

INDEX

INTERPRETATION

1.	INTERPRETATION.....	1
2.	SEAL.....	2
3.	MEMBERSHIP.....	2
4.	VOTING MEMBERS.....	3
5.	MEMBERSHIP DUES.....	3
6.	TERMINATION OF MEMBERSHIP.....	4
7.	REVOCAION OF MEMBERSHIP.....	4
8.	VIOLATION OF THE CODE OF ETHICS.....	5
9.	INSIGNIA, ADVERTISING OF MEMBERSHIP.....	5

HEAD OFFICE

10.	HEAD OFFICE.....	6
-----	------------------	---

DIRECTORS

11.	DIRECTORS: NUMBERS AND POWERS.....	6
12.	ELECTION OF DIRECTORS.....	7
13.	DIRECTORS' TERM OF OFFICE.....	7
14.	VACATION OF OFFICE OF DIRECTOR.....	7
15.	REMOVAL OF DIRECTORS.....	8
16.	PLACE OF BOARD MEETINGS.....	8
17.	NOTICE OF BOARD MEETINGS.....	9
18.	OMISSION OF NOTICE OF BOARD MEETINGS.....	9
19.	ATTENDANCE AT BOARD MEETINGS.....	9
20.	VOTING AT BOARD MEETINGS.....	9
21.	WRITTEN RESOLUTIONS.....	10
22.	CONFLICT OF INTEREST.....	10
23.	REMUNERATION OF DIRECTORS.....	10
24.	INDEMNITIES TO DIRECTORS AND OTHERS.....	11
25.	FOR THE PROTECTION OF DIRECTORS AND OFFICERS.....	11
26.	POWERS OF DIRECTORS.....	11

OFFICERS

27.	ELECTION AND APPOINTMENT OF OFFICERS.....	12
28.	REMUNERATION AND REMOVAL OF OFFICERS.....	12
29.	DELEGATION OF DUTIES OF OFFICERS.....	12
30.	OFFICER VACANCIES.....	13
31.	TERM OF OFFICE OF OFFICERS.....	13
32.	CHAIRMAN.....	13
33.	REGISTRAR.....	13
34.	SECRETARY/TREASURER.....	14
35.	EXECUTIVE DIRECTOR.....	15
36.	OTHER OFFICERS.....	15
37.	EXECUTIVE COMMITTEE.....	15

DOCUMENTS AND TRANSACTIONS

38.	EXECUTION OF DOCUMENTS.....	16
39.	CHEQUES, DRAFTS, NOTES, ETC.....	17

MEETINGS OF MEMBERS

40.	ANNUAL MEETING OF THE MEMBERS.....	17
41.	SPECIAL GENERAL MEETING OF THE MEMBERS.....	17
42.	QUORUM FOR MEETING OF THE MEMBERS.....	17

43.	NOTICE OF MEETING OF THE MEMBERS.....	18
44.	OMISSION OF NOTICE FOR MEETING OF THE MEMBERS	18
45.	VOTING AT MEETING OF THE MEMBERS.....	18
46.	MEETING CHAIRMAN	19
47.	POLLS	19
48.	ADJOURNMENTS.....	19
	COMMITTEES	
49.	NOMINATING COMMITTEE	20
50.	STANDING COMMITTEES	20
51.	COMMITTEE REPORTS	22
52.	MEETINGS OF SPECIAL STANDING COMMITTEES	22
53.	FISCAL YEAR.....	22
54.	ENACTMENT AND AMENDMENT OF BY-LAWS.....	22
55.	REVIEW OF THE BOOKS.....	22
	NOTICES	
56.	SERVICE OF NOTICES	22
57.	SIGNATURE TO NOTICES	23
58.	COMPUTATION OF TIME.....	23
59.	PROOF OF SERVICE	23
60.	ATTENDANCE AT MEETINGS	23

BY-LAW NO. 3

A by-law relating generally to the conduct of the affairs of

THE COLLEGE OF PEDORTHICS OF CANADA

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of

THE COLLEGE OF PEDORTHICS OF CANADA (hereinafter called the "**College**")

as follows:

INTERPRETATION

1. INTERPRETATION

In this by-law and all other by-laws of the College, unless the context otherwise specifies or requires:

- (a) "**Act**" means the Canada Corporations Act, R.S. 1970, c. C-32, as from time to time amended, and every statute that may be substituted therefor and, in the case of such amendment or substitution, any references in the by-laws of the College shall be read as referring to the amended or substituted provisions therefor;
- (b) "**By-law**" means this by-law no. 3 of the College, as it may be amended from time to time;
- (c) "**Member**" means a person who falls into at least one of the categories described in **Subsection 3(a)**, and "**Members**" means more than one such person;
- (d) "**PAC**" means the Pedorthic Association of Canada-Association Canadienne Des Pedorthics;
- (e) all terms contained in this By-law which are not otherwise defined in this By-law or in the other by-laws of the College, but which are defined in the Act, shall have the meanings given to such terms in the Act;
- (f) words importing the singular number only, shall include the plural and vice versa, as the context may require; words importing the masculine gender shall include the feminine and neuter genders, as the context may require; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons, as the context may require; and
- (g) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. **SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the College. The seal shall be retained in the custody of the registered office of the College.

3. **MEMBERSHIP**

(a) **Membership Categories:** Membership in the College shall be divided into five (5) categories:

- (i) C Ped MC, being Certified Pedorthic Master Craftsman;
- (ii) C Ped (C), being Certified Pedorthist (Canada);
- (iii) C Ped Tech (C), being Certified Pedorthic Technician (Canada);
- (iv) C.O.F.S., being Certified Orthopaedic Footwear Specialist, which is a closed category of membership except for those persons able to demonstrate that they hold such a designation; and
- (v) Non-practicing Members, being Members in accordance with **Subsection 3(c)** hereof and holding at least one of the categories of membership described in **Paragraphs 3(a)(i) through 3(a)(iii) above**.

(b) **Members' Obligations:** All Members shall

- (i) adhere to the Code of Ethics of the College (the "**Code of Ethics**");
- (ii) maintain continuing education points as laid out by the Continuing Education Points Committee;
- (iii) maintain membership in PAC; and
- (iv) possess a minimum of one million dollars (\$1,000,000) of liability insurance provided that Non-practicing Members shall not be required to possess such insurance during the time period in which they are not working in pedorthics (the "**Profession**").

(c) **Non-practicing Members:**

- (i) Non-practicing Members are Members who are not working in the Profession but wish to maintain a link to the Profession. A Non-practicing Member must maintain continuing education points and can hold Non-practicing Member status for no more than two (2) consecutive years except by approval by the board of directors of the College (the "**Board**").

If a Non-practicing Member resumes the practice of the Profession, such Non-practicing Member shall resume payment of full membership dues for the applicable membership category upon such resumption of membership.

- (ii) If a Non-practicing Member's period of inactivity exceeds two (2) years, a letter must be written to the Board for approval of an extension of such period of inactivity, which approval is at the discretion of the Board. The names and addresses of Non-practicing Members will be listed in the directory under Non-practicing Members.
- (iii) Non-practicing Members shall not be entitled to:
 - (A) vote at the annual meeting of the Members required by the Act (the "**Annual Meeting**"); or
 - (B) serve as directors or officers of the College.
- (d) **The College's Right to Decline**: The College reserves the right to decline the membership application of any individual who does not meet the aforementioned requirements.

4. **VOTING MEMBERS**

- (a) **Voting**: Voting Members, as determined in accordance with **Subsection 4(b)** hereof, shall be:
 - (i) entitled to vote at the Annual Meeting for the election of directors of the College; and
 - (ii) eligible to serve as directors and officers of the College.
- (b) **Voting Members**: Voting Members shall include Certified Pedorthic Master Craftsmen, Certified Pedorthists (Canada), Certified Pedorthic Technicians (Canada) and Certified Orthopaedic Footwear Specialists.

5. **MEMBERSHIP DUES**

- (a) **Membership Dues**: Dues for Members shall be established by the Board from time to time and shall be payable each year.
- (b) **Non-practicing Membership Dues**: Non-practicing Membership shall be offered at a reduced cost established by the Board from time to time and shall be payable each year.

- (c) **Payment of Membership Dues:** All membership dues shall be payable upon each Member's receipt of notification of passing the fitness to practice examinations and yearly thereafter.
- (d) **Dishonored or NSF Payments:** The College reserves the right to charge fees, as established by the Board from time to time, for any payments which are returned NSF or otherwise dishonored.
- (e) **Failure to Pay:** Membership dues shall be payable each year at the time established by the Board. Failure to pay membership dues within thirty (30) days of such date shall cause cancellation of membership and certification. Membership may be restored upon the delinquent Member showing the Board good cause, in the Board's sole discretion, for failure to make payment within the stipulated period and upon payment of the dues in arrears.
- (f) **Late Fees:** The Board reserves the right to charge late fees for the failure to pay membership dues within the time established by the Board.
- (g) **Waiver:** The Board may waive dues for any reason, in its sole discretion, and without restricting the generality of the foregoing, illness and temporary or permanent retirement.

6. **TERMINATION OF MEMBERSHIP**

- (a) **Non-Transferable.** Membership and certification are not transferable.
- (b) **Re-Admission.** A former Member may be re-admitted to membership in the College, by resolution to that effect passed by the Board, provided that such former Member meets the requirements provided in **Subsection 3(b)** hereof and, if applicable, **Subsection 3(c)** hereof. Upon a former Member receiving notification of approval of such former Member's re-admission to membership in the College, such re-admitted former Member shall pay all membership dues payable in connection with such re-admission in the manner specified by the College or the Board, as the case may be, and yearly thereafter.
- (c) **Termination.** A Member may terminate such Member's membership in the College by delivering notice in writing of such Member's intention to so terminate, and such termination shall take effect upon receipt of such notice by an officer of the College.

7. **REVOCAION OF MEMBERSHIP**

- (a) **Revocation:** The Board may revoke the membership of any Member for:
 - (i) failure to pay dues;

- (ii) violation of any by-laws of the College or any amendments thereto, including, without limitation, this By-law;
 - (iii) violation of any agreement, rule, or practice properly adopted by the College such as the Code of Ethics; or
 - (iv) any conduct prejudicial to the interests of the Profession.
- (b) **Return of Materials**: Upon revocation of membership, the former Member shall return all materials in such Member's possession, including but not limited to, insignia, certificates or plaques pertaining to the College, to the proper officers of the College.

8. **VIOLATION OF THE CODE OF ETHICS**

- (a) **Review and Investigation**: In instances involving Code of Ethics violations:
- (i) the Complaints and Investigation Committee, duly appointed by the Chairman of the College, shall investigate complaints in the manner outlined in the Complaints and Discipline Rules and Procedures; and
 - (ii) all reviews and investigations conducted by the Chairman of the College (and, where necessary, the Complaints and Investigation Committee) will be undertaken while maintaining all persons' dignity, and all deliberations shall be made with the goals of protecting the public.
- (b) **Legal Challenge**: If a person chooses to legally challenge the decisions of the Complaints and Investigation Committee or another Committee established pursuant to the Complaints and Discipline Rules and Procedures (as the case may be), the Chairman will be informed and the Board will make such decisions as are necessary in relation to legal challenge. When a member of the Board or the Executive Director is involved in a complaint or in matters relating to the complaint, he/she will be disqualified from participating in any meetings or deliberations regarding such complaint, unless such participation is required by legal counsel.
- (c) **Interpretation**: For the purposes of this By-law, "**Code of Ethics violations**" means violations of the Code of Ethics.

9. **INSIGNIA, ADVERTISING OF MEMBERSHIP**

- (a) **Prohibition**: No Member shall exhibit any seal, insignia, membership certificate or plaque indicating membership or certification or any other status in the College except as provided by the Board.

- (b) **Property of the College**: Any seal, insignia, membership certificate or plaque approved in accordance with **Subsection 9(a)** hereof shall remain the property of the College at all times.

HEAD OFFICE

10. **HEAD OFFICE**

The College may, by by-law sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the Members, change the place where the head office of the College is to be situated. A copy of the by-law certified under seal of the College must be filed with the Minister of Industry (Canada), together with a covering letter indicating the street address for the head office of the College. A notice of the by-law must be published in the Canada Gazette by the College.

DIRECTORS

11. **DIRECTORS: NUMBERS AND POWERS**

- (a) **Board**: The affairs of the College shall be managed by the Board. The Board shall consist of no less than five (5) and no more than nine (9) directors, provided that:
- (i) subject to **Subsection 22(b)** hereof a minimum of three (3) directors shall be certified Members of the College in good standing elected in accordance with **Subsection 12(a)** hereof (individually, a "**Certified Member Director**" and collectively the "**Certified Member Directors**");
 - (ii) a minimum of one (1) and a maximum of two (2) directors shall be elected representatives of the public (the "**Public Representative Director**") who shall assist and advise the rest of the Board and the Executive Committee as to those matters which affect the public interest with a view to representing and protecting the public interest. The Public Representative Director may serve on any committees established by the Board; and
 - (iii) one (1) director shall be the registrar of the College appointed by the Board (the "**Registrar**") provided that no Registrar shall be entitled to vote in respect of his or her own re-appointment to the Board.
- (b) **Quorum**: Three (3) directors shall constitute a quorum for meetings of the Board. For purposes of determining if quorum has been constituted, the Registrar shall not be counted as a director.

- (c) **Past President**: The Immediate Past President of PAC shall serve as an ex-officio voting member of the Board. If the Immediate Past President of PAC is unable to fill this position, PAC will appoint an alternate.
- (d) **Limitation**: Other than the Immediate Past President of PAC, directors cannot serve on both the College and PAC boards of directors at the same time.

12. **ELECTION OF DIRECTORS**

- (a) **Certified Member Directors**: The minimum three (3) Certified Member Directors shall be elected by the Members at the Annual Meeting.
- (b) **Public Representative Director(s)**: The Public Representative Director(s) referred to in **Paragraph 11(a)(ii)** hereof will be elected by the Members at the Annual Meeting.
- (c) **The Registrar**: The Registrar referred to in **Paragraph 11(a)(iii)** hereof shall be an ex-officio non-voting member of the Board.

13. **DIRECTORS' TERM OF OFFICE**

- (a) **Term**: Directors shall be elected to hold office for the terms provided below:
 - (i) the Immediate Past President of PAC will hold office for a term equal to that person's term as Immediate Past President of PAC;
 - (ii) the Public Representative Director(s) will hold office for a two (2) year term; and
 - (iii) the Certified Member Directors will hold office for a three (3) year term.
- (b) **Maximum Term**: A director shall serve a maximum of two (2) consecutive terms unless his successor cannot be duly elected or appointed, or, special exemption is granted by the Board.

14. **VACATION OF OFFICE OF DIRECTOR**

- (a) **Vacation of Office**: The office of a director shall become vacated:
 - (i) if by notice in writing to the Secretary he resigns the office, and such resignation, if not effective immediately, becomes effective in accordance with its terms;
 - (ii) if an order is made declaring him to be mentally incompetent or incapable of managing his own affairs;

- (iii) if he becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy and Insolvency Act (Canada) or any statute that may be substituted therefor;
- (iv) if his membership in the College is revoked for any reason;
- (v) if he is convicted of any criminal offence;
- (vi) if he becomes a Non-practicing Member at any time during his term of office; or
- (vii) on his death.

(b) **Filling a Vacancy**: In the event of any vacancy occurring in the Board:

- (i) the Board reserves the right, provided there is a quorum of directors, to appoint a Member to fill such vacancy as it sees fit to do so, provided that if there is not a quorum of directors, the remaining directors shall call a Special General Meeting (as such term is hereinafter defined in **Section 41** hereof) of the Members to fill the vacancy; and
- (ii) otherwise such vacancy shall be filled at the next Annual Meeting.

Any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who vacated such Board position.

(c) **Increase in Directors**: If the number of directors comprising the Board is increased between Annual Meetings, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided in **Subsection 14(b)** hereof.

15. **REMOVAL OF DIRECTORS**

The Members or Board, may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special General Meeting or a Board meeting where notice specifying the intention to pass such a resolution has been given to all Members, remove any director before the expiration of such director's term of office and may, by a majority of the votes cast at such meeting, elect any Members qualified to serve in such director's stead pursuant to this By-law, for the remainder of such director's term. A director can also be removed in accordance with **Section 19** hereof.

16. **PLACE OF BOARD MEETINGS**

Meetings of the Board may be held either at the head office of the College or at any other place, or by teleconference.

17. **NOTICE OF BOARD MEETINGS**

- (a) **Calling of a Meeting:** A meeting of the Board may be convened at any time by the Chairman, or by any three (3) directors.
- (b) **Notice:** Notice of any meeting of the Board stating the day, hour and place of meeting shall be given to each director in person, or by mail, facsimile or e-mail transmission, at each director's last known post-office address, facsimile transmission number or e-mail address, at least ten (10) business days before the meeting is to take place, provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates.
- (c) **No Notice:** For the first meeting of the Board to be held immediately following the election of the Board at an Annual Meeting, a Special General Meeting at which a director is elected to fill a vacancy in the Board, or for a meeting of the Board at which a director is elected to fill a vacancy in the Board, no notice of such meeting shall be necessary to such newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.

18. **OMISSION OF NOTICE OF BOARD MEETINGS**

The accidental omission to give notice of any meeting or the non-receipt of a notice which was sent, by any director of the College, shall not invalidate any resolution passed or any proceedings taken at any meeting of the Board to which such notice relates.

19. **ATTENDANCE AT BOARD MEETINGS**

All directors must attend all meetings of the Board unless excused by the Chairman. Failure to attend three (3) meetings within a term as director, without sufficient reason, or excuse by the Chairman, may result in removal from office.

20. **VOTING AT BOARD MEETINGS**

Unless otherwise indicated herein or in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes, provided a quorum is present. In case of an equality of votes, the Chairman, shall cast the deciding vote. All votes at any such meeting shall be taken by a show of hands, by assent or dissent. The vote may be by ballot if so demanded by any director present. A declaration by the Chairman 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.

21. **WRITTEN RESOLUTIONS**

Subject to the Act, a resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board or a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Board or a meeting of Members, respectively, and may be signed by facsimile transmission or other form of recorded communication tested prior to transmission. Such resolutions in writing satisfy all the requirements of the letters patent and by-laws of the College including, without limitation, this By-law relating to meetings of the Board or Members.

22. **CONFLICT OF INTEREST**

- (a) **Obligations:** Each director shall:
 - (i) fully disclose any potential conflict of interest; and
 - (ii) not directly or indirectly receive any profit from such director's position.
- (b) **Prohibition:** For greater certainty, any individual providing education to individuals studying to obtain a designation from the College, shall not be permitted to be a director during the time period in which such individual is providing such education and for six (6) months following the cessation of such individual providing such education.

23. **REMUNERATION OF DIRECTORS**

- (a) **No Remuneration:** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.
- (b) **Exception:** If any director shall serve as an officer of the College, or shall otherwise be employed by, or shall perform services for the College otherwise than as a director or officer, or shall be a member of a firm or shareholder, director or officer of a company which is employed by, or performs services for, the College, the fact of his being a director or officer of the College shall not disentitle him from receiving proper remuneration for such services.

24. **INDEMNITIES TO DIRECTORS AND OTHERS**

Every director or officer of the College or other person who has undertaken or is about to undertake any liability on behalf of the College and their heirs, executors, administrators, estates and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, out of the funds of the College, from and against:

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

25. **FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

- (a) **No Liability:** No director or officer of the College shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the College through the insufficiency or deficiency of title to any property acquired by the College or for or on behalf of the College or for the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to, the College shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person or firm, including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the College or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.
- (b) **Board Approval:** The Board shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the College, except such as shall have been submitted to and authorized or approved by the Board.

26. **POWERS OF DIRECTORS**

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the College and are not by the by-laws of the College or by statute expressly

directed or required to be done by the College at a meeting of Members. For greater certainty, and without limiting the generality of the foregoing, the Board may enact or make revisions to various rules and procedures of the College, including, without limitation, the Code of Ethics or any replacement or successor document.

OFFICERS

27. ELECTION AND APPOINTMENT OF OFFICERS

- (a) **Officers**: The officers of the College shall consist of:
- (i) Chairman;
 - (ii) Registrar;
 - (iii) Secretary/Treasurer; and
 - (iv) such other officers as the Board may determine by resolution from time to time.
- (b) **Restriction**: No person may hold more than one office.
- (c) **Election**: Except for the Registrar, the officers referred to in **Subsection 27(a)** herein shall be elected by the Board from among the then current directors of the College at the first meeting of the Board after each Annual Meeting, provided that in default of such election, the then current officers, being Members of the Board, shall hold office until their successors are elected.
- (d) **Other Officers**: The other officers appointed pursuant to **Paragraph 27(a)(iv)** hereof need not be directors of the College and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

28. REMUNERATION AND REMOVAL OF OFFICERS

The Board may fix the remuneration, if any, to be paid to officers of the College. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.

29. DELEGATION OF DUTIES OF OFFICERS

In case of the absence or inability to act of any officer of the College or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

30. **OFFICER VACANCIES**

If the office of the Chairman, the Registrar, or Secretary/Treasurer shall be or become vacant by reason of death, resignation, disqualification as a result of professional misconduct or unethical behaviour, incapacity or unwillingness to carry out the duties of such officer, the Board may appoint from the directors an officer to fill such vacancy.

31. **TERM OF OFFICE OF OFFICERS**

Each officer shall be elected or appointed by the Board for a two (2) year term at the first meeting of the Board following the Annual Meeting. Officers shall be entitled to hold office for a maximum of two (2) consecutive terms. Notwithstanding the foregoing, the Board may, in its discretion, allow an officer to hold office for a period in excess of two (2) consecutive terms.

32. **CHAIRMAN**

(a) **Duties:** The Chairman shall:

- (i) when present, preside at all meetings of the Board and of Members;
- (ii) provide instruction and guidance to the Executive Director in executing the policies and programs of the College to fulfill its objects, purposes and goals;
- (iii) guide the Board in making such decisions and establishing such policies and programs in order to fulfill the objects, purposes and goals of the College;
- (iv) receive information and provide guidance to the Chairs of the standing committees of the College; and
- (v) exercise such powers and perform such other duties as may from time to time be assigned to him by the Board.

(b) **Vacancy:** If the Chairman's office should become vacant for any reason before the end of his term of office, the Secretary/Treasurer shall assume the position of Chairman for the duration of the unexpired term.

33. **REGISTRAR**

(a) **Duties:** The Registrar shall:

- (i) be responsible for the overall planning and implementation of the programs of the College in accordance with these By-laws and rules and policies that may be adopted from time to time;

- (ii) provide certification and examination information to Members and potential Members;
 - (iii) oversee the examination application, implementation and scheduling process, including date and site selection;
 - (iv) oversee the registration of all Members;
 - (v) serve as an ex-officio non-voting member of the Board; and
 - (vi) exercise such powers and perform such other duties as may from time to time be assigned by the Board.
- (b) The Executive Director may serve as Registrar, if so appointed by the Board.

34. **SECRETARY/TREASURER**

- (a) **Duties:** The Secretary/Treasurer shall:
- (i) when present, act as recording secretary of all meetings of the Board and Members and the documents and registers referred to in the Act;
 - (ii) perform all duties incident to his office and such other duties required by the Board;
 - (iii) oversee collection of all College revenues and, subject to the provisions of any resolution of the Board, shall supervise the care and custody of all funds and securities (the "**Funds and Securities**") of the College and shall supervise the deposit of the Funds and Securities in the name of the College in such bank or banks or with such depository or depositories as the Board may direct;
 - (iv) keep or cause to be kept, the books of account and accounting records required by the Act and shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Secretary/Treasurer, and of the financial position of the College;
 - (v) serve as Chairman in the event such office shall become vacant before the end of the term; and
 - (vi) perform all duties incident to his office or as required by the Board.
- (b) **Delegation:** The Board may, from time to time, delegate certain or all of the duties of the Secretary/Treasurer to the Executive Director.

35. **EXECUTIVE DIRECTOR**

- (a) **Appointment:** The Board may appoint an Executive Director to manage the affairs of the College during periods when the Board is not in session.
- (b) **Duties:** The Executive Director shall:
- (i) manage the day-to-day business and financial affairs of the College, including the preparation of correspondence, membership bulletins, dues collections and dissemination of information to the general public;
 - (ii) follow the instruction and guidance of the Chairman in executing the policies and programs of the College to fulfill the objects, purposes and goals of the College;
 - (iii) work with the Chairman on all projects of the College;
 - (iv) provide advice and counsel to the Board and its committees;
 - (v) may serve as Registrar of the College, if so appointed by the Board; and
 - (vi) perform such other duties as may from time to time be assigned to him by the Board.

36. **OTHER OFFICERS**

The duties of all other officers of the College shall be such as the terms of their engagement or employment, as the case may be, call for or the Board requires of them.

37. **EXECUTIVE COMMITTEE**

- (a) **Composition:** The Chairman, Registrar and Secretary/Treasurer shall constitute the executive committee of the Board (the "**Executive Committee**"). The Executive Committee shall conduct the business of the College and the Board at such times when the Board is not in session, provided however, that such business shall be conducted in accordance with the existing policy practices of the College and that all decisions made by the Executive Committee shall be approved by two-thirds (2/3) of all members of the Executive Committee.
- (b) **No Remuneration:** The Executive Committee shall serve without remuneration and no member of the Executive Committee shall directly or indirectly receive any profit from his position as such, provided that a member of the Executive Committee may be reimbursed for reasonable expenses incurred by him in the performance of his duties, in the sole discretion of the Board.

- (c) **Notice of Meetings:** Meetings of the Executive Committee may take place at any time and place within Canada, provided however, that notice calling the meeting shall be given in person, or by mail, facsimile or e-mail transmission, at each Executive Committee member's last known post-office address, facsimile transmission number or e-mail address, not less than forty-eight (48) hours prior to the date and time of the meeting.
- (d) **Quorum:** Three (3) members of the Executive Committee shall constitute a quorum of any meeting of the Executive Committee.
- (e) **Removal:** The Board may, if a quorum is present, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the Board in which notice specifying the intention to pass such a resolution has been given to all directors, remove any member of the Executive Committee before the expiration of his term of office and may, by a majority of the votes cast at such a meeting, elect any director qualified to serve in his stead, for the remainder of his term.

DOCUMENTS AND TRANSACTIONS

38. EXECUTION OF DOCUMENTS

- (a) **Execution:** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the College by any two (2) of the Chairman, Registrar or the Secretary/Treasurer.
- (b) **Direction:** The Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.
- (c) **Seal:** Any signing officer may affix the corporate seal to any instrument requiring the same.
- (d) **Authorization:** In particular, without limiting the generality of the foregoing, any two (2) of the directors and/or officers of the College are authorized to sell, assign, transfer, exchange, convert, or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the College and to sign and execute under the corporate seal of the College or otherwise, all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities provided that any of such two (2) directors and/or officers must receive the approval of the Board prior to exercising any of the powers conferred upon them in this **Subsection 38(d)**.

- (e) **Interpretation:** The term "**other instruments**" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.

39. **CHEQUES, DRAFTS, NOTES, ETC.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer, director, or Executive Director appointed in accordance with **Subsection 35(a)** hereof, and in such manner as the Board may from time to time designate by resolution.

MEETINGS OF MEMBERS

40. **ANNUAL MEETING OF THE MEMBERS**

The Annual Meeting shall be held at such time and place as the Board may by resolution determine. At Annual Meetings, there shall be presented a report of the Board with respect to the affairs of the College for the previous year, a financial statement of the College together with an audit of same conducted by a duly qualified accounting firm as required by the Act, (the "**Auditor**") and such other information or reports relating to the College's affairs as the Board may determine.

41. **SPECIAL GENERAL MEETING OF THE MEMBERS**

Other meetings of the Members (to be known as "**Special General Meetings**") may be convened by:

- (c) order of the Chairman or Registrar or by the Board to be held at any date and time; or
- (d) thirty (30%) percent or more voting Members of the College requisitioning a Special General Meeting.

42. **QUORUM FOR MEETING OF THE MEMBERS**

- (a) **Quorum:** Ten (10%) percent of Members entitled to vote at a meeting of Members pursuant to this by-law shall constitute a quorum of any meeting of Members for all purposes.
- (b) **Prohibition:** No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

43. NOTICE OF MEETING OF THE MEMBERS

- (a) **Giving of Notice:** Notice stating the day, hour and place of meeting and the general nature of the business to be transacted thereat shall be given to each Member and to the Auditor at least twenty-one (21) days before the date of every meeting of Members, provided always that a meeting of Members may be held for any purpose at any date and time and at any place within Canada without notice if all the Members entitled to vote at a meeting of Members pursuant to this By-law are present in person at the meeting or if all the absent Members entitled to notice of such meeting shall have signified their assent in writing to such meeting being held and such assent may be validly given either before or after the meeting to which such assent relates.
- (b) **Proxy:** Notice of any meeting shall remind a Member of his right to vote by proxy.
- (c) **Special Business:** In the event that special business is to be conducted at the meeting, the notice calling the meeting shall contain sufficient information of such business to allow the Members to make a reasoned judgment as to their vote at such meeting.
- (d) **Manner of Notice:** Whenever notice is required to be given to a Member, pursuant to the provisions of this by-law, such notice may be given in person, or by mail, facsimile or e-mail transmission, at each Member's last known post-office address, facsimile transmission number or e-mail address. Any notice or other document so sent by post shall be deemed to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if sent by facsimile or e-mail, shall be deemed to be sent when the same was transmitted to the recipient.

44. OMISSION OF NOTICE FOR MEETING OF THE MEMBERS

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members or by the Auditor shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

45. VOTING AT MEETING OF THE MEMBERS

- (a) **Entitlement:** Each Member shall be entitled to one vote at any meeting of Members, provided that:
 - (i) no Member shall be entitled to vote unless he has paid all dues or fees, if any, then payable by him; and

- (ii) no Non-practicing Member shall be eligible to vote at any meeting of Members.
- (b) **Majority Vote:** Unless otherwise required by the Act or this by-law, all questions shall be determined by a majority of votes cast at a meeting of Members, provided a quorum is present.
- (c) **Methods:** The Board may, in its sole discretion, allow voting by either secret ballot, standing poll, show of hands or voice response. Subject to **Subsection 45(b)**, proxy voting and voting by mail shall be permitted only by resolution of the Board where circumstances warrant.
- (d) **Voting by Proxy and Mail:** Proxy voting shall be permitted only with the written authorization of an active Member designating his alternate who shall be a Member. Such authorization must be received by the head office of the College at least fifteen (15) days prior to the meeting at which the vote will be conducted. Procedures for voting by mail shall be determined by resolution of the Board at the time that the mail vote is deemed necessary. Mail voting is acceptable except where the Act requires a meeting.
- (e) **Declaration by Chairman:** At any meeting, unless a poll is held, a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

46. **MEETING CHAIRMAN**

The Chairman, or in his absence, the Secretary/Treasurer, shall act as Chairman at any meeting of Members. In the absence of the Chairman and Secretary/Treasurer, the Members present shall choose another director as Chairman and, if no director is present or if all the directors present decline to act as Chairman, the Members present shall choose one of the Members present to act as Chairman.

47. **POLLS**

If a poll be demanded, the question shall be decided by a majority of votes given by the Members present and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

48. **ADJOURNMENTS**

Any meetings of the Members or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been

transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

COMMITTEES

49. **NOMINATING COMMITTEE**

- (a) **Nominating Procedure:** The Nominating Committee, of three (3) individuals, shall consist of two (2) former directors of the College who remain Members in good standing and the Registrar, which shall operate as follows:
- (i) not less than one hundred twenty (120) days prior to the next Annual Meeting, the Nominating Committee shall send to each of the voting Members a nomination form requesting nominations of Members to the Board, which persons may be nominated for election to the Board by a voting Member delivering a nomination in writing nominating a person or persons, signed by not less than five (5) voting Members, which nomination shall be filed with the Secretary of the College not less than ninety (90) days prior to the date of the next Annual Meeting;
 - (ii) upon its receipt of nominations pursuant to paragraph (i), and not less than forty-five (45) days prior to the next Annual Meeting, the Nominating Committee shall meet to propose a slate of candidates for election to the Board to fill vacant positions on the Board for the upcoming year, which nominees may or may not, in the sole discretion of the Nominating Committee, acting reasonably, be comprised of those individuals nominated pursuant to **Paragraph 49(a)(i)**. Such meeting may be conducted in person, by mail or by telephone if all members of such committee consent thereto; and
 - (iii) the Nominating Committee shall send to each of the Members, the names of the nominees proposed by it, not less than forty-five (45) days prior to the date of the next Annual Meeting and shall present such nominations for election at the Annual Meeting.
- (b) **Term:** Persons serving on the Nominating Committee shall not be eligible to serve for more than two (2) consecutive years.
- (c) **Members May Stand for Election:** Nominating Committee members shall not be barred from standing for election as a director.

50. **STANDING COMMITTEES**

- (a) **Standing Committees:** The following standing committees shall be the standing

committees of the College and the Chairman shall appoint Members as the chairmen and members of such standing committees:

- (i) The Examination Implementation Committee: The Examination Implementation Committee shall:
 - (A) determine the examination eligibility requirements;
 - (B) set the dates and locations of examinations; and
 - (C) award the professional pedorthic designations, being the categories of membership described in **Paragraphs 3(a)(i) through 3(a)(iii)** hereof.
 - (ii) The Examination Development Committee: The Examination Development Committee shall:
 - A. design the content, format and evaluation procedures for the certification examinations committee.
 - (iii) The Examination Appeals Committee: The Examination Appeals Committee shall receive and determine appeals, challenging the certification examination results. It shall make recommendations in respect of its review of the examination and the results thereof.
 - (iv) The Complaints and Investigation Committee: The Complaints and Investigation Committee shall conduct any investigations required with respect to the conduct of a Member that is the subject matter of a complaint concerning his ethical conduct. At least one (1) Public Representative Director(s) shall serve on the Complaints and Investigation Committee.
 - (v) The Discipline Committee: The Discipline Committee shall consider and review a complaint made against a Member and shall make decisions and recommendations arising out of its investigation and shall schedule a disciplinary hearing in respect of the complaint, if necessary.
 - (vi) The Continuing Education Points Committee: The Continuing Education Points Committee shall assess educational programs for continuing education points.
- (b) **Miscellaneous:** The Board may remove any standing committee member. The Board may, in its sole discretion, reimburse standing committee members for reasonable expense incurred in the performance of their duties as standing committee members. Other committees may be struck as the Board sees fit.

51. **COMMITTEE REPORTS**

Chairmen of the committees of the College shall submit written reports to the Chairman prior to the Annual Meeting or at such other times as the Chairman may direct.

52. **MEETINGS OF SPECIAL STANDING COMMITTEES**

The standing committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, provided however, that two (2) of the members of each standing committee shall constitute a quorum thereof for the transaction of business.

Questions arising at any meeting of a standing committee shall be decided by a majority of votes and in case of an equality of votes, the chairman of such standing committee may have a second or casting vote.

53. **FISCAL YEAR**

The fiscal year of the College shall terminate on the 31st day of December, in each year or on such other date as the Board may from time to time by resolution determine.

54. **ENACTMENT AND AMENDMENT OF BY-LAWS**

By-laws may be enacted, and such by-laws repealed or amended, by by-law or resolution enacted by a majority of the directors at a meeting of the Board. A notice of motion to repeal or amend the bylaws shall be sent to all Members entitled to vote at a meeting of Members in accordance with **Subsection 45(a)** hereof, not less than twenty-one (21) days prior to the meeting duly called for the purpose of considering said by-laws. An affirmative vote of two-thirds (2/3) of the Members present at the meeting shall ratify the by-law amendment. Enforcement of the by-law changes will be subject to the appropriate government ministerial approval.

55. **AUDIT**

The Members shall, at each Annual Meeting, appoint the Auditor to prepare and conduct an audit of the financial statements of the College in accordance with the Act, to hold office until the next Annual Meeting, provided that the Board may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board.

NOTICES

56. **SERVICE OF NOTICES**

Unless otherwise provided herein, any notice given to any Member, director or the Auditor shall be served in person, or by mail, facsimile or e-mail transmission, at each Member's, director's or the Auditor's last known post-office address, facsimile transmission number or e-mail address,

With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office box.

57. **SIGNATURE TO NOTICES**

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

58. **COMPUTATION OF TIME**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term "**business days**" is used in this By-law, it shall mean Mondays, Tuesdays, Wednesdays, Thursdays or Fridays except where such days fall on statutory holidays.

59. **PROOF OF SERVICE**

A certificate of the officer of the College in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer or the Auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, director, officer or the Auditor, as the case may be.

ATTENDANCE AT MEETINGS

60. **ATTENDANCE AT MEETINGS**

A Member, officer, director or committee Member, as the case may be, shall be deemed to be present at any meeting if he is physically present at the meeting or is connected to the meeting electronically (by telephone or television or such other form of appropriate electronic communication as may be available) under such circumstances that he may hear all of the discussion and may be heard by those physically present at the meeting.

ENACTED by the Board on the _____ day of _____, 2009.

WITNESS the seal of the College.

Chairman

Secretary/Treasurer

CONFIRMED by the Members on the _____ day of _____, 2009.