

**REVISED BY-LAWS (May 1991)  
AMENDED (April 1997) (April 1999) (May 2004) (May 2007) (June 2008) (April 2009)**

**for**

**ONTARIO ASSOCIATION OF CAREER COLLEGES**

**ARTICLE I - NAME OF THE ORGANIZATION**

1. This organization shall be known as the **ONTARIO ASSOCIATION OF CAREER COLLEGES**, hereinafter called the **Association**.
2. The Association was incorporated under the laws of the Province of Ontario as a Corporation without share capital on the 23rd day of November, A.D. 1973, and the Corporation shall be carried on without the purpose of gain for its members and any profits of other accretion to the Corporation shall be used in promoting its objects.

**ARTICLE II - AIMS AND OBJECTIVES**

The aims and objectives of the Association are to serve its members and the public by:

- (a) Fostering and promoting high educational standards and developing a code of ethics in the field of private career education;
- (b) Encouraging the development of improvements in the fields of education in the career college sector through research into new trends and ideas in education and training;
- (c) Promoting mutual respect, goodwill, harmony and better understanding among members;
- (d) Acting as a liaison between private career colleges and the Ministry under which our members are registered in any matters pertaining to the operation of these colleges, and co-operation with said Ministry in promoting a better understanding between the ministry and private career colleges;
- (e) Fostering a reputation of acceptance for the private career college sector in the eyes of the public through general promotional activities such as advertising and publicity;
- (f) Collecting statistical and other information pertinent to the career college sector and disseminating it to its members, to guidance counsellors and to the general public;
- (g) Disseminating information of a general, economic, social, educational and

- governmental nature to member organizations;
- (h) Securing and presenting the view of its members to other organizations, governmental agencies, legislatures and the general public;
  - (i) Promoting the best interest and general welfare of the students of private career colleges.
  - (j) To work in harmony with the National Association of Career Colleges and co-operate with the National Association effort of ensuring the welfare of the career college sector in Canada.

### **ARTICLE III - MEMBERSHIP**

Membership in the Association is open to anyone interested in supporting the Aims Objectives and Code of Ethics of the Association and who will follow the Statement of Ethics established by the National Association of Career Colleges. Membership is subject to the approval of the Board of Directors.

Upon application, each new member of the Ontario Association of Career Colleges shall receive a copy of the By-laws and Statement of Ethics of both the Provincial and National Associations.

Membership in the Association shall be classified as follows: Active member, Allied member and Honorary member

Section 1:

#### **ACTIVE MEMBER**

- (a) Active Membership shall be open to any independent educational organization which has been duly registered as a private career college in Ontario by the appropriate Ministry of the Provincial Government
- (b) One or more representatives of an Active member in good standing are eligible to hold office as Directors or Officers of the Association.

Section 2:

#### **ALLIED MEMBER**

- (a) Allied Membership shall be open to any person or company interested in career college training/education and/or is allied by nature of their business or profession to the private career college sector and is interested in supporting the Association in its endeavors.
- (b) An Allied Member is not entitled to hold office as any Director or Officer of

the Association.

- (c) An Allied Member may be invited to participate on any committee established by the Board of Directors.

Section 3:

**HONORARY MEMBER**

- (a) Honorary Membership may be granted to any person or firm deemed worthy of this honour by the Board of Directors. The Board of Directors will invite such person or firm to participate as an Honorary Member.
- (b) An Honorary Member is not entitled to hold office as any Director or Officer of the Association.
- (c) An Honorary Member may be asked by the Board of Directors to act as an advisor to the Association, or participate on a committee.

Section 4:

**DEFINITION OF CAMPUS LOCATIONS AS THEY RELATE TO MEMBERS**

The following is the definition of college campus locations as it pertains to membership:

- (a) **Main Campus Location**  
Main Campus Location must have a defined ownership and corporate structure. It must comply with all laws and regulations governing the operation of registered private career colleges. It is an institution which offers vocational programs of study that have been approved by the appropriate Ministry of the Ontario Provincial Government.
- (b) **Branch Campus Location**  
A Branch Campus Location shall be one that is controlled by the same persons as the Main campus location. It shall operate under the supervision of an on-site administrator who shall report directly to an appropriate level in the corporate structure. A Branch campus location will offer vocational programs of study that have been approved by the appropriate Ministry of the Ontario Provincial Government.
- (c) **Franchise Campus Location**  
A Franchise Campus Location is one where the controlling interest has been purchased from a Main campus location, corporation or other appropriate group. It must comply with all laws and regulations governing the operation of registered private career colleges. It is an institution

which offers vocational programs of study that have been approved by the appropriate Ministry of the Ontario Provincial Government.

#### **ARTICLE IV - RESPONSIBILITIES OF MEMBERS**

Section 1:

##### **RESPONSIBILITIES**

To remain as a Member in good standing in the Association, a member must:

- (a) Abide by all the By-laws and Regulations of this Association and the Statement of Ethics established by the Association that are in force at the time of admission of such member to the Association and all revisions or amendments to such By-laws and Regulations or Statement of Ethics as may be approved by both Provincial and National Associations there after.
- (b) Conduct his business affairs in accordance with the Statement of Ethics.
- (c) Provide at all times quality educational programs for students.
- (d) Permit inspection of teaching facilities as may be requested by the Board of Directors.
- (e) Answer promptly any complaint or inquiry presented to him by the Board of Directors.
- (f) Attend general meetings and vote on any issue presented to the Association by the Board of Directors.
- (g) Support special projects of the Association.
- (h) Serve, whenever possible, on a committee if requested by the Board of Directors.
- (i) Pay annual dues or special assessments within thirty (30) days of notice.
- (j) Display prominently within the organization's administrative offices the Certificate of Membership in the Association.

Section 2:

##### **SUSPENSION OF A MEMBER**

Should a member fail to comply with any of the requirements set down in the By-laws, this shall result in the suspension or termination of membership.

#### **ARTICLE V - APPLICATION FOR MEMBERSHIP**

Section 1:

## **APPLICATION**

- (a) An application for membership shall be submitted to the Association on the officially approved application form, together with such supporting documents as may be required by the Board of Directors and the required membership fee.
- (b) Once approved all members are automatically members of both the Provincial and National Associations.
- (c) At the time of submitting an application for membership, the applicant shall designate the official representative of the organization.
- (d) The Board of Directors shall have the option of inspecting the facilities of any organization making application for membership.

### Section 2:

## **ACCEPTANCE**

- (a) All applications for membership are subject to approval by the members of the Board Committee responsible for Membership matters in accordance with the accepted procedure in place at the time of the application.
- (b) Any formal, written objection to an application for membership by a member will be reviewed by the Board of Directors. Any necessary action to investigate the objection will be taken by the board. A vote will then be taken on acceptance or rejection of the applicant. If warranted, the objection may be presented to the entire membership for consideration.
- (c) Written notification of acceptance or rejection of an application for membership will be issued by the Board of Directors to the applicant and members within ninety (90) days of the date of receipt of the formal application.

### Section 3:

## **CHANGE OF OWNERSHIP OF A MEMBER ORGANIZATION**

- (a) Should there be a change in ownership of a member organization, the Board of Directors and/or the Board Committee responsible for membership matters shall have the power to continue the membership until the end of the current membership year, without prejudice to subsequent action by the Association.
- (b) Upon receipt of notification of a change in ownership, the Board of Directors may, at its discretion, immediately request that the new owners submit a formal application for membership in accordance with the

procedures set down in these By-Laws. The category of membership granted in each case will be decided on its merits, and approval shall not be unreasonably withheld.

Section 4:

#### **RESIGNATION**

- (a) Should a member wish to resign from the Association, the member shall give notice of this intention in writing for the Association's acknowledgement and acceptance of the resignation.

Section 5:

#### **CESSATION OF OPERATIONS**

Should a member cease operations for any reason, membership in the Association's shall be terminated forthwith.

### **ARTICLE VI - FISCAL POLICY**

Section 1:

#### **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of April and finish on the 31st day of the following March.

Section 2:

#### **SIGNING OFFICERS**

The signing officers of the Association shall be the President, the Vice-President and Director of Finance, the Past President and the Executive Director of the Association.

Section 3:

#### **FUNDS**

- (a) All funds received by the Association shall be used to defray expenses incurred by the Association in conducting its business affairs.
- (b) Any Officer, Director or member, with the approval of the Board, may be reimbursed for any reasonable expense incurred for or on behalf of the Association in connection with the performance of duties or assignment.

Section 4:

#### **AUDIT**

Auditors will be appointed at the Annual Meeting of the Association. Such Auditors will be responsible for the annual audit of the financial records. This audit shall be published in the form of a certified financial statement and shall be distributed to the membership.

## **ARTICLE VII - FEES, DUES AND ASSESSMENTS**

The Membership Year of the Association shall be from October 1st to September 30th of the following year.

Section 1:

### **MEMBERSHIP FEE**

- (a) The Membership Fee shall accompany the application for membership in both the National and Provincial Association and shall be payable by cheque or money order.
- (b) Any new organization seeking membership on or after October 1st, shall pay membership fees on a pro rata basis in accordance with the following:

<b>Dues Paid By</b>	<b>Pro Rata Percentage of Actual Cost</b>
October 1	100%
November 1	90%
December 1	80%
January 1	70%
February 1	60%
March 1	50%
April 1	40%
May 1	30%
June 1	20%
July 1	10%
August 1	100% for the following year

- (c) Any organization seeking membership on or after August 1st, shall have the membership fee applied to the twelve-month period of the following year. However, should there be an increase in the Annual Dues for that year, the member will be obligated to pay the difference.
- (d) The Membership Fee shall be as follows:
  - (i) **Active Members**  
The Membership Fee for an Active Member will follow the schedule established for Annual Dues for Active Members.

- ( ii ) **Allied Members**  
The Membership Fee for an Allied Member will be established each year by the Board of Directors.
- ( iii ) **Honorary Members**  
There is no Membership Fee for an Honorary Member.

Section 2: **ANNUAL DUES**

- (a) The Annual Dues for Active Members shall be due and payable as of October 1st of each year and shall be payable by cheque or money order.
- (b) Members not paying their dues within thirty days of the commencement of the Membership Year, may be assessed interest of ten percent per month until the dues are paid.
- (c) Any member who has not paid the Annual Dues by the sixty (60) day period will be considered in default. Suspension of membership may result.
- (d) In extraordinary cases and under special circumstance, the Board of Directors shall have the authority to waive or reduce the Annual Dues of a member.
- (e) The Annual Dues shall be as follows:
  - ( i ) **Active Members**  
The Annual Dues for an Active Member shall be established each year by the Board of Directors of the Ontario Association and through input from the National Association and shall be approved by the Membership at the Annual Meeting. The schedule of Fees and Dues will be forwarded to each member following the Annual Meeting.
  - ( ii ) **Allied Members**  
The Annual Dues for an Allied Member shall be established each year by the Board of Directors and shall be approved by the Membership at the Annual Meeting.
  - ( iii ) **Honorary Members**  
Honorary Members are not required to pay Annual Dues.

Section 3:

**SPECIAL ASSESSMENTS**

Should the need arise, it may be necessary to levy a special assessment. Such assessments shall be payable by Active Members.

## **ARTICLE VIII - MEETINGS**

### Section 1:

#### **ANNUAL MEETING**

- (a) An Annual Meeting of the Association shall be held within ninety (90) days of the end of the fiscal year on a date and at a place determined by the Board of Directors.
- (b) The purpose of the Annual meeting shall be for the presentation and recording of Annual Reports; the election of Directors; and the transaction of all other business as shall be proper and appropriate to come before an Annual Meeting.”
- (c) Written notice of such meetings shall be forwarded to each member of the Association not later than twenty (20) days prior to the date of the meeting. Such notice shall be sent to the last recorded address of each member.

### Section 2:

#### **SPECIAL MEETINGS**

- (a) Special meetings of the Association shall be held at the call of the President with the approval of the board of Directors, or at the call of the Executive Director upon receipt of a written request of not less than ten (10) members of the Association.
- (b) Written notice of special meetings will be forwarded by the Executive Director to the last recorded address of each member of the Association. Such notice shall specify the purpose, date and place of such meeting. Written notice of such meeting may be waived by a majority of the members of the Association.

### Section 3:

#### **QUORUM**

- (a) Fifteen (15) percent of the voting members of the Association must be present at an Annual or Special Meeting to constitute a Quorum. In the event of a lesser attendance, the meeting shall be adjourned to a later

date.

- (b) Written notice of the date and place of such deferred meeting shall be forwarded to each member of the Association not later than twenty (20) days prior to the meeting, and shall be sent to the last recorded address of each member.
- (c) Should a Quorum, as hereinbefore set out, not be present at the deferred meeting, then those in attendance shall constitute a quorum for voting purposes.

Section 4:                   **REPRESENTATION & VOTING PRIVILEGES AT MEETINGS**

The following voting criteria is the official rule of the Association. Dues are payable October 1st, therefore, in order to vote at the Annual Meeting, all dues must be paid for the ensuing year.

- (a)     **Main Campus Location**  
Each Main Campus Location or Active Member in good standing shall have the right to cast only one vote on any issue.
- (b)     **Multiple Main Campus Locations**  
Where a controlling group has more than one main campus location, it must designate one campus only as the official member for the purpose of voting for all their campuses.
- (c)     **Branch Campus Locations**  
Will have no voting privileges. The main campus location will exercise its core vote on behalf of all of their branch locations
- (d)     **Franchise campuses**  
Will have no voting privileges where the controlling interest is 50% or less. In the event the controlling interest is more than 50%, it will be classified as a main campus location not connected to a controlling group and will therefore have only one vote.
- (e)     **Block Voting**  
There is no provision for any member to control more than their intended vote. The only exception may be proxy votes which will be limited to a maximum of three.
- (f)     **Closed Session**  
Only the official designated representative or member is permitted to attend any closed session.

Section 5:

## **VOTING BY PROXY OR BY MAIL**

- (a) Under certain special circumstances and at the discretion of the Board of Directors, voting by proxy may be permitted.
- (b) A vote by mail may be taken, at the discretion of the Board of Directors, on decisions of major importance or on matters of urgency.

## **ARTICLE IX - BOARD OF DIRECTORS**

### Section 1:

#### **AUTHORITY OF THE BOARD OF DIRECTORS**

- (a) The governing body of the Association shall be the Board of Directors, hereinafter known as the Board.
- (b) The administration, management and business affairs of the Association shall be vested in the Board.

### Section 2:

#### **COMPOSITION OF THE BOARD**

- (a) The Board shall be composed of no less than 5 members and no more than 16 members elected at the association's annual general meeting from among the active members of the association in good standing.
- (b) If the Board so desires,
  - (i) one or two sector advisors may be appointed annually from among former Board members. Such advisors shall not be entitled to vote at meetings of the Board, but in all cases shall have their positions terminate at the first annual general meeting of the association following the appointment.
  - (ii) up to 4 external advisors may be appointed to the Board annually who are representatives of private career college sub-sector associations, private career college sector consulting firms, professional regulatory bodies, or third party service providers to the private career college sector. The number of such external advisors shall not exceed 25% of the number of Officers and Directors on the Board. The term of each external advisor appointment shall be at the discretion of the Board, but in all cases shall terminate at the first annual general meeting of the association following the appointment.
- (c) At no time shall the number of positions on the Board held by the representatives of one member career college exceed twenty-five (25) per

cent of the total number of positions on the Board

- (d) At no time shall the number of votes cast by one member career college's representation at a Board meeting, exceed twenty-five (25) per cent of the total number of votes cast.

Section 3:

**TERM OF OFFICE OF DIRECTORS**

- (a) Directors shall be elected for a one year term.
- (b) Two new Directors shall be elected annually.
- (c) A person may serve an unlimited number of terms as a Director of the Association.
- (d) A person shall serve at least one year as a director before being eligible to stand for election as an officer.

Section 4:

**VACANCY ON THE BOARD**

- (a) Should a vacancy occur on the Board due to resignation, or for any other reason, the President may, with the approval of the Executive Committee, appoint another person to fill the vacancy. The person so appointed shall serve as a member of the Board until the next Annual Meeting of the Association.
- (b) Should the President's position become vacant, the Vice President shall automatically assume the President's position and shall then proceed to fill the other vacancy.

Section 5:

**MEETINGS OF THE BOARD**

- (a) The Board shall meet not less than four (4) times each year, or as required to meet the needs of the Association.
- (b) Meetings of the Board shall be at the call of the President; or at the call of the Executive Director upon receipt of a request from one-third of the members of the Board.

- (c) Members of the Board shall receive a minimum ten days' notice of a date for a meeting.
- (d) The attendance of more than 50% of current Members of the Board shall constitute a quorum. Members of the Board that join a meeting of the Board by teleconference shall be deemed to be in attendance.
- (e) The unexcused absence of a member of the Board from 50% of scheduled Board meetings will result in not being eligible to stand for re-election in the next year.
- (f) Board Members are elected by the Annual General Meeting. There can be no substitute for the elected member.
- (g) There is no provision for proxy voting within the Board of Directors.
- (h) Guests are entitled to come to open Board Meetings. They have no voice and are not entitled to vote.

#### **ARTICLE X - DUTIES OF DIRECTORS**

Each Director of the association in exercising his or her powers and discharging his or her duties shall:

- (a) Act honestly and in good faith with a view to the best interests of the majority of the membership; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) Act as Chairman of a Standing Committee or Special Committee as requested by the President and in concurrence with the Executive Committee or Board.
- (d) Accept special assignments as the need arises.
- (e) Act on committees where needed or desired.

#### **ARTICLE XI - EXECUTIVE COMMITTEE**

Section 1:

##### **AUTHORITY OF THE EXECUTIVE COMMITTEE**

The Executive Body of the Association shall be known as the Executive Committee. The Executive Committee may meet as a working body to formulate policy or recommendations to be presented to the Board.

Section 2:

### **MEMBERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Officers of the Association plus the immediate Past President.

Section 3:

### **MEETINGS OF THE EXECUTIVE COMMITTEE**

Meetings of the Executive Committee shall be called at the discretion of the President.

## **ARTICLE XII - OFFICERS**

Section 1:

### **DESIGNATION**

- (a) The Officers of the Association shall be those Directors that the members of the Board elect each year as the President and as the Vice President and Director of Finance.”

Section 2:

### **TERM OF OFFICE**

- (a) Officers shall be elected annually for a one year term of office, or until the successors are elected.
- (b) Before being eligible to stand for election as an officer, a person must serve at least one year as a Director of the Association.
- (c) Before being eligible to stand for election as President, a person must have served on the Board within the previous two year period.
- (d) An Officer may serve two (2) consecutive years in an office.

## **ARTICLE XIII - DUTIES OF OFFICERS**

Every officer of the association in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the majority of the membership; and
- (b) exercise the care, diligence and skill that a reasonably prudent person

would exercise in comparable circumstances.

Section 1:

**THE PRESIDENT**

The President shall:

- (a) Have general supervision of the affairs of the Association.
- (b) Be a signing officer of the Association.
- (c) Call meetings of the Board of Directors and the Association, and shall preside at all such meetings unless otherwise designated.
- (d) Prepare the Agenda for all meetings.
- (e) Prepare periodical reports of the activities of the Association for the membership.
- (f) Present a resume of the year's activities of the Association to the Annual Meeting.
- (g) Sign all certificates of membership, contracts and/or such other documents or instruments relating to the business affairs of the Association as may require the President's signature.

Section 2:

**VICE PRESIDENT (DIRECTOR OF FINANCE)**

The Vice President shall:

- (a) Exercise the duties of the president in the absence of the President.
- (b) Perform such duties and functions as may be assigned by the President.
- (c) Be responsible for all funds and securities of the Association.
- (d) Review the accounts, receipts and disbursements of the funds and securities controlled through the head office of the Association.
- (e) Perform such other duties as necessary to see that financial reports are prepared and distributed, that dues notices are sent and followed up, that the books are kept up to date and ready for audit for the Annual General Meeting.

Section 3:

## **EXECUTIVE DIRECTOR**

At such time as may be deemed necessary by the association, a permanent Executive Director may be employed by the association to perform the following duties:

An Executive Director shall:

- (a) Prepare and send out such correspondence as may be required for the Committee. This will include newsletters and other material pertinent to the membership.
- (b) Record the Minutes of the Meetings of the Board and/or Executive Committee.
- (c) Prepare the official Minutes for the Minute Book of Meetings of the Board and/or Executive Committee, and send a copy to each member of the Board.
- (d) Send out notices of the Annual Meeting or any special meeting to all members of the Association.
- (e) Counter-sign all membership certificates, contracts, and/or such other documents and instruments relating to the business affairs of the Association as may require the signature of the Executive Director.
- (f) Have custody of and be responsible for all funds and securities of the Association, and shall deposit the same in the name of the Association in such bank or banks as may be designated by the Board.
- (g) Be a signing Officer of the Association.
- (h) Keep full and accurate accounts of all receipts and disbursements of the funds of the Association.
- (i) Be responsible for the disbursement of funds as directed by the Board.
- (j) Prepare a financial report for each meeting of the Board and a full financial report for the year for the Annual Meeting of the Association.
- (k) Mail to each member the statement of Annual Fees and Dues.
- (l) Be responsible for collecting membership Fees and Annual Dues.
- (m) Send out reminder notices to all members who have not paid the annual fee within sixty (60) days.

- (n) Present the books for auditing at the end of the fiscal year or as may be requested by the Board, and present the audited statements at the Annual General Meeting.
- (o) Perform such other duties as may be incidental to the office and business affairs of the Association.
- (p) See that certificates of membership, lists of members, and procedures for new applications to the Association are taken care of in an orderly and prompt fashion.

#### **ARTICLE XIV - STANDING COMMITTEE**

Section 1:

##### **NAMES OF STANDING COMMITTEES**

The Standing Committee of the Association shall be:

Legislative Committee  
Membership Committee  
Professional Development Committee

Section 2:

##### **PRESIDENT AS EX-OFFICIO MEMBER**

The President shall be an ex-officio member of all Standing Committees, and shall determine the chairman of each committee in consultation with the Board.

#### **ARTICLE XV - DUTIES OF CHAIRMEN OF THE STANDING COMMITTEES**

Section 1:

##### **LEGISLATIVE COMMITTEE**

The Chairman shall:

- (a) Be responsible for the preparation of any material on legislative matters designated by the Board which the Association is to present at the Annual

Meeting with the Ministry.

- (b) Prepare and present to the Board a written report and analysis of the proceedings of, matters discussed and decisions reached at the Annual Meeting with the Ministry.
- (c) Prepare, as directed by the Board, correspondence concerning legislative matters.

Section 2:

### **MEMBERSHIP COMMITTEE**

The Chairman shall:

- (a) Actively solicit all Private Career Colleges in the Province of Ontario to join the Association.
- (b) Work in harmony with the superintendent of Private Career Colleges to see that information regarding the Association is sent to all new career colleges.
- (c) Work in harmony with the Executive Director to ensure that a strong marketing plan and follow-up is maintained.

### **ARTICLE XVI - SPECIAL COMMITTEES**

The Board may, from time to time, establish such special committees as may be deemed necessary. The President shall appoint the Chairman of such Special Committees either from within the Board or from the Members at Large.

A Special Committee will automatically be disbanded once the project has been completed and the final report has been submitted to the Board and/or the Association.

### **ARTICLE XVII - NOMINATIONS AND ELECTIONS**

Section 1:

#### **NOMINATING COMMITTEE**

- (a) At least three months prior to the Annual Meeting, the President shall, with the approval of the Board, appoint from the Board the Chairman of the Nominating Committee.

- (b) The Nominating Chairman shall, with the approval of the Board, appoint two (2) persons to serve as members of the Committee.
- (c) The Nominating Committee, after obtaining the consent of the nominees, shall prepare and present to the Board prior to the Annual Meeting a "slate" of Directors to be elected at the Annual Meeting.
- (d) At least three weeks prior to the Annual Meeting, the Nominating Chairman shall mail a copy of the "slate" to every Active Member of the Association.
- (e) An Active Member of the Association in good standing may send in writing, no later than one week prior to the Annual Meeting, the name of a candidate, providing such candidate is in good standing, meets the requirements set out hereinbefore, has agreed and the nomination has been seconded.
- (f) Nominations received after the deadline must be approved for addition to the slate of nominees by a two-thirds (2/3) majority vote of active members at the Annual Meeting.

Section 2:

**ELECTIONS**

- (a) It shall be the duty of the Chairman of the Nominating Committee to conduct the election of the Directors.”
- (b) The Chairman of the Annual Meeting shall appoint two (2) members of the Association who are not candidates for election to act as Scrutineers.
- (c) Where there are more than the required number of persons nominated as Directors, there will be as many ballots cast as is necessary to eliminate the nominees with the least votes in order to obtain the required number of Directors. The election shall be by secret ballot on the prescribed ballot form.
- (d) Each Active Member in good standing, or the member's duly appointed representative, shall have the right to cast one vote in an election. The member of a designated representative must be present in person to cast a vote.
- (e) at a meeting of the Board held immediately following the close of an annual general meeting where a new Board of Directors has been elected, the Directors shall nominate and elect from among themselves individuals to serve as the Officers of the association until the following annual general meeting. If more than one person is nominated for an office, there

will be as many ballots cast as required to obtain a majority vote for a nominee to the office. In the case where a new President is elected, the out-going President shall automatically be deemed to be the Past President for the ensuing term, until the following annual general meeting

#### **ARTICLE XVIII - RULE OF ORDER AT MEETINGS AND NATIONAL BYLAWS**

- (a) Unless otherwise provided either by these By-Laws or by rules and regulations established pursuant hereto, all meetings of the Association, the Board of Directors and Committees shall be conducted by generally accepted Canadian Parliamentary procedure - Roberts Rules on Order (Revised).
- (b) Unless otherwise provided by these By-Laws, the by-laws of the National Association will be used where appropriate.

#### **ARTICLE XIX - BONDING**

The Board may require the bonding of the President, Vice-President, other members of the Board or employee of the Association as deemed necessary, in such sum as the Board shall determine to indemnify the Association against possible financial loss. The premium for such bond shall be paid by the Association.

#### **ARTICLE XX - INDEMNIFICATION**

Every Officer and Director of the Association and every other person who has undertaken, or is about to undertake, any liability on behalf of the Association, his heirs, executors, administrators or other legal personal representative, shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) Any liability and all costs, charges and expenses that the person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against such person for or in respect of anything done or permitted by the person in respect of the execution of the duties of the person's office.
- (b) All other costs, charges and expenses that the person sustains or incurs in respect of the affairs of the Association.

#### **ARTICLE XXI - CORPORATE SEAL**

The Corporate Seal shall be entrusted to the Executive Director of the Association for its use and safekeeping.

The Corporate Seal shall be affixed to all Certificates of Membership, contracts, and/or any other documents or instruments relating to the business affairs of the Association where it is deemed necessary.

#### **ARTICLE XXII - AMENDMENT TO THE BY-LAWS**

1. These By-Laws may be amended by a two-thirds (2/3) majority vote of those members present at an Annual Meeting.
2. Any proposed amendment to these By-Laws must first be approved by the Board before being presented to the membership.
3. At least two weeks prior to an Annual Meeting at which an amendment will be presented, a copy of such amendment must be sent to every Active Member of the Association.

#### **ARTICLE XXIII - EXECUTION OF CONTRACTS AND OTHER DOCUMENTS**

Contracts, documents, cheques, drafts, orders for payment of money, notes, acceptance, bills of exchange, or other instruments in writing requiring execution by the Association may be signed by the President or Vice President or the Executive Director and all such documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors may from time to time appoint any officer or officers or any other person or persons on behalf of the Association with to sign specific contracts, documents, cheques, bills of exchange or other instruments in writing.

The Corporate Seal of the Association may, when required, be affixed to such documents or instruments, by any office or officers, or by any other person designated by the Directors from time to time.

Amendments to all  
April 1991

Amendments to Membership Year  
May 1996

Amendments to the following:  
April 1997

Article III - Section 1 (b)  
Article IV - Section 1 (k)  
Article V - Section 1 (e)  
Article IX - Section 2 (c)

Amendments to the following:  
May 2004

Article IX - Section 2 (a) (ii)  
Article IX - Section 3 (a)  
Article IX - Section 3 (c)  
Article IX - Section 5 (d)  
Article IX - Section 5 (e)  
Article IV - Section 1 (k)  
Article V - Section 1 (e)

Amendments to the following:  
May 29, 2007

Article VIII – Section 3 (a)

Amendments to the following:  
June 13, 2008

Article II – Paragraph (i)  
Article III – Introductory Paragraph  
Article III – Section 1, (a)  
Article III – Section 2, (a)  
Article III – Section 3, (b)  
Article III – Section 3, (c )  
Article III – Section 4, (a), (b), (c )  
Article V – Section 2, (a)  
Article V – Section 3, (a), (b)  
Article VI – Section 2  
Article VIII – Section 2, (a), (b)  
Article VIII – Section 4, (a), (b), (c ), (d), (e), (f)  
Article IX – Section 2, (c ), (d)  
Article IX – Section 4, (c )  
Article IX – Section 5, (b), (d)  
Article XV – Section 2, (a)  
Article XIII – Section 3  
Article IX – Section 2, (b)

Amendments to the Following:  
April 30, 2009

- Article VIII – Section 1 (b)
- Article IX – Section 2 (a)
- Article XII – Section 1 (a)
- Article XVII – Section 1 (c)
- Article XVII – Section 2 (a)
- Article XVII – Section 2 (e)
- Article XVII – Section 2 (f)