act and the Articles, membership in the Corporation shall be limited to persons interested in furthering its objects, and shall consist of the following classes:

- (a) the Individual Members; and
- (b) the Firm Members.

### **4.2 Conditions of Membership**

- (a) **General.** The following conditions of membership shall apply to all Members:
- (i) Each person who is Registered shall become a member of the Corporation, and such membership shall continue for so long as any such person is so Registered and complies with all applicable requirements set out in the Act, the Articles and By-laws.
  - (ii) Each person that is Registered on the date that this By-law comes into force, shall be deemed to have met the conditions of membership and been accepted as a member of the Corporation.
- (b) **Individual Members.** Individual Members are natural persons that have been Registered as an insurance broker within the meaning of the Act and accepted into membership in the Corporation as Individual Members. Each natural person who is Registered as an insurance broker is an Individual Member. Each Individual

Member shall be entitled to receive notice of and to attend all meetings of members, to move or second motions, and shall have one vote at any meeting of members, provided that an Individual Member shall not be entitled to vote at any meeting of members of the Corporation if, at the time of the commencement of such meeting:

- (i) he or she is in default of payment of any fees, dues, costs, charges, annual contribution, annual fees, or other amounts, including without limitation, any insurance premiums or other insurance-related payments, fines, interest, or administrative penalty, owing to the Corporation, fines payable as a result of a conviction for an offence under the Act, or orders for compensation or restitution in relation to an offence under the Act;
  - (ii) his or her Registration is suspended;
  - (iii) he or she is not in compliance with a condition of Registration, order, direction, or other requirement under the Act.
- (c) ***Firm Members.*** All insurance brokers that are sole proprietorships, partnerships or corporations shall be Firm Members of the Corporation. A sole proprietorship is also required to be registered as an Individual Member. Except as required under the Act, Firm Members shall not be entitled to receive notice of meetings of members (but nevertheless may attend any members' meeting), nor shall they be entitled to vote at any meeting of members, to move or second motions.

#### **4.3 Appointed Individuals**

Appointed Individuals are individuals who are not members of the Corporation and are appointed by the Lieutenant Governor in Council in accordance with the Act. Appointed Individuals shall be entitled to receive notice of and to attend all meetings of members. Appointed Individuals cannot move or second motions and cannot otherwise vote at any meeting of members.

#### **4.4 Termination of Membership for Members**

A member's membership in the Corporation terminates on the death of an Individual Member, dissolution or liquidation of a Firm Member or when the member's membership ceases by virtue of a provision of this By-law. Breaches of the following shall result in the immediate termination of a member's membership in the Corporation:

- (a) the member dies, or, in the case of a Firm Member that is a body corporate, the body corporate is liquidated, dissolved or merged or consolidated whereby the body corporate ceases to exist;
- (b) the member fails to maintain any qualifications or conditions of membership, including the loss of a member's Registration for any reason, including cancellation, cessation, termination, revocation, expiry, and lapse;
- (c) the failure to pay on or before their respective due dates annual contribution or annual dues solely attributable to their being members of the Corporation; or

(d) the Corporation is dissolved or liquidated and dissolved under the ONCA.

#### **4.5 Termination of Rights**

Subject to the Act and the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

#### **4.6 Membership is not Transferable**

Membership in the Corporation is not transferable.

### **ARTICLE 5 MEETINGS OF THE MEMBERS**

#### **5.1 Annual Meetings**

An annual meeting of members shall be held at such time in each year, as the Council may from time to time determine, provided that the annual meeting must be held no later than 15 months after holding the preceding annual meeting and no later than six months after the end of the Corporation's preceding financial year.

#### **5.2 Special Meetings**

The Council may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. Subject to the ONCA, the Council shall call a special meeting of members on written requisition of Individual Members carrying not less than ten percent (10%) of the voting rights of the Corporation.

#### **5.3 Place of Meetings**

All meetings of members shall be held at such place in Ontario as the Council determines or, in the absence of such a determination, at the place stated in the notice of meeting.

#### **5.4 Fixing the Record Date**

The Council may fix a date as the record date for determining members or any other persons entitled to receive notice of or to vote at a meeting of the members or determining members for any other purpose; provided that the record date must not be more than 50 days before the day of the event or action to which it relates. If no record date is fixed:

- (a) the record date for the determination of members or any other persons entitled to receive notice of a meeting of members or to vote shall be,
  - (i) at the close of business on the day immediately before the day on which the notice is given, or
  - (ii) if no notice is given, the day on which the meeting is held; and

- (b) the record date for the members for any other purposes shall be at the close of business on the day on which the Directors pass the relevant resolution

## **5.5 Notice of Meeting**

- (c) Notice of the time and place of a meeting of the members shall be given not less than ten (10) days and not more than fifty (50) days before the meeting, to each member or any other persons entitled to receive notice of the meeting, each Director and the auditor of the Corporation in accordance with the manner provided in Article 12 of this By-law. Notwithstanding the foregoing, a notice of a meeting of members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (d) If a person may attend a meeting of the members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and state the text of any special resolution to be submitted to the meeting.

## **5.6 Waiver of Notice**

A member and any other persons entitled to notice of a meeting of members may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **5.7 Persons Entitled to Attend**

The only persons entitled to be present at a meeting of members are members, the Directors, the Minister and his or her advisors, and the auditor of the Corporation and such other persons who are entitled or required under the Act, the ONCA or By-law 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 majority consent of the members present at the meeting.

## **5.8 Quorum**

A quorum at any meeting of members shall be twenty-five (25) Individual Members entitled to vote at the meeting, whether present in person or by telephonic and/or by other electronic means or represented by proxy. Once a quorum is established, it does not need to be maintained throughout the meeting. If, however, such quorum is not present at the opening of a meeting of members, the Individual Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

## **5.9 Conduct of Meetings**

At every meeting of members, the President or, in his or her absence or inability to act, another Director or, in his or her absence or inability to act, one of the Individual Members who is present at the meeting chosen by the Individual Members present in person and entitled to vote at the meeting, shall act as the chair of, and preside at the meeting. The Secretary or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint the Secretary of the meeting, shall act as Secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Council or prescribed by the chair of the meeting, may include the following:

- (a) establishing an agenda or order of business for the meeting;
- (b) determining when the polls shall open and close for any given matter to be voted on at the meeting;
- (c) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
- (d) limiting attendance at, or participation in, the meeting to members of the Corporation, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine;
- (e) restricting entry to the meeting after the time fixed for the commencement thereof; and
- (f) limiting the time allotted to questions or comments by participants.

## **5.10 Participation by Electronic Means**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility or by any combination of in-person attendance and by one or more telephonic or electronic means in the manner provided by the ONCA. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 5.10 who is entitled to vote at that meeting may vote, in accordance with the ONCA, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **5.11 Deemed Place of Meeting**

A meeting of the members held in any manner described in Section 5.10 is deemed to be held at the place where the registered office of the Corporation is located.

## **5.12 Voting**

- (a) Subject to Subsection 5.12(b) and unless otherwise required by the Act, the ONCA, or the Articles, business arising at any meeting of the members shall be decided by a majority of votes cast by Individual Members on the question provided that:
  - (i) Subject to Section 7 of the Act, each Individual Member shall be entitled to one vote at any meeting;
  - (ii) Subject to Subsection 5.12(iv), votes shall be taken by a show of hands among all Individual Members present and the chair of the meeting, if an Individual Member, shall have a vote;
  - (iii) Abstention shall not be considered a vote cast;
  - (iv) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Individual Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
  - (v) In the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting, the chair of the meeting shall have a second or casting vote in addition to an original vote as an Individual Member, provided the chair of the meeting is not an Appointed Individual;
  - (vi) A vote at a meeting of the members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person; and
  - (vii) Whenever a vote by a show of hands or by electronic means is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried 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 votes recorded in favour of or against the motion.
- (b) Voting on the election of Directors shall be in accordance with By-law No. 2 relating to nomination and election of Directors.

## **5.13 Absentee Voting**

An Individual Member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder who need not be a member, and one or more alternative proxyholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) The Corporation shall send, or otherwise make available, a form of proxy that complies with the ONCA to each Individual Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.
- (b) The proxy must be signed or electronically authorized by the Individual Member.
- (c) The Directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed must be specified in the notice calling the meeting.
- (d) The proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- (e) An Individual Member may revoke a proxy by:
  - (i) signing a revocation by the Individual Member or by the Individual Member's attorney or in any other manner permitted by law; and
  - (ii) depositing a revocation signed by the Individual Member or by the Individual Member's attorney with the Corporation and the revocation must be received (i) at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or (ii) by the chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.
- (f) A person who is appointed a proxyholder shall comply with the directions of the Individual Member who appointed the person.
- (g) A proxyholder or an alternate proxyholder has the same rights as the Individual Member who appointed the proxyholder to speak at a meeting of the members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Individual Member, to vote at the meeting in respect of any matter by way of a show of hands.
- (h) Despite the foregoing, if the chair of a meeting of the members declares to the meeting that, to the best of the chair's belief, if a ballot is conducted, the total number of votes of Individual Members represented at the meeting by proxy required to be voted against a matter or group of matters to be decided at the meeting is less than five percent (5%) of all the votes that might be cast at the meeting on such ballot, and if an Individual Member, proxyholder or alternate proxyholder does not demand a ballot, then (i) the chair may conduct the vote in respect of that matter or group of matters by a show of hands; and (ii) a proxyholder or alternate proxyholder may vote in respect of that matter or group of matters by a show of hands.



- (i) A vote referred to in Subsections 5.13(g) and (h) at a meeting of members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person but only if the Individual Member are permitted to vote by telephonic or electronic means at that meeting of members in accordance with Section 5.12.

#### **5.14 Scrutineers at Meetings of Members**

- (a) The Council, in advance of any meeting of members, may appoint one or more scrutineers, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Council may designate one or more persons as alternate scrutineers to replace any scrutineer who fails to act. If no scrutineer or alternate is able to act at a meeting, the chair of the meeting shall have a right to appoint one or more scrutineers to act at the meeting.
- (b) Each scrutineer, if appointed, shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of his or her ability.
- (c) The scrutineers, if appointed, shall:
  - (i) ascertain the number of Individual Members and the voting rights of each;
  - (ii) determine the Individual Members represented at the meeting, the existence of a quorum and the validity of ballots; and
  - (iii) count all votes and ballots.
- (d) No person who is a candidate for office at an election may serve as a scrutineer at such election.

#### **5.15 Resolution in Writing of Individual Members**

- (a) A resolution in writing signed by all Individual Members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the ONCA:
  - (i) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or
  - (ii) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Corporation by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor or its resignation.

- (b) A copy of every resolution of the Individual Members shall be kept with the minutes of meetings of members.

## **5.16 Adjournments**

- (a) Any meeting of the members, annual or special, may be adjourned from time to time.
- (b) If a meeting of the members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
  - (i) The time of the continued meeting;
  - (ii) If applicable, the place of the continued meeting; and
  - (iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a meeting of the members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting in the manner as if it is an original meeting.
- (d) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **ARTICLE 6 THE COUNCIL**

### **6.1 General Powers**

Subject to the applicable law, and the Articles, the Council shall be the governing body and board of directors of the Corporation and shall manage and administer its affairs.

### **6.2 Qualifications of Directors**

Each person who is an Individual Member of the Corporation is eligible to stand for election to the Council subject to the following requirements:

- (a) is an individual who is at least 18 years of age, has not been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property; has not been found to be incapable by any court in Canada or elsewhere, does not have the status of a bankrupt;

- (b) an Individual Member
  - (i) who has not had a finding of professional misconduct, incompetence or incapacity against him or her by the applicable Committee in the three years preceding the date of nomination;
  - (ii) whose conduct is not the subject of a complaint referred to the Discipline Committee or the subject of disciplinary or incapacity proceedings before the applicable Committee;
  - (iii) who is Registered and whose Registration is not subject to a term, condition or limitation arising from a professional misconduct, incompetence or incapacity matter and that has not been revoked or suspended in the six years before the date of nomination as a result of a professional misconduct, incompetence or incapacity proceeding; and
  - (iv) who is not in default in the payment of any fees.
- (c) is nominated in accordance with the provisions of By-law No. 2 relating to nomination and election of Directors;
- (d) is not an employee of the Corporation and has not been an employee of the Corporation in the twelve months prior to the date of nomination;
- (e) is in agreement and agrees to further the purposes of the Corporation as contained in the Articles; and
- (f) agrees to abide and abides by the provisions in the Act, ONCA, Articles and By-law.

### **6.3 Composition of Council**

- (a) Subject to the Act, the Council shall be composed of,
  - (i) nine persons who are Individual Members of the Corporation and are elected by the Individual Members in accordance with By-law No. 2 relating to nomination and election of Directors; and
  - (ii) four persons who are Appointed Individuals.
- (b) The Council or its Committee may adopt policies from time to time to govern the composition of the Council, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Individual Members upon request.

#### **6.4 Election and Term**

- (a) Subject to the Act, Directors shall be elected by the Individual Member by ordinary Resolution at each meeting of members at which an election of Directors is required.
- (b) Director candidates shall be nominated and elected in accordance with By-law No. 2 relating to nomination and election of Directors.
- (c) The Director's term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the close of the third annual meeting following or until their successors are elected.
- (d) The Director whose term expires is eligible for one additional term. For clarity, the total term that a Director is eligible to serve is two terms.
- (e) A Director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of members following the Director's election. If Directors are not elected at a meeting of members, the incumbent Director shall continue in office until their successors are elected.

#### **6.5 Consent**

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual consented in writing to hold office as a Director before or within ten days after the election or appointment,
- (b) the individual elected or appointed consents in writing at any time after ten days after the election or appointment; or
- (c) the individual elected is re-elected where there is no break in the term of office.

#### **6.6 Vacancies**

- (a) The office of a Director shall be vacated immediately if the Director:
  - (i) resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
  - (ii) dies;
  - (iii) has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property; has been found to be incapable by any court in Canada or elsewhere, have the status of a bankrupt;

- (iv) ceases to hold a certificate of Registration;
  - (v) is removed, at a meeting of the Individual Members, by ordinary resolution of the Individual Members, with or without cause, before the expiration of the Director's term of office;
  - (vi) whose appointment as an Appointed Individual is expired and not renewed or rescinded by the Lieutenant Governor in Council; or
  - (vii) ceases to be a person who meets any or all of the qualification requirements set out Section 6.2;
- (b) A Director who is the subject of a disciplinary or incapacity proceeding before the Qualification and Registration Committee or the Discipline Committee, as the case may be, shall be suspended as a Director pending the outcome of such proceeding and shall not participate in any meeting or other proceeding of the Council.

### **6.7 Filling Vacancies**

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Council, except if there has been a failure to elect the number or minimum number of Directors provided for in the Act and Articles. If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Act and Articles, the Directors then in office shall without delay call a special meeting of the members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **6.8 Remuneration of Directors**

The Directors and Committee Members shall be paid a per diem allowance in an amount as shall be fixed from time to time by resolution of the Council. No confirmation by Individual Members of any such payment shall be required.

### **6.9 Reimbursement for Expenses**

The Directors, Committee Members and Officers including the CEO shall be reimbursed in respect of their out-of-pocket expenses incurred in attending Council, Committee or members' meetings or otherwise in respect of the performance by them of their duties in accordance with the Expense Policy.

**ARTICLE 7  
THE COUNCIL COMMITTEES**

**7.1 Statutory Committees**

- (a) In accordance with the Act, the Corporation shall establish the following Committees:
  - (i) *Qualification and Registration Committee*
  - (ii) *Complaints Committee(s);* and
  - (iii) *Discipline Committee.*
- (b) Powers and duties of each statutory committee along with their respective procedures and requirements shall be in accordance with Act and set out in the respective Committee charters.

**7.2 Other Committees**

The Council may establish such other or additional Committees as the Council from time to time considers necessary and delegate to the Committee any of the powers of the Council, except those prohibited in Subsection 36(2) of the ONCA.

**ARTICLE 8  
THE COUNCIL MEETINGS**

**8.1 Regular Meetings**

The Council may appoint a day or days in any month or months for regular meetings of the Council at a place and time to be named. A copy of any resolution of the Council fixing the time and place of such regular meetings of the Council shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting, except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or appointing additional Directors;
- (c) filling a vacancy in the office of auditor;
- (d) issuing debt obligations except as authorized by the Council;
- (e) approving any annual financial statements;
- (f) adopting, amending or repealing By-law; or
- (g) establishing contributions to be made, or dues to be paid, by members.

## **8.2 Calling of Council Meetings**

Meetings of the Council may be called by the President or Vice-President or any two or more Directors at any time.

## **8.3 Participation by Telephonic or Electronic Means**

Subject to the Articles or By-law, a meeting of Directors may be held entirely by one or more telephonic or electronic means that permit all participants to communicate with each other simultaneously and instantaneously during the meeting or by any combination of in-person attendance and by one or more telephonic or electronic means. Participation by a Director or a member of a Committee in a meeting under this Section 8.3 shall constitute presence in person at such meeting.

## **8.4 Notice of Council Meetings**

- (a) Notice of the time and place for the holding of a meeting of the Council shall be given in the manner provided in Article 12 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notwithstanding the foregoing, a notice of a meeting of Directors need not specify the place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means.
- (b) If a Director attends a meeting of the Council by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a meeting that continues an adjourned meeting of the Council is not required to be given if all of the following are announced at the time of an adjournment:
  - (i) the time of the continued meeting;
  - (ii) if applicable, the place of the continued meeting; and
  - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

## **8.5 Waiving Notice**

Whenever notice to Directors is required by applicable law, the Articles or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the

express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of any meeting of the Council or Committee need be specified in any waiver of notice.

## **8.6 Organization**

At each meeting of the Council, the President or, in his or her absence, another Director selected by the Council shall preside. The Secretary shall act as Secretary at each meeting of the Council. If the Secretary is absent from any meeting of the Council, an assistant Secretary shall perform the duties of Secretary at such meeting; and in the absence from any such meeting of the Secretary and all assistant secretaries, the person presiding as chair at the meeting may appoint any person to act as Secretary of the meeting.

## **8.7 Quorum**

A majority of the Directors, including at least one Appointed Individual, constitutes a quorum.

## **8.8 Majority Vote**

Except as otherwise expressly required by this By-law, the Articles or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Council. Each Director may exercise one vote. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote in addition to his or her original vote as a Director.

## **8.9 Consent of Director at Meeting**

- (a) A Director who is present at the meeting of the Council or a Committee is deemed to have consented to any resolution passed or action taken at the meeting, unless:
  - (i) the Director's dissent is entered in the minutes of the meeting;
  - (ii) the Director requests that the Director's dissent be entered in the minutes of the meeting;
  - (iii) the Director gives the Director's dissent in writing to the Secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits (in such manner required by the ONCA) the Director's dissent immediately after the meeting is terminated to the Corporation;
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under Subsection 8.9(a).
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:



- (i) causes the Director's dissent to be placed with the minutes of the meeting; or
- (ii) submits (in such manner required by the ONCA) the Director's dissent to the Corporation.

## **8.10 Resolution in Writing**

Unless otherwise restricted by Act, the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Council or of any Committee thereof may be taken without a meeting if all Directors or Committee Members, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Council or Committee in accordance with the ONCA.

## **ARTICLE 9 OFFICERS**

### **9.1 Appointment of Officers**

The Council may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to Section 36(2) of the ONCA, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person, except for the President position.

### **9.2 Description of Offices**

Unless otherwise specified by the Council (which may, subject to the ONCA, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **President of the Council.** The President shall be a Director. The President shall, when present, preside at all meetings of the Council and of the members. The President shall have such other duties and powers as the Council may specify;
- (b) **Vice-President.** The Vice-President or if more than one, the Vice-Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President(s) shall have such other duties and powers as the Council may specify. The Vice-President(s) shall be a Director(s).
- (c) **CEO.** The CEO shall be the Chief Executive Officer of the Corporation and subject to the authority of the Council, shall have general supervision of the business and affairs of the Corporation. Furthermore, the CEO shall have, in addition to the duties prescribed by the Act and subject to the authority of the Council and the supervision of the President, the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the Council and to settle the terms of their employment and remuneration. Subject to the written

approval of the Council, the CEO may in writing delegate any of the CEO's powers and duties that have been conferred on or assigned to the CEO to an officer or other employee of the Corporation and may impose conditions and restrictions on such delegation.

- (d) **Secretary.** The Secretary, if one appointed, shall attend and act as the secretary of all meetings of the members, Council, and Committees. The Secretary shall enter, or cause to be entered, in the Corporation'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, Directors, the auditor and Committee Members. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (e) **Treasurer.** The Treasurer, if one appointed, shall be responsible for the maintenance of proper accounting records in compliance with the Act and the ONCA as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; 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 Corporation.

### **9.3 Other Officers**

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Council, the President or the CEO requires of them. The Council may from time to time and subject to the Act and the ONCA vary, add to or limit the powers and duties of any Officer.

### **9.4 Term of Office**

In the absence of a written agreement to the contrary, the Council may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earliest of the Officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment); or
- (d) death.

### **9.5 Vacancy in Office**

Should any vacancy occur among the Officers, the position shall be filled for the unexpired portion of the term by appointment made by the Council.

## **9.6 Remuneration**

Subject to the Articles, the Directors may fix the reasonable remuneration of the Officers and may delegate any or all of this function as it determines to be appropriate. An Officer may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, subject to any policy in this regard that may be adopted by the Council from time to time.

## **9.7 Duties of Officers May Be Delegated**

In case any Officer is absent, or for any other reason that the Council may deem sufficient, the Council may delegate for the time being the duties or powers of such Officer to any other Officer or to any Director.

## **9.8 Agents and Attorney**

Subject to the By-law, the Council may authorize any Officer from time to time to appoint agents or attorney for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Council considers fit.

## **9.9 Disclosure: Conflict of Interest**

An Officer shall disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 10.1.

# **ARTICLE 10 CONFLICT OF INTEREST AND CONFIDENTIALITY**

## **10.1 Conflict of Interest**

- (a) Pursuant to the ONCA, a Director, Committee Member, and an Officer shall disclose, at the time and in the manner required by the ONCA, in writing to the Corporation or request to have entered in the minutes of the Council or Committee meetings, the nature and extent of any interest that the Director, Committee Member or the Officer has in any material contract or transaction or proposed material contract or transaction with the Corporation if the Director, Committee Member or the Officer:
  - (i) is a party to such material contract or transaction or proposed material contract or transaction with the Corporation; or
  - (ii) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Corporation.
- (b) Generally, a conflict of interest is considered "material" if the conflict may be reasonably expected to influence the decision of the Director, Committee Member,

or the Officer in question. The determination of materiality shall be referred to and made by the Council or Committee.

- (c) The chairperson of Council or Committee meetings shall request a Director, Committee Member, or an Officer who has made a disclosure referred to in Section 10.1 to be absent during the discussion of the matter, with such action being recorded in the minutes. The Director, Committee Member, or the Officer shall not vote on any resolution to approve such contract except as provided by the ONCA.

## **10.2 Confidentiality**

- (a) Subject to Subsection 10.2(b), Director, Committee Member, Officer, and employee, shall respect the confidentiality of matters brought before the Council or Committee, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation. All materials whether in print or electronic format shall be the property of the Corporation and every Council, Committee Member, Officer, employee or volunteer shall, when requested by the Corporation, return or destroy such materials upon termination of their association with the Corporation.
- (b) Subject to Subsection 10.2(c), confidential information may be communicated by a person employed in the administration of the Act, including a person making an inquiry or investigation under Section 25 of the Act and any member of the Council or a Committee,
  - (i) as may be required in connection with the administration of the Act and By-law or any proceedings under the Act;
  - (ii) to his or her attorney; or
  - (iii) with the consent of the person to whom the information relates.
- (c) Any information, document, record, statement or thing made or disclosed to the CEO, the Council or a Committee concerning a member or a person applying for Registration is privileged and shall not be used as evidence in any civil action or proceeding in any court brought by or on behalf of such member or person.

## **ARTICLE 11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **11.1 Duties of Directors, Committee Members and Officers**

Every Director, Committee Member, Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director, Committee Member, or Officer shall comply with the Act, the ONCA, Articles, By-law and policies of the Corporation.

## 11.2 Limitation of Liability

- (a) No Director, Committee Member or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director, Committee Member or Officer from the duty to act in accordance with the applicable law or from liability for any breach thereof.
- (b) No action or other proceeding for damages shall be instituted against the Corporation, the Council, a Committee or any Director or Committee Member, or any employee or agent of the Corporation for any act done in good faith in the performance or intended performance of any duty or in the exercise or the intended exercise of any power under the Act or for any neglect or default in the performance or exercise in good faith of such duty or power.

## 11.3 Indemnity

Subject to the ONCA, the Corporation shall indemnify a Director, Committee Member or Officer, a former Director, Committee Member or Officer or another individual who acts or acted at the Corporation's request as a Director, Committee Member or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director, Committee Member or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the

right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

#### **11.4 Insurance**

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 11.3 against any liability incurred by the individual,

- (a) in the individual's capacity as a Director, Committee Member or Officer; or
- (b) in the individual's capacity as a Director, Committee Member or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

### **ARTICLE 12 NOTICE**

#### **12.1 Method of Giving Notice**

Unless otherwise required by the Act, any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) to an Individual Member, Director, Appointed Individual, Committee Member, Officer, the auditor or any other person who is entitled to received notice shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given or delivered to such person's address as shown in the records of the Corporation;
- (b) mailed to such person at such person's recorded address; or
- (c) sent to such person by facsimile, email or other electronic means.

#### **12.2 Deemed Receipt of Notice**

- (a) Unless otherwise required by the Act, a notice:
  - (i) delivered in accordance with Subsection 12.1(a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Subsection 12.1(a);
  - (ii) mailed in accordance with Subsection 12.1(b) shall be deemed to have been received on the fifth day after it was sent; and
  - (iii) sent by any facsimile, email or other electronic means in accordance with Subsection 12.1(c) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (b) The Secretary of the Corporation may change or cause to be changed the recorded address of any member, Director, Committee Member, Officer, or auditor in

accordance with any information believed by the Secretary to be reliable. The declaration by the secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed.

### **12.3 Undelivered Notices**

If any notice given in accordance with Subsection 12.1 is returned on three consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices until such person informs the Corporation in writing of the person's new address.

### **12.4 Proof of Service**

A certificate of the President, the Vice-President, the Treasurer or the Secretary of the Corporation or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to a member, a Director, Committee Member, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, Director, Committee Member, Officer or auditor of the Corporation, as the case may be.

### **12.5 Omissions and Errors**

The accidental omission to give any notice to any member, Director, Committee Member, Officer or auditor, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **12.6 Waiver of Notice**

Any member, proxyholder, Director, Committee Member, Officer, or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the Council or of a Committee, which may be given in any manner.

## **ARTICLE 13 AMENDMENTS**

### **13.1 Amendments**

Unless otherwise provided in the Act or in this By-law, the Council may make, amend or repeal any By-law in accordance with the ONCA.

**ARTICLE 14  
TRANSITION PROVISIONS**

**14.1 Members**

Upon this By-law coming into effect, the members at the time when this By-law comes into effect shall continue to be the members under this By-law.

**14.2 Directors and Officers**

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

**ARTICLE 15  
EFFECTIVE DATE AND REPEAL**

**15.1 Effective Date**

This By-law No. 1 shall be enacted by the Directors and confirmed, with or without variation, by the members at an annual or special meeting of members duly called for the purpose and shall come into effect upon confirmation by the members of the Corporation.

**15.2 Repeal**

- (a) General Operating By-law No. 1 is hereby repealed and replaced by General Operating By-law herein effective as of the date stated in Subsection 15.1.
- (b) The said repeal of By-law No. 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Council's or members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.



**ENACTED** by the Directors of the Corporation this 6th day of March, 2024.

\_\_\_\_\_  
President of the Council

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Individual Members of the Corporation this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Chair of the Meeting

\_\_\_\_\_  
Secretary