



By-Law Number 4

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BY-LAW NO. 4

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) **"Accountant"** has the meaning set out in **Section 35** hereof;
- (b) **"Act"** means the Canada Not-for-profit Corporations Act, S.C. 2009, c. 23, 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;
- (c) **"Annual Meeting"** has the meaning set out in **paragraph 3(b)(i)** hereof;
- (d) **"Board"** means the board of directors of the College;
- (e) **"business days"** has the meaning set out in **Section 51** hereof;
- (f) **"By-law"** means this by-law no. 4 of the College, as it may be amended from time to time;
- (g) **"Certified Member Director"** has the meaning set out in **paragraph 10(a)(i)** hereof;
- (h) **"Code of Ethics"** has the meaning set out in **paragraph 3(c)(i)** hereof;
- (i) **"Code of Ethics violations"** has the meaning set out in **Subsection 8(c)** hereof;
- (j) **"Director"** means an individual member of the Board;
- (k) **"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;
- (l) **"Officer"** means a person described in **Subsection 27(a)** hereof;

- (m) “**other instruments**” has the meaning set out in **Subsection 33(e)** hereof;
- (n) “**PAC**” means the Pedorthic Association of Canada/ Association de podotherapie du Canada;
- (o) “**Profession**” has the meaning set out in **paragraph 3(c)(iv)** hereof;
- (p) “**Public Representative Director**” has the meaning set out in **paragraph 10(a)(ii)** hereof;
- (q) “**Registrar**” has the meaning set out in **Subsection 33(a)** hereof;
- (r) “**Special General Meeting**” has the meaning set out in **Section 36** hereof;
- (s) 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;
- (t) 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
- (u) 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 Classes**: Membership in the College shall be divided into four (4) classes:
 - (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); and
 - (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.
- (b) **Right to Vote and Serve:** Subject to **Subsection 4(e)** and **Subsection 40(a)** hereof (which provide that Non-practicing Members shall not vote nor be eligible to serve as Directors or Officers and that no Member shall be entitled to vote unless the Member has paid all dues or fees, if any, then payable by the Member), Members shall be:
- (i) entitled to vote at the annual general meeting of the Members required by the Act (the "**Annual Meeting**") for the election of the Board; and
 - (ii) eligible to serve as Directors and Officers.
- (c) **Members' Obligations:** All Members shall:
- (i) adhere to the Code of Ethics and Standards of Practice 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 (\$1,000,000.00) 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**").
- (d) **Admission and Right to Decline:** Any individual who complies with the requirements prescribed by this **Section 3** may be admitted to membership in the College, from time to time, by resolution to that effect passed by the Board (or by such other admission method as the Board may prescribe, by resolution), and upon payment of all applicable membership dues. The College reserves the right to decline the membership application or renewal of any individual who does not meet the aforementioned Members' obligations, or such other requirements as the Board may establish, by resolution.

4. **NON-PRACTICING MEMBERS**

- (a) Non-practicing Members are Members of any class who are not working in the Profession, but who wish to maintain a link to the Profession. For greater certainty, Non-practicing Members are not a separate class of Members.
- (b) A Non-practicing Member must maintain continuing education points and can hold Non-practicing Member status for no more than two (2) consecutive years. 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.
- (c) The names and addresses of Non-practicing Members will be listed in the directory maintained by the College under Non-practicing Members.
- (d) 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. Thereafter, the Member shall cease to be a Non-practicing Member.
- (e) Non-practicing Members shall not be entitled to:
 - (i) vote at the Annual Meeting; or
 - (ii) serve as Directors or Officers.

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, and lapse and cease to exist:
 - (i) upon the Member's death;
 - (ii) when the Member's period of membership expires;
 - (iii) when the Member ceases to be a Member, by resignation or otherwise, in accordance with the By-laws,

provided always that:

 - (iv) any Member shall cease to be a Member, upon a resolution to that effect being passed by a majority vote of the Board; and
 - (v) any such Member whose membership and certification has lapsed and ceased to exist shall be eligible to be re-admitted to membership in the College, in accordance with this By-law.
- (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 the Member is a Non-practicing Member, **Section 4** 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.

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.

8. VIOLATION OF THE CODE OF ETHICS

- (a) **Review and Investigation:** In instances involving allegations of Code of Ethics violations:
- (i) the Board, or an individual or committee duly appointed by the Board for that purpose, shall investigate complaints in the manner outlined in the Complaints and Discipline Rules and Procedures; and
 - (ii) all reviews and investigations conducted by the Board, or an individual or committee duly appointed by the Board for that purpose, 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 appeal or otherwise challenge the decisions of the Board or the individual or committee appointed by the Board, for the purpose of this **Section 8** (as the case may be), the Chair 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 approved 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.

DIRECTORS

10. **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 six (6) and no more than twelve (12) Directors, provided that:
 - (i) a minimum of five (5) Directors shall be Members, elected in accordance with **Subsection 12(a)** hereof (individually, a "**Certified Member Director**" and collectively, the "**Certified Member Directors**"); and
 - (ii) a minimum of one (1) and a maximum of two (2) Directors shall be elected representatives of the public, elected in accordance with **Subsection 12(a)** hereof (individually, a "**Public Representative Director**" and collectively, the "**Public Representative Directors**"), who shall assist and advise the Board and such committees as the Board may direct, from time to time, as to those matters which affect the public interest with a view to representing and protecting the public interest. A Public Representative Director may serve on any committees established by the Board.
- (b) **Quorum:** A majority of the Directors then in office shall constitute a quorum for meetings of the Board.
- (c) **Limitation:** An individual who is a member of the current board of directors of PAC shall not be eligible to serve on the Board. The office of any Director who becomes a member of the board of directors of PAC, following such Director's election as a Director, shall be immediately vacated.

11. **ELECTION OF DIRECTORS**

The Board shall be elected by the Members at the Annual Meeting, provided that Members shall elect only as many Directors as are necessary to conform with the minimum and maximum numbers of Directors as are set out in **Subsection 10(a)** hereof.

12. **DIRECTORS' TERM OF OFFICE**

(a) **Term:** Directors shall be elected at the Annual Meeting to hold office for the terms provided below:

- (i) the Public Representative Director(s) will hold office for a two (2) years' term; and
- (ii) the Certified Member Directors will hold office for a three (3) years' term.

(b) **Maximum Term:** A Director shall serve a maximum of two (2) consecutive terms unless the Director's successor cannot be duly elected or appointed, or, if special exemption is granted, by resolution of the Board.

13. **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, the Director resigns the office, and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- (ii) if an order is made declaring the Director to be mentally incompetent or incapable of managing the Director's own affairs;
- (iii) if the Director becomes bankrupt or a receiving order is made against the Director or the Director makes an assignment under the Bankruptcy and Insolvency Act (Canada) or any statute that may be substituted therefor;
- (iv) except for a Public Representative Director, if the Director's membership in the College is revoked for any reason;
- (v) except for a Public Representative Director, if the Director becomes a Non-practicing Member at any time during the Director's term of office; or
- (vi) if the Director offers educational activities, pursuant to **Section 22(b)** hereof;

- (vii) if the Director becomes a member of the board of directors of PAC;
- (viii) if the Director is convicted of any criminal offence; or
- (ix) on the Director's 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 the Board, to appoint a Member to fill such vacancy as it sees fit to do so, provided that if there is not a quorum of the Board, the remaining Directors shall call a Special General Meeting of the Members to fill the vacancy; and
- (ii) otherwise, such vacancy shall be filled by the Members 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 so vacating office.

14. **REMOVAL OF DIRECTORS**

The Members or the Board, may, by resolution passed by a majority 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 Member qualified to serve in such Director's stead pursuant to this By-law, for the remainder of such removed Director's term. A Director may also be removed from the Board pursuant to **Section 18** hereof.

15. **PLACE OF BOARD MEETINGS**

Meetings of the Board may be held either at the head office of the College or at any other place within Canada.

16. **NOTICE OF BOARD MEETINGS**

- (a) **Calling of a Meeting:** A meeting of the Board may be convened at any time by the Chair, 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 the Board is present.

17. **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, shall not invalidate any resolution passed or any proceedings taken at any meeting of the Board to which such notice relates.

18. **ATTENDANCE AT BOARD MEETINGS**

Directors shall attend all meetings of the Board, unless excused by the Chair. Failure to attend three (3) meetings within a term as Director, without sufficient reason, or excuse by the Chair, may result in a Director's removal from office.

19. **VOTING AT BOARD MEETINGS**

Unless otherwise indicated in this By-law 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 Chair 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 Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

20. **PARTICIPATION IN MEETING BY OTHER MEANS**

Pursuant to Subsection 136(7) of the Act, if all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communication facilities that permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office. At the commencement of each meeting at which a Director is participating by telephonic, electronic or other communication facility, such Director so participating shall clearly indicate the Director's attendance and the secretary of the meeting shall maintain a record of the meeting of the Directors so participating. The vote of any Director who participates in a meeting by other means pursuant to this **Section 20** shall be made by a verbal or electronic vote, as the case may be, with each Director so participating responding affirmatively, negatively or abstaining after the Director's name is called by the chair or secretary of the meeting.

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 the Members is as valid as if it had been passed at a meeting of the Board or a meeting of the 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 articles of continuance and the by-laws of the College including, without limitation, this By-law relating to meetings of the Board or the 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 such Director's position as such, provided that a Director may be reimbursed for reasonable expenses incurred by such Director in the performance of the Director's duties.
- (b) **Exception:** If any Director serves as an Officer, or otherwise is employed by, or performs services for the College, otherwise than as a Director or Officer, or is a member of a firm or shareholder, director or officer of a company which is employed by, or performs services for, the College, this **Section 23** shall not disentitle such Director from receiving reasonable remuneration for such services, as such, provided that the Board shall, in all instances, determine by resolution whether or not reasonable remuneration shall be paid to the individual.

24. **INDEMNITIES TO DIRECTORS AND OTHERS**

Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the College, and such Director or Officer's 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 such Director, Officer or other person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director, Officer or other person's office or in respect of any such liability;
- (b) all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director, Officer or other person's own willful neglect or default; and
- (c) the College may purchase and maintain insurance for the benefit of individuals, in their capacity as Directors or Officers.

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

- (a) **No Liability**: No Director or Officer 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 the Director or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through such Director or Officer's own wrongful and willful act or through Director or Officer's 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 the Members. For greater certainty, and without limiting the generality of the foregoing:

- (a) 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; and
- (b) the Board may, from time to time, delegate to and retain an Executive Director or delegate to such one or more of the Directors and Officers or committees of the College, as may be designated by the Board, all or any of the powers conferred upon the Board pursuant to the Act or any articles of continuance or by-laws of the College, to such extent and in such manner as the Board shall determine at the time of each such delegation, provided that the Board shall not delegate any authority or power exclusively conferred on it by the Act.

OFFICERS

27. ELECTION AND APPOINTMENT OF OFFICERS

- (a) **Officers**: The officers of the College shall consist of:
- (i) the Chair;
 - (ii) the Vice Chair;
 - (iii) the Secretary/Treasurer; and
 - (iv) such other officers as the Board may determine by resolution, from time to time,
- (each, an “**Officer**”).
- (b) **Restriction**: No person may hold more than one office at any given time.
- (c) **Election**: The Officers shall be appointed by the Board from among the then current Directors 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 and in the absence of written agreement to the contrary, the appointment 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. 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, 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.

30. **OFFICER VACANCIES**

If the office of an Officer becomes vacant by reason of that Officer's 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 an Officer to fill such vacancy from the Board.

31. **TERM OF OFFICE OF OFFICERS**

Officers shall be elected or appointed by the Board for a two (2) years' 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, unless the Board, in its sole discretion, passes a resolution authorizing an Officer to hold office for a period in excess of two (2) consecutive terms.

32. **DUTIES OF OFFICERS**

Officers shall have such authority and shall perform such duties as the terms of their engagement call for, or as are from time to time prescribed by a resolution of the Board.

DOCUMENTS AND TRANSACTIONS

33. **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 Chair, Vice Chair, the Secretary/Treasurer or the registrar of the College appointed by the Board (the "**Registrar**").
- (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 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 by this **Subsection 33(d)**.

- (e) **Interpretation:** The term "**other instruments**" as used in this By-law 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.

34. **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 other person designated by the Board for that purpose, in accordance with **Section 33** hereof, and in such a manner as the Board may from time to time designate by resolution.

MEETINGS OF MEMBERS

35. **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 on same conducted by a duly qualified accounting firm (the "**Accountant**") and such other information or reports relating to the College's affairs as the Board may determine.

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

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

- (a) order of the Chair, the Registrar or the Board, to be held at any date and time; or
- (b) five (5%) percent or more voting Members requisitioning a Special General Meeting.

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

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

38. **NOTICE OF MEETING OF THE MEMBERS**

- (a) **Giving of Notice**: Notice of the time and place of a meeting of the Members shall be given to each Member entitled to vote at the meeting by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephone, email or similar means to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Pursuant to Subsection 197(1) of the Act, a resolution passed by two-thirds (2/3) of the Members who vote on the question is required to make any amendment to these By-laws to change the manner of giving notice to Members entitled to vote at a meeting of the Members.

- (b) **Proxy**: Notice of any meeting shall remind a Member of the Member's 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) **Waiver of Notice**: A meeting of the Members may be held at any time and place without notice if all Members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, in writing, and at such meeting any business may be transacted which the College, at a meeting of the Members, may transact.

39. **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 Accountant shall not invalidate any resolution passed or any proceedings taken at any meeting of the Members.

40. **VOTING AT MEETINGS OF THE MEMBERS**

- (a) **Entitlement:** Each Member shall be entitled to one (1) vote at any meeting of the Members, provided that:
- (i) no Member shall be entitled to vote unless the Member has paid all dues or fees, if any, then payable by the Member; and
 - (ii) no Non-practicing Member shall be eligible to vote at any meeting of the Members.
- (b) **Voting, Generally:** 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 the Members, provided a quorum is present. The Board may, in its sole discretion, allow voting by either secret ballot, standing poll, show of hands or voice response.
- (c) **Participation in Meeting by other Means:** Pursuant to Subsection 159(4) of the Act, any person entitled to attend a meeting of the Members may participate in the meeting by means of a telephonic, an electronic or other communication facility that permits all participants to adequately communicate with each other during the meeting, if the College makes such a communication facility available. A person so participating in a meeting shall be deemed to be present at the meeting. The vote of any Member who participates in a meeting by other means pursuant to this **Subsection 40(c)** shall be made by a verbal or electronic vote, as the case may be, provided that all votes shall be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the College without it being possible for the College to identify how each Member voted.
- (d) **Proxy and Mail:** Subject to **Subsection 38(b)** hereof, proxy voting and voting by mail shall be permitted only by resolution of the Board where circumstances warrant. Proxy voting shall be permitted only with the written authorization of a Member designating his or her alternate who shall be a Member. Such authorization must be received by the College's office 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 Chair**: At any meeting, unless a poll is held, a declaration by the Chair 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.

41. **MEETING CHAIR**

The Chair shall act as chair at any meeting of the Members. In the absence of the Chair, the Vice Chair shall act as chair at any meeting of the Members, and in the absence of both of the Chair and the Vice Chair, the Secretary/Treasurer shall act as chair at any meeting of the Members. If none of the Chair, the Vice Chair or the Secretary/Treasurer is present, the Members present shall choose another Director as chair and, if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of the Members present to act as chair.

42. **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 Chair 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.

43. **CALLING MEETINGS BY OTHER MEANS**

Pursuant to Subsection 159(5) of the Act, the Members may meet by telephonic, electronic or by other communication facilities that permit each Member to communicate adequately with each other, provided that:

- (a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing quorum and recording votes;
- (b) each Member has equal access to the specific means of communication to be used; and
- (c) each Member has consented in advance to meeting by telephonic, electronic or other communications facilities, using the specific means of communication proposed for the meeting.

44. **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

45. **APPOINTMENT AND DUTIES OF COMMITTEES**

The Board may, from time to time, constitute such committees as it deems necessary and for such purposes and with such powers as may be prescribed by the Board. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may prescribe, from time to time.

MISCELLANEOUS

46. **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.

47. **ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

- (a) In accordance with the provisions of Part 10 of the Act, by-laws of the College may be enacted, and such by-laws may be repealed or amended.
- (b) The Directors shall submit the by-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may, by ordinary resolution, or if the Act so requires, a special resolution, confirm, reject or amend the by-law, amendment or repeal.

48. **AUDIT**

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

NOTICES

49. **SERVICE OF NOTICES**

Unless otherwise provided in this By-law, any notice given to any Member, Director or the Accountant shall be served in person, or by mail, facsimile or e-mail transmission, at each Member's, Director's or the Accountant'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.

50. **SIGNATURE TO NOTICES**

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

51. **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.

52. **PROOF OF SERVICE**

A certificate of the Officer 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 Accountant or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or the Accountant, as the case may be.

ATTENDANCE AT MEETINGS

53. **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 such Member, Officer, Director or committee member 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 and permitted by the Act or these By-laws) under such circumstances that such Member, Officer, Director or committee member 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 _____, 2013.

 Chair

 Secretary/Treasurer

CONFIRMED by the Members on the _____ day of _____, 2013.

 As Secretary of the Meeting