

Ontario Native Education Counselling Association

By-Law No. 1

TABLE OF CONTENTS

<u>Section Heading</u>	<u>Page No.</u>
1. INTERPRETATION-----	4
2. HEAD OFFICE -----	5
3. MEMBERSHIP CLASSES -----	5
4. MEMBERS' RIGHTS -----	6
5. ADMISSION TO MEMBERSHIP -----	7
6. TERMINATION AND RESIGNATION OF MEMBERSHIP -----	8
7. MEMBERSHIP DUES-----	8
8. MEMBERS' MEETINGS-----	8
9. THE BOARD OF DIRECTORS-----	10
10. THE BOARD OF DIRECTORS: ELECTIONS-----	11
11. THE BOARD OF DIRECTORS: TERM OF OFFICE-----	11
12. THE BOARD OF DIRECTORS: VACANCIES-----	12
13. THE BOARD OF DIRECTORS: QUORUM -----	13
14. THE BOARD OF DIRECTORS: MEETINGS -----	13
15. THE BOARD OF DIRECTORS: VOTING -----	14
16. THE BOARD OF DIRECTORS: POWERS AND DUTIES-----	14
17. OFFICERS -----	15
18. OFFICERS' DUTIES-----	16

19. OFFICERS' TERM OF OFFICE -----	17
20. THE EXECUTIVE COMMITTEE-----	17
21. EXECUTION OF DOCUMENTS-----	18
22. BOOKS AND RECORDS-----	18
23. BANK ACCOUNTS AND CHEQUES-----	18
24. BORROWING -----	19
25. FINANCIAL YEAR-----	19
26. AUDITORS-----	19
27. INDEMNITIES TO DIRECTORS AND OFFICERS -----	19
28. REMUNERATON OF DIRECTORS AND OFFICERS -----	20
29. CONFLICT OF INTEREST-----	20
30. ADJOURNMENTS -----	20
31. DISSOLUTION OF THE ASSOCIATION-----	20
32. AMENDMENT OF BY-LAWS-----	20
33. EFFECTIVE DATE -----	21

ONTARIO NATIVE EDUCATION COUNSELLING ASSOCIATION

BY-LAW NO. 1

A by-law relating generally to the transactions of the affairs of the Ontario Native Education Counselling Association.

BE IT ENACTED as a by-law of the Ontario Native Education Counselling Association as follows:

1. INTERPRETATION

- 1.1 The name of the corporation shall be the "Ontario Native Education Counselling Association" (the "Association")
- 1.2 The objectives of the Association are those which are set out in the Letters Patent and Constitution of the Association which may be amended from time to time
- 1.3 In this by-law, the following terms shall have the following meanings. In the event of a conflict between these meanings and any other provisions of these by-laws, the other provisions shall prevail:
 - a) "AGM" means the Annual General Meeting;
 - b) "Association" means the Ontario Native Education Counselling Association;
 - c) "Board of Directors" means the entirety of Directors, including all District Directors and Executive Committee Directors, who together are charged with the management of the property, affairs and business of the Association;
 - d) "Director" means a person elected or appointed to the Association's Board of Directors as either a District Director or Executive Committee Directors;
 - e) "District" means one of the Association's territorial districts;
 - f) "District Director" means a person elected or appointed to the Board of Directors in regard to one of the Association's territorial districts;
 - g) "Executive Committee" means a committee of the Board of Directors which is comprised of the Association's Officers;
 - h) "Executive Committee Director" means the Directors who are such by virtue of being Officers of the Association;
 - i) "Member" means the Active, Associate, Life, Honorary and Student Members of the Association;

- j) "Native" means the Aboriginal peoples of Canada which includes persons who are Indian (registered and non-status), Metis or Inuit;
- k) "Officer" means a person elected or appointed to an office of the Association including, but not necessarily limited to the President, Past-President, Vice-President, Secretary and Treasurer of the Association; and
- l) "Voting Member" means a Member whose membership class entitles them to vote at meetings of members.

2. HEAD OFFICE

- 2.1 The head office of the Association shall be located at such place in the province of Ontario as the Board of Directors may determine from time to time.

3. MEMBERSHIP CLASSES

- 3.1 The membership shall be divided into the following classes:

- a) **Active Members**, who shall be persons employed as Native Student Counsellors in the province of Ontario;
- b) **Associate Members**, who shall be persons working in a supportive role in the field of education in the province of Ontario;
- c) **Life Members**, who shall be persons who were previously employed as Native Student Counsellors in the province of Ontario for a minimum of ten (10) years and who are retired and who have been Active Members of the Association for a minimum of ten (10) years and who have performed some distinguished service in the furtherance of the goals of the Association and who are admitted as a Life Member by resolution of the Board of Directors;
- d) **Honorary Members**, who shall be persons who wish to support the aims of the Association and/or have performed some distinguished service in the furtherance of the goals of the Association and who are admitted as an Honorary Member by resolution of the Board of Directors;
- e) **Student Members**, who shall be students enrolled in an educational program in the province of Ontario who wish to support the goals of the Association.

- 3.2 In addition to the above membership classes, each member shall be assigned to one of the Districts below. Such assignment shall be made by the Board of Directors, or any employee of the Association charged with doing so by resolution of the Board of Directors. All such decisions shall be final. The Districts are:

- | | |
|-----------------|-----------------|
| 1. Brantford | 2. Fort Frances |
| 3. Georgian Bay | 4. James Bay |
| 5. Kenora | 6. Lakehead |
| 7. London | 8. Nakina |

- 9. Peterborough
- 11. Sudbury

10. Sioux Lookout

4. MEMBERS' RIGHTS

4.1 **Active Members** in good standing are entitled to:

- a) attend all meetings of Members and received notification of such meetings;
- b) become a Director and/or Officer of the Association, after having been a Member for a minimum of three (3) months; and
- c) one (1) vote on each question arising at any meeting of Members, after having been a Member for a minimum of three (3) months.

4.2 **Associate Members** in good standing are entitled to:

- a) attend all meetings of Members and receive notice of such meetings;
- b) to become a Director and/or Officer of the Association, after having been a Member for a minimum of three (3) months; and
- c) One (1) vote on each question arising at any meeting of Members, after having been a Member for a minimum of three (3) months.

4.3 **Life Members** in good standing are entitled to:

- a) attend all meetings of Members and receive notice of such meetings;
- b) one (1) vote on each question arising at any meeting of Members;
- c) exemption from annual membership dues and conference registration fees; and
- d) provide support and act in an advisory capacity to the ONECA Board of Directors;

Life Members in good standing are not entitled to:

- a) become a Director or Officer of the Association and will hold one seat to act in an advisory capacity to the Board of Directors

4.4 **Honorary Members** in good standing are entitled to:

- a) attend all meetings of Members and receive notice of such meetings;
- b) exemption from annual membership dues.

Honorary Members in good standing are not entitled to:

- a) vote at any meetings of Members;

b) become a Director or Officer of the Association.

4.5 **Student Members** in good standing are entitled to:

a) attend all meetings of Members and receive notice of such meetings; and

b) exemption from annual membership dues.

Student Members in good standing are not entitled to:

a) vote at any meetings of Members;

b) become a Director or Officer of the Association.

4.6 All Members are responsible for maintaining regular contact with their District Director regarding the Association and for providing the Association's Secretary or Head Office with up-to-date contact information for the purpose of receiving meeting notices.

4.7 Membership in the Association is not transferable or assignable.

5. **ADMISSION TO MEMBERSHIP**

5.1 **Admission to Active, Associate and Student Membership:** Applications for such membership shall be submitted, together with any membership dues, to the Board of Directors at the Association's Head Office. Any such Member who ceases to be employed in the education field or ceases to be a student, shall retain their membership for the duration of the membership year.

5.2 **Admission to Life or Honorary Membership:** Applications for such membership shall be submitted, for consideration and acceptance by resolution, to the Board of Directors at the Association's Head Office.

5.2 All Members shall be admitted as such by resolution of the Board of Directors. Upon such admission, each Member shall be promptly informed by the Secretary of (i) their admission as a Member; (ii) the class of their membership; (iii) the entitlements of that class of membership; and (iv) the District to which their membership pertains.

5.3 The Board of Directors shall consider all applications for membership that include sufficient information to allow the Board to determine whether the applicant is eligible to be a Member and what category of membership is being applied for. Any membership form shall state that all information provided for consideration by the Board of Directors will be maintained as confidential with disclosure only in accordance with any applicable laws.

5.4 The Secretary of the Board of Directors shall maintain an up-to-date membership list which shall be presented to the Board of Directors bi-annually for ratification.

5.5 The membership list shall remain and be maintained at the Head Office of the Association.

6. TERMINATION AND RESIGNATION OF MEMBERSHIP

- 6.1 Any Member may be removed from membership for cause, after a hearing and a majority vote and resolution of the Board of Directors in favour of the removal. Such “cause” includes, but is not necessarily limited to, (i) failure to adhere to any codes of conduct, or similar guidelines, that may be applicable to the Association; and/or (iii) involvement in an activity or action that is intended to interfere with the operations, funding or program and service delivery of the Association. The Member will be given prior notice of any meeting in which their membership termination is being considered and will be provided the opportunity to address and respond to the Association’s concerns prior to the Board of Directors making any decision on termination. All decisions regarding the termination of membership by the Board of Directors are final.
- 6.2 Members may resign from the Association by sending an express written notice of resignation to the Secretary or Board of Directors at the Association’s Head Office. The resignation is effective upon the date of the notice of resignation or upon acceptance by resolution of the Board of Directors, whichever is earlier.
- 6.3 In case of resignation, the Member shall remain liable for payment of any membership dues or other sum levied which became payable by him or her to the Association prior to the effective date of his or her resignation.

7. MEMBERSHIP DUES

- 7.1 Members’ Annual dues and late fees, if any, shall be in an amount determined by the Voting Members at the AGM, on the recommendation of the Board of Directors.
- 7.2 The membership year shall be from April 1st to March 31st of the following year. Annual membership dues, if any, are to be paid by March 31st of each year.
- 7.3 The Secretary of the Board of Directors shall notify Members in writing of any outstanding annual dues payable to the Association. If such dues are not paid within thirty (30) days of the date of such notice, that Member’s membership shall be automatically suspended until such time as the outstanding dues are paid in full. During the period of suspension, that Member shall cease to be a Member in good standing of the Association and shall not be entitled to any of the entitlements of membership. Upon payment of any outstanding dues, the period of suspension shall cease and the Member’s status shall continue as if the suspension had never occurred.
- 7.4 All applicable membership dues must be paid in full prior to the commencement of any Members’ meeting in order for that Member to be entitled to vote at that Members’ meeting.
- 7.5 Life Members, Honorary Members and Student Members are not required to pay any membership dues.

8. MEMBERS’ MEETINGS

- 8.1 There shall be at least one (1) Members' meeting each year, designated as the Annual General Meeting (the "AGM"), which shall be held at a date, time and place as determined by the Members at the previous AGM of the Association. When for any reason a date, time and/or place of the next AGM cannot be decided upon by the Members at the AGM, or where changes to such date, time and/or place must subsequently be made for any reason whatsoever, the Board of Directors shall make the decisions regarding the date, time and/or place of the AGM.
- 8.2 Immediately prior to each AGM, the Members of each District shall hold a meeting of the Members of their District for the purpose of electing a District Director. Notice of such District Members' Meetings shall be included in the notice to Members for each AGM.
- 8.3 Additional meetings of the Members may be called by the Board of Directors or the President or Vice-President at any time.
- 8.4 On receipt of a petition requesting a meeting of Members which is signed by a minimum of ten percent (10%) of the Voting Members of the Association and which is deposited or delivered to the Association's Head Office, the Board of Directors shall call a special Members' meeting within thirty (30) days from the date of the deposit or delivery of the petition. Such petitions must state the nature of the business to be conducted at the Members' meeting.
- 8.5 **NOTICE OF MEETINGS:** Written, email or facsimile notice of Members' meetings shall be given to Members not less than ninety (90) days prior to the AGM and not less than thirty (30) days prior to all other meetings of the Members. Notice of any Members' meeting shall include the date, time and place of the meeting.
- 8.6 Any meetings of Members may be held at any date, time and place without such notice if all the Voting Members of the Association are present. At such meetings, any business may be transacted which may otherwise be transacted at any such Members' meeting.
- 8.7 Notice shall be sent to the Members at the mailing or email address or facsimile number as appears in the books of the Association, or, if no address is contained in the records, then to the last address of such Members known to the Secretary of the Board of Directors. Members bear the responsibility of notifying the Secretary or the Association's Head Office of any changes to their contact information.
- 8.8 The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed by the President or Secretary of the Board of Directors.
- 8.9 No error or omission in giving notice of any meeting of Members shall invalidate such meeting or make void any proceedings taken at that meeting. Any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.

- 8.10 The statutory declaration of the Secretary of the Board of Directors that notice has been given pursuant to this by-law shall be sufficient evidence of the giving of such notice
- 8.11 **QUORUM:** A quorum for the transaction of business at a Members' meeting shall consist of not less than two-thirds of the total Voting Members present in person at the said meeting. No business can be properly transacted unless this quorum requirement is fulfilled.
- 8.12 **VOTING:** At all meetings of Members every question shall be decided by majority of votes of the Voting Members present in person, unless otherwise required by statute or by-law of the Association. Every question shall be decided by a show of hands, unless a poll is demanded by any Voting Member. The demand for a poll may be withdrawn. If a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Voting Members present in person. All such polls shall be taken in the manner the chairperson of the Members meeting shall direct. The result of the poll shall be deemed the decision of the Members upon the matter in question.
- 8.13 A declaration by the chairperson of the Members' meeting that a motion or resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of votes in favour of or against the motion or resolution.
- 8.14 In the case of an equality of votes at any Members' meeting, whether by a show of hands or by a poll, the chairperson shall be entitled to a second or casting vote.
- 8.15 Agenda items to be presented at the AGM must be approved for distribution by the Board of Directors prior to the AGM.

9. THE BOARD OF DIRECTORS

- 9.1 The property, affairs and business of the Association shall be managed by a Board of Directors comprised of a minimum of eight (8) Directors and a maximum of eighteen (18) Directors, each of whom at the time of his or her election, or within ten (10) days thereafter, and throughout his or her term of office, shall be a Voting Member of the Association.
- 9.2 The Board of Directors shall consist of (i) one Director for each of the Districts listed below (referred to herein as "District Directors"); and (ii) the Association's Executive Committee Officers who shall hold the position of Director by virtue of being Officers (referred to herein as "Executive Committee Directors"). The Districts are:

- | | |
|-----------------|-------------------|
| 1. Brantford | 2. Fort Frances |
| 3. Georgian Bay | 4. James Bay |
| 5. Kenora | 6. Lakehead |
| 7. London | 8. Nakina |
| 9. Peterborough | 10. Sioux Lookout |
| 11. Sudbury | |

10. THE BOARD OF DIRECTORS: ELECTIONS

- 10.1 **EXECUTIVE COMMITTEE DIRECTORS:** The Association's President, Vice-President, Secretary and Treasurer (referred to herein as the "Executive Committee Officers") are *ex officio* Directors of the Association and shall be elected to such offices in accordance with the by-law provisions pertaining to the Executive Committee.
- 10.2 **DISTRICT DIRECTORS:** One Director for each of the Districts listed herein shall be elected by the Voting Members associated with such Districts at the meeting of that District's Members that is held immediately prior to the AGM. In the event one or more of the Districts does not elect a Director at such meeting, for any reason whatsoever, the Board of Directors shall appoint a Member of that District, or if necessary, any other qualified Member of the Association, to the Board of Directors at the first meeting of the Board of Directors following the AGM, or as soon as reasonably possible thereafter.
- 10.3 District Directors shall be nominated and elected by secret ballot at the District Members' meeting held immediately prior the AGM in accordance with the rules and procedures that may be established by the Elections Committee. The Elections Committee shall be appointed by resolution of the Board of Directors and shall operate in accordance with any conditions or guidelines that may be established by the Board of Directors.
- 10.4 Life Member Representative shall be selected by consensus within the Life Membership Group and must be present at the Life Member Group Annual Meeting prior to the ONECA Annual Conference.
- 10.5 Only Active and Associate Members in good standing shall be eligible for the positions of District Directors.
- 10.6 Only Active and Associate Members in good standing shall be entitled to nominate or second persons for the position of District Director.
- 10.7 In order to accept a nomination to the position of District Director, the Member must be either present in person or have explicitly indicated such acceptance in writing or by email to the Secretary or the Association's Head Office prior to or during such meeting.
- 10.8 Persons elected to the position of District Director may also hold one (1) Executive Committee office.

11. THE BOARD OF DIRECTORS: TERM OF OFFICE

- 11.1 **TERM OF EXECUTIVE COMMITTEE DIRECTORS:** Executive Committee Directors shall continue to be Directors so long as they are also an Officer of the Association in accordance with the provisions of these by-laws.
- 11.2 **TERM OF DISTRICT DIRECTORS:** District Directors shall be elected by the Members, or appointed by the Board of Directors, for a term which shall continue until

the next meeting of the District Members that is held immediately prior to the next AGM.

11.3 **TERM OF LIFE MEMBER:** The term of a Life Member Representative will remain consistent with the Term of District Directors as stated in 11.2.

12. THE BOARD OF DIRECTORS: VACANCIES

12.1 The Executive Committee, District Directors and the Life Member Representative shall be deemed to have automatically vacated his or her position if he or she:

- a) resigns from his or her position of Director and/or Officer of the Association by explicit notice in writing to the Board of Directors or the Secretary;
- b) fails to attend three (3) consecutive meetings of the Board of Directors;
- c) ceases to be an Active or Associate Member of the Association;
- d) is removed from the position of Director in accordance with the provisions of the Association's by-laws;
- e) ceases to be an Officer, unless he or she was also elected or appointed, and otherwise continues to be, a District Director of the Association;
- f) becomes bankrupt or suspends payment or compounds with his or her creditors or makes an authorized assignment or is declared insolvent;
- g) is found to be mentally incompetent or becomes of unsound mind; or
- h) dies.

12.2 Any Director may be removed from the position of Director by resolution of the Board of Directors, at a meeting of Directors where notice of the potential removal has been provided to all Directors. The Board of Directors may pass such resolution where it determines that a Director has failed to adhere to any codes of conduct that may apply to the Association or has caused harm to the reputation or affairs of the Association. The Secretary shall immediately notify the Director of his or her removal by letter.

12.3 Any Director may be removed from the position of Director by the Voting Members of the Association, at a meeting specifically called for the purpose of the removal of that Director, by a resolution of two-thirds of the Voting Members present in person.

12.4 Any Officer who is removed from or vacates the position of Director or otherwise ceases to be eligible or qualified to be a Director, for any reason whatsoever, shall also automatically cease to be an Officer of the Association.

12.5 If the number of Directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase shall be deemed to have occurred. Such vacancy or vacancies shall be filled in the same manner as other Director vacancies.

- 12.6 So long as a quorum of the Directors remain in office, any vacancy, howsoever caused, may be filled for the remainder of the term by the Board of Directors from among qualified Members of the Association. Otherwise, the vacancy shall be filled at the next meeting of Members in which elections occur.
- 12.7 If a quorum of Directors does not remain in office, the remaining Directors shall immediately call a meeting of the Members to fill the vacancy. If the number of Directors should fall below a quorum, the Board of Directors shall not act in the affairs of the Association save for the purpose of calling a meeting of the Members of the Association to fill vacancies on the Board of Directors.

13. THE BOARD OF DIRECTORS: QUORUM

- 13.1 A majority of the currently elected Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Where there are vacancies on the Board of Directors, the remaining Directors may exercise all of the powers of the Board of Directors so long as a quorum of the Board of Directors remains in office.

14. THE BOARD OF DIRECTORS: MEETINGS

- 14.1 Meetings of the Board of Directors may be held at any cost-effective location that it may from time to time determine.
- 14.2 Board of Directors meetings may be formally called by (i) the President or Vice-President, together with the Secretary; or (ii) on the direction in writing of any two other Directors. Notice of Board of Directors' meetings shall be delivered, telephoned, emailed or faxed to each Director not less than twenty four (24) hours before the meeting is to take place. Alternatively, notice of Board of Directors' meetings may be mailed to each Director not less than fourteen (14) days before the meeting is to take place.
- 14.3 The Board of Directors may by resolution appoint a day or days in any month or months for regular meetings of the Board of Directors. Any such resolution will include the day, time and place at which such meetings are to be held. A copy of any such resolution shall be immediately provided to each Director and shall constitute full and sufficient notice of any such meetings of the Board of Directors. Board of Directors' meetings may be held at any time without notice if all the Directors are present, or if a quorum is present and those Directors who are absent have given their consent in writing, by fax or by any other form of transmitted or recorded message, to the meeting taking place in their absence. Any resolution passed, or proceeding had, or action taken at such meeting shall be as valid and effectual as if it had been passed at or taken at a meeting duly called and constituted.
- 14.4 No error or omission in giving notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any Directors' meeting and may ratify and approve of any or all proceedings taken or had thereat. Attendance

at any Board of Directors' meeting without notice of said meeting constitutes a waiver of notice of that meeting.

15. BOARD OF DIRECTORS: VOTING

- 15.1 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of those present in person or participating by teleconference. The chairperson of the Board of Directors meeting shall have a second or casting vote in the event of an equality of votes on any question.
- 15.2 All votes shall be by a show of hands unless a Director demands that a vote be taken by ballot. If a Director demands that a vote be taken by ballot, each Director will vote by secret ballot in writing. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution.

16. THE BOARD OF DIRECTORS: POWERS AND DUTIES

- 16.1 The Board of Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as the Center is by its charter or otherwise authorized to exercise and do.
- 16.2 Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they deem advisable.
- 16.3 The Board of Directors may from time to time borrow money on the credit of the Association; issue, sell or pledge securities of the Association; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.
- 16.4 From time to time the Board of Directors may authorize any Director, Officer or employee of the Association to make arrangements with reference to the monies borrowed or to be borrowed and as to the terms and conditions of the loan, and as to the securities to be given, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

- 16.5 The Board of Directors shall ensure that proper books, accounts, records and documents are maintained by the Association in accordance with all applicable statutes.
- 16.6 The Board of Directors shall exercise all the powers of the Association that are not by statute or this by-law required to be exercised by the Members of the Association.
- 16.7 The Board of Directors may prescribe any rules, policies or regulations in relation to the management and operation of the affairs of the Association as it deems necessary and expedient, provided that such rules or regulations are not inconsistent with any by-law or statute.
- 16.8 The Board of Directors may delegate to the Executive Committee, or any other committee, or any employee it may engage, any powers of the Board of Directors unless it is prohibited by statute or by-law from doing so. The Board of Directors may appoint any committee deemed necessary for the successful operation of the Association
- 16.9 In addition to their other powers and duties, the District Directors of the Association shall (i) encourage on-going communication among the Members in his or her District; (ii) report any pertinent information from the Board of Directors back to the Members in his or her District; (iii) promote professional development in his or her District; and (iv) promote membership in the Association to persons performing the duties of Native student counsellor in his or her District.

17. OFFICERS

- 17.1 There shall be a President, Past President, Vice-President, Secretary, Treasurer, and such other Officers that the Board of Directors may determine from time to time by resolution (referred to collectively as the "Executive Committee"). One person may not hold more than one office at a time.
- 17.2 Officers are, by virtue of holding such office, also Directors of the Association. Upon ceasing to be an Officer, such person shall also automatically cease to be a Director, unless he or she was also elected or appointed as one of the Association's District Directors.
- 17.3 The Officers shall be elected by the Voting Members from among the qualified Members at the AGM, with the exception of the Past-President. If no election is made, the persons holding office shall continue to hold office until successors are elected. A vacancy occurring from time to time, for any reason whatsoever, may be filled by resolution of the Board of Directors from among the qualified Members of the Association. The office of Past-President is not an elected position and is filled automatically by the outgoing President. In the event that a Past-President is not able to serve, or is only able to serve part of the term, the other previous Past-Presidents will be considered in chronological order, with the most recent being approached first.
- 17.4 Any Officer may be removed from their office by resolution of the Board of Directors, at a meeting of Directors where notice of the potential removal has been provided to all

Directors. The Board of Directors may pass such resolution where it determines that an Officer has failed to adhere to any codes of conduct that may apply to the Association or has caused harm to the reputation or affairs of the Association. The Secretary shall immediately notify the Officer of his or her removal by letter. Any Officer who is removed from or vacates such position, for any reason whatsoever, shall also automatically cease to be a Director of the Association.

18. OFFICERS' DUTIES

- 18.1 **PRESIDENT:** The President shall, when present, preside over all Members', Board of Directors, and Executive Committee meetings of the Association. The President shall (i) monitor the general management and supervision of the affairs and operations of the Association; (ii) with the Secretary, or other Officer appointed by the Board of Directors for that purpose, sign all by-laws and certificates; (iii) call meetings of the Executive Committee, as circumstances warrant; (iv) act as the spokesperson and representative for the Association in public relations, as necessary; (v) act as a signing Officer; (vi) serve as an *ex-officio* Member of all Board of Directors' committees except the Elections Committee; and (vii) perform such other duties as may from time to time be assigned to him or her by the Board of Directors.
- 18.2 **PAST-PRESIDENT:** The Past-President shall attend, and be eligible to vote at, all meetings of the Association, as applicable, including meetings of the Board of Directors and Executive Committee.
- 18.3 **VICE-PRESIDENT:** During the absence or inability of the President to perform his or her duties and powers, the President's duties and powers shall be exercised by the Vice-President. If the Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference to such absence or inability. The Vice-President shall also (i) act as a signing Officer; and (ii) perform such other duties as may from time to time be assigned to him or her by the Board of Directors.
- 18.4 **SECRETARY:** The Secretary shall (i) record all facts and minutes of all proceedings of meetings of the Members, Board of Directors and Executive Committee in the books kept for that purpose; (ii) ensure that all notices required to be given to the Members and to Directors are given in accordance with the provisions of the Association's by-laws; (iii) be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in that resolution; and (iv) perform such other duties as may from time to time be determined by the Board of Directors.
- 18.5 **TREASURER:** The Treasurer shall (i) be responsible for the management of the finances of the Association and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such financial institution(s) as may be approved by resolution of the Board of Directors; (ii) disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers thereof (iii) keep full and accurate accounts of all receipts and expenditures of the Association; (iv) ensure that all accounts of the Association are paid as per the

Association's Finance Policy; (v) ensure the Association's annual audit is completed at least 120 days prior to the end of the Association's fiscal year for presentation at the AGM; (vi) act as a signing Officer; (vii) report to the Board of Director at the regular meeting or whenever required of him or her, an account of all transactions as Treasurer and of the financial position of the Association; and (viii) perform such other duties as may from time to time be determined by the Board of Directors. The outgoing Treasurer shall assist the new Treasurer and the Board of Directors, in an advisory and non-voting capacity, for an additional six (6) weeks after the election of a new Treasurer to facilitate the transfer of all financial records and to facilitate the completion of any financial audit.

18.6 **OTHER OFFICERS:** The duties of all other Officers of the Association, if any, shall be such as the terms of their engagement call for or the Board of Directors by resolution requires of them.

18.7 **VARIATION OF DUTIES:** The Board of Directors may from time to time vary, add to, or limit the powers and duties of any Officer.

19. **OFFICERS' TERM OF OFFICE**

19.1 Executive Committee Officers shall be elected for a term that shall continue until such time as immediately prior to the next election of Officers at the Association's AGM. Executive Committee Officers shall be eligible for re-election by the Members.

20. **THE EXECUTIVE COMMITTEE**

20.1 The Officers of the Association shall collectively comprise the Executive Committee of the Board of Directors. The Board of Directors may delegate to the Executive Committee any powers of the Board of Directors, subject to any restrictions that may be required by law, these by-laws or imposed by the Board of Directors.

20.2 The Executive Committee shall take no action inconsistent with any policy established or approved by the Board of Directors.

20.3 At each meeting of the Board of Directors, the Executive Committee shall report on all its actions since its previous report.

20.4 Subject to any limitations and directions that the Directors may make and give from time to time, the Executive Committee may exercise all the powers of the Board of Directors when the Board of Directors is not in session

20.5 The Executive Committee shall have a quorum of three (3).

20.6 The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken and which shall be submitted as soon as possible to the Board of Directors.

20.7 The Executive Committee may make its own regulations for the conduct of its affairs including the calling and holding of its meetings; but until such regulations are made,

and in all respects not covered by such regulations, the provisions of these by-laws relating to the calling and holding of meetings of the Board of Directors shall apply, provided that a quorum of the Executive Committee shall be three (3)

21. EXECUTION OF DOCUMENTS

- 21.1 Deeds, transfers, licenses, contracts, documents or instruments in writing requiring the signature of the Association shall be signed by either the President or Vice-President together with any one of the Secretary or Treasurer of the Association or by any two Officers of the Association authorized by the Board of Directors by resolution. All contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- 21.2 Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Secretary, Treasurer or any person authorized by resolution of the Board of Directors.
- 21.3 The President, Vice-President, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors by resolution may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Association.
- 21.4 Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

22. BOOKS AND RECORDS

- 22.1 The Board of Directors shall ensure that all necessary books and records of the Association required by the Association's by-laws or by any applicable statutes are regularly and properly kept.

23. BANK ACCOUNTS AND CHEQUES

- 23.1 The Association's securities and bank accounts shall be deposited for safekeeping in such chartered bank, trust company, or other firm or corporation carrying on a banking business as the Board of Directors by resolution may determine.
- 23.2 Cheques on the bank accounts, drafts drawn, or accepted by the Association, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn accepted or

23.3 Cheques and other negotiable paper may be endorsed for deposit to the credit of the Association's bank account by such Officer or Officers or agent or agents of the Association as the Board of Directors may name in a resolution for that purpose or they may be endorsed for such deposit by means of a stamp bearing the Association's name.

24. BORROWING

24.1 The Board of Directors may from time to time:

- a) borrow money on the credit of the Association; or
- b) charge, mortgage or pledge all or any of the real or personal property of the Association, including all book debts, rights, powers and undertakings, to secure any securities or any money borrowed, or other debt or any other obligation or liability of the Association.

24.2 The word "**securities**" in this paragraph means bonds, debentures, debenture stock or other like liabilities of the corporation whether constituting a charge on the property of the Association or not.

24.3 The Board of Directors may from time to time authorize any Officer of the Association to manage, transact or settle the borrowing of money by the Association.

24.4 The Board of Directors may authorize any Officer of the Association to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes of borrowing money and to draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instrument and the same and all renewals or substitutions so signed shall be binding upon the Association.

25. FINANCIAL YEAR

25.1 The financial year of the Association shall end on the 31st day of March in each year, unless and until otherwise ordered by resolution of the Board of Directors.

26. AUDITORS

26.1 The Voting Members shall, at each AGM, appoint an auditor(s) of the Association to audit the accounts of the Association and to hold office until the next AGM. If not so appointed, the auditor in office continues to old office until the next AGM or until a successor or successors are appointed.

27. INDEMNITIES TO DIRECTORS AND OFFICERS

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

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

28. REMUNERATION OF DIRECTORS AND OFFICERS

28.1 Directors and Officers shall receive no remuneration for acting as such; provided that a Director or Officer may be paid reasonable expenses incurred by him or her in the performance of duties.

29. CONFLICT OF INTEREST

29.1 No Director or Officer shall be incapacitated from holding office, nor shall her or she vacate his or her office by reason of being concerned, interested in or participating in the profits of any contract entered into, or work done for the Association, provided that the Director or Officer who is any way directly or indirectly interested in a proposed contract with the Association shall declare his or interest at a meeting of the Directors and/or Officers of the Association and such Director or Officer shall not participate or vote as a Director or Officer in respect of any meeting considering such contract or agreement in which he or she is interested directly or indirectly.

30. ADJOURNMENTS

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

31. DISSOLUTION OF THE ASSOCIATION

31.1 Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed to a recognized registered charitable organization.

32. AMENDMENT OF BY-LAWS

32.1 This by-law may be amended by resolution of the Board of Directors and affirmed by resolution of the Voting Members of the Association at a Members meeting called for the purpose of amending the by-laws. A Members' resolution to affirm the by-law amendment must be passed by at least two-thirds of the votes of the Voting Members cast in person at the Members' meeting to be affirmed. By-laws amended by resolution of the Board of Directors shall, unless affirmed at a meeting of the Members, have force only until the next AGM, and in default of confirmation at such AGM shall at that time cease to exist.

33. EFFECTIVE DATE

ENACTED AS BY-LAW 1, by the Directors of the Association at a meeting duly called and regularly held and at which a quorum was present on the ____18th____day of ____May_____, 2011_.

SECRETARY

PRESIDENT

THE FOREGOING BY-LAW 1, as enacted by the Directors, is hereby confirmed without variation by a majority of the Members entitled to vote at a meeting of Members at which a quorum was present, duly called and regularly held on the ____18th____ day of ____May_____, 2011_.

SECRETARY

PRESIDENT