

BY-LAWS - APPROVED BY THE MEMBERSHIP

APRIL 7, 2016

**ONTARIO ASSOCIATION ON
DEVELOPMENTAL DISABILITIES (OADD)**

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Article 1 Head Office

The office of the Association shall be in the City of Toronto, in the County of York, in the Province of Ontario, or at such place in the Province of Ontario as the Board of Directors may from time to time determine.

Article 2 Seal

The seal, an impression of which is stamped in the margin of this page, shall be the Corporate Seal of the Association.

Article 3 Interpretation

In this By-Law and all other By-Laws and resolutions of the Association, unless the context requires otherwise:

- a) the singular includes the plural;
- b) the masculine gender includes the feminine and vice versa;
- c) "Board" means the Board of Directors of the Association;
- d) "Association" means the Ontario Association on Developmental Disabilities;
- e) "Letters Patent" means the Letters Patent and any supplementary Letters Patent;
- f) "By-Laws" means this By-Law (including the schedules to this By-Law) and all other By-Laws of the Association as amended and which are, from time to time, in force;
- g) "Director" means an individual occupying the position of director of the Association by whatever name he or she is called;
- h) "Member" means a member of the Association;
- i) "Members" means the collective membership of the Association;
- j) "Officer" means an officer of the Association;
- k) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, 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 a paper writings; and
- l) "Regions" refers to Regions in Ontario as defined by the Board of Directors from time to time.

Article 4 Purposes

The Ontario Association on Developmental Disabilities was incorporated by letters patent under the Companies act of the Province of Ontario. The Purposes and Objects of the Association are as follows:

- To provide a professional organization facilitating co-operation among those engaged in services, training and research in the area of developmental disabilities.
- To support the highest standard of services, training and research in the area of developmental disabilities.
- To encourage research and to disseminate new knowledge in the field of developmental disabilities.
- To encourage continual development of workers and personnel and increased student interest in the field of developmental disabilities.
- To promote the welfare of persons with developmental disabilities by providing support to the individuals who work with them and to the field in general.
- To review and influence public policies as they concern persons with developmental disabilities and those who work on their behalf.
- To ascertain and promote preventative measures which can be initiated in the field and on behalf of persons who are developmentally disabled.
- To accept, receive and take by device, bequest or gifts and to hold, possess and enjoy for the objects of the Association donations, gifts, grants, devises, bequests or real and personal property of all kinds and upon such other terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.
- To promote appropriate community based services.

Article 5 Severability and Precedence

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles, the provisions contained in the Articles shall prevail.

Article 6 Membership

a) **Eligibility**

Voting membership in the Association will be open to any person or organization:

- i. who, in the course of their professional activities is, or has been, involved in the study, support, habilitation and/or care of people with developmental disabilities; and

- ii. who supports the purposes and objects of the Association; and
- iii. who pays an annual membership fee, if any is set by the Board of Directors, subject to requirements of these By-Laws.

The Board may, from time to time, determine membership categories other than “voting member”.

b) Membership Year

The membership year shall be one year from the date of membership confirmation.

c) Membership Dues

The Board of Directors will establish and regularly review whether there shall be annual membership dues per membership category and, if so, the annual amount.

d) Responsibilities

It is the responsibility of the membership to support the purposes and objects of the Ontario Association on Developmental Disabilities.

e) Termination of Membership

- i. Membership in the Association shall cease to exist upon a member’s written resignation, non-payment of annual membership dues, or death.
- ii. A member may be removed from the membership for conduct which tends to injure the Association, is contrary to, or destructive of its purposes, or infringes the generally accepted standards of professional conduct as expected by the field.
 - 1. Charges of such conduct shall not be entertained unless submitted in writing to the Board by two (2) Association members.
 - 2. Upon receiving the charges, the Board shall notify the member, giving him/her the opportunity to respond to the charges.
 - 3. A member shall not be removed from membership for reason of conduct except by two-thirds (2/3) vote of the members in good standing of the Board.
 - 4. Restoration of membership shall require approval by a majority vote of the members in good standing of the Board.
- iii. A member may resign in good standing, provided that he/she has paid their fees for the current year, has no other obligations and

has not been notified of a charge of misconduct pursuant to these By-Laws.

- iv. A person who has resigned in good standing may be reinstated without prejudice.

f) Voting at Meetings

Each “voting member” who has paid the applicable annual fees for the year in which the members’ meeting(s) take place shall be entitled to:

- i. sustaining membership - one vote;
- ii. organizational membership - have representation of up to three (3) persons and each person present to a maximum of three (3) shall have one (1) vote each;
- iii. patron membership – have representation of up to five (5) persons and each person present to a maximum of five (5) shall have one (1) vote each.

g) Non-Transferable

A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act or this By-Law.

Article 7 Meetings

a) Annual General Meetings of the Membership

The Annual General Meeting of the membership shall be held not more than one hundred and twenty (120) days after the end of the fiscal year of the Association, at a time and place as shall be determined by the Board of Directors, for the transaction of the following business:

- i. approval of the minutes of the previous Annual General Meeting of the membership
- ii. amendment of By-Laws (if applicable) according to the provisions of these By-Laws
- iii. receiving reports of the activities of the Association during the preceding year, the annual financial statement and the report of the auditors
- iv. the appointment of auditors for the fiscal year
- v. the presentation of the slate of nominees presented by the Nominating Committee for election of positions as Directors
- vi. the election of Directors as needed
- vii. the transaction of any other business, either special or general which is pertinent to the interests of the membership and which

may properly come before the Annual General Meeting without prior notice.

b) General Meetings of the Membership

The Chairperson of the Board of Directors may convene a General Meeting of the membership at any time or place for business relating to the affairs of the Association.

c) Members' Agenda Items

Any member wishing to have any matter connected with the affairs of the Association brought up or discussed at any General Meeting of the members shall notify the Secretary of the Association in writing of such matter at least twenty-one (21) days before the meeting. The Secretary shall ensure the Executive Committee is advised of the request and the Executive Committee shall further discuss the matter with the member and determine appropriate action including whether the matter can be added to the agenda of the pending meeting.

d) Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Article 8 Requisition for Special Meetings of the Membership

- a) Members may requisition a Special meeting of the Membership if one-tenth of the members in good standing present a written request stating the nature of the business to be transacted and forwarding it to the Association Chairperson in care of the OADD administrative office.
- b) The Directors shall review the request and, if in agreement, give notice within fourteen (14) days of receipt of the requisition that a special meeting of the membership will be held.
- c) The special meeting of the membership shall be held within sixty (60) days of receipt of the requisition.

Article 9 Notice of All Members' Meetings

- a) Notice of a meeting of members will be made available thirty (30) days prior to the meeting. Such notice may be provided through the postal system, internet mail, website posting, or by any other means which the

Board of Directors deems to be sufficient to ensure that members have reasonable access to the notice.

- b) The notice shall include the date, time and location of the meeting, and wherever possible, the nature of the business to be transacted. In the case of an Annual General Meeting, notice of By-Law amendment is to be included in the notice.
- c) Advance written notice of a meeting is not necessary if the meeting date was approved in advance at the immediate preceding meeting.
- d) No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Article 10 Quorum for All Members Meetings

- a) The number of members present at any members meeting, providing this includes a quorum of the board, and where notice is given in accordance to Article 8 of these bylaws, shall constitute a quorum.
- b) If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting, unless the By-Laws provide otherwise.

Article 11 Procedure at Membership Meetings

- a) In the absence of the Association Chairperson, the members present shall choose a Director as chair of the meeting.
- b) Should the chosen Director decline or no directors be present, the members shall choose a chair from one of their members.
- c) All questions arising shall be decided by a majority of votes.
- d) In the event of an equality of votes, the Chairperson for the meeting shall have the casting vote.
- e) All meetings of members shall be conducted in accordance with "Robert's Rules of Order."

Article 12 Notices

a) **Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the

last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

b) 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, unless it is otherwise provided, be counted in such number of days or other period.

c) Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Article 13 Board of Directors

a) Composition

- i. The affairs of the Association shall be managed by a Board of Directors consisting of 9 elected Directors and all recognized ex-officio members.
- ii. The Directors shall be elected to fill vacancies as needed by the membership except as provided for in these By-Laws.
- iii. Ex-officio members shall include the immediate Past Chairperson and one representative of any Special Interest Group of OADD who shall be approved by the Board of Directors. Ex-officio members shall have the same privileges, rights, and responsibilities as a Director and be referenced as a Director. Notwithstanding, members representing Special Interest Groups on the Board of Directors shall not serve in the capacity of Officer on the Executive Committee of the Board of Directors.
- iv. Should the number of elected Directors fall below seven (7), the membership shall be notified and a special meeting of the membership called in accordance with these By-Laws.

b) Term of Office

Each Director shall serve for a two year term to commence the day of the first duly constituted meeting of Directors following the Annual General Meeting of Members at which they were elected.

Exceptions:

- i. Directors who have been elected as the Chairperson or Chairperson Elect shall have their terms adjusted so as to allow them to fulfill the duties of their Offices.

- ii. Directors who serve on the Board as Special Interest Group representatives shall continue on the Board as ex-officio members only so long as they continue to represent the Special Interest Group.

c) Election

- i. The Nominating committee will provide a slate of recommended candidates to fill vacancies on the Board of Directors at the Annual General Meeting.
- ii. If required, an election of candidates as proposed by the nominating committee will take place.

d) Re-election

- i. An elected Director is not eligible for re-election after having served for a total of six (6) consecutive years until a period of eleven (11) months has elapsed from the date of retirement.
- ii. Elected Directors may be approached by the nominating committee for re-election for a second and third term of office.

e) Vacancies

- i. Vacancies on the Board of Directors, with the exception of the immediate Past Chairperson, may, as long as a quorum remains in office, be filled by the Board.
- ii. Directors appointed in mid-year will serve for the remainder of the Board year only. As with any member of the Association, they are eligible for nomination at the next Annual General Meeting of the Membership should they agree to let their name stand.

f) Eligibility

- i. Each candidate for Director shall be a person at least eighteen (18) years of age.
- ii. Each candidate for Director must be eligible for membership in the Association and be a member at the time they agree in writing to let their name be considered for election or appointment.
- iii. No candidate for Director shall be an un-discharged bankrupt or a mentally incompetent person as so found under the Mental Incompetency Act (R.S.O. 1990).
- iv. No candidate for Director may be an employee of the Association or currently be contracted to perform services for the Association.

g) Vacancies of Office of Director

The office of a Director of the Association shall be vacated if:

- i. he/she resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- ii. he/she misses three (3) or more consecutive meetings of the Board of Directors in a consecutive twelve (12) month period without having provided notice to the Secretary of the Board and/or where there is no reasonable excuse as shall be determined by the Board;
- iii. he/she becomes bankrupt or suspends payment or compounds with his/her creditors or makes unauthorized assignment or is declared insolvent
- iv. he/she becomes mentally incompetent as so found under the Mental Incompetency Act (R.S.O. 1990);
- v. at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- vi. he/she becomes ineligible pursuant to these By-Laws.

h) Filling Vacancies

A vacancy on the Board shall be filled as follows:

- i. a quorum of Directors may fill a vacancy among the Directors;
- ii. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- iii. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- iv. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

i) Responsibilities

The Board of Directors is responsible for the Management and conduct of all affairs of the Association in accordance with its letters patent and By-Laws and the formulation of necessary policies and, in so doing, shall:

- i. elect or appoint officers and members of the executive as provided in these By-Laws and the chairpersons of the nominations and standing committees;
- ii. appoint and constitute additional committees as it deems necessary and appoint the chairperson;
- iii. authorize necessary expenditures including the purchase of and rental of property and the making of contracts;
- iv. authorize the borrowing of money upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the bank, any property of the Association, real or personal, moveable or immovable, present or future including book debts, unpaid calls, rights, powers, undertakings, franchises and the Association's own debentures, as security for the fulfillment of any liabilities or obligations, present or future, of the Association to the bank, and may empower the bank or any other person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills or payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecates, mortgages, pledges, securities, and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Association;
- v. authorize any one (1) or more Directors, Officers, Staff or agents of the Association to exercise the responsibility to any of the rights, powers and authorities conferred by this Article;
- vi. authorize the signing by the Treasurer and other such Officers, Employees or Agents as shall be determined by the Board, of all cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association;
- vii. appoint staff as appropriate and exercise through the Chairperson such direction over administrative affairs as is necessary for effective pursuit of the Association's objectives; and
- viii. make available a summary of any and all actions of the Board of Directors for review by the membership and approval at the next General Meeting of the Membership, but no action or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

j) Quorum of Directors

No business of the Association shall be transacted by its Directors except at a duly constituted meeting at which a majority of Directors are present.

k) Directors' Voting

Questions arising at any meeting of the Directors shall be decided by a majority of votes. In the case of equality of votes, the chairperson of the meeting shall have the casting vote.

l) Meetings of the Board of Directors

- i. Meetings shall be held at a time and place in the Province of Ontario as may be decided by the Directors.
- ii. Notice of all meetings shall accompany minutes of the previous meeting and be mailed from the administrative office within a time that will get them to Directors no less than five days before the upcoming meeting.
- iii. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.
- iv. If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

m) Remuneration of Directors

Directors shall serve without remuneration and no Director shall indirectly or directly receive and profit from his/her position as such, provided that:

- i. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (1) considered reasonable by the Board; (2) approved by the Board for payment by resolution passed before such payment is made; and (3) in compliance with the conflict of interest provisions of the Act; and
- ii. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director.

n) Directors in Conflict of Interest

Every Director is in a fiduciary relationship with the Association and is under an obligation to act in the utmost good faith towards the Association in his/her dealings with it or on its behalf.

- i. Every Director who in any way directly or indirectly or who has a spouse or family member who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors. In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration, or, if the Director or Director's spouse is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Board of Directors held after the Director or the Director's spouse becomes so interested.
- ii. In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes office and the interest comes into being. After making such a declaration, that Director shall not vote on such a contract or transaction nor shall he/she be counted in the quorum in respect of such contract or transaction. If a Director has made a declaration of interest in a contract or transaction in compliance with this clause, the Director is not accountable to the Association for any profit realized from the contract or transaction. If the Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall account to and reimburse the Association for all profits realized directly or indirectly from such contract.

o) Director's Code of Responsibility

Directors shall abide by the following code of responsibility:

- i. Be familiar with the Association's structure, goals, objectives, activities, publications and programs;
- ii. To act in the utmost good faith towards the Association in his/her dealings with it or on its behalf;
- iii. Be familiar with the statutes and regulations under which programs of the Association operate;
- iv. Be familiar with the Association's budget, budget process, and financial situation, and insist on an annual audit by a reputable chartered accountant;
- v. Declare all conflicts of interest;
- vi. Regularly attend Board meetings and meetings of committees of which they are members;

- vii. Be familiar with and assume responsibility for the accuracy of the minutes of Board meetings and of meetings of committees of which they are members;
- viii. Ensure that committees, including the Executive Committee, if any, report on the exercise of any delegated authority to the Board of Directors and do not overstep their authority;
- ix. Ensure that the Association has access to competent legal and accounting services; and
- x. Ensure that the Board of Directors as a whole determines the policies and manages the affairs of the Association.

p) Consent of a Director

A person who is elected or appointed as a Director is not a Director unless:

- i. he/she is a member pursuant to these By-Laws; and
- ii. he/she agreed in writing to have their name put on the slate for election or presented to the Directors for appointment.

Article 14 Officers

a) Composition

- i. The Officers of the Association shall be a Chairperson, a Chairperson-elect, an Immediate Past Chairperson, a Treasurer, and a Secretary.
- ii. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- iii. No two offices may be held by the same person except the offices of Secretary and Treasurer by direction of the Board in which case the office shall be referred to as Secretary/Treasurer.
- iv. The Officers of the Association shall be elected by the Directors at the first duly constituted meeting following the Annual General Meeting of the Membership.

b) Vacancies

- i. If a vacancy occurs in the office of Chairperson or if for any reason the Chairperson is no longer able to act in that capacity, the Chairperson-elect is authorized to act and assume all responsibilities of the office of Chairperson for the remainder of the predecessor's term.

- ii. Vacancies in other offices shall be filled by the Directors for the balance of the unexpired terms from amongst those eligible to serve.

c) Removal of Officers

An officer of the Board may be removed from office before the end of his/her term:

- i. if they cease to be a Director or a member as pursuant to these By-Laws; or
- ii. upon resolution of the Board.

d) Officers' Responsibilities

Chairperson:

The Chairperson shall:

- i. Represent the Association in the community;
- ii. Preside at all General and Annual General Meetings of the Membership and act as Chairperson of the Board of Directors and the Executive Committee;
- iii. Exercise general supervision over all Association activities in accordance with policies determined by the Board of Directors;
- iv. Be a member ex-officio of all committees except the Nominating Committee; and
- v. Delegate any of the above duties as appropriate.

Chairperson-elect:

The Chairperson-elect shall:

- i. Assume the duties of the Chairperson in the absence for any reason of the Chairperson; and
- ii. Carry out such duties as are assigned by the Board of Directors or the Chairperson.

Treasurer:

The Treasurer shall:

- i. Exercise general supervision over the financial administration of the Association;

- ii. Ensure that full and accurate accounts of all receipts and disbursements are maintained;
- iii. Ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks as may be directed by the Board of Directors;
- iv. Disburse funds in accordance with the direction of the Board of Directors;
- v. Submit the books of account for audit at the close of the fiscal year and present the audited financial statements to the membership at the Annual General Meeting of Members;
- vi. Present budgets and financial statements as required by Directors, Committees and the membership; and
- vii. Be the chairperson of any finance committee.

Secretary:

The Secretary shall:

- i. Act as Secretary to the Board of Directors and Executive Committee if applicable;
- ii. Ensure maintenance of accurate records of all General, Board and Executive meetings, and that there is proper control and storage of all correspondence and of all reports of Committee Chairpersons;
- iii. present reports, statements or surveys as required by Directors, Committees, or outside agencies; and
- iv. be the custodian of the Association's corporate seal and all its documents.

Past Chairperson:

The Past Chairperson shall:

- i. Chair the Nominating Committee;
- ii. Perform other such duties as requested by the Board of Directors;
- iii. Serve as Past Chairperson for up to two years; and
- iv. Shall have the full rights, privileges and responsibilities of a Director.

Article 15 Protection of Directors and Officers

No Director, Officer or committee member of the Association is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or

deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Association with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- i. complied with the Act and the Association's articles and By-Laws;
and
- ii. exercised their powers and discharged their duties in accordance with the Act.

Article 16 Employees

- i. The Board may from time to time appoint employees who shall have such duties as are determined by the Directors; be retained as needed by the Association; and maintain employment at the pleasure of the Board or until their resignation is accepted.
- ii. Employees will be responsible to the Board of Directors through the Chairperson.
- iii. Employees will assist the Executive Committee in the coordination of operational activities of the Association including maintaining the Head office and helping to promote the well-being of the Association.

Article 17 Executive Committee

a) Composition

- i. The Executive Committee shall consist of the Officers of the Association and one (1) other Director to be appointed by the Board at the first duly constituted Directors meeting following the Annual General Meeting of the Membership.
- ii. Additional persons may be appointed to the Executive Committee by the Board for specific purposes and shall for the appointed time have all rights and privileges as existing Officers of the Committee.

b) Vacancies

Vacancies on the Executive Committee shall be filled immediately by the Board of Directors for the remainder of unexpired terms provided that all requirements of these By-Laws are met.

c) Responsibilities

- i. Be responsible for the management of affairs of the Association in periods between meetings of the Board of Directors.

- ii. Act for the Board in the interim on matters requiring immediate attention except matters which are counter to approved Board policies and decisions.
- iii. Consider all emergency requests for funds and may in such circumstances authorize on behalf of the Board expenditures not provided for in the adopted budget.
- iv. Be responsible for the appointment of employees.
- v. Be the Planning Committee of the Board and be responsible for corporate financial planning, coordinating the work of the Board and recommending its priorities, new direction and agenda.
- vi. All significant actions and decisions taken by the Executive Committee shall be subject to review by the Board at its next regular meeting, but no act done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action

d) Meetings

- i. The Executive Committee shall establish a schedule of meetings to take place during the year, within six weeks of the Annual General Meeting.
- ii. Such meetings may be in person or may utilize distance technology.
- iii. Meetings other than those regularly scheduled may be called by the Chairperson with two (2) days notice.

e) Quorum

A quorum for the transaction of any business by the Executive Committee shall be a majority of its elected and appointed members.

Article 18 Nominating Committee

a) Composition

The Nominating Committee shall consist of:

- i. A Chairperson who is the Immediate Past Chairperson or, if the Immediate Past Chairperson is not available, an officer but not the Chairperson of the Board of Directors;
- ii. An additional member of the Board of Directors; and
- iii. One voting member who is not a Director.

b) Responsibilities

The Nominating Committee shall:

- i. Solicit potential nominees for election to the Board of Directors with the view to having representation from diverse areas of the Province as identified from time to time by the Board of Directors;
- ii. Submit to the Board of Directors, at least thirty (30) days prior to the Annual General Meeting of the Membership, its recommendations of nominees for election to the Board of Directors;
- iii. Present at the Annual General Meeting a slate of duly nominated candidates for the Board of Directors for approval; and
- iv. Supervise, if required, an election of the duly nominated candidates.

Article 19 Ad Hoc and Standing Committees

a) Composition

The Board of Directors may from time to time appoint ad hoc or standing committees consisting of a Chairperson and such members or Directors and other persons as may be necessary to manage the activities of the Association.

b) Authority

- i. The Board of Directors shall prescribe the duties, authorities and accountabilities of ad hoc and standing committees. The Board of Directors may at any time revise the duties and the authority of any committee and may at any time remove any person from any such committee.
- ii. No ad hoc or standing committee shall have authority to bind the Association for the payment of money or the performance of any contract or the carrying out of any obligations, or duty, the authority to do so hereby being specifically reserved expressly unto the Board of Directors or the duly authorized and elected officers of the Association.
- iii. The Board of Directors may dissolve any committee by resolution at any time.

c) Voting

- i. Subject to direction of the Board of Directors, ad hoc and standing committees may meet for the transaction of business as defined within its prescribed duties and authorities.
- ii. A majority of members shall be a quorum and questions arising at any meeting shall be decided by a majority of votes. In the equality of votes, the Chairperson shall have the casting vote.

The provisions of this Article do not apply to the Executive Committee or the Nominating Committee.

Article 20 Election Procedures

a) Election of Directors

- i. In the election of Directors, the Chairperson of the Nominating Committee shall move a resolution adopting the report of the Nominating Committee.
- ii. If the Nominating Committee has received and approved a number of candidates greater than the number of vacancies on the Board of Directors the committee will supervise the election of candidates as follows:
 1. The Nominating Committee will distribute to the members a report identifying those members duly nominated for election as a Director and a brief biography of each at least fourteen (14) days prior to the Annual General Meeting
 2. Members in good standing present at the Annual General Meeting will be given the opportunity to select a number of candidates equal to the number of positions open from the slate of candidates duly nominated by the Nominating Committee as distributed prior to the meeting.

Article 21 Signing Authority

The Board of Directors shall from time to time, by resolution, designate the Treasurer and which other officers, directors or employees authority to sign documents on behalf of the Association.

- i. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed and may assign limits of authority.
- ii. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
- iii. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Association to be a true copy thereof.

Article 22 General

a) Fiscal Year

The Fiscal year of the Association shall be January 1 to December 31

b) Board Year

The Board year shall be April 1 to March 31

c) Amendments to By-Laws

- i. The Board of Directors may pass, amend, or repeal By-Laws for the management of the Association, but these must be submitted to the next following Annual General Meeting of the Membership of the Association. If the By-Law, amendment or repeal is not ratified, it is automatically revoked.
- ii. Notice of Motion for amendment must be included in the Notice of the Annual General Meeting of the Membership at which the amendment or amendments will be voted upon.

Article 23 Dissolution

If dissolution is desired at any time, the Association shall notify any Ministry of government involved in the operation of any activity sponsored by the Association of the desire for dissolution, in writing, not less than sixty (60) days before the surrender of the charter or as otherwise required by law.

Article 24 Repeal of Prior By-Laws

All prior By-Laws, resolutions or other enactments of the Association inconsistent with these By-Laws are hereby repealed.