



OAVT BY-LAWS

Revised 2024-02-25

BY-LAW NO. 1

A by-law relating generally to the affairs of
ONTARIO ASSOCIATION OF VETERINARY TECHNICIANS
(hereinafter called the “**Corporation**”)

ARTICLE 1 INTERPRETATION

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

- (i) “Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (ii) “Annual Meeting” means an annual meeting of Members of the Corporation;
- (iii) “Corporation” means the Ontario Association of Veterinary Technicians;
- (iv) “Board” means the board of directors of the Corporation;
- (v) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (vi) “Chair” means the chair of the Board and the person chairing a meeting of the Board or a meeting of Members;
- (vii) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (viii) “Director” means an individual occupying the position of director of the Corporation by whatever name they are called;
- (ix) “Member” means a member of the Corporation;
- (x) “Members” means the collective membership of the Corporation and includes five (5) classes of membership, but shall not include corporations and/or unincorporated entities;
- (xi) “Officer” means an officer of the Corporation;
- (xii) “ordinary resolution” means a resolution that is submitted to a meeting of the Members, or a meeting of the Board, and passed at such meeting, with or without amendment, by at least fifty percent (50%) of the votes cast;
- (xiii) “Past President” means the President who served immediately prior to the elected President and a Member who is in good standing; and
- (xiv) “special resolution” means a resolution that is submitted to a special meeting of the Members, or a special meeting of the Board, duly called for the purpose of considering such resolution and passed at such special meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast.

Other than as specified above, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

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

The purpose of the Corporation is to promote, maintain and regulate the professional standards of veterinary technicians and veterinary technologists; to promote and further the education of veterinary technicians and veterinary technologists; to sponsor, encourage and promote liaison with other individuals, associations and groups engaged in similar or related fields of activity; and to promote the interests of the Corporation.

ARTICLE 2 CORPORATE SEAL

The seal, an impression whereof is printed on the cover hereof, shall be the corporate seal of the Corporation.

ARTICLE 3 HEAD OFFICE

The head office of the Corporation shall be in the Province of Ontario at a place designated by the Board as they may from time to time determine.

ARTICLE 4 BOARD OF DIRECTORS

4.1 The affairs of the Corporation shall be governed by the Board.

4.1.1 The Board shall consist of a minimum of nine (9) and a maximum of twenty (20) Directors, each of whom shall be a Member in good standing. The number of Directors may be changed from time to time by special resolution of the Board

4.2 QUALIFICATIONS OF DIRECTORS

Each elected Director shall: be at least eighteen (18) years of age; be mentally competent; not be an undischarged bankrupt; be a voting member of the Corporation; and be a person interested in furthering the objects of the Corporation.

4.3 NOMINATIONS

4.3.1 At least three (3) months before the end of each calendar year, the Secretary will invite all Members in good standing to submit, by December 31 of that year on a form prescribed by the Secretary, nominations of qualified Members to sit on the Board. All nominees must complete and return to the Secretary, the nominee election package prescribed by the Secretary, by January 15 of the subsequent year.

4.3.2 The Directors shall appoint a minimum of three (3) voting Members in good standing to the governance committee, at least one (1) of whom shall be a Director. The Chair shall be a member of the governance committee who is not standing for election or re-election to the Board in the upcoming election. Members sitting on the governance committee shall serve a term of one (1) year, renewable for a second (2nd) year at the discretion of the Directors.

4.3.3 The governance committee shall:

- (a) identify at least one (1) voting Member, who is qualified and willing to stand for election as a Director, for each vacant position to be filled by election; and
- (b) present its report on nominees to the voting Members through commonly accepted means of communication no later than January 31 of each year.

4.4 ELECTION OF DIRECTORS

- 4.4.1** Elections for open positions on the Board shall be held prior to the Annual Meeting by means of advance voting.
- 4.4.2** Each Member in good standing who is entitled to vote under the provisions of these By-laws shall receive at least fifteen (15) days' notice of the Annual Meeting and election, an explanation of the nomination and election process, and the names and resumes of each nominee.
- 4.4.3** Members in good standing who are entitled to vote under the provisions of these By-laws will be given the opportunity to vote by proxy prior to the Annual Meeting, which shall be provided fifteen (15) days prior to the Annual Meeting. To be included in the election process, completed proxies must be received by the Corporation no later than ten (10) days prior to the Annual Meeting.
- 4.4.4** Elections for Directors will take place by written ballot, which must be submitted at the head office of the Corporation by 5:00 p.m. at least seven (7) days prior to the Annual Meeting. Ballots shall be counted under the supervision of the Secretary prior to the Annual Meeting and the nominated candidate(s) for the Board receiving the most votes shall be elected.
- 4.4.5** The results of the election will be announced at the Annual Meeting by the Board and posted on the website of the Corporation.
- 4.4.6** Directors will serve for a term from the date of the meeting at which they are elected or appointed until no later than the third (3rd) anniversary of such date and shall hold office until their successors are duly appointed or elected. The exception is where a Director is elected or appointed to fill a vacancy on the Board, in which case the term of office shall be the unexpired portion of the term of office of the Director that has been replaced. A Director may serve a maximum of two (2) consecutive terms and a maximum of four (4) terms. For greater certainty, terms are considered consecutive if the interval between them is less than twelve (12) months.

4.5 QUORUM

A quorum for a meeting of the Board is a majority of the filled Director positions.

4.6 VACANCIES

- 4.6.1** The office of a Director shall be vacated immediately:
 - (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (b) if the Director dies or becomes bankrupt;
 - (c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
 - (d) if, at a special meeting of the Members, an ordinary resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.
- 4.6.2** When a vacancy on the Board is filled, it shall be filled as follows:
 - (a) a quorum of Directors may fill a vacancy among the Directors;
 - (b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors, the Directors in office shall, without delay, call a

special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;

- (c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote of Members present and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (d) the Board may by an ordinary resolution, fill any vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.7 COMMITTEES

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by ordinary resolution at any time. Each committee member shall serve on a committee until a successor is appointed or the committee is terminated. A committee member may cease to serve on such committee if the committee is terminated, or if the committee member dies, ceases to qualify, resigns, or is removed as a committee member. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term. Any committee member may be removed by the person(s) authorized to appoint such committee member with or without cause.

4.8 MEETINGS

- 4.8.1** The Board may fix the place and time of regular Board meetings, as they may from time to time determine.
- 4.8.2** A special meeting may be called by the President and Vice-President, or by any two (2) Directors.
- 4.8.3** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 11 to every Director not less than five (5) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- 4.8.4** A Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

4.9 ERRORS IN NOTICE

No error or omission in giving such notice for a Board meeting shall invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.10 VOTING

- 4.10.1** At all Board meetings every question shall be decided by a majority of the votes cast.
- 4.10.2** Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.
- 4.10.3** Voting shall be done by a show of hands unless a Director present requests that the vote to be taken by ballot.
- 4.10.4** A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

4.11 POWERS

- 4.11.1** The Board's decisions shall be final, unless otherwise specifically provided for in these By-laws. The Board shall perform any and all duties imposed on them collectively or individually by law, the articles, or these By-laws. The Board shall supervise all Officers, Members, and agents of the Corporation to assure their duties are performed properly.
- 4.11.2** The Board may establish committees, appoint Members, establish guidelines for the operation of committees, and disband committees in their sole discretion save and except committees established by these By-laws.
- 4.11.3** The Board may from time to time establish policies, procedures, and codes of professional conduct of Members.

4.12 REMUNERATION

- 4.12.1** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:
- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties; and
 - (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by ordinary resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

4.13 BOOKS AND RECORDS

- 4.13.1** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

4.14 NON-DIRECTORS AT BOARD MEETINGS

The Board may invite or permit any person to attend or speak at any Board meeting. No person other than a Director is entitled to vote at a Board Meeting.

ARTICLE 5 OFFICERS OF CORPORATION

5.1 The Officers of the Corporation shall consist of (a) the “**Chair**”; (b) the “**President**”; (c) the “**Vice-President**”; (d) the “**Secretary**”; (e) the “**Treasurer**”; and (f) the “**Past President**”.

5.1.1 The Board shall first elect from the newly-elected Directors, a President and Vice-President by secret ballot or by anonymous poll if electronic facilities are used, at its first meeting following the Annual Meeting. If the first meeting of the Board is not held immediately following the Annual Meeting, then notice of such meeting shall be delivered to the Directors at least five (5) days before such meeting. The candidates for President and Vice-President receiving the most votes shall be appointed. Candidates for President and Vice-President must have served as a Director for the previous twelve (12) consecutive months, or as otherwise agreed to by the Board in its sole discretion.

5.1.2 Subsequently, the President and the Vice-President will provide a recommendation as to the Directors who have indicated a desire to fill a specific Officer position and the Board shall fill any vacant Officer positions by ordinary resolution at its first meeting following the Annual Meeting.

5.1.3 At its first meeting following the Annual Meeting, the Board shall also elect, by and from among the Directors, a Chair.

5.1.4 The same person may hold any two (2) or more offices.

5.1.5 The Board may appoint by ordinary resolution such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.1.6 Officers shall be responsible for and have the authority to carry out the duties assigned to them.

5.2 DUTIES OF THE CHAIR

5.2.1 The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as Chair.

5.2.2 The Chair shall preside at Members’ meetings. In the absence of the Chair, the Members present shall choose another Director to act as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to act as Chair.

5.3 DUTIES OF THE PRESIDENT

5.3.1 The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.4 DUTIES OF THE VICE-PRESIDENT

5.4.1 The Vice-President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.5 DUTIES OF THE SECRETARY

5.5.1 The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.6 DUTIES OF THE TREASURER

5.6.1 The Treasurer shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.7 DUTIES OF THE PAST PRESIDENT

5.7.1 The Past-President shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

5.8 OFFICERS' TERM OF OFFICE

5.8.1 Officers shall serve for a term of one (1) year and shall hold office until their successors are duly appointed or elected. Officers may be re-appointed to successive terms in either the same or different office.

5.8.2 Any Officer shall cease to hold office upon being removed as a Director or as a Member. Unless so removed, an Officer shall hold office until the earlier of: the Officer's successor being appointed, the Officer's resignation, or such Officer's death.

5.8.3 An Officer may be removed from their office before their term expires by an ordinary resolution passed for that purpose at a meeting of the Board for failure or inability to perform their duties as set out in the By-laws or Board policies.

5.9 EXECUTION OF DOCUMENTS

5.9.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the Secretary and either the President or Vice-President. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.

ARTICLE 6 MEMBERSHIP

6.1 CLASSES OF MEMBERS

Membership in the Corporation shall consist of five (5) classes of Members and will be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into Membership in the Corporation in such manner as may be determined from time to time by the Board.

There are five (5) classes of membership in the Corporation: (a) "**RVT Member**"; (b) "**Pending Member**"; (c) "**Limited Member**"; (d) "**Student Member**"; and (e) "**Retired Member**":

- (a) An RVT Membership may be granted to a Canadian citizen, permanent resident or an individual authorized by the government to work in Canada who has met the requirements of the Corporation's admission standards and maintained RVT status. RVT Members are entitled to vote at any Members' meeting, are eligible to be Directors and have access to member benefits and services, including professional liability insurance.

- (b) A Pending Membership may be granted to a Canadian citizen, permanent resident or an individual authorized by the government to work in Canada who is in the process of achieving requirements of the Corporation's admission standards and may only be "pending" for a duration of two (2) consecutive membership renewal cycles. Pending Members will have access to member benefits and services, except professional liability insurance, and are not eligible to be Directors, nor entitled to vote at any Members' meeting.
- (c) A Limited Membership may be granted to a Canadian citizen, permanent resident or an individual authorized by the government to work in Canada who has graduated from a course of study not accredited by the Directors, or who has chosen not to pursue RVT membership. Limited Members will have access to member benefits and services, except professional liability insurance, and are not eligible to be Directors, nor entitled to vote at any Members' meeting.
- (d) A Student Membership may be granted to a Canadian citizen or permanent resident or an individual with a valid Canadian Student Visa who is currently enrolled in a formal course of study in Veterinary Technology which has been accredited by the Directors. Student Members will have access to member benefits and services, except professional liability insurance, and are not eligible to be Directors, nor entitled to vote at any Members' meeting.
- (e) A Retired Membership may be granted to a Canadian citizen or permanent resident who qualifies and registers for Retired Status as outlined in Policy 5.1 Retired Member Status shall be exempt from continuing education requirements. Retired Members are entitled to vote at any Members' meeting, are eligible to be Directors, and have access to member benefits and services, except professional liability insurance.

6.2 TERMINATION OF MEMBERS

The Board shall have authority by ordinary resolution to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, By-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Subject to section 6.4 below and the written policies of the Corporation, no Member may be suspended or expelled unless it has first received written notice of the reasons for the proposed disciplinary action.

A disciplinary action is effective immediately upon adoption by the Board.

6.3 RESIGNATION OF MEMBERS

Any Member may resign in writing, which shall be effective upon its receipt by the Corporation. A Member who resigns shall remain liable for payment of any assessment or other sum levied or which become payable by them to the Corporation prior to their resignation.

6.4 CORPORATION DUES AND FEES

The Corporation dues for all classes of membership shall be set at the Annual meeting and any change in the Corporation dues shall be approved by the Board. Corporation dues shall be payable in full on or before June 1st for the ensuing year. If not paid within sixty (60) days following the due date, a Member shall be in default and shall automatically cease to be a Member. Any such Member shall, upon payment of all unpaid dues and provided there are no other outstanding criteria for membership, be reinstated by the registrar. Members who have let their membership lapse lose their voting rights until such time as they pay the required fee and once again become a Member in good standing. The Board may from time to time pass a resolution to set the administrative fees which may be levied on members. There shall be no refund of Corporation dues or administrative fees.

Any Member taking a leave of absence from their place of employment, of greater than six (6) months but less than one (1) year, is entitled to apply for a reduction in annual dues for one (1) membership year. If such Member has already paid full dues for the current year, and subsequently applies for medical or disability leave, any applicable discount will be reflected in the subsequent year. All applications for a leave of absence must be made in writing to the registrar and must be accompanied by supporting documentation.

ARTICLE 7 ANNUAL AND GENERAL MEETINGS OF MEMBERS

7.1 LOCATION

The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board.

7.2 PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order will be used as parliamentary authority.

7.3 ANNUAL MEETINGS

Not less than five (5) days before each Annual Meeting the Corporation shall give a copy of the documents referred to in subsection 84(1) of the Act to all Members who have informed the Corporation that they wish to receive a copy of those documents. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 84(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 84(1) of the Act are available and any Member may, on request, obtain a copy free of charge by prepaid mail.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;

- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Any meeting of Members or the Annual Meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, provide a poll mechanism for anonymous voting, and a Member participating by such means is deemed to be present at that meeting.

7.4 SPECIAL MEETINGS

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth (1/10) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

7.5 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any Annual Meeting or special meeting or any adjourned meeting, of the membership shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting or may ratify, approve and confirm any or all proceedings taken or had thereat.

7.6 ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as was included on the agenda at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made even though no quorum is present.

7.7 QUORUM OF MEMBERS

A quorum for the transaction of business at a Members' meeting is the lessor of five percent (5%) of the Members entitled to vote at the meeting as listed in the Corporation's Membership record, whether present in person or by proxy, or fifty (50) voting Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.8 VOTING

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one (1) vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- (e) if there is a tie vote, the Chair shall not have a second or casting vote, and the resolution shall be considered lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.9 ELECTRONIC MEETINGS

Any meeting of Members or the Annual Meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, provide a poll mechanism for anonymous voting, and a Member participating by such means is deemed to be present at that meeting.

ARTICLE 8 FINANCIAL YEAR

The financial year of the Corporation ends on October 31 in each year or on such other date as the Board may from time to time by ordinary resolution determine. The year end complete, unaudited financial statements are to be prepared and signed by the Treasurer, certified by the President, and delivered to the Board no later than three (3) months following year-end. The year-end financial statements shall be approved by the Board for presentation at the Annual Meeting.

ARTICLE 9 CHEQUES, ETC.

- 9.1** All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors and any two of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorse "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

- 9.1.1** Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms and settlement of balance and release or verification slips.

ARTICLE 10 DEPOSIT OF SECURITIES FOR SAFEKEEPING

10.1 The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board.

10.1.1 Any and all securities so deposited may be withdrawn from time to time, only upon the written order of agents of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specified instances.

10.1.2 The institutions which may be so selected as custodians of the Directors shall be fully protected in acting in accordance with the directions of the Directors and shall in so event be liable for the due application of the securities so withdrawn from deposit or proceeds thereof.

ARTICLE 11 NOTICE

Any notice required to be sent to any Member, Officer or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member, Officer or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member, Officer or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

ARTICLE 12 BORROWING

12.1 The Directors may from time to time:

- (a) Borrow money on the credit of the Corporation; or
- (b) Issue, sell or pledge securities of the Corporation; or
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Corporation.

12.2 From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangement with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to be securities to be give thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 13 BY-LAWS

13.1 The Members may from time to time amend this By-law by ordinary resolution.

ARTICLE 14 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

14.1 The Directors and Officers of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. No Director, Officer or Committee Member of the Corporation is to be liable for the acts, neglects, or defaults of any other Director, Officer, Committee Member, or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation 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 or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

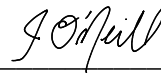
A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

ARTICLE 15 ADOPTION OF BY-LAWS

The foregoing By-law is hereby confirmed by the Directors of the Corporation at a meeting duly held and properly constituted and upon which notice was properly given in accordance with the provisions of the Act this 25th day of February 2024.



President



Secretary

Schedule A

Position Description of the President

Only a Member in good standing may hold the office of President.

The President may be the Chair and may preside at all meetings of the Board.

The President has the necessary authority to effectively carry out the inherent responsibilities of the role. Generally, duties include:

- a) establish Board meeting agendas and schedules;
- b) serve as the Board's central point of communication with the public and the executive director/registrar of the Corporation, provide guidance regarding the Board's expectations, and develop standards for Board decision-support packages;
- c) exercising leadership, supervision, and management of the affairs of the Corporation;
- d) consulting with and informing all other Officers and Directors, Members, and the Corporation with respect to all significant issues and events;
- e) monitoring and evaluating the performance of the executive director/registrar;
- f) appoint and remove any committee members established by the Board;
- g) providing an annual report to the Members and the Board on governance;
- h) serve as a mentor and ensure succession planning;
- i) performing all duties incident to the offices of Chair, President, and those other duties that the Board may from time-to-time assign; and
- j) oversee the training, learning, and professional development area of the Corporation.

Schedule B

Position Description of the Vice-President

The Vice-President assists the President in the day-to-day operation and governance of the Corporation. The Vice-President shall report directly to the Board for compliance-related matters. The Vice-President has the necessary authority to effectively carry out the inherent responsibilities of the role.

This position has significant responsibility and authority across all facets of the Corporation's operations to ensure proper internal controls and adherence to legislative, regulatory, and Corporation requirements.

The Vice-President shall assume the duties of the President in their absence. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President.

The Vice-President shall be responsible for other duties that the President or the Board shall delegate from time to time.

The Vice-President shall be a Member in good standing.

Schedule C

Position Description of the Secretary to the Board

The Secretary shall report to the President and perform all duties incident to the office of Secretary.

The Secretary has the necessary authority to effectively carry out the inherent responsibilities of the role. Generally, duties include:

- a) to see that all notices are given in accordance with the provisions of these By-laws, or as may be required by law, including the Act:
- b) be the custodian of the corporate records, minute books, documents, registers and ensure that they are maintained as required by law;
- c) ensure reports are prepared and filed as required by law or as otherwise requested by the Board;
- d) prepare and maintain the minutes of the meetings of the members, of the Board and the Annual Meeting.
- e) ensure that the seal of the Corporation is affixed to all documents as authorized;
- f) maintain the names and addresses of the Members; and
- g) perform other such duties as from time to time may be assigned by the President or by the Board.

The Secretary shall be a Member in good standing.

Schedule D

Position Description of the Treasurer

The Treasurer reports directly to the President and is responsible for all moneys received and all disbursements therefrom, as well as for preparing and maintaining all financial records of the Corporation. The Treasurer assists the President and the Board ensure the Corporation is in good fiscal health, and with the approval of the Board, may engage external professional assistance in executing part of their mandate.

The Treasurer has the necessary authority to effectively carry out the inherent responsibilities of the role. Generally, duties include:

- a) responsibility for the finances of the Corporation;
- b) the maintenance of all Corporation financial records, and in conjunction with the President and the Vice-President;
- c) present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be;
- d) maintenance of internal control processes;
- e) ensuring all moneys received by the Corporation as well as disbursements therefrom are properly recorded and deposited for safekeeping to the credit of the Corporation;
- f) ensuring all taxes, including HST, are properly tracked and reported, and disbursements to the Canada Revenue Agency (CRA) are made on time;
- g) ensuring all disbursements are properly approved;
- h) ensuring the Board is regularly advised of the status of the accounting of funds; and
- i) otherwise perform appropriate duties to see that the assets of the Corporation are properly safeguarded.

The Treasurer shall be a Member in good standing.

Schedule E

Position Description of the Past-President

The Past-President shall report to the President and may be appointed the Chair and when present, may preside at all meetings of the Board.

The Past-President shall be responsible for other duties that the President or the Board shall delegate from time to time.

The Past-President shall be a Member in good standing, shall not be a Director, and shall not be entitled to vote at any Board meeting.