



By-law 1
September 22, 2022

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Ontario Hospital Association By-law

A by-law relating generally to the conduct of the activities and affairs of the Association.

BE IT ENACTED as a by-law of the Association as follows:

Article 1

Interpretation

1.1 Definitions

In this By-law and in all other by-laws of the Association, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario);
- (b) “**Articles**” means any instrument that incorporates the Association or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
- (c) “**Association**” means Ontario Hospital Association;
- (d) “**Association CEO**” means the president and chief executive officer of the Association with the duties set out in [section 9.7](#);
- (e) “**Board**” means the board of directors of the Association;
- (f) “**Chair**” means the director appointed as chair of the Board with the duties set out in [section 9.3](#);
- (g) “**Chief Executive Officer**” means the “administrator” as defined in the *Public Hospitals Act* (Ontario) or the person acting in a similar capacity in a psychiatric facility designated under the *Mental Health Act* (Ontario);
- (h) “**day**”, unless otherwise specified as a business day, means a clear calendar day;
- (i) “**Director**” means an individual elected or appointed to the Board;
- (j) “**ex-officio**” means a position of office granted to an individual because that person holds another specified office (“by virtue of office”) and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (k) “**Hospital**” means public hospital approved under the *Public Hospitals Act* (Ontario) and psychiatric facility designated under the *Mental Health Act* (Ontario) as one to which the *Mental Health Act* (Ontario) applies;
- (l) “**Members**” and “**Membership**” means members of the Association as described in [Article 2](#);

- (m) **“Policy”** means a policy adopted by the Board in accordance with [section 12.2](#);
- (n) **“Secretary”** means the secretary of the Board with the duties set out in [section 9.5](#);
- (o) **“Special Business”** means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
 - (i) consideration of the financial statements;
 - (ii) consideration of the audit report, if any;
 - (iii) election of directors; and
 - (iv) reappointment of the incumbent auditor;
- (p) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks;
- (q) **“Treasurer”** means the director appointed as treasurer with the duties set out in [section 9.6](#);
- (r) **“Trustee”** means an individual who, at the time of their initial election to the Board, serves as a voting member of the governing body of a Full Member;
- (s) **“Vice Chair”** means one or more vice chair(s) of the Board; and
- (t) **“Voting Member”** means, subject to the Articles, a Full, Life, or Personal member of the Association.

1.2 Interpretation

In this By-law and in all other by-laws of the Association, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and *vice versa*; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

Article 2

Members

2.1 Members

Subject to the Articles, Membership of the Association shall be divided into six classes: Full, Associate, Affiliate, International, Life and Personal.

- (a) Full memberships may be issued to Hospitals.

- (b) Associate memberships may be issued to a corporation, partnership or organization participating in health care in Ontario on a not-for-profit basis.
- (c) Affiliate memberships may be issued to a corporation, partnership or organization participating in health care in Ontario on a for-profit basis.
- (d) International memberships may be issued to a corporation, partnership or organization participating in health care outside of Ontario on a not-for-profit or for-profit basis.
- (e) Life memberships may be issued to individuals who:
 - (i) have held the office of Association CEO or Chair; or
 - (ii) have given distinguished service to the Association.
- (f) Personal members shall consist of the Directors from time to time, who shall be *ex-officio* Members for so long as they serve as Directors, and no other persons shall be issued membership as a Personal member.

2.2 Issuance of Membership

- (a) The Board may issue memberships in accordance with the Articles and this By-law.
- (b) The Association CEO shall determine, from time to time, the form of application and procedures for processing applications for Full, Associate, Affiliate, and International memberships.

2.3 Rights of Membership

- (a) Each Full member:
 - (i) shall be entitled to notice of and to attend and vote at Special and Annual meetings of the Association.
 - (ii) shall be entitled to one (1) vote each at such meetings in accordance with [section 3.7](#).
 - (iii) shall advise the Association CEO in writing of the name of its authorized representative and may change that representative from time to time. In the absence of such notice in writing, the Chief Executive Officer of a Full member shall be deemed to be its authorized representative. Subject to [Section 3.7](#), only the authorized representative may speak and vote on behalf of the Full member at member meetings.
 - (iv) may, in addition to its authorized representative, send individuals to attend Special or Annual meetings of Members, provided that the Full member has advised the Association in advance of the names of those individuals.
- (b) Associate, Affiliate and International members:
 - (i) shall be entitled to notice of and to attend Annual meetings of Members.
 - (ii) shall not be entitled to vote at Annual meetings of Members.

(iii) shall not be entitled to notice of or to attend or to vote at Special meetings of the Association.

(c) Life and Personal members:

(i) shall be entitled to notice of and to attend and vote at Special and Annual meetings of the Association.

(ii) shall be entitled to one (1) vote each at such meetings in accordance with [section 3.7](#).

2.4 Transfer and Termination of Membership

(a) A Membership may be transferred only to the Association.

(b) The rights of a Member cease to exist on termination of the membership.

(c) Full, Associate, Affiliate and International membership shall terminate:

(i) upon resignation in writing delivered to the Association CEO;

(ii) upon the dissolution of the corporation, partnership or organization;

(iii) by a resolution passed at a meeting of the Board for failing to pay fees or dues;

(iv) for failing to maintain the appropriate qualifications for membership as set out in [section 2.1](#); or

(v) at any time for any reason as determined by the Board by resolution of the Board.

(d) Life membership shall terminate:

(i) upon the death of a Life member; or

(ii) at any time for any reason as determined by the Board by resolution of the Board.

(e) Any termination of membership must be done in good faith and in a fair and reasonable manner that shall include:

(i) at least 15 days' notice of termination with reasons; and

(ii) an opportunity for the Member to be heard by the Board, orally or in writing, not less than five days before the termination of membership becomes effective.

(f) Personal membership terminates upon the Personal Member ceasing to be a Director, as set out in [section 4.5](#).

2.5 Membership Dues and Contributions

(a) Life and Personal members shall not at any time be subject to any fees, dues or contributions whatsoever.

- (b) Full, Associate, Affiliate, and International members shall pay such annual membership dues as the Board determines by Policy from time to time.
- (c) In addition to annual membership dues, the Board may require certain or all Full, Associate, Affiliate, or International members to make annual contributions in such amounts and at such times as it may determine.

Article 3

Members' Meetings

3.1 Meeting Location

- (a) Members' meetings shall be held at any place in Ontario that the Board may determine.
- (b) Any meeting of Members may be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available.
- (c) Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A Member so participating in a meeting is deemed to be present at the meeting.

3.2 Record Date

- (a) The Directors may fix in advance a date as the record date for,
 - (i) determining Members entitled to receive notice of a meeting of the Members; and
 - (ii) determining Voting Members entitled to vote at a meeting of the Members.
- (b) A record date must not be more than 50 days before the day of the meeting of Members.

3.3 Annual Meeting

- (a) The annual Members' meeting shall be held on such day in each year as may be determined by the Board and not later than 15 months after holding the preceding annual meeting.

3.4 Special Meetings

- (i) The Board or Chair shall have the power to call, at any time, a Members' meeting.

3.5 Quorum

- (a) Forty Voting Members, present in person or by proxy, shall constitute a quorum for any Members' meeting.

- (b) If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.6 Notice

- (a) Notice of Members' meetings shall be given by sending it to each Member entitled to receive notice and to the auditor by one of the methods set out in [section 13.1](#) addressed to the person at their latest address as shown in the Association's records not less than ten days and not more than 50 days before the meeting.
- (b) Not less than 21 days, or a prescribed number of days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Association shall give a copy of the Board-approved financial statements and auditor's report to all Members who have informed the Association that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

3.7 Voting

- (a) Each Voting Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.
- (d) Voting at a Members' meeting shall be by show of hands unless a Voting Member demands a ballot.
- (e) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) The voting rights of a Full Member shall be exercised by its representative duly authorized under [section 2.3 \(a\) \(iii\)](#).

3.8 Proxies

Voting Members may appoint a proxy. Full Members may appoint an authorized representative in accordance with [section 2.3 \(a\) \(i\)](#) or may designate a proxy.

3.9 Consultative Meetings

In addition to [sections 3.2](#) and [3.3](#), the Board may call and hold a meeting with all or parts of the Membership for the purposes of consultation, discussion, and to share information relevant to the Members or the Association. Such meetings shall be called and held in such manner on such notice as the Board may determine from time to time.

3.10 Chair of the Meeting

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) a Vice Chair, if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Members, from those present, shall choose a Director or Member to preside at the election.

3.11 Adjourned Meetings

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- (b) If a Members' meeting is adjourned for fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the meeting that continues the adjourned meeting shall be given in accordance with [section 3.6](#).

Article 4

Board

4.1 Composition of Board

- (a) Subject to the Articles and a special resolution in accordance with the Act, the Board shall consist of the number of Directors set by resolution of the Board from time to time who satisfy the criteria set out in [section 4.2](#) and who are elected or appointed in accordance with the Act and this By-law.
- (b) Nominations made for the election of Directors at a Members' meeting may only be made:
 - (i) by the Board in accordance with the Policy on nominating and election procedure that shall be designed to include the expertise and experience necessary or desirable to achieve the diversity objectives approved by the Board from time to time; or

- (ii) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.
- (c) The Association CEO shall be an ex-officio Director.
- (d) At all times, at least thirty percent (30%) of the elected Directors shall be Trustees and at least thirty percent (30%) of the elected Directors shall be Chief Executive Officers of Full members.
 - (i) If a Chief Executive Officer ceases to qualify as such during his or her term, the Chair may declare a vacancy.
- (e) In the event that the composition of the Board is not in compliance with [Section 4.1 \(d\)](#), the Directors shall be permitted to exercise all the powers of the Board so long as a quorum of the Board remains in office.

4.2 Qualifications of Directors

- (a) No individual shall be qualified for election or appointment as a Director if the individual:
 - (i) is under 18 years old;
 - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (iii) has been found to be incapable by any court in Canada or elsewhere; or
 - (iv) has the status of a bankrupt.
- (b) The Board's decision as to whether or not a candidate is qualified to stand for election shall be final.

4.3 Duties and Responsibilities

- (a) Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Association and may exercise all other powers and do all other acts and things as the Association is, by its Articles or otherwise, authorized to exercise and do.
- (b) Every Director and officer in exercising their powers and discharging their duties to the Association shall,
 - (i) act honestly and in good faith with a view to the best interests of the Association; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Director's Consent to Act

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

4.5 Ceasing to Hold Office

- (a) A Director shall automatically cease to hold office if the Director:
 - (i) dies;
 - (ii) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later;
 - (iii) becomes disqualified by virtue of any of [sections 4.2\(a\)\(i\) through \(iv\)](#); or
 - (iv) ceases to qualify pursuant to [section 4.1\(d\)\(i\)](#) and a vacancy is declared by the Chair.
- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.6 Removal

In accordance with the Act, the Voting Members may remove by ordinary resolution any elected Director before the expiry of the Director's term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term.

4.7 Election and Term

Directors shall be elected and shall retire in rotation. The elected Directors shall be elected for a three-year term, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to [section 4.5](#) or [4.6](#) or until the end of the meeting at which their successor is elected or appointed. Approximately one-third of Directors shall retire from office each year subject to re-election as permitted by section 4.8.

4.8 Maximum Terms

- (a) Elected Directors shall be eligible for re-election, provided that no elected Director shall be elected or appointed for a term that will result in the Director serving more than six consecutive years. The Director may be eligible for re-election for another term or terms (to a maximum of six consecutive years) if at least two years have elapsed since the termination of their last term. There is no limit on the aggregate number of years a Director may serve.
- (b) In determining an elected Director's maximum length of consecutive service as a Director, service prior to the coming into force of this By-law shall be included.
- (c) Despite the foregoing:
 - (i) a Director may, by Board resolution, have their maximum consecutive term as a Director extended for the purpose of that Director succeeding to the office of Chair or serving as Chair;

- (ii) a Director may, by Board resolution, have their maximum consecutive term as a Director extended for the purpose of reducing the impact of unplanned turnover amongst Directors; and
- (iii) where an elected Director was appointed to fill an unexpired term of an elected Director, the partial term shall be excluded from the calculation of the maximum consecutive term.

4.9 Filling Vacancies

- (a) Subject to [section 4.2](#), so long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified individual appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting.
- (b) If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy.
- (c) A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

Article 5

Board Meetings

5.1 Board Meetings

- (a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.
- (b) In addition to section 5.1(a):
 - (i) the Board, the Chair, a Vice Chair, or the Association CEO may call a Board meeting; and
 - (ii) the Secretary shall call a Board meeting upon receipt of the written request of four Directors;

and such meeting shall be held at the time and place determined in the notice of meeting.

- (c) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
 - (i) to submit to the Members any question or matter requiring their approval;
 - (ii) to fill a vacancy among the Directors or in the position of auditor;
 - (iii) to appoint additional Directors;

- (iv) to issue debt obligations, except as authorized by the Directors;
- (v) to approve any annual financial statements;
- (vi) to adopt, amend, or repeal by-laws; or
- (vii) to establish contributions to be made, or dues to be paid, by Members.

5.2 Telephonic or Electronic Meetings

If all the Directors consent, a Director may participate in a Board meeting and a Board committee member may participate in a Board committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Board committee member so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

5.3 Notices

- (a) Notice of Board meetings, other than regular meetings, shall be given to all Directors at least five days prior to the meeting.
- (b) The Chair, a Vice Chair, or the Association CEO may call a meeting on less notice, by means deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting.
- (c) Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

5.4 Quorum

A majority of the Directors shall constitute a quorum.

5.5 First Board Meeting after Annual Meeting

If a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

5.6 Persons Entitled to be Present

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair or Association CEO. The Board may adopt a Policy from time to time on the attendance of Full Members at Board meetings.

5.7 Voting

- (a) Each Director in attendance at a Board meeting shall be entitled to one vote on each matter.
- (b) A Director shall not be entitled to vote by proxy.
- (c) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.

- (d) If there is a tie vote at a Board meeting, the chair of the meeting shall not have a second vote to break the tie.
- (e) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.8 Written Resolutions in Lieu of Meeting

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

5.9 Consent and Dissent of Director

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (i) the Director's dissent is entered in the meeting minutes;
 - (ii) the Director requests that their dissent be entered in the meeting minutes;
 - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits their written dissent to the Association immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven days after becoming aware of the resolution, the Director:
 - (i) causes their written dissent to be placed with the meeting minutes; or
 - (ii) submits their written dissent to the Association.

5.10 Adjournment of the Meeting

If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting.

Article 6

Conflict of Interest Disclosure

6.1 Disclosure of Conflict

- (a) A Director or officer who:
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Association; or
 - (ii) is a director or 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 to the Association or request to have entered in the minutes of Board meetings the nature and extent of their interest.

- (b) The disclosure required by section 6.1(a) must be made, in the case of a Director:
- (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) The disclosure required by section 6.1(a) must be made, in the case of an officer who is not a Director, in accordance with the Act.
- (d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 6.1(a) is one that, in the ordinary course of the Association's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Association, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, a Director referred to in section 6.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section 6.1(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

- (g) For the purposes of section 6.1, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (h) A contract or transaction for which disclosure is required under section 6.1(a) is not void or voidable, and the Director or officer is not accountable to the Association or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Association when it was approved.
- (i) The provisions of this Article are in addition to any Board-approved conflict of interest Policy.

Article 7

Protection and Indemnification of Directors, Officers, and Others

7.1 Indemnities to Directors and Others

- (a) The Association shall indemnify a Director or officer or member of a committee of the Association, a former Director or officer or member of a committee of the Association, or an individual who acts or acted at the Association's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Association or other entity.
- (b) The Association may advance money to an individual referred to in section 7.1(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 7.1(c).
- (c) The Association shall not indemnify an individual under section 7.1(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

Article 8

Committees

8.1 Committees

The Board may, from time to time, establish:

- (a) standing committees, being those committees whose duties are normally continuous; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities, and Powers of Board Committees

- (a) The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee Policy.
- (b) No recommendation of a committee shall be binding until approved or ratified by the Board, unless such authority is specifically delegated, in compliance with [section 8.5](#).

8.3 Board Committee Members, Chair

- (a) Unless otherwise provided by by-law or by Board resolution:
 - (i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;
 - (ii) each chair and vice chair of a Board committee shall be a Director;
 - (iii) the Board committees may include Members who are not Directors (other than a committee referred to in section 8.5, if any); and
 - (iv) the Chair and Association CEO shall be an *ex-officio* member of all Board committees, except the Association CEO shall be a non-voting *ex-officio* member of the committee responsible for the audit function.
- (b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

8.4 Procedures at Committee Meetings

- (a) Subject to this By-law, Board resolution, or Board-approved terms of reference or general committee Policy, a majority of committee members shall constitute a quorum.
- (b) Procedures for Board committees shall be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board-approved terms of reference or general committee Policy.

- (c) Subject to this By-law, Board resolution, or Board-approved terms of reference or general committee Policy, business shall be decided by a majority of votes cast.
- (d) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

8.5 Delegation to a Committee

- (a) The Board may establish an Executive Committee composed of the officers of the Association and such other Directors as the Board may from time to time consider appropriate.
 - (i) The Chair of the Board shall chair the Executive Committee.
 - (ii) The Executive Committee shall, between Board meetings, exercise the powers of the Board on matters that require immediate attention, or any matter set out in Board-approved terms of reference, subject to section 8.5(b), provided that all substantive actions taken by the Executive Committee shall be reported to the Board at its next meeting.
 - (iii) The Executive Committee may serve as means of consultation, discussion, and direction to the Association CEO, subject to section 8.5(b).
- (b) The Board may delegate to any committee composed entirely of Directors any of the Board's powers, other than the following powers:
 - (i) to submit to the Members any question or matter requiring the Members' approval;
 - (ii) to fill a vacancy among the Directors or in the position of auditor;
 - (iii) to appoint additional Directors;
 - (iv) to issue debt obligations, except as authorized by the Board;
 - (v) to approve any annual financial statements; or
 - (vi) to adopt, amend, or repeal by-laws.

Article 9

Officers

9.1 General

- (a) Subject to the Act, the Articles, and this By-law, the Board may designate the offices of the Association, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Association, except powers to do anything referred to in [section 8.5\(b\)](#).

- (b) The officers shall include the Chair, one or more Vice Chairs, Treasurer, Secretary, Association CEO, and other officers as the Board may determine.
- (c) Except for the Association CEO, the Board shall appoint the officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Association.. The same individual may hold two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the Chair, Vice Chair(s), and Treasurer from among the elected Directors.
- (d) Any officer shall cease to hold office upon resolution of the Board.
- (e) The Board may elect or appoint a replacement in the event that an officer dies, resigns, becomes incapable of acting, or is removed from office.
- (f) Officers may delegate any of their duties that are appropriate and lawfully delegable, but remain responsible for the fulfillment of such duties.
- (g) The Board may fix the remuneration of any officer of the Association.

9.2 Terms of Office

- (a) Unless otherwise provided in this By-law, the officers shall hold office for a one-year renewable term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time.
- (b) The Chair shall be appointed annually and shall be eligible for re-appointment, provided that:
 - (i) the Chair shall serve no longer than two consecutive years; and
 - (ii) where a Director has served as Chair for two consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of two additional one-year terms as Chair.

9.3 Duties of Chair

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Association and the Board as may be required or appropriate and shall have those other powers and duties as the Board may specify. Unless otherwise provided by by-law or by Board resolution, the Chair shall be an *ex-officio* member of all Board committees.

9.4 Duties of Vice Chairs

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify. Where two or more Vice Chairs are appointed, the Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall exercise the powers and perform the duties of the Chair as contemplated in this section.

9.5 Duties of Secretary

The Secretary shall carry out the duties of the secretary of the Association generally and shall attend or cause a recording secretary to attend all meetings of the Members, the Board, and the Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members, the Board, and the Board committees, and shall perform those other duties as may be prescribed by the by-laws or the Board.

9.6 Duties of Treasurer

The Treasurer shall chair the committee established by the Board to assist the Board with financial matters and ensure effective measures are in place for the Board's review of the Association's financial management. The Treasurer shall undertake those responsibilities outlined in Policy from time to time.

9.7 Duties of Association CEO

- (a) The Association CEO shall be a Director and the President and Secretary of the Corporation. Subject to the authority of the Board, the Association CEO shall be responsible for the administration, organization and management of the affairs of the Association.
- (b) In addition to duties outlined in Policy and employment contract(s), the Association CEO shall undertake those specific duties outlined in annual goals and objectives as reviewed and approved in accordance with Policy.

9.8 Other Officers

The Board shall determine the powers and duties of all other officers from time to time.

Article 10

Organization and Financial

10.1 Execution of Documents

- (a) Any one of the Chair or a Vice Chair, together with any one of the Association CEO or a Director, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Association, and all instruments or documents so signed shall be binding upon the Association without any further authorization or formality.
- (b) Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.
- (c) Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy.

10.2 Banking Arrangements

The Association shall transact the banking business of the Association or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

10.3 Appointment of Auditor

- (a) The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association and to report to the Members at the next annual meeting.
- (b) The auditor shall be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Association and its Directors and officers.
- (c) The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- (d) The Board shall fix the remuneration of the auditor.

10.4 Borrowing Power

The Board may, without authorization of the Members:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell, or pledge debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

10.5 Investments

The Association may invest its funds as the Board thinks fit, subject to the Articles.

10.6 Records

The Board shall see that all necessary records of the Association required by the by-laws of the Association or by any applicable laws are regularly and properly kept.

Article 11

Confidentiality

11.1 Confidentiality

Every Director, officer, Board committee member, employee, and agent of the Association shall respect the confidentiality of matters:

- (a) brought before the Board or any Board committee; or
- (b) dealt with in the course of the employee's employment or agent's activities in connection with the Association.

11.2 Board Spokesperson

- (a) The Board may give authority to one or more Directors, officers, or employees of the Association to make statements to the media or public about matters brought before the Board.
- (b) Every Director and member of Board committee shall ensure that, unless authorized by the Board, no statement is made by them to the media or public on matters before the Board.

Article 12

Rules of Order and Policies

12.1 Rules of Order

Any questions of procedure at or for any meetings of the Members, the Board, or any Board committee, which have not been provided for in this By-law or by applicable legislation or the Policies, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

12.2 Policies

The Board may, from time to time, adopt, amend, or repeal Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, officers, and Board committee members; provided, however, that any Policy shall be consistent with the provisions of this By-law.

Article 13

Notices

13.1 Notice

- (a) Whenever under the provisions of the by-laws of the Association notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Association.
- (b) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
 - (i) if by electronic means, on the next business day after transmission;

- (ii) if delivered, at the time of delivery; and
 - (iii) if by prepaid mail, on the fifth business day following its mailing.
- (c) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

13.2 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

13.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Association, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

13.4 Waiver of Notice

Any Member, Director, officer, Board committee member, or the auditor of the Association, may, in writing, waive any notice required to be given to them under any provision of the Act or the Articles or by-laws of the Association, either before or after the meeting to which it refers, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Article 14

By-laws

14.1 By-laws and Amendments

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Association, except in respect of a by-law:
 - (i) to add, change, or remove a provision respecting the transfer of a Membership;
 - (ii) to change the manner of giving notice to Members; or
 - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.

- (c) Subject to section 14.1(f), the by-law, amendment, or repeal is effective from the date of the Board resolution or from such future time as may be specified in the resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 14.1(b) or if the Members reject it.
- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.