

ONTARIO COLLEGES RETIREES' ASSOCIATION

BY-LAWS

Revised/Amended - 2024

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ONTARIO COLLEGES RETIREES' ASSOCIATION (OCRA) BY-LAWS being a by-law to regulate generally the conduct of the affairs of the Ontario Colleges Retirees' Association

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Association that:

1. TERMINOLOGY

1.1 Definitions

In this by-law:

- 1.1.1 "Association"** means the Ontario Colleges Retirees' Association;
- 1.1.2 "Benefits"** means any health care and life insurance coverage, pension, or other benefit which the Association deems appropriate to include;
- 1.1.3 "By-Laws"** means those by-laws adopted or amended pursuant to Article 6 of the Constitution of the Association;
- 1.1.4 "College"** means an Ontario College of Applied Arts and Technology;
- 1.1.5 "Constitution"** means the Constitution of the Association;
- 1.1.6 "OCRA"** is the acronym used to mean the "Ontario Colleges Retirees' Association";
- 1.1.7 "Board"** means the duly elected Directors of the Association;
- 1.1.8 "Member"** means any retiree who has applied for and who has been granted membership in accordance with the Constitution of the Association and any by-laws enacted thereunder;
- 1.1.9 "Ontario Colleges of Applied Arts and Technology"** means the colleges of applied arts and technology established by the government of the Province of Ontario;
- 1.1.10 "Paid-up Member"** means a member who has paid the current year's membership fee or has paid the Life Membership fee or has been declared an Honorary Lifetime member.
- 1.1.11 "Retiree"** means any individual formerly employed by an Ontario College of Applied Arts and Technology, and is receiving a pension, or is eligible to receive a deferred pension based on his or her time of employment, or who has accepted a lump sum payment in lieu of a pension.
- 1.1.12 - "Chair"** means the duly appointed President of the Association.

1.2 Interpretation

In this by-law, and in all by-laws of the Association, words importing the singular shall be interpreted to include the plural and vice-versa, and the masculine gender includes the feminine or neuter, as the case may be. In this by-law where an individual person is indicated, this may be read as a person, sole proprietorship, partnership, a body, or bodies corporate or unincorporated, and trusts, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative, as the case may be.

2. HEAD OFFICE

The head office of the Association shall be located in such a place in the Province of Ontario as the Board may determine from time to time.

3. SEAL

If and when a seal is deemed necessary, an impression of such seal shall be stamped in the margin hereof as being the Association's seal. It shall be in the custody of the Secretary or such other person, as the Board may designate from time to time.

4. MEMBERSHIP

Membership in the Association is open to retirees as defined in Item 1.1.11.

4.1 Application for Membership

Retirees who wish to join the Association will be required to complete a membership application form and send it to the Association pursuant to the instructions shown on the application form. Applications for membership shall be addressed to the OCRA Membership Co-ordinator, OCRA, and acceptance of applications for membership shall be decided based on conditions established by the Board and save and except the founding members who were admitted as members at the inaugural meeting at which the Constitution was adopted. All members whose applications for membership are accepted by the Board shall be entitled, while their membership is in good standing, to be kept informed on matters of interest to the membership.

4.2 Founding Members

The founding members are as follows:

Linda Choptiany, Centennial College

Don Forrest, Fanshawe College
Dave Grimes, Fanshawe College

Peter Pass, Georgian College

Derrick May, Mohawk College
Bob Pando, Mohawk College

Jennie Balasak, Niagara College
Gary LaRose, Niagara College

Bill Totten, St. Clair College

Geza Alexin, Seneca College
Joan Cunnington, Seneca College
Sheila Hirsch, Seneca College

Peter Mazeikis, Sir Sandford Fleming College

4.3 Honorary Members

Individuals who have rendered outstanding service to the Association or who have donated significantly in cash or kind to aid the work of the Association may be elected and approved as honorary members by the Board.

4.4 Paid-up Members

Members who pay the annual membership fee or the life membership fee when submitting their application for membership form to the Association are, upon acceptance of their application by the Board, classified as paid-up members as are annual paid-up members for 20 years, who are declared an "Honorary Lifetime" member.

Membership fees paid 30 days within the Association's financial year end (December 31) entitles the member to full paid-up membership for the following year.

4.5 Associate Membership

The spouse of a deceased paid-up member may apply for an associate membership in the Association. Upon acceptance of the application of the deceased member's spouse by the Board, the spouse of the deceased member will be classified as an associate member. An associate member shall, upon payment of the annual fee currently in effect for paid-up members, be entitled to exercise the rights of paid-up members as specified in paragraph 4.6 of this by-law.

4.6 Rights of Paid-up Members

Only paid-up members shall have the right to:

- 4.6.1** attend as voting delegates and participate at general meetings of the Association;
- 4.6.2** seek and hold office in the Association;
- 4.6.3** vote on any matters pursuant to the Constitution and by-laws;
- 4.6.4** serve as an appointed or elected official representative of the Association;
- 4.6.5** receive updated copies of the Constitution, the by-laws, and be advised of any amendments.

4.7 Confidentiality of Membership Data

The information provided by members on their membership application form is strictly confidential. This data will be transferred to the Association's database in order to create a membership mailing list and other information useful to the Association and to the Board. Use or publication of this data for any purpose other than the mailing of newsletters or the distribution of information originated by the Board and the Association is strictly prohibited. Copies of the membership list will therefore not be available to the membership at large, but each Board member may receive a list on the understanding that the information therein is strictly confidential.

4.8 Resignation

Any member of the Association may resign from membership by giving written notice to the Membership Co-ordinator. Fees paid while a member of the Association are not normally refundable, but the Board may grant a full or partial refund at its discretion in very exceptional circumstances. A person whose fees are in arrears (fees not paid by February 1st) will not constitute being a "paid up member" and shall not be entitled to the rights specified in paragraph 4.6 herein.

4.9 Removal from Membership

A member whose conduct is considered by the Board to be contrary to the Association's stated purpose/mission or whose conduct has been judged by the Board to be unacceptable shall be asked by the Board, five (5) days prior to the meeting to explain or justify such conduct. Members have a right to receive the reasons for their proposed discipline or termination. If the member is unwilling to explain or if the explanation is inadequate, the member shall be asked by the Board to resign. If the member does not resign, the Board shall give notice of a motion to be considered at the next meeting of the Board requesting the member's expulsion from the Association. A copy of this notice of motion shall be communicated to the member concerned at that member's last known address, at least 15 days prior to the meeting, in time for the member to make a written response prior to the

meeting. The member concerned shall be given an opportunity to explain her/his position at the meeting at which the motion requesting her/his expulsion is considered. Approval of a motion to expel a member shall require at least a simple majority of votes cast.

4.9.1 Unrenewed Members. Following a period of two (2) years of non-payment and having received no response to repeated efforts to re-enlist a former member, the Board may direct the Membership Co-ordinator to remove the name and all other information from the active OCRA database.

4.9.2 Membership ends when a member dies.

5. BOARD AND OFFICERS OF THE ASSOCIATION

The Board shall be responsible for the Association's operations in order to fulfill its purpose/mission as set out in Article 3 of the Constitution. It shall make or cause to be made for the Association in its name any kind of contract which the Association may lawfully enter into, and save as hereinafter provided, generally may exercise all such other powers, and do all such other acts and things as authorized in the Constitution of the Association.

Without in any way derogating from the foregoing, the Board is expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, as authorized by the Association, for such consideration and upon such terms and conditions as may be deemed advisable.

The Board of the Association shall develop and present common positions on issues of interest to its members, particularly with regard to pension and health care benefits, government policies and proposals, and private sector arrangements with other organizations as may be deemed appropriate. The Board of the Association may seek to achieve these objectives through advocacy, negotiation, lobbying, or other actions, and it may also, on behalf of members, seek to obtain representation on such committees, boards, agencies and at such other organizations in order to pursue and foster the interests of the members, and where desirable, establish and maintain liaison with various boards and agencies.

Payment by OCRA of expenses associated with attendance at /or membership in such organizations will be considered on a case-by-case basis.

5.1 Composition of the Board

The Board of the Association will be comprised of eleven (11) voting members, ten of whom will be elected at large as Board members by the voting members of the Association at a general meeting, and the immediate Past President will be invited to attend all Board meetings and to participate with voice and vote. Five (5) Board members shall be elected at each general meeting, the intended effect of this process being that only five (5) Board members would complete their terms on the Board at each general meeting, thus providing continuity of leadership. In accordance with paragraph 5.10, the eleven (11) Board members

shall elect from amongst themselves five (5) officers of the Association. The term of office of a Board member shall be the period of time between three consecutive general meetings (normally two (2) years).

5.2 Removal from Office

A Board member whose conduct is considered by the Board to be contrary to the Association's stated purpose/mission shall be asked by the Board, 5 days prior to the meeting to explain or justify such conduct. Members have a right to receive the reasons for their proposed discipline or termination. If the Board member is unwilling explain so or if the explanation is inadequate, the Board member shall be asked by the Board to resign. If the Board member does not resign, the Board shall give notice of a motion to be considered at the next general meeting of the Association requesting the Board member's removal from office.

A copy of this notice of motion shall be communicated to the Board member concerned at that member's last known address, at least 40 days prior to the General Meeting in time for him or her to make a written response. The Board member concerned shall be given an opportunity to explain his or her position at the general meeting at which the motion requesting his or her removal from office is considered. Approval of a motion to remove a Board member from office shall require at least a simple majority of the votes cast at such general meeting.

5.3 Vacancies on the Board

The Board may replace by a simple majority vote any Board member who does not finish the term to which he or she was elected. The new Board member must be a paid-up member, and he or she shall serve for the remainder of the term of the replaced Board member. Vacancies on the Board may, however caused and so long as a quorum of Board members remains in office, also be filled by the Board at the next general meeting of the paid-up members of the Association at which new Board members are to be elected.

5.4 Board Meetings

Board meetings shall be held at the time and place as determined by the Board, and Board members who are unable to attend in person may be considered to be in attendance by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.

5.5 Notice of Board Meetings

Notice of the purpose and the date, time, and location shall be given at least seven (7) days before the meeting is to take place, and notice may be given by any reasonable means including mail, telephone, voice mail, electronic mail, facsimile transmission or in person by a person authorized by the Board. No formal notice of any such meeting shall be necessary if all the Board members are present in person or if those absent have signified their consent to the meeting being held in their absence. A Board meeting may also be held, without notice,

immediately following a general meeting of the Association. A Board meeting may be formally called by the President or the Vice President, or by the Secretary on direction in writing of three (3) Board members. No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meetings, and any Board member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings.

5.5.1 Quorum. The quorum for conducting business at Board meetings shall be fifty percent plus one (50% + 1) of the Board.

5.5.2 Voting. Each Board member present at a meeting except the chair shall have one (1) vote. The chair may cast a vote to break a tied vote.

5.6 Remuneration/Expenses

Members of the Board shall serve without remuneration and shall not directly or indirectly receive any financial profit from serving as a member of the Board of the Association. Board members may be paid reasonable expenses incurred in the performance of their duties as determined by the Board.

5.7 Disclosure of Interest in Contracts by Board Members

Every Board member or officer of the Association who is a party to, or who is a director or officer of or who has a material interest in any person who is a party to a material contract or transaction or a proposed material contract or transaction with the Association shall disclose in writing to the Association or request to have entered in the minutes of the meeting of the Board the nature and extent of his or her interest. Any such contract or transaction or proposed contract or transaction shall be referred to the Board for approval even if such contract or transaction or proposed contract or transaction is one that in the ordinary course of the Association's business would not require approval by the Board, and a Board member interested in a contract or transaction or proposed contract or transaction so referred to the Board shall not vote on any resolution for approval of the same.

5.8 Indemnification of Board Members

Every Board member and their respective heirs, executors, and administrators and estate and effect respectively, shall from time to time and at all times be indemnified and saved harmless out of the Association's funds from and against all costs, charges, and expenses whatsoever sustained or incurred by him or her in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him or her or any omission on the part of the Board member in or about the execution of his or her office, and all other costs, charges, and expenses sustained or incurred in or about or in relation to the affairs of the Association, except such costs, charges, or expenses occasioned by the Board member's own willful neglect or default.

5.9 Protection of Board Members

No Association Board member, past or present, shall be liable for the acts, receipts, neglects or defaults of any other Board member or officer nor for joining in any receipt or act for conformity nor for any loss, damages, or expense happening to the Association through the insufficiency or deficiency or title to any property acquired by, for or on behalf of the Association, nor for the insufficiency or deficiency of any security in which, or upon which, any of the moneys of the Association shall be placed out or invested, nor for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, nor for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of the respective office or trust or in relation hereto, unless the same shall happen by or through the Board member's wrongful and willful act or through his or her own wrongful and willful neglect or default.

The Board members of the Association, past or present, 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 Association except such as shall have been submitted to or authorized or approved by the Board. If any Board member of the Association shall be employed by or shall perform services for the Association other than as an Board member or shall be a member of a firm or a shareholder, director or officer of a company which is or was employed by or performed services for the Association, the fact of being an Board member of the Association shall not disentitle the Board member or the firm or company, as the case may be, from receiving proper remuneration for such services.

5.10 Officers

The officers shall be chosen by simple majority vote from amongst and by the Board members elected at a general meeting of the Association, and they will serve in the office for which they were chosen and for the period of their term on the Board. The officers shall be the President, the Vice President, the Secretary, the Treasurer, Communications Officer, and five Board members. The immediate Past President will be invited to be a voting member of the Board.

5.11 Duties of Officers

5.11.1 President. The President shall be responsible for the overall supervision and management of the affairs of the Association, shall preside at all meetings of the Board and general meetings of the Association, prepare the agenda for Board meetings in consultation with other members of the Board, and ensure that all policies and actions approved by the Board are properly implemented.

5.11.2 Vice President. The Vice President shall fulfill the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of that office and perform all specific duties assigned by the President or the Board.

5.11.3 Secretary. The Secretary shall be the clerk of the Board and of the Association, and he or she shall attend all meetings of the Board and the Association and shall record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall be responsible for circulating or causing to be circulated notices, agendas, and minutes of Board meetings, and ensure that minutes are prepared, and minute books are properly maintained for meetings of the Board. He or she shall make available and provide all such information and documentation to members and the Board. The Secretary shall be the custodian of the Association's corporate seal if and when a seal is deemed necessary, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Association, which he or she shall deliver and make available to persons outside the Association only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall also, together with other officers, be responsible for correspondence of the Association and for maintaining internal communications within the Association.

5.11.4 Treasurer. The Treasurer shall be responsible for the care and custody of the funds and other Association assets, keep records of all fees paid by Association members, deposit all moneys received in a financial institution and make payments for all approved expenses incurred by the Association, maintain full and accurate books of the accounts and of all Association financial transactions, report to the Board on the Association's financial accounts as required and present a financial report at general meetings of the Association, which shall include a statement of the Association's accounts for the preceding fiscal year, a budget for the next financial year, and any consequent recommendations for changes in the fees paid by members.

5.11.5 Communications Officer. The Communications Officer shall be responsible for printed and electronic communications with the members, particularly with regard to the drafting, finalizing, and producing of newsletters or other communications to distribute information of interest to the members and to any other relevant parties.

5.11.6 Past President. The immediate Past President of the Association may be invited to attend all Board meetings and to participate with voice and vote and may perform all specific duties assigned by the President or the Board.

5.12 Co-ordinators

From time to time, as may be required, the Board may create and assign additional duties and/or responsibilities to Board members who are not necessarily officers of the Association. Such duties and/or responsibilities shall be in addition to the duties and/or responsibilities of the Association's officers described in paragraph 5.11 and following subparagraphs, and these additional duties and/or responsibilities shall have the title of Co-ordinator. The Board may create Co-ordinator positions from time to time as circumstances may require and shall define the duties and/or responsibilities of one or more Co-ordinators as required. Any Co-ordinators so created shall be required to present a report of their activities to the Board at Board meetings.

5.12.1 Membership Co-ordinator. The membership co-ordinator shall be responsible for all duties and responsibilities in connection with the Association's membership as defined by the Board.

5.12.2 Liaison and Public Relations Co-ordinator. The liaison and public relations co-ordinator shall be responsible for all duties and responsibilities in connection with the Association's liaison and public relations functions as defined by the Board. Liaison and Public relations responsibilities may be shared by two (2) people.

6. GENERAL MEETINGS OF THE ASSOCIATION MEMBERSHIP

General meetings of the Association's members shall be held at a time and place as determined by the Board in accordance with the provisions of the constitution. The period of time between general meetings shall not normally exceed (18) months.

6.1 Purpose of General Meeting

The purposes for which general meetings are to be held on a regular basis include:

6.1.1 Election of Board members to the Board of the Association as specified in paragraph 5.1 above;

6.1.2 Treasurer's report as of the most recently completed fiscal year;

6.1.3 President's report upon the affairs and activities of the Association;

6.1.4 Auditor's report;

6.1.5 Amendments to the Constitution and By-laws; each requiring a simple majority vote cast in favour;

6.1.6 Reports from members of the Board and other reports of interest to the members as recommended by the Board;

6.1.7 Voting members have the right to submit a proposal to be discussed at a members' meetings, and the Board must include it in the notice of meeting unless:

- it is sent to them less than 60 days before the meeting;
- it does not significantly relate to the business of the nonprofit;
- it appears the member is abusing their right to submit a proposal for publicity, or;
- for any other exceptional situation listed in the ONCA.

If the Board must include the proposal in the notice, the member also has a right to include a statement up to 500 words at their own expense unless the members vote to cover the cost.

6.2 Quorum of Paid-up Members at General Meetings

A quorum of 15 paid-up or voting members must be present in person in order that a general meeting is properly constituted for the transaction of such business as may come before it.

6.3 Voting

Each paid-up member attending a general meeting in person shall be entitled to one vote on matters put to the meeting for a vote. Voting by proxy shall not be permitted.

6.4 Notice of General Meetings

Written notice of general meetings together with a copy of the proposed agenda, other information such as the names of candidates for election to the Board or proposed amendments to the Constitution and by-laws, and any other information deemed relevant by the Board, will be sent by regular mail or email to all paid-up members forty (40) days in advance of the date of the meeting to the last recorded mailing address or email address of each paid-up member shown in the books of the Association. No error or omission caused by inaccurate or outdated mailing or email data in giving notice of any general meeting to the paid-up members of the Association or of any adjournment of such meeting shall invalidate such meeting or make void any proceedings taken thereat.

Notification of general meetings shall be posted on the Association's website forty (40) days in advance of the date of the meeting.

7. APPOINTMENT OR ELECTION OF MEMBERS AS OCRA REPRESENTATIVES

The appointment or election of OCRA voting members, other than the President, to represent the Association at functions or as members of external committees shall be determined by the Board from time to time as required.

8. FISCAL YEAR AND MEMBERSHIP YEAR

The Association's fiscal and membership years shall both be from January 1 to December 31.

9. ANNUAL BUDGET

The Association shall not operate in a deficit position, and the Board shall submit a budget for the ensuing fiscal year for approval at each general meeting.

10. AUDITORS

The Board may appoint a qualified accountant to review the Association's accounts and, if necessary, shall appoint an alternative qualified accountant in the event the original appointee is unable to continue providing audit services between general meetings. The Board may approve the auditor's remuneration. The auditors shall be supplied with a copy of the financial records, and it shall be their duty to examine the same with all accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all books kept by the Association and shall at all reasonable times have access to the books and the accounts of the Association. Formal financial reports for a non-profit organization are reviewed by an Auditor and the final report is designated as "Unaudited Notice to the Reader."

11. FINANCIAL REPORTS

11.1 Treasurer's Reports

The Treasurer shall submit a report of the Association's current fiscal position at Board meetings as requested by the Board.

11.2 Auditor's Report

The Treasurer may arrange for the Association's auditor to submit an unaudited notice to the reader of the Association's accounts for the preceding fiscal year at each general meeting.

12. MEMBERSHIP FEES AND ASSESSMENTS

The Board shall set the annual membership fee and other charges as may be appropriate. Changes in the annual membership fee and other charges shall be subject to the approval, by a simple majority vote, of the members of the Association in attendance at a general meeting, provided that notice of any proposed change to the annual membership fee and other charges shall be given in the notice of the date of the next general meeting sent to all paid-up members forty (40) days before the date of the general meeting.

13. APPOINTMENT OF CONSULTANTS, AGENTS, AND EMPLOYEES

The Board may appoint such consultants, agents, or employees from time to time at such remuneration as it determines appropriate.

14. LIMITS ON EXPENDITURES

From time to time the Board may fix the limit on the expenditure level not requiring the prior approval of the Board.

15. INSPECTION OF ACCOUNTS

The Association's financial accounts shall be made available for inspection by Board members upon reasonable prior notice.

16. RESTRICTION ON BORROWING

The Association shall not incur debts by borrowing money unless prior approval for such an action has been obtained by passage of a Board motion following at least four (4) weeks' notice of such a motion.

17. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts, and engagements made on behalf of the Association shall usually be signed by either the President or the Vice President, and by the Secretary, or the Treasurer, or the Communications Officer, and the Secretary shall affix the seal of the Association, if and when a seal is adopted, to such instruments which require the same.

The President or Vice President, together with the Secretary, or the Treasurer, or the Communications Officer, or any person or persons from time to time designated by the Board, may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Association in its individual or any other capacity or as a Board member or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds, or other securities from time to time transferred to the Association and may affix the corporate seal, if and when a corporate seal is adopted, to any such transfers or acceptances of transfers, and may make, execute, and deliver under the corporate seal (if and when a corporate seal is adopted) any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Association may or shall be executed. The President together with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws.

18. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes of other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board, and any one of such officers or agents may alone endorse notes and drafts for collection on the account of the Association through its bankers and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Association and the Association's bankers, and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

19. NOTICES TO ALL PAID-UP MEMBERS AND BOARD MEMBERS

Whenever, under the provision of the by-laws of the Association, notice is required to be given, such notice may be given personally by depositing same in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the paid-up member or Board member or other individual or organization at his, her, or their address as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or if sent by facsimile transmission shall be held to be sent when the same was handed to the

facsimile transmission operator, or if sent by electronic mail shall be deemed to be sent when the sender's computer system went on line in order to send the message. For the purpose of sending any notice, the address of any paid-up member or Board member or other party shall be his, her, or their last regular or electronic mail address or facsimile transmission number as recorded on the books of the Association. Any paid-up member or Board member may at any time waive any notice required to be given under the by-laws of the Association. The statement of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

20. COMMITTEES

The Board may, from time to time, appoint committees consisting of persons who may or may not be members of the Association to act in an advisory capacity to the Board in the particular field of specialization of each of such committees. The members of such committees shall hold office during the pleasure of the Board, and the President and Vice President shall be ex-officio members of each such committee. The Board shall approve the terms of reference of each committee.

The Board may fill any vacancies occurring from time to time in such committees and may abolish and, from time to time, reappoint any such committee or redirect the terms of reference of any and all committees.

If required by the Board, minutes of the proceedings of any such committee shall be kept in a book or books for that purpose which shall always be open for the inspection of any member of the Board. The minutes of each meeting of any such committee shall be read at the following meeting of the committee and confirmed under the signature of the Committee Chair of that meeting and shall, unless the Board dispenses therewith, be read, and reported on at the next Board meeting.

Any such committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meetings at it thinks fit, provided, however, that a majority of the members of each committee (50 percent plus 1), or any other person elected or appointed an ex-officio or resource member thereof, shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a simple majority of votes.

20.0.1 Powers that the Board cannot delegate to a committee are the power to:

- a. Submit questions to members for their approval;
- b. Appoint a director, auditor, or financial reviewer;
- c. Issue bonds and other debt obligations;
- d. Approve financial statements;
- e. Change by-laws;
- f. Create or change membership dues.

21. RULES OF ORDER

The Association shall be governed in all procedural matters not contained in the Constitution and in the By-laws by *Roberts Rules of Order, Newly Revised*, by General Henry M. Robert, Scott Foresman, a Division of Harper Collins Publishers, 1991, 9th Edition, or later editions.

22. AMENDMENT OF BY-LAWS

This or any other by-law may be amended, repealed, or varied by a simple majority of those present and voting at any Board meeting if the amendment is originated by the Board. Other amendments require at least one (1) month's notice in writing of the proposed amendment to be given to the Board, and the proposed amendment must be signed by at least two (2) Board members; and notice of the proposed amendment must be included in or with the notice calling the meeting. Notice of any proposed amendment to By-Law No. 1 or any other by-law which has been approved by the Board shall be given to the members of the Association in the notice of the general meeting to be sent to the members forty (40) days before the date of the next general meeting. Proposed by-law amendments shall be confirmed by a simple majority of the votes cast at the next general meeting following approval of the amendment by the Board.

23. AMENDMENT OF CONSTITUTION

The Constitution may be amended by a simple majority of the votes cast in favour of the amending resolution or resolutions at a general meeting if the amendment is originated by a Board member. Other amendments require at least one (1) month's notice in writing of the proposed amendment to be given to the Board and the proposed amendment must be signed by at least two (2) Board members and notice of the proposed amendment must be included in or with the notice calling the Board meeting. Notice of any proposed amendment to the Constitution which has been approved by the Board shall be given to the members of the Association in the notice of the general meeting to be sent to the members forty (40) days before the date of the next general meeting.

Proposed amendments to the constitution shall be confirmed by a simple majority of the votes cast at the next general meeting following approval of the amendment by the Board.

ENACTED AND PASSED this 4th day of December 2001.

"Bob Pando"
President

"Joan Cunnington"
Secretary

AMENDMENT DATES

October 19, 2002
October 25, 2008
October 29, 2009
November 2, 2011
October 25, 2012
June 6, 2018
June 26, 2024