



**General By-Law No.1  
[Consolidated to 04/05/14]**

being a By-Law relating generally  
to the conduct of the affairs of

**Ontario Athletic Therapist Association**

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**IT IS ENACTED** as a By-Law of Ontario Athletic Therapist Association (the “Corporation”) as follows:

**SECTION 1 – INTERPRETATION**

**1.1 Definitions.** In this By-Laws and all other By-Laws and special resolutions of the Corporation, unless the context otherwise requires:

- a) “**Act**” means the *Corporations Act* (Ontario) and any act that may be substituted therefore, as from time to time amended.
- b) “**Board**” means the Board of directors of the Corporation.



- c) **“By-Laws”** means this By-Law and all other By-Laws and special By-Laws of the Corporation from time to time in force and effect.
- d) **“CATA”** means the Canadian Athletic Therapists Association.
- e) **“Letters Patent”** means the letters patent of the Corporation, as from time to time amended and supplemented by supplementary letters patent.
- f) **“Meeting of Members”** means an annual or general or special general meeting of members.
- g) **“Recorded Address”** means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer or auditor of the Corporation, or any other person, his address as recorded in the records of the Corporation (and where no address is so recorded, then the last address of such, director officer or auditor known to the Secretary of the Corporation).
- h) **“Signing Officer”** means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.6 of this By-Law or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

**1.2 General.** In this By-Law and all other By-Laws and resolutions of the Corporation, the word “person” shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.

## **SECTION 2 – BUSINESS OF THE CORPORATION**

**2.1 Head Office.** Subject to change by special resolution, the head office of the Corporation shall be situate in the City of Toronto, in the Province of Ontario, or at such place therein as the



Board shall from time to time be resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

**2.2 Corporate Seal.** The Corporation may, but need not, have a corporate seal.

**2.3 Financial Year.** Until changed by the directors, the financial year of the Corporation shall terminate on December 31<sup>st</sup> in each year.

**2.4 Banking Arrangements.** The banking business of the Corporation, or any part thereof, shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

**2.5 Voting Shares and Securities in other Companies.** All of the shares or other securities carrying voting rights of any other company or companies held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stockholders or holders of other securities (as the case may be) of such other company or companies and in such manner and by such person or persons as the Board shall from time to time determine. Notwithstanding the foregoing, the proper signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidences of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

**2.6 Execution of Instruments.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President alone for amounts up to and including \$1,000 (one thousand dollars) and for amounts over \$1,000, any two directors; and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or other person or persons to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally or specific contracts, documents or instruments in writing.



The seal of the Corporation, if any, may be affixed to contracts, documents and instruments in writing signed as aforesaid.

The term “**contracts, documents or instruments in writing**” as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings. In particular, without limiting the generality of the foregoing, the Secretary together with the Treasurer shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and deliver all assignments, transfers, conveyances, power of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

## **SECTION 3 – MEMBERS**

### **3.1 Classes of Members**

- a) Certified Member
- b) Certification Candidate Member
- c) Associate Member
- d) Emeritus Member
- e) Honorary Member
- f) Inactive Member (approved at AGM, April 2013)

### **3.2 Application of the By-Law**

- a) Any person who was a member when these By-Laws become effective shall continue as a member in the same class, upon continuous payment of the prescribed membership fees. Such members shall be subject to all other provisions of the By-Laws as may be applicable.



- b) Certified, Certification Candidate, Associate, Emeritus and Honorary Membership is renewable annually.
- c) There shall be a Register of Members, which shall be updated at least annually.

**3.3 Certified Membership.** Canadian citizens or Landed Immigrants who are Ontario residents, have met and maintained the certification requirements of the CATA and are personally insured against professional liability under a professional liability insurance policy that has been approved by the OATA Board or complies with the requirements specified by the OATA Board are eligible for the Certified Membership in the Corporation. Each Certified Member shall enjoy all the rights and privileges of the Corporation and shall be entitled to one vote.

**3.4 Certification Candidate Membership.** Canadian citizens or Landed Immigrants, who are Ontario residents and have met and maintained the requirements of the CATA as certification candidate members are eligible for Certification Candidate Membership to enjoy the privileges of the Corporation, but shall not have a vote.

**3.5 Associate Membership.** Individuals, who were Associate Members prior to the coming into force and effect of this By-Law No. 1, are eligible to continue Associate Membership in the Corporation and shall be entitled to one vote.

**3.6 Emeritus Membership.** All OATA Members who have attained the status of CAT(C) Emeritus will be eligible for this membership category. In order to qualify for this membership category:

- a) The member will be in good standing with the OATA;
- b) The member will send a written request to the Board to change his/her membership status from Certified to Member Emeritus;
- c) The request will be approved at the discretion of the Board.



Those members in this category will not pay membership dues for fee levies and will receive all OATA mailings. These members will be non-voting and will not be eligible for election to positions on the Board or for elected office. At the discretion of the Board, these members may be selected to fill positions that are normally filled by appointment.

OATA Members who have attained CAT(C) Emeritus status will not be eligible to maintain OATA Certified Member status. The failure of an individual to request OATA Member Emeritus status within six months of attaining CATA Emeritus status will be interpreted as a resignation of membership in the OATA.

**3.7 Inactive Membership.** Certified members who have successfully applied to the Board of Directors may be granted Inactive Membership for a period greater than 6 (six) months, but less than 12 (twelve) months. Inactive Members may not use the title “Athletic Therapist,” nor abbreviations thereof, nor the equivalent in another language, in the course of providing or offering to provide health care in Ontario, nor are they entitled to vote at meetings of members.

### **3.8 Privileges of Membership.**

All voting members in good standing shall be entitled to:

- a) vote in all elections and at the annual general meeting;
- b) establish and join committees under the supervision and guidance of the Board;
- c) propose or second a candidate in elections to the Board or any committee of the Corporation;
- d) stand for election and hold office;
- e) receive members newsletters; and
- f) be issued a Membership Card.

All non-voting members in good standing shall be entitled to:



- a) receive members newsletters;
- b) be issued a Membership Card.

**3.9 Qualification of Membership.** The Board may from time to time by resolution prescribe such forms of application for membership as it shall deem appropriate in the circumstances. No individual, corporation, partnership or other legal entity shall be admitted as a member of the Corporation unless his or its admission has the prior approval of the Board.

**3.10 Membership Dues.**

- a) Certified Members, Certification Candidate Members and Associate Members must pay annual dues to maintain membership in the Corporation.
- b) The annual dues for membership categories shall be determined by the Board and approved by the membership at the annual general meeting.
- c) The annual dues for all membership categories shall be payable on or before January 1<sup>st</sup> of the year of membership.

**3.11 Non-Transferability of Membership.** Membership in the Corporation is not transferable or assignable.

**3.12 Resignation.** Any member may withdraw or resign his membership in the Corporation at any time by giving a written notice to that effect to the Secretary of the Corporation.

**3.13 Suspension of Membership.**

- a) Any member of the Corporation, who is delinquent in payment of his dues one (1) month after January 1<sup>st</sup> of the year concerned, will automatically have his membership suspended from the Corporation. The member will lose all rights and privileges of membership until reinstated.



- b) Any member suspended from the Corporation for failure to pay membership dues one (1) month after March 31<sup>st</sup> must meet the following criteria for reinstatement:
  - i. Petition to the Executive Committee
  - ii. Payment of a reinstatement fee of \$25.00 for each month, or part thereof, during which the member is delinquent in the payment of annual dues, all back dues, plus current annual dues. Late payments shall be made by certified cheque or money order.
- c) An individual's membership may be suspended for an indefinite period, or may be terminated by a majority of the votes cast at a meeting of the Executive providing just cause can be proven. Subject to review by the OATA Ethics Committee, appeals against such termination will be heard at the next annual general meeting of the membership.

**3.14 Termination of Membership.** Membership in the Corporation shall automatically terminate if the member shall die or become bankrupt or (in the case of corporations) surrender its charter or be wound up or dissolved, whether voluntarily or by order of the Court or otherwise, if the member's certification is terminated by the CATA, if the member ceases to reside in the Province of Ontario or if membership is duly terminated for any reason whatsoever.

**3.15 Removal of Member.** Any member of the Corporation may be removed as a member by resolution of the Board.

**3.16 Withdrawal of Membership.** Any member may withdraw from the Corporation by a written resignation delivered or mailed to the Corporation; provided that, notwithstanding any such resignation, the member so resigning shall remain liable to the Corporation in respect of any fees, dues or other monies outstanding and unpaid to the date of resignation unless the Board shall decide otherwise.

#### **SECTION 4 – AUTHORIZED REPRESENTATIVES**





**4.1 Appointment of Authorized Representative.** Each member of the Corporation that is not an individual shall file with the Secretary of the Corporation an instrument in writing appointing an individual to act as its Authorized Representative.

The Authorized Representative so appointed shall be entitled to represent and, where applicable, vote on behalf of such member at all meetings of members and to sign waiver instruments and, where applicable, resolutions for and on behalf of such member.

**4.2 Replacement of Authorized Representative.** A member may at any time by notice in writing filed with the Secretary of the Corporation remove and/or replace any Authorized Representative previously appointed by it.

**4.3 Authorized Representative Entitled to Act as Director.** An Authorized Representative shall be entitled to act as a director of the Corporation.

## **SECTION 5 – MEETINGS OF MEMBERS**

**5.1 Place and Time of Meetings.** Meetings of members shall be held at such place within Ontario on such day and at such time as the Board or the President may from time to time determine.

**5.2 Annual Meeting.** At every annual meeting of members, in addition to any other business that may be transacted, the report of the directors, the financial statement, the report of the auditors and reports of all committees shall be presented to the members, and directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed by the members, or the Board shall be authorized to fix such remuneration.

**5.3 Notice of Meeting.** No public notice or advertisement of meetings of members shall be required, but notice of the time and place of every such meeting and, in the case of a special general meeting, the general nature of business to be transacted at such meeting, shall be given to each member in the manner provided in Section Twelve of this By-Law not less than ten (10) nor more than fifty (50) days before the time fixed for holding such meeting; provided that any meeting of members may be held at any time and place without notice if all members of the



Corporation are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

The auditors of the Corporation are entitled to receive all communications relating to any meeting of members.

**5.4 Waiver of Notice.** Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any member or by the auditor of the Corporation.

**5.5 Chairman.** The Chairman of the Board, if present, shall be Chairman of any meetings of members. If the Corporation has no such offer, or if he is not present within fifteen minutes from the time fixed for holding the meeting, the members present at any meeting of members shall choose one of their number to be Chairman of the meeting.

**5.6 Quorum.** A quorum for the transaction of business at any meeting of members shall consist of a majority of the members or Authorized Representatives of members present in person.

**5.7 Voting.** Every question to be decided at a meeting of members shall be decided in the first instance by a show of hands and, unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. A member may demand a poll at any time and, unless such demand is withdrawn, such poll shall be taken in such manner as the Chairman shall direct.

**5.8 Majority of Votes.** Subject to the provision of the Act and the By-Laws, at all meetings of members every question shall be decided by a majority of the votes cast on the question. However, any motion to amend any part of the By-Laws if the Corporation shall require the approval of two thirds (2/3) of the votes cast on the question. In case of an equality of votes, the Chairman shall not have a second or casting vote.



**5.9 Adjournment.** Any meeting of members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to members. 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.

## **SECTION 6 – MEETINGS OF MEMBERS**

**6.1 Election and Term.** The first directors elected to office following the approval by the directors and the ratification by the members of this By-Law (the “By-Law Date”), shall hold office in accordance with Section 6.1 herein. The members shall elect seven (7) directors to serve the following terms to commence at the close of such meeting:

- a) three (3) directors shall be elected for a one (1) year term expiring at the close of the next annual meeting of the Corporation following the By-Law Date; and
- b) four (4) directors shall be elected for a two (2) year term expiring at the close of the second annual meeting of the Corporation following the By-Law Date.

Upon the expiry of his/her term, a director shall retire from the Board, but, if qualified, shall be eligible for re-election in accordance with these By-Laws.

At every annual meeting at which the term of a director expires, there shall be elected by the members present at the meeting a number of directors equal to the number of directors whose term of office shall expire at the close of such meeting and each director so elected shall hold office until the close of the second annual meeting after his or her election, or for such shorter term as the members shall determine. The election may be by a show of hands unless a ballot be demanded by any member.

**6.2 Qualification.** Every director shall be eighteen or more years of age and no director shall be a salaried employee of the Corporation, an undischarged bankrupt or a mentally incompetent person. Every director at the time of his election, or within ten days thereafter and throughout his term of office shall be a member of the Corporation.



**6.3 Vacancy.** Any vacancy in the Board, howsoever caused, so long as a quorum of directors remains in office, may be filled by the directors if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual general meeting of members.

If there is not a quorum of directors remaining in office, the remaining directors shall forthwith call a meeting of members to fill such vacancy or vacancies. If the number of directors is increased between terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, and such vacancy or vacancies shall be filled in the manner hereinbefore provided.

**6.4 Vacation of Office of Director.** A director shall cease to be a director:

- a) if he resigns his office by delivering a written resignation to the Secretary of the Corporation;
- b) if he is found to be mentally incompetent;
- c) if he contravenes any provision of the OATA or CATA Code of Ethics;
- d) if he, or the member of which he is the Authorized Representative, becomes bankrupt or suspends payments or compounds either his or its creditors, or surrenders its charter or is wound up and dissolved either voluntarily or by order of the Court or otherwise, or the existence of such member is terminated for any reason whatsoever;
- e) if the members of the Corporation, by resolution passed by a majority of the votes cast at a meeting of members duly called for that purpose remove him from office;
- f) if he ceases to be an Authorized Representative of a member or such member ceases to be a member of the Corporation; and
- g) on the death of the director.

**6.5 Remuneration of Directors.** The directors of the Corporation shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as



such; provided that a director may be paid or reimbursed for actual and reasonable expenses incurred by him in the performance of his duties.

## **SECTION 7 – MEETINGS OF DIRECTORS**

**7.1 Place of Meeting.** Meetings of the Board may be held at any place within or outside Ontario.

**7.2 Convening of Meeting.** A meeting of the Board may be formally convened by the Chairman of the Board or by any two directors at any time and the Secretary on the direction of the Chairman of the Board or any two directors shall convene a meeting of the Board.

**7.3 Quorum.** A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than three-fifths (3/5ths) of the number of directors on the Board of whom a majority shall constitute a quorum for the transaction of business. Despite vacancies, the remaining directors may act if constituting a quorum.

**7.4 Notice of Meeting.** Notice of any meeting of the Board shall be given to each director in the manner provided by Section Twelve of his By-Law, not less than two days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

**7.5 No Notice of Meeting Required.** For the first meeting of the Board held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board elected or appointed director or directors in order legally to constitute the meeting provided that a quorum of the directors is present.

**7.6 Waiver of Notice.** Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any director.

**7.7 Chairman.** The Chairman of the Board shall be the Chairman of any meeting of the Board. If the Corporation has no such officer or if he is not present, the President shall be



Chairman of any meeting of the Board. If no such officer is present, the directors present shall choose one of their number as Chairman.

**7.8 Majority of Votes.** Every question arising at any meeting of directors shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote.

**7.9 Voting.** A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

**7.10 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and for such regular meetings no notice need be sent.

## **SECTION 8 – OFFICERS**

**8.1 Election and Appointment of Officers.** The Board shall annually, or more often as may be required, appoint a President and a Secretary, and if deemed advisable may annually or more often as may be required, elect a Chairman of the Board and appoint annually or more often one or more Vice-Presidents and a Treasurer. None of the said officers, except the Chairman of the Board and the President, need be directors. One person may hold more than one office, except the offices of President and Secretary, and where the same person holds the offices of Secretary and Treasurer he may, but need not be known as, the Secretary-Treasurer. The directors may appoint such other officers as they shall deem necessary.

**8.2 Terms and Remuneration.** The terms of employment and remuneration of all officers of the Corporation shall be as determined from time to time by the Board.

**8.3 Removal of Officers.** All officers, in the absence of agreements to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.



**8.4 Chair of the Board.** The Chairman of the Board shall possess and may exercise such powers and perform such duties as may from time to time be assigned to him by the Board.

**8.5 President.** The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management of the affairs and operations of the Corporation as are necessary and incidental to his office.

**8.6 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 inability or refusal to act of the President.

**8.7 Secretary.** The Secretary shall, when present, act as Secretary of all meetings of directors and members and shall have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. He shall give or cause to be given notices of all meetings of members and of the Board. He shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. He will certify all documents of the Corporation which require certification.

**8.8 Treasurer.** 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 shall direct. He shall keep or cause to be kept accounting records in accordance with the Act.

**8.9 Agents and Attorneys.** The Board shall have the power from time to time to appoint agents or attorneys for the Corporation, in or out of Ontario, with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **SECTION 9 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**9.1 Indemnity.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and his 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 Corporation from and against:

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which 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 executing of the duties of his office; and
- b) all other costs, charges and expenses which 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 default.

**9.2 Limitation of Liability.** No director or officer for the time being of the Corporation 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 Corporation through the insufficiency 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 moneys of or belonging to the Corporation shall be placed out to invested or for any loss or damage arising from moneys, securities or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

**9.3 Director Remunerated for Services.** The directors for the time being of the Corporation 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 Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation 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 Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.





**9.4 Contracts.** In supplement of and not by way of limitation upon any rights conferred upon directors by the Act, it is declared that no director shall be disqualified by his office or place of profit under the Corporation or under any company in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested, from contracting with the Corporation either as vendor, purchaser, or otherwise, or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation, in which he is in any way directly or indirectly interested either as vendor, purchaser, or otherwise, nor shall any contact or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested be avoided or voidable, nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit or realized by or from any such contract or arrangement by reason of the fiduciary relationship existing or established thereby.

Subject to the provisions of the Act, no director shall be obligated to make any declaration of interest or refrain from voting in respect of a contact or proposed contract with the Corporation in which such director is in any way directly or indirectly interested.

## **SECTION 10 – EXECUTIVE COMMITTEE**

**10.1 Election and Number.** The Board, may from time to time elect from among its number an Executive Committee consisting of not fewer than seven (7) directors and delegate to such Committee the powers vested in and exercisable by the Board in respect of the management and direction of the affairs of the Corporation, except such acts as must, pursuant to the Act or the By-Laws, be performed by the Board itself, and subject to any regulations made or restrictions imposed from time to time by the Board.

**10.2 Limitations on Authority.** An Executive Committee shall not have the authority to:

- a) submit to the members any question or matter requiring the approval of the members;
- b) fill a vacancy among the directors or in the office or auditor;
- c) approve any financial statements; or



d) adopt, amend or repeal By-Laws.

**10.3 Term of Office.** Each member of the Executive Committee shall serve until the next annual meeting, until his successor shall have been appointed or until he ceases to be a director, whichever shall occur first.

**10.4 Resignation.** Any member of the Executive Committee may resign at any time by delivering a written resignation to the Secretary of the Corporation.

**10.5 Removal.** Any member of the Executive Committee may be removed by resolution of the Board.

**10.6 Vacancy.** Any vacancy on the Executive Committee, so long as a quorum of members remains in office, may be filled by the Executive Committee members remaining in office.

**10.7 Meetings.** Meetings of the Executive Committee may be held at any place within or outside Ontario and may be formally convened by any two members thereof.

**10.8 Notice of Meetings.** Notice of any meeting of the Executive Committee shall be given to each member in the manner provided by Section Twelve of this By-Law not less than two days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the members of the Executive Committee are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

**10.9 Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the members thereof.

**10.10 Majority of Votes.** Every question arising at any meeting of the Executive Committee shall be decided by a majority of votes cast on the question. In the case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote.

## **SECTION 11 – AUDITORS**



**11.1 Appointment of Auditor.** The members of the Corporation shall at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and, if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor.

**11.2 Removal.** The members of the Corporation may, by resolution passed by a majority of the votes cast at a general meeting duly called for the purpose, remove any auditor of the Corporation before the expiration of his term of office and shall, by a majority of the votes cast at that meeting, appoint another auditor in his stead for the remainder of his term.

**11.3 Remuneration.** The remuneration of an auditor appointed by the members shall be fixed by the members or by the Board, if authorized to do so by the members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

## **SECTION 12 – NOTICES**

**12.1 Method of Giving Notice.** Any notice (which term includes any communication or document) to be given, send, delivered or served pursuant to the Act, the Letters Patent, the By-Laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his recorded address, or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means or prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency, or its representative, for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

**12.2 Signature to Notices.** The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.



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

**12.4 Proof of Service.** A certificate of the President, a Vice-President, the Secretary or the Treasurer or any other officer of the Corporation in office at the time of the making of the certificate in relation to the mailing or delivery of any notice to or demand upon any member, director, officer or auditor or in relation to the publication of any notice or demand shall be conclusive evidence thereof and shall be binding on every member, director, 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, officer or auditor, or the non-receipt of any notice by any such person or any error in notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

**[End of By-Law]**