

**Ontario Association of Certified  
Engineering Technicians and Technologists**

## **BY-LAW 20**

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**OACETT**  
The Technology Professionals In Ontario

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## **BY-LAW 20**

### **BY-LAWS OF THE ONTARIO ASSOCIATION OF CERTIFIED ENGINEERING TECHNICIANS AND TECHNOLOGISTS**

#### **FORMER BY-LAWS**

As of the coming into force of this By-law, all former by-laws of the Association are hereby repealed and this By-law is enacted in their place and stead except as herein expressly stated.

#### **FORMER POLICIES AND PRACTICES**

Such repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Certified Members or of the Board of Directors with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

#### **THE ACT**

The provisions of this By-law are intended to be in accordance with (i) the provisions of the Ontario Association of Certified Engineering Technicians and Technologists Act 1998, Chapter Pr 7 Statutes of Ontario, 1998, Bill Pr 25, (herein called the “**Act**”). Some updated terminology will reflect the equivalent terminology in the Act; and (ii) the *Not-For-Profit Corporations Act* (Ontario) (“**ONCA**”).

Information in the Act is generally not repeated in the By-law; consequently, the Act and the By-law must be read together.

## DEFINITIONS

<b>“Appointed Board Member”</b>	means a Board member selected by the Board of Directors pursuant to Section 3.1.1(c).
<b>“Association”</b>	means OACETT.
<b>“Board member”</b>	means a member of the Board of Directors previously known as a Councillor.
<b>“Board of Directors”</b>	means the governing body of OACETT, previously known as Council and referred to as Council in the Act.
<b>“Certification”</b>	means the process by which an individual submits to an evaluation of their qualifications by the Registration and Professional Practice Committee (RPPC). RPPC then certifies that the individual has met all the requirements for a certification category, in a branch (or discipline) of Engineering Technology or Applied Science recognized by RPPC.
<b>“Certified Member”</b>	means an individual who has been entered into the Register of the Association as a Certified Technician, a Certified Engineering Technician, an Applied Science Technologist or a Certified Engineering Technologist.
<b>“Code of Ethics”</b>	means the code of ethics approved from time to time by the Board of Directors
<b>“Election Year”</b>	means any year in which the Association is required to have an election.
<b>“Ex Officio”</b>	means by virtue of one’s office.
<b>“Member”</b>	means a Certified Member or an Associate Member.
<b>“MESC”</b>	means the OACETT Member Engagement and Services Committee which is responsible for promoting the Engineering and Applied Science Technology profession and for the delivery of services to members and external clients, formerly known as the Professional Affairs and Services Board. The MESC will carry out other duties as mandated by the Board of Directors.
<b>“National Association”</b>	means any national association comprised of representatives of various provincial associations representing engineering technologists and technicians and applied science technologists.
<b>“Nominating Committee”</b>	means the committee established by the Board of Directors and composed of Certified Members for the purpose of determining eligibility of, and recommending candidates for, elected office, the Board of Directors positions and other committees, sub-committees and task forces, and representatives on external boards and committees on which OACETT has representation.

<b>“OACETT”</b>	means the Ontario Association of Certified Engineering Technicians and Technologists.
<b>“Officers”</b>	means the President, Past-President, President-Elect, Registrar, Treasurer and CEO, who are officers of the Association. Other officers may be appointed by the Board of Directors.
<b>“ordinary resolution”</b>	means a resolution that is submitted to a meeting of the members and passed at the meeting, with or without amendment, by at least a majority of the votes cast.
<b>“Past President”</b>	means the former President whose term has most recently expired.
<b>“President”</b>	means the individual who has served a two-year term as President-Elect and is acclaimed to the role. The President serves as Chair of the Board of Directors and of the Annual General Meeting.
<b>“President-Elect”</b>	means the individual elected by Certified members to assist the President and to be acclaimed as President upon the completion of their term.
<b>“Regions”</b>	means the Regions of the province established for the purposes of administration and election by the Board of Directors from time to time in accordance with Section 1.6 of this By-Law and “Regional” shall have a corresponding meaning.
<b>“Register”</b>	means the register of the Association, consisting of a list of names of members of the Association in accordance with the Act and other such information as the Board of Directors considers appropriate.
<b>“Registration”</b>	means the process by which an individual, certified by RPPC as a Certified Technician, a Certified Engineering Technician, an Applied Science Technologist or a Certified Engineering Technologist, is entered into the Register of the Association as a Certified Member of the Association.
<b>“RPPC”</b>	means the Registration and Professional Practice Committee, formerly known as the Institute of Engineering Technology of Ontario. It is committee of the Board of Directors which manages the registration process and certain functions dealing with professional qualification, certification, admissions, discipline, standards and education. RPPC will carry out other duties as mandated by the Board of Directors.
<b>“Rules of Professional Conduct”</b>	means the rules of conduct established from time to time by the Board of Directors.
<b>“Secretary”</b>	means the individual responsible for providing notice of meetings and ensuring that accurate minutes are kept of each meeting. This position may be held by the CEO, at the pleasure of the Board of Directors.

<b>“special resolution”</b>	means a resolution that is submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast.
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## **1. THE ASSOCIATION**

### **1.1 Head Office**

Until changed in accordance with ONCA, the head office of the Association shall be at such location within the Greater Toronto Area in Ontario as determined from time to time by the Board of Directors.

### **1.2 Financing and Banking**

**1.2.1** The financial year of the Association shall end on the thirty-first day of December in each year unless otherwise determined by the Board of Directors by resolution and only on the advice of the auditors of the Association.

**1.2.2** The Association's bank account shall be maintained at such bank or trust company as the Board of Directors by resolution may designate, and all banking business or part thereof, shall be transacted on the Association's behalf as the Board of Directors may, from time to time, authorize by resolution and to the extent provided in such authority.

**1.2.3** Any surplus derived from carrying on the affairs and business of the Association shall be devoted and applied solely in promoting and carrying out its objectives and purposes and shall not be divided among its Members.

### **1.3 Execution of Contracts**

Contracts, documents or instruments in writing requiring the signature of the Association may be signed by

- (a) the CEO, or
- (b) in the absence of the CEO, by the President and Treasurer, or
- (c) in the absence of both the CEO and the Treasurer, by the President and an officer of the Association designated by the Board of Directors; or
- (d) such other persons as the Board of Directors may designate by resolution.

And all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

### **1.4 Auditors**

The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association and to hold office until the next annual meeting, provided that the Board of Directors shall immediately fill any vacancy in the office of the auditor. The Board of Directors shall fix the remuneration of the auditor upon the recommendation of management.



## **1.5 Electronic Communications**

The Board of Directors may, from time to time, establish policies and standards concerning the electronic transmission of Association information and facilitating the Association's activities through the use of electronic means including, but not limited to

- (a) email and other web-based communications with Members and others;
- (b) electronic signatures;
- (c) voting by telephonic or electronic means in compliance with ONCA;
- (d) submission of a proxy
- (e) providing an opportunity for Members to be heard in an electronic format pursuant to Section 2.5;
- (f) notice of meetings
- (g) conducting Board meetings and Members meetings; and
- (h) such other activities as the Board considers necessary or appropriate.

## **1.6 Regions**

The province shall be divided into a minimum of four (4) and a maximum of eight (8) Regions as determined by the Board of Directors from time to time upon recommendation of MESC. The Regional boundaries shall be reviewed and confirmed by MESC no less frequently than every three (3) years (provided that the Board of Directors may review and amend Regional boundaries at any time).

## **2. MEMBERS**

### **2.1 Admission of Members**

The Board of Directors specifically delegates to RPPC the admission of applicants to membership, effective when the Registrar has been advised by RPPC and has recorded the applicant in the Register of the Association.

### **2.2 Classes of Members**

The classes of members are:

- (a) Certified Members comprised of individuals who are Certified Technicians, Certified Engineering Technicians, Applied Science Technologists or, Certified Engineering Technologists and are so registered in the Register of the Association.

- (b) Associate Members comprised of individuals who, while not certified as in (a) above, are in training to become certified and have been listed in the Register of the Association as an Associate in one of the following categories:
  - (i) Associate;
  - (ii) Associate-Student; or
  - (iii) such other category of Associate member as may be established by the Board of Directors on the recommendation of RPPC from time to time, including the categories established for those Associates in the area of road construction.

### **2.3 Member Registration Requirements**

Registration requirements for each of the various classes and categories of Members set out in Section 2.2 together with the rules and procedures for admission to membership shall be determined by RPPC from time to time and reviewed periodically by the Board of Directors.

### **2.4 Resignation of Member**

**2.4.1** Any Member may resign by a written submission to the Registrar.

**2.4.2** A Member is deemed to have resigned if six (6) months after the annual invoice date their dues remain unpaid, subject to Section 8.1.2. Notwithstanding the foregoing, RPPC may, in cases of illness, disability, financial hardship or other extenuating circumstances, reinstate a Member who has been deemed to have resigned pursuant to this Section, and may waive some or all of the conditions for reinstatement established by the RPPC.

**2.4.3** Associates listed in the Register of the Association after July 01, 2005 may have a date established by RPPC by which they must become certified. Failure to achieve certification by the date specified for certification in any notification received by the Associate from the Association shall result in a transfer to the CPD program, with the Associate's cycle beginning the following January.

### **2.5 Discipline, Suspension and Expulsions of Members**

RPPC, after giving notice and providing an opportunity to be heard in accordance with ONCA and the RPPC Rules, may reprimand, suspend or expel a Member, either absolutely or on condition for:

- (a) professional misconduct as defined in this By-law, the Rules of Professional Conduct or the Code of Ethics;
- (b) incompetence, as defined in the rules established by RPPC.

### **3. THE BOARD OF DIRECTORS**

#### **3.1 Board Members**

**3.1.1** The affairs of OACETT shall be managed by a Board of Directors, referenced in Section 4 of the Act as “Council”, comprised of the following members:

- (a) the following Board Members, each of whom shall be a Certified Member, shall be elected or acclaimed:
  - (i) one Member from each Region established pursuant to Section 1.6;
  - (ii) the President-Elect; and
  - (iii) the Chair of the Young Professionals Committee;
- (b) the following persons shall be Board members by virtue of their office;
  - (i) the President, who shall be Chair, upon completion of their term as President-Elect; and
  - (ii) the Past-President, upon completion of their term as President;
- (c) subject to Section 3.1.2, such additional Board members as may be nominated by the Board of Directors which may include representatives from other professional organizations, the public, government or educational institutions (“**Appointed Board Members**”); and
- (d) the Chief Executive Officer (CEO), Ex-Officio, in a non-voting capacity.

**3.1.2** Not less than fifty-one per cent of Board Members must be elected (or acclaimed) by Certified Members.

#### **3.2 Qualification of Board Members**

##### **3.2.1 Eligibility for Board Members**

In addition to any Regional requirements or specific requirements for a particular office, every prospective Board Member shall meet the qualification criteria under ONCA:

- (a) shall be an individual;
- (b) shall not be less than eighteen (18) years of age;
- (c) shall not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property;
- (d) shall not have been found incapable by any court in Canada or elsewhere; and

- (e) shall not have the status of bankrupt.
- 3.2.2** Board members representing a Region must be resident or employed in the Region in which they are nominated.
- 3.2.3** A Board Member who at the time of election or acclamation was a Certified Member who ceases to be a Certified Member in good standing shall cease to be a Board Member unless otherwise approved by the Board of Directors.
- 3.2.4** No person shall accept a nomination for more than one elected position of the Association at any one time.
- 3.2.5** No person who has served as President of the Association shall accept a nomination for the office of President-Elect during the five (5) years immediately following that person's serving as President of the Association. No person who has served as Past-President of the Association shall accept a nomination for Board member during the two (2) years immediately following that person's serving as Past-President of the Association.
- 3.2.6** Candidates for election as President-Elect shall have served (i) a minimum of four (4) years as a Board Member or (ii) a minimum of two (2) years as a Board Member and a minimum of two (2) years as a member of a provincial-level committee.
- 3.2.7** A voting Board Member shall not serve as a Trustee of a Foundation established by the Association.
- 3.2.8** A Board Member ceases to hold office when the Board Member:
  - (a) dies or resigns;
  - (b) is removed in accordance with the By-law; or
  - (c) becomes disqualified under ONCA, Section 3.2.1 or ceases to be qualified under Section 3.2.3

A resignation of a Board Member becomes effective at the time the written resignation is received by the Association or at the time specified in the resignation, whichever is later.

### **3.2.9 Waiver of Qualifications**

Notwithstanding any other provision in this By-law, in the event of a vacancy arising on the Board of Directors and the members of the Nominating Committee reasonably believe that an appropriate qualified candidate is not available, the Nominating Committee shall be entitled to recommend any candidate to fill such vacancy who does not meet the minimum service requirements or consecutive term requirements set out elsewhere in this By-law, provided that (i) the Nominating Committee shall provide not less than twenty-one (21) days notice to the membership that, in light of the vacancy, it will be considering candidates who do not fully meet the qualification requirements, and (ii) in no event shall

the Nominating Committee recommend any candidate who does not qualify under Section 3.2.1.

### **3.3 Nomination Process for Board Members**

- 3.3.1** Candidates for the positions of President Elect must be endorsed by at least five (5) Certified Members in good standing.
- 3.3.2** Each candidate for Regional Board member must be endorsed by at least two (2) Certified Members in good standing within the Region such candidate is to represent.
- 3.3.3** A call to serve on the Board of Directors will be distributed to all Certified Members as soon as practicable after January 1 in each Election Year. The Nominating Committee shall stipulate in the call to serve notification for each Election Year (a) the deadline for submission of applications, (b) the date by which the Nominations Committee will make its selection of Applicants for nomination to the Board of Directors, (c) the date by which Applicants who are not chosen as candidates may notify the Nominating Committee that they intend to put their name forward for election at the Annual General Meeting (an “**Additional Candidate**”) which date shall not be more than five (5) business days following the date specified in (b) above, and (d) the date of the Annual General Meeting for that year.
- 3.3.4** The Nominating Committee will review all applications received and will propose a slate of candidates for election at the Annual General Meeting in an Election Year. The slate of candidates will include, at minimum, one representative from each Region. The slate shall also include the Appointed Board Members proposed by the Board of Directors pursuant to Section 3.1.1(c). In composing the slate, the Nominating Committee will also consider the demographic mix and the mix of competencies as determined by the Board of Directors from time to time.
- 3.3.5** If and to the extent that the Nominating Committee receives notification of any Additional Candidates, the Nominating Committee shall include the Additional Candidate in the election of the Regional Member for the Region in which the Additional Candidate resides.

### **3.4 Term of Office**

- 3.4.1** The term of office for a Board Member representing a Region shall be two (2) years. No Board member shall serve the Association in that capacity for more than six (6) consecutive years which limitation may be waived by the Board of Directors. However, a former Board Member may run for re-election or be reappointed, after an absence of two (2) years.
- 3.4.2** The term of office for Appointed Board Members shall be no more than two (2) years with reappointment at the end of the term. Appointed Board Members may be re-appointed on completion of a term up to a maximum of three (3) consecutive terms, which limitation may be waived by the Board of Directors.

### **3.5 Election Procedure**

- 3.5.1** The Chair of the Nominating Committee will report on its proposed slate at the annual meeting of Members and if applicable, any Additional Candidates. If there are no Additional Candidates, the Members shall vote on the election of the proposed slate. If there is more than one candidate for any Region, the Members shall vote separately on the election of that Region's Member.
- 3.5.2** Following the vote, the Chair of the annual meeting will declare the names of the successful candidates as elected at the annual meeting of Members.

### **3.6 Vacancies**

- 3.6.1** Vacancies in the Board of Directors, however caused, may, so long as a quorum of Board Members remains in office, be filled by the Board Members from among the qualified Certified Members of the Association to hold office for a term expiring not later than the close of the next annual meeting of the Members, or if such vacancy arises from the resignation of a non-Certified Member Board member, from among other suitable candidates, or such vacancy may be filled at the next annual meeting of Members at which the Board Members are elected for the ensuing year.
- 3.6.2** In the event that a replacement is required for the President, then the President-Elect shall, ipso facto, become President without further action by the Board of Directors. If there is less than a year remaining in the departing President's term, the President-Elect shall complete the departing President's term and following which they will fulfill their own full two-year term. If there is more than a year remaining in the departing President's term, the incoming President's two-year term begins at the commencement of the second year of the departing President's term.
- 3.6.3** A vacancy in the office of the President-Elect shall be filled by the calling of a special election by the Board of Directors.
- 3.6.4** A replacement for a Regional Board Member shall be resident or employed in the Region where the vacancy exists at the time of their appointment.

### **3.7 Removal by Certified Members**

The Certified Members of the Association may, by special resolution, remove any or all of the President, President-Elect or the Past-President before the expiration of their term of office, and may, by a ordinary resolution elect any qualified person in their stead for the remainder of their term; provided that the notice calling such special meeting shall contain specific notice of the intention to pass such resolution of removal and election and provide information relating to proposed replacement candidates reasonably sufficient to permit Members to make an informed decision. The Association Secretary shall call such a meeting upon the requisition in writing of one hundred Certified Members in good standing.

### **3.8 Delegation by the Board of Directors**

The Board of Directors may delegate any or all of its powers except where specifically restricted by ONCA. Notwithstanding that the Board of Directors has delegated certain powers, acts, or functions, the Board of Directors has the right and power to require a review of any action taken by those to whom the Board of Directors has made delegation or to require a variation in any act or rules created by those to whom the Board of Directors has delegated some or all its powers.

## **4. THE BOARD OF DIRECTORS MEETINGS, INDEMNIFICATION, CONFLICT OF INTEREST AND POLICY REVIEW**

### **4.1 Place of Meeting, Calling Meetings**

**4.1.1** Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places, as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the members of the Board of Directors are present or those absent have signified their consent to the meeting being held in their absence, whether before or after the meeting is held.

**4.1.2** Meetings of the Board of Directors shall be formally called by the Secretary on the direction of the President, or, in the absence of the President, by the Past President, or in the absence of the Past President, by the President-Elect, or on the direction in writing of one-half of the voting members of the Board of Directors.

**4.1.3** Notice of meetings shall be given personally, delivered by electronic communication media or by any means accepted by the Board of Directors, to each member of the Board of Directors, not later than ten (10) days before the meeting is to take place. The Statutory Declaration of the Secretary or President, President-Elect or Past President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Notwithstanding the foregoing, a notice of any meeting of the Board of Directors may be given as aforesaid not less than forty-eight (48) hours before the time of the meeting in circumstances where the immediate attention or action of the Board of Directors is required.

### **4.2 Chair**

Meetings of the Board of Directors shall be chaired by the President, or in the absence of the President by the Past President, or in their absence by the President-Elect, or in their absence by a member of the Board of Directors selected by the Board of Directors.

### **4.3 Quorum**

A majority of the voting members of the Board of Directors shall form a quorum for the transaction of business. A Board Member may not appoint a proxy for a meeting of the Board of Directors.

#### **4.4 Voting and Conduct**

**4.4.1** Questions arising at any meeting of the Board of Directors shall, unless otherwise expressly herein provided, be decided by a majority of votes. The Chair shall vote only when votes are evenly divided. However, in no case shall votes of non-elected members of the Board of Directors outnumber those votes of elected members of the Board of Directors. A vote shall be taken by ballot if so requested by a member of the Board of Directors present, but if no request is made, the votes shall be taken in the usual way by a show of hands or similar electronic method of voting. A declaration by the Chair that a resolution has been carried or defeated, and an entry to that effect in the Minutes of the Board of Directors, shall be admissible in evidence as *prima facie* proof of fact without further proof of the number or proportion of the votes recorded in favour or against such resolution.

**4.4.2** In the event that a Board decision is required between Board meetings, a verbal, written or electronic ballot vote may be taken of all available members of the Board of Directors providing a quorum of Board Members participates and that quorum represents a majority of the members elected or acclaimed by Certified members. The majority decision shall be recorded in the minutes of the next Board meeting.

#### **4.5 Guests of the Board of Directors**

Except by invitation of the President on behalf of the Board of Directors, no persons other than members of the Board of Directors and management staff of the association as well as the administrative staff member assigned to take the minutes of the meeting shall be present at meetings of the Board of Directors.

#### **4.6 Indemnification**

**4.6.1** The Association shall indemnify and save harmless a Board Member or officer of the Association, a former Board Member or officer of the Association, or another individual who acts or acted at the Association's request as a Board Member or officer, or an individual acting in a similar capacity, or another entity, against, all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by such Board Member, officer or other person in respect of any civil, criminal, administrative, investigative or other action or proceedings in which such individual is involved because of their association with the Association or other entity. Such indemnification shall be in accordance with and to the fullest extent permitted by ONCA.

**4.6.2** The Association may from time to time enter into agreements pursuant to which the Association agrees to indemnify one or more persons in accordance with this Section 4.6 of this by-law. Nothing in this by-law shall limit the right of any person entitled to claim indemnity apart from the provisions of this by-law or an indemnification agreement.

#### **4.7 Conflict of Interest**

A Board Member or officer who:



- (a) is a party to a material contract or transaction or proposed material contract or transaction with the Association; or
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association.

shall disclose in writing to the Association or request to have entered in the minutes of meetings of directors the nature and extent of their interest in accordance with Section 41 of the ONCA. When any such disclosure is made, the Board Member and the Association shall comply with the provisions of Section 41 of the ONCA in respect of any decisions or actions required to be taken by them pursuant to such section.

#### **4.8 Policy Review**

The Board of Directors shall review the following documents and policies at least once every five (5) years to determine whether any amendments to such documents are required considering both corporate governance principles and the Association's needs:

- (a) this By-law;
- (b) the terms of reference of all committees and the rules governing committee and procedures;
- (c) the Code of Ethics and Rules of Professional Conduct for the Association; and
- (d) all Board policies.

### **5. OFFICERS**

#### **5.1 The President**

The President will preside as Chair at meetings of the Members and of the Board of Directors. The President is a member of the Board of Directors and shall be an ex-officio member of the Association's Committees. The President shall have served a term as President-Elect and will be acclaimed President on completion of that term.

#### **5.2 The President-Elect**

The President-Elect shall assist the President in carrying out the administration of the Association. The President-Elect on completion of their term shall be acclaimed as President. The President-Elect is a member of the Board of Directors.

#### **5.3 The Past President**

The Past President is the most immediate past President. In the event that the Past President is unwilling or unable to serve, then the office shall be filled by the next most immediate past President prepared to serve.

The Past President is a member of the Board of Directors. The Past President will chair the Nominating Committee.

#### **5.4 Registrar**

The Registrar shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board of Directors.

#### **5.5 Treasurer**

The Treasurer shall be the Chair of the Finance and Audit Committee and shall be appointed at the incoming meeting of the Board of Directors at the start of each two-year term and shall hold office at the pleasure of the Board of Directors.

#### **5.6 Chief Executive Officer (CEO)**

The CEO shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board of Directors.

#### **5.7 Other Officers**

Other officers may be appointed by the Board of Directors from time to time as appropriate.

### **6. STANDING COMMITTEES**

#### **6.1 The Registration and Professional Practice Committee (RPPC)**

The objects of the Association as outlined in Section 2, subsection 1 through 5 of the Act related to registration and certification shall be carried out under the direction of RPPC. The Board of Directors shall establish the RPPC with such composition as the Board of Directors may from time to time determine. The Board of Directors shall establish a Terms of Reference for the RPPC and confer on the Committee the rights and responsibilities as the Board of Directors may from time to time determine. The Chair will be appointed from among the elected Regional Board Members.

#### **6.2 The Member Engagement and Services Committee (MESC)**

The MESC shall oversee the Association's activities related to the provision of member services, advocacy and the Chapter network. The Board of Directors shall establish a Terms of Reference for the MESC and confer on the MESC the rights and responsibilities as the Board of Directors may from time to time determine. The Chair will be appointed from among the elected Regional Board Members. The remaining members of MESC shall be elected by the Members in each Region in accordance with election procedures and rules established by the Board of Directors. The Nominating Committee shall validate the applications for nominations to the MESC in accordance with the criteria established by the Board of Directors.

### **6.3 Finance and Audit Committee (FAC)**

The FAC shall oversee the finance and audit processes of the Association, including, but not limited to, the annual business planning and budget development process, the review of quarterly statements, the oversight of the audit process, the oversight of investments and risk management. The Board of Directors shall establish a Terms of Reference for the FAC and confer on the FAC the rights and responsibilities as the Board of Directors may from time to time determine. The Chair will be appointed from among the Board members. The Chair will serve as the Treasurer of the Association.

### **6.4 Other Committees**

The Board of Directors may from time to time appoint other committees as standing committees or may appoint special committees, task forces, or working groups to carry out specific time limited tasks.

## **7. MEMBERS MEETINGS**

### **7.1 Location and Timing and Purpose of Annual Meeting**

**7.1.1** The annual meeting and any special meetings of the Members of the Association shall be held at such time and place in Ontario as may be approved by the Board of Directors, and in accordance with the Act, provided the annual meeting is held each year after April 30th and prior to July 1<sup>st</sup>.

**7.1.2** The annual meeting of Members shall be for the purpose of presenting to the Members matters as are required by the Act or the By-law, which were listed in the notice calling the meeting.

**7.1.3** In an Election Year, the annual meeting of Members shall also be for the purpose of electing a single candidate for each of the elected positions and introducing the newly appointed Board Members.

### **7.2 Notice for Member Meetings**

**7.2.1** Notice of the annual meeting and of any special meeting shall be given not less than thirty (30) days but not more than fifty (50) days before the date of the meeting to each Board Member, to each auditor and to each Member entitled to vote at such meeting, and shall state the nature of any special business to be transacted at the meeting in sufficient detail to permit a Member to form a reasoned judgment thereon and the text of any special resolution to be submitted to the meeting. The notice shall be deemed effectively and sufficiently given when mailed by prepaid post addressed to such person at their last address as shown on the records of the Association, or given by electronic means, or if contained in the newsletter or other printed matter, so sent to all Certified Members of the Association entitled to vote at the meeting. The Statutory Declaration of the Secretary of the Association that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

**7.2.2** Whenever, under the provisions of this By-law, notice is required to be given or a publication made, unless otherwise specified and then only to the extent therein, such notice may be given either personally, or by electronic communication media, or by depositing same at Canada Post addressed to the individual at their address as it is last recorded in the books of the Association. Notice of documents and any enclosure so sent by post shall be deemed to be given seven (7) days following the time of the deposit at Canada Post, or if by electronic media, shall be deemed given at the time the electronic communication was initiated.

**7.2.3** Subject to Section 7.3, any error or omission in giving notice of any Association meeting will not invalidate such meeting or make void any proceedings taken thereat or pursuant thereto.

### **7.3 Motions and Resolutions**

Except as provided in the Act, business brought before the annual or any special meeting of the Members for which prior notice of business was not given in accordance with Section 7.2 and which results in the passage of a resolution(s), shall not be binding upon the Board of Directors. The Board of Directors will, however, take such resolution(s) under advisement for further study and possible action.

### **7.4 Quorum**

A quorum for meetings of Members of the Association shall be forty (40) Certified Members, present in person or by proxy including proxies, except where herein otherwise provided.

### **7.5 Chair of Meetings**

Annual or special meetings of the Members shall be chaired by the President, or in their absence, by the Past President, or in their absence by the President-Elect, or in the absence of all these, by an individual selected by and from the Members present at the meeting.

### **7.6 Voting Rights**

Except as herein otherwise provided, only Certified Members in good standing shall be entitled to vote on each question arising at any meeting of the Members of the Association, including special or annual meetings.

### **7.7 Proxy**

At any annual or special meeting of the Members, a proxy who has been appointed by a Certified Member in good standing shall be entitled to exercise the same voting rights that a Certified Member appointing them would be entitled to exercise, if they were present at the meeting, unless those rights have been restricted in the instrument granting the proxy. A proxy may also be given to the Association with instructions from the Member on the casting of their vote by the President-Elect of the Association on the specific motions announced as being brought before the meeting. An instrument appointing a proxy shall be

in writing and shall be acted on only if it has been deposited either at the Head Office, or with the Secretary of the Association, not less than forty-eight (48) hours prior to the day of the meeting or any adjournment thereof. A proxy shall expire at the close of the meeting for which it was intended or at the close of any adjournment thereof. A proxy-holder other than the President-Elect of the Association must be a Certified Member in good standing.

A proxy may be revoked by an instrument in writing executed by a Certified Member or by their attorney authorized in writing and deposited either at the Head Office, at or with the Secretary of the Association at any time prior to the start of the meeting, or any adjournment thereof, at which the proxy is to be used. The proxy is revoked upon either of such deposits.

## **7.8 Adjournment**

Any Association meeting may be adjourned at any time to reconvene at any time and any business may be transacted at the reconvened meeting that might have been transacted at the original meeting. The date, the time and the place to reconvene an adjourned meeting shall be determined prior to adjournment of the meeting.

## **8. FEES AND DUES**

### **8.1 Fees**

**8.1.1** Based on the recommendation of the Finance and Audit Committee, based on consultation with the RPPC and the MESC, as the case may be, the Board of Directors shall approve the fees to be levied for activities, including but not limited to the following:

- (a) annual renewal fees;
- (b) application fees for membership, reclassification, reinstatement and similar fees;
- (c) examination fees;
- (d) appeal fees; and
- (e) other fees.

**8.1.2** The Finance and Audit Committee, in consultation with the MESC, may establish policies and procedures regarding exemptions from payment of any fees in cases of illness, disability, financial hardship or other extenuating circumstances.

### **8.2 National Association Fees**

The Registrar will submit to the National Association an annual attestation of the number of Certified Members within the Association as of a date to be determined by the National Association. The number of Certified Members will determine the Association's fees owing to the National Association, based on the approved budget and formula.

### **8.3 Cost Recovery**

Whenever practical and equitable the Association's cost of providing services, applicable to some, but not all or most of the Members, should be recoverable.

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