

BY-LAW NUMBER 1

A by-law relating generally to the conduct of the affairs of Independent Mortgage Brokers Association of Ontario operating as Canadian Mortgage Brokers Association – Ontario.

BE IT ENACTED as By-law Number 1 of Independent Mortgage Brokers Association of Ontario operating as Canadian Mortgage Brokers Association – Ontario as follows:

1. INTERPRETATION

In this by-law and all other by-laws and resolutions of the Association unless otherwise required by the context:

- 1.1 The singular includes the plural.
- 1.2 The masculine gender includes the feminine.
- 1.3 “Association” means Independent Mortgage Brokers Association of Ontario (operating as Canadian Mortgage Brokers Association – Ontario).
- 1.4 “Annual General Meeting” means the Annual Meeting of members of the Association.
- 1.5 “Board of Directors” or “Board” means the board of directors of the Association.
- 1.6 “By-law” or “By-laws” means this By-law Number 1 and any other by-laws of the Association that may be in force.
- 1.7 “Chapters” means the chapters of the Association as set out in Section 22.
- 1.8 “Code of Conduct” means the Code of Conduct adopted by the Board of Directors from time to time, governing the behaviour of Members.
- 1.9 “Committee” means a Committee of the Association established pursuant to Section 15.
- 1.10 “Corporations Act” means the Corporations Act, R.S.O. 1990, C. 38, and any statute amending or enacted in substitution therefor, from time to time.
- 1.11 “Director” means a member of the Board of Directors.
- 1.12 “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, bonds, debentures or other securities and all paper writings.
- 1.13 “Entity” means a corporation, a partnership, a limited partnership, a trust, a joint venture or an unincorporated association.
- 1.14 “Good Standing” means a Member in any class of membership who has complied with the By-laws, if applicable, the Code of Conduct and Ethics for Directors and Officers and other policies of the Association that may be in force and has paid in full, all applicable dues, administrative fees, or other charges, within the prescribed time.

- 1.15 “Licensed Member” has the meaning given to the term in Section 5.3(a).
- 1.16 “Members” means Voting Members and Non-Voting Members collectively.
- 1.17 “Mortgage Licence” means a valid mortgage brokers or agents licence, or a mortgage administrator’s licence, issued to an individual in Ontario pursuant to the Mortgage Brokerages, Lenders and Administrators Act, 2006, S.O. 2006, C.29 or any statute amending or enacted in substitution therefore, from time to time, and issued by the Financial Services Commission of Ontario, or any successor organization authorized to issue such licences.
- 1.18 “Non-Voting Member” means a Person who has satisfied the requirements for membership under the appropriate class pursuant to Section 5.3(b) or Section 5.3(c), and who has been admitted to membership.
- 1.19 “Officers” means the persons who hold the offices set out in Section 19.
- 1.20 “Person” includes any individual or Entity.
- 1.21 “Regulation” means a Regulation of the Association in force from time to time.
- 1.22 “Special General Meeting” means a meeting held in accordance with Section 13.4 and is to be held for the purposes set out in the notice of the meeting.
- 1.23 “Special Resolution” means a resolution passed by the Board of Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of the Association.
- 1.24 “Voting Member” means an individual holding a valid Mortgage Licence.

All terms defined in the Corporations Act have the same meanings in this by-law and any other by-laws and resolutions of the Association.

2. OBJECTS OF THE ASSOCIATION

The objects of the Association provided for in the Letters Patent of the Association are as follows:

The establishment and operation of a professional association of mortgage brokers for the purposes of:

- (a) Uniting members of the mortgage broker industry and promoting the character and status of the industry, promoting ethical practice, settling questions of professional usage and courtesy among members of the association;
- (b) Maintaining and improving the standards of the industry;
- (c) Sharing information for the mutual benefit of the members;
- (d) To be an advocate for the mortgage broker industry across a broad range of issues;
- (e) To raise the awareness and profile of the mortgage broker industry locally, provincially and nationally through its programs and projects;

- (f) To provide forums and opportunities for networking and communication in the mortgage broker industry;
- (g) And such other complementary purposes not inconsistent with these objects.

3. HEAD OFFICE

The head office of the Association shall be in the Province of Ontario and at such place therein as the Board of Directors may determine from time to time.

4. EXECUTION OF DOCUMENTS

- 4.1 Contracts, documents, or any instruments in writing requiring the signature of the Association may be signed by the President, Vice-President, Treasurer, Secretary or the Secretary-Treasurer or any other designated individual approved by the Board of Directors.
- 4.2 The Board of Directors has the authority, by resolution, to appoint any officer or officers or any other person or persons on behalf of the Association, either to sign contracts, documents and instruments in writing generally (subject to any restrictions and/or limitations in any resolution) or to sign specific contracts, documents and instruments in writing.

5. MEMBERSHIP

Composition of the Membership

- 5.1 Membership in the Association shall consist of the classes of members provided for in Section 5.3

List of Members

- 5.2 The Secretary shall keep a register of the names of all Members. Members on the register in Good Standing are entitled to the rights and privileges of membership.

Classes of Members

- 5.3 There shall be three (3) classes of membership as follows:

- (a) “Licensed Members” are individuals who hold a valid Mortgage Licence. Such an individual is ineligible for membership in any other class of membership.
- (b) “Partner Members” are Persons who have an interest in, or connection to, the mortgage brokerage industry in Ontario and who do not meet the requirements of Section 5.3(a).
- (c) “Student Members” are individuals enrolled in a Mortgage Agent Course approved by the Financial Services Commission of Ontario.

The transitioning of members provided for in By-law Number 1 of the Association dated April 20, 2017 to the classes of membership provided for in this Section 5.3 is set forth in a Regulation.

Application for Membership

- 5.4 The Board of Directors or its delegate may admit to membership an applicant who meets the criteria for membership as set out in Section 5.3. Every applicant for membership shall complete and submit to the Association the application form then in use by the Association and pay the applicable membership fee and any administrative fee.

Member's Deemed Agreement

- 5.5 All Members by their applications for membership, or by their applications for re-admission to membership, or by their continuance of membership shall agree and shall be deemed to have agreed with the Association to the terms of the By-laws, Regulations and Code of Conduct of the Association, as applicable, and all acts and things done thereunder.

Suspension of Member

- 5.6 Where all of the rights and privileges of a Member under the By-laws are suspended, the Person shall not, during the period of suspension, except as otherwise expressly provided in the By-laws, be considered a Member for any purpose, and his or her name shall be removed from the register of Members for the period of suspension.

Continued Obligations of Suspended Member

- 5.7 Notwithstanding the provisions of Sections 5.6, any such Person shall, during the period of suspension,
- (a) Continue to be liable to pay all applicable Dues;
 - (b) Continue to be required to comply with all requirements that apply to a Member, including but not limited to the requirements to pay Dues, to maintain professional liability insurance, and to undertake continuous professional learning and development; and
 - (c) Continue to be subject to the disciplinary powers of the Association,
- as fully and to the same extent as if such rights and privileges had not been or become suspended.

Readmission Application

- 5.8 Applicants for re-admission as a Member:
- (a) Shall comply with all of the requirements of the By-laws pertaining to application and qualification for membership and such further terms and conditions as the Board or its delegate may require in each individual case;
 - (b) Who resigned his or her membership (unless pre-approved by the Association) or whose membership was revoked will pay to the Association all current fees and Dues which are payable at the time of such application together with all fees, Dues and fines which are in arrears at the time of such cancellation and all fees and Dues which would have been due and payable during the period between the date of such resignation or revocation and the date of such application for re-admission unless the Board, on the basis of such good and sufficient grounds as it may determine, waives the whole of any part of such payment.

Use of Association Logos and Trademarks

- 5.9 The Association grants to every Member in Good Standing the right and licence to use certain trademarks and logos of the Association solely in association with the mortgage broker and mortgage agent practice, as applicable, of the Member in Good Standing, subject to the conditions, terms and restrictions contained in a Regulation.

6. OBLIGATIONS OF MEMBERSHIP

- 6.1 Members of the Association are required to:

- (a) Pay Dues, administrative fees, and other administrative charges pursuant to Section 21;
- (b) Comply with the Association's Code of Conduct for Members and Members are subject to the Association's complaint process as set forth in a Regulation;
- (c) Comply with the By-laws, Regulations, policies and procedures of the Association as may be adopted by the Board from time to time;
- (d) Advise the Association within fifteen (15) days of any change of employment, address or contact information.

- 6.2 A complaint relating to an alleged breach by a Member of the Code of Conduct will be addressed by the Association in the manner set forth in a Regulation of the Association.

7. VOTING MEMBERSHIP

- 7.1 Voting membership shall be available to Licensed Members in Good Standing and Licensed Members are entitled to be elected to the Board of Directors.
- 7.2 Voting Members in Good Standing shall be entitled to notice of and to attend and vote at the Annual General Meeting and any Special General Meeting of Members, and shall be entitled to one (1) vote at any such meeting.

8. NON-VOTING MEMBERSHIP

- 8.1 Partner Members and Student Members shall be non-voting members of the Association.

9. TRANSFER OF MEMBERSHIP

- 9.1 Upon successful completion of the approved Mortgage Agent Course and the fulfillment of the requirements for licensure, a Student Member may transfer his or her membership to the Licensed Member category. Payment for the fees for the applicable membership class are required in accordance with policies and resolutions adopted by the Board of Directors.
- 9.2 Partner Members may designate individuals from within the entity and may transfer the membership within that class of membership during the period in which the membership is in Good Standing.
- 9.3 Except for the transfer of membership as set out in this Section 9, Association membership is not transferable.

10. REVOCATION OF MEMBERSHIP

Any Member may be expelled from the Association for cause by a two-thirds (2/3) vote taken by ballot of the Members present and eligible to vote at an Annual General Meeting or Special General Meeting of the Members.

11. TERMINATION OF MEMBERSHIP

A Membership in the Association terminates upon the following events:

- (a) If the Member's membership is revoked pursuant to Section 21.7 [amended November 25, 2019];
- (b) If the Member dies;
- (c) If the Member is expelled from the Association pursuant to Section 10;
- (d) If the Member gives notice of intention to resign.

12. LIABILITY OF MEMBERS

Members shall not, as such, be held liable, answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Association.

13. MEETINGS OF MEMBERS

Annual General Meetings

- 13.1 The Annual General Meeting of Members shall be held at a place in the Province of Ontario and on a date not later than six (6) months after the fiscal year end of the Association, in each year, as the Board of Directors may determine.
- 13.2 Annual General Meetings should be held consistently at the same time each year to avoid inconsistencies in the length of term of office of Directors.
- 13.3 The Annual General Meeting of Members shall be held for the purposes of:
 - (a) Approval of the minutes of the previous Annual General Meeting;
 - (b) Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Members of the Association at an annual meeting;
 - (c) Electing such Directors as are to be elected at such a meeting;
 - (d) Appointing the auditor and fixing or authorizing the Board of Directors to fix the remuneration therefore; and
 - (e) The transaction of any other business properly brought before the meeting.

Special General Meeting

- 13.4 Special General Meetings of the Association may be held upon the call of the Board of Directors or the President at any time and place in the Province of Ontario.

- 13.5 The notice of the Special General Meeting shall contain information on the business to be transacted at the meeting.

Notice – Annual General and Special General Meetings

- 13.6 The notice of an Annual General Meeting or a Special General Meeting shall state the day, hour and place of the meeting, and the general nature of the business to be transacted.

A notice shall be served either personally or by sending such notice to each Voting Member through the post, at least thirty (30) day prior to the meeting, to the last address of each member known to the Secretary or as otherwise provided in Section 23.

Irregularities – Annual General and Special General Meetings

- 13.7 The accidental non-receipt of a notice by a Voting Member shall not invalidate any resolution passed or any proceedings taken at an Annual General Meeting or a Special General Meeting.

Chair

- 13.8 The President shall Chair all Annual General and Special General Meetings of the Association and the Board of Directors. If the President is absent or unable to Chair the meeting, the Vice-President shall exercise the office of Chair. In the absence of the Vice-President, a Chair for the meeting shall be elected from amongst the members present at the meeting.

Adjournment – Annual General and Special General Meetings

- 13.9 The Chair may, with the consent of the Members present at an Annual General Meeting or Special General Meeting, adjourn the meeting, from time to time. No notice of such adjournment need be given to the Members of the Association.
- 13.10 Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the meeting.

Quorum – Annual General and Special General Meetings

- 13.11 Quorum at an Annual General Meeting or a Special General Meeting shall be twenty-five (25) Voting Members who are members in Good Standing, present in person or by proxy.

Voting – Annual General and Special General Meetings

- 13.12 Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Association, all questions put before the Members at an Annual General Meeting or Special General Meeting shall be decided by a simple majority of the votes cast by Members entitled to vote.
- 13.13 At any meeting of Members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Association, or unless a poll is required by the Chair or requested by any Member entitled to vote.

- 13.14 Upon a show of hands, every Member entitled to vote, or proxyholder for a Member entitled to vote, present in person, shall have one vote.
- 13.15 In the case of an equality of votes, the Chair shall both on a show of hands and upon a poll, have the casting vote in addition to the vote or votes that the Chair may have as proxyholder for any other Member or Members.
- 13.16 Unless a poll is demanded, a declaration by the Chair that a resolution has been carried or defeated unanimously or by a particular majority, and an entry in the minutes of the meeting of the Members to that effect, shall be prima facie evidence of that fact.
- 13.17 In the absence of the President or the Vice-President, those Members of the Association present and entitled to vote shall choose another member of the Board of Directors as Chair. But if no member of the Board of Directors is present, or if all members of the Board of Directors decline to take the Chair, then the voting members of the Association present shall choose one of the Voting Members present to be the Chair for the meeting.
- 13.18 If at any meeting a poll is demanded on the election of a Chair, or on the question of adjournment, it shall be taken forthwith without adjournment.
- 13.19 In the event a poll is demanded on any question, it shall be taken in such a manner and either at once or after adjournment as the Chair directs. The result of the 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 at any time prior to the taking of the poll.

Proxies – Annual General and Special General Meetings

- 13.20 An instrument appointing a proxy shall be in writing under the hand of the Member or his attorney duly authorized in writing.
- 13.21 Votes may be given either personally or by proxy at any Annual General Meeting or Special General Meeting.
- 13.22 At every meeting at which a Member is entitled to vote, every Voting Member present in person shall have one vote, and in addition, may have one additional vote for every proxy held by the Voting Member.
- 13.23 Any Voting Member may appoint a proxy. A Member who has appointed a proxy and then attends the meeting for which the proxy was appointed, must then refrain from voting at the meeting for which the proxy was appointed. Alternatively, the Member must advise the appointed proxy and the Secretary, in writing, prior to the commencement of the meeting, that the Member wishes to withdraw their proxy. The Secretary shall immediately adjust the register of proxies prior to the meeting.
- 13.24 Each instrument appointing a proxy shall be filed with the Secretary not less than forty-eight (48) hours before the meeting takes place, or any adjournment thereof.
- 13.25 All proxies shall be verified by the Secretary prior to such meeting commencing.
- 13.26 The post office cancellation mark on the envelope, or receipt date on a facsimile transmission, or the date the electronic transmission is received, shall be deemed to be the date of filing with the Secretary.

Rules of Order

- 13.27 In all cases for which no specific provision is prescribed by law or made in the By-laws of the Association, the rules and practice of the latest edition of *Robert's Rules of Order* shall govern as far as applicable, provided that no action of the Association or of the Board shall be invalid by reason only of an inadvertent failure to adhere to such rules.

Attendance Electronically

- 13.28 If and whenever the Board makes available the requisite communication facility, any person entitled to attend a meeting of Members may participate in the meeting, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting:

- (a) Provided however that the voting rights for such Members so participating shall be governed by the provisions of Section 13.29; and
- (b) The loss of connectivity shall not invalidate the continuation of the meeting including any voting or resolutions considered by the Members present in person or by proxy.

Electronic or Telephone Voting

- 13.29 The Board may provide for Members to vote by telephonic, electronic, or other communication facility. Such alternative means of voting must allow for verification that the votes are made by the Members entitled to vote.

14. BOARD OF DIRECTORS

Number of Directors

- 14.1 Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Association shall be managed by a Board composed of:
- (a) eight (8) elected Directors who are Licensed Members; and
 - (b) two (2) ex officio Directors.

Ex Officio Directors

- 14.2 In addition to the members of the Board of Directors who are elected, the President and the immediate Past President shall be ex officio members of the Board of Directors with full voting privileges in all matters.

Qualifications of Directors

- 14.3 No individual shall be eligible for nomination, election or appointment to, or service on, the Board as a Director:
- (a) unless she or he has been a Voting Member in Good Standing for at least one year prior to the date of being nominated for election to the Board;
 - (b) unless she or he is and continues to be a Licensed Member In Good Standing;
 - (c) unless she or he is eighteen or more years of age;

- (d) if she or he has been declared incapable by a court or a medical doctor in Canada;
- (e) if she or he is a person who has the status of a bankrupt;
- (f) if she or he has been or is convicted of any criminal, regulatory or similar offence or is subject to any disciplinary proceeding with the Financial Services Regulatory Authority, which the Board determines in its sole discretion would render that individual unfit or inappropriate to act as a Director;
- (g) if he or she, being a Member, is subject to a proceeding relating to a breach of the Code of Conduct for Members;
- (h) if he or she submits a certification pursuant to Section 14.5 containing one or more inaccurate statements, unless the Board in its sole discretion determines that the individual is qualified as a candidate;
- (i) if she or he is otherwise unfit or inappropriate to act as a Director as determined by the Board in its discretion, but subject to the right of the individual to address the proposed determination with the Board;
- (j) if he or she fails to attend more than two Board meetings in any twelve month period, unless otherwise determined by the Board;
- (k) if she or he is or becomes a member of the board of directors, a member of a committee or a full-time or part-time employee of any other mortgage broker association.

For greater certainty:

- (i) the provisions of this Section 14.3 apply to every candidate for the office of Director regardless of by whom nominated and regardless of whether the individual has previously served or is continuing to serve as a Director;
- (ii) the Board may require any individual elected or appointed to, or serving on, the Board, to satisfy it that such individual continues to maintain his/her eligibility.

- 14.4 The provisions of Section 14.3 apply with necessary variations to service on a Standing Committee or other Committees of the Association.
- 14.5 A Licensed Member will certify in the consent to act as a Director delivered to the Association with his or her nomination for election pursuant to Section 16.2 that he or she possesses all of the qualifications for nomination or election to and service on the Board as a Director.
- 14.6 If a member of the Board of Directors ceases to meet the qualifications to be a Director pursuant to Section 14.3, the individual shall cease forthwith to be a Director, and the vacancy created may be filled in the manner prescribed in Section 14.13.

Directors Election and Retirement in Rotation

- 14.7 The Directors described in Section 14.1(a) shall be elected by the Voting Members in Good Standing and shall retire in rotation.

Election of Directors

- 14.8 At or before each Annual General Meeting, a number of elected Directors equal to the number of elected Directors retiring shall be elected for the term of office established in Section 14.9. Effective at the 2018 Annual General Meeting, the Associate Directors appointed under By-law Number 1 of the Association dated April 20, 2017 shall be deemed to have resigned from the Board. The election of elected Directors shall be effective at the Annual General Meeting.

Term

- 14.9 An elected Director shall serve for a term of three (3) years. The term of a Director elected at or before an Annual General Meeting will commence at the termination of the Annual General Meeting at which the election is effective (as provided for in Section 14.8) and will end at the termination of the third Annual General Meeting held thereafter.

Term Limit

- 14.10 Subject to Section to 14.3, an elected Director if otherwise qualified, is eligible for election for two consecutive three (3) year terms (and if an elected Director has also been an ex-officio Director, his or her period as an ex-officio Director will not be included in the aggregate six (6) year term limit) and thereafter is not eligible for re-election until a period of eleven (11) months or more have elapsed from the date of retirement of such Director.
- 14.11 Members of the Board of Directors shall continue in office until their successors are elected or appointed in accordance with the provisions of the By-laws.

Responsibilities of Directors

- 14.12 The Board of Directors shall supervise the management and affairs of the Association.

Vacancies

- 14.13 Vacancies on the Board of Directors, for the unexpired terms of elected Directors may, as long as a quorum remains in office in accordance with Section 17.15, be filled by the Board in accordance with this Section 14.13. If a quorum no longer remains in office, the remaining Directors shall forthwith call a Special General Meeting of Members to fill the vacancies on the Board.

Termination/Removal of Directors

- 14.14 (a) A Director shall cease to be a Director upon his or her:
- (i) resignation in writing as a Director; or
 - (ii) death; or
 - (iii) ceasing to be qualified pursuant to Section 14.3; or
 - (iv) being removed by the Members pursuant to Section 14.14(b),
- and the vacancy so created may be filled in the manner prescribed in Section 14.13 above;

- (b) The Voting Members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Special General Meeting or an Annual General Meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of votes cast at that meeting elect any person in his or her stead for the remainder of his or her term; the Director being considered for removal shall not be eligible to vote on any resolution to remove him or her.

15. COMMITTEES OF THE ASSOCIATION

15.1 There shall be three (3) Standings Committees:

- (a) Education and Professional Development;
- (b) Events;
- (c) Finance
- (d) Public Relations and Membership

15.2 The Board of Directors may create ad hoc Committees of the Association from time to time, and the resolution establishing such committees shall include specific terms of reference which may be amended from time to time.

15.3 The President and Vice- President shall be members ex officio of all Committees and shall have a vote.

15.4 Notice of Committee meetings shall be delivered electronically, mailed or telephoned to each member not less than two (2) days before the meeting is to be held.

15.5 The functions, duties, responsibilities and powers of Committees shall be provided in terms of reference adopted by the Board. Unless otherwise provided by By-law, the Board shall appoint the members of each Committee and the chair of the Committee. The members of any Committee need not be Directors of the Association. The members and the chair of each Committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Executive Director shall be an ex officio member of all Committees but shall not have a vote.

Meeting of Committees of the Board

15.6 Each Committee of the Board shall meet at such times and places as the Chair of the Committee shall from time to time determine, and a majority of the members of a Committee shall, unless provided otherwise by the Board of Directors, constitute a quorum.

General Responsibilities of Committees of the Board

15.7 Each Committee of the Board shall at all times be subject to the control and direction of the Board. Subject to the foregoing, each Committee of the Board shall undertake such assignments as the Board may request and, unless provided otherwise by the Board, shall be responsible for:

- (a) formulating its terms of reference and workplan and obtaining the approval of the Board of Directors for same;
- (b) preparing reports from time to time to be presented to the Board on the areas of responsibility for which it is accountable; and
- (c) preparing an annual report of the areas of responsibility for which it is accountable to be presented to the Board prior to the Annual General Meeting each year.

16. ELECTION OF DIRECTORS

Nomination Forms and Nominations

- 16.1 Not less than one hundred (100) days prior to the Annual General Meeting, the Secretary shall send to each Voting Member of the Association, nomination forms asking for proposed nominations for election of Directors who are Licensed Members.
- 16.2 The consent of the nominees to accept the nomination shall be in writing and must accompany the written nomination.
- 16.3 All nominations must be received by the Secretary no less than ninety (90) days prior to the Annual General Meeting.
- 16.4 If there are not sufficient nominations received for the number of Directors to be elected, the Board of Directors may nominate nominee(s) for election as Directors who are Licensed Members. If the Board fails to nominate nominee(s), the Chair at the Annual General Meeting shall accept nominations from the floor to fill any vacancies. If no nominations from the floor are received, the Board will be reduced for that year by a Special Resolution passed by the Members at the Annual General Meeting for that purpose.

Acclamation or Election

- 16.5 If the number of nominees does not exceed the number of Directors required to be elected for the ensuing year, the nominees so nominated will be declared elected by acclamation. If, however, the number of nominees exceeds the number of Directors to be elected in such year, then not less than seventy-five (75) days prior to the Annual General Meeting, a ballot containing the names of the nominees shall be sent by the Secretary to each Voting Member.

Ballot Return Deadline and Tabulation

- 16.6 Completed ballots shall be returned to the Secretary either by mail, courier, facsimile transmission, or electronic transmission, so that they reach the Secretary before 12:01 pm local time, on the fiftieth (50) day before the Annual General Meeting.
- 16.7 The Secretary shall make a tabulation of the ballots and report the results of the voting. Ballots not conforming to the election process shall be declared null and void. If requested by the Board, scrutineers shall be appointed by the Board to verify and attest to the results of the balloting.

Declaration of Election and Confirmation of Directors

- 16.8 The three (3) Licensed Members (or the number of vacancies to be filled) receiving the highest number of votes from the Voting Members shall be declared elected.
- 16.9 If there is a tie-vote, the matter shall be decided by a draw conducted by the Secretary in the presence of a Director.
- 16.10 The election declaration shall be completed not less than forty (40) days prior to the Annual General Meeting.
- 16.11 The Secretary shall report the results of the voting to the Board of Directors not less than thirty (30) days prior to the Annual General Meeting.
- 16.12 The final report of the election shall be submitted to the Annual General Meeting and the slate so reported shall be confirmed elected by the Voting Members and no member shall be elected to the Board until such confirmation has taken place.

17. MEETINGS OF THE BOARD OF DIRECTORS

Chair

- 17.1 The President shall Chair all meetings of the Board of Directors. If the President is absent or unable to Chair the meeting, the Vice-President shall exercise the office of Chair. In the absence of the Vice-President, a Chair for the meeting shall be elected from among the members present at the meeting.

Calling of Meetings – Board of Directors

- 17.2 Meetings of the Board of Directors may be held at any place within Ontario, as designated in the notice calling the meeting.
- 17.3 Meetings may be called by the President or any three (3) Directors.
- 17.4 Notice of meetings shall be delivered electronically, mailed or telephoned to each director not less than two (2) days before the meeting is to be held. The statutory declaration of the Secretary or President that notice has been given pursuant to this section shall be sufficient and conclusive evidence of the giving of such notice.
- 17.5 No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- 17.6 The Chair may, with the consent of a majority of the Directors present, adjourn a meeting of the Board of Directors. No notice of such adjournment need be given to the members of the Board of Directors prior to the meeting commencing. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the meeting.

Regular Meetings – Board of Directors

- 17.7 The Board may appoint one (1) or more days in each year for a regular meeting of the Board at a place and time named. No further notice of the regular meetings need be given.
- 17.8 Meetings of the Board shall be held at least four (4) times every twelve months.

- 17.9 The Board shall hold a meeting within seven (7) days following the Annual General Meeting to organize the election and appointment of the President and Vice- President, and the transaction of any other business.

Meetings by Electronic Conference – Board of Directors

- 17.10 If all persons who are members of the Board of Directors or a Committee (as applicable) agree thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board of Directors or Committee by conference telephone call or other electronic communications means, as long as the means permit all persons participating in the meeting to hear each other and a person participating in the meeting is deemed to be present at the meeting.
- 17.11 The Chair of the meeting shall at the outset of each meeting and when votes are needed, call roll to establish quorum and shall whenever not satisfied that the proceedings of the meeting may proceed with adequate security, confidentiality, and quorum, adjourn the meeting to a predetermined date, time and location.

Voting at Meetings – The Board of Directors

- 17.12 Questions arising at any meeting of the Board of Directors shall be decided by majority vote. The Chair shall not vote, unless there is an equality of votes and in that instance, the Chair shall have the casting vote.
- 17.13 Voting at meetings of the Board of Directors shall be by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.
- 17.14 Subject to the Corporations Act, a resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors called, constituted and held for that purpose.

Quorum at Meetings – The Board of Directors

- 17.15 A simple majority shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

18. BOARD OF DIRECTORS – CONFLICTS OF INTEREST AND CONFIDENTIALITY

Conflicts of Interest and Declarations of Conflicts

- 18.1 Every Director who is in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the Association, shall declare his or her interest at a Board of Directors meeting.
- 18.2 In the case of a proposed contract or transaction, the declaration 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 is not at the meeting at which the matter is considered, the Director at the next meeting of the Board of Directors, held after the Director has become so interested, the Director shall make the necessary declaration. In a case where the Director becomes interested in a contract or transaction

after it is made, the declaration of the interest shall be made at the first meeting of the Board of Directors held after the Director becomes so interested.

- 18.3 A general notice given to the Directors by a Director to the effect the Director is to be regarded as interested in any contract or transaction or proposed contract or transaction made with any other entity, agency, institution, public authority or person, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made. No such notice however, is effective until it is given at a meeting of the Board of Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board of Directors, after it is given.
- 18.4 If a Director has made a declaration of an interest in a proposed contract or transaction in compliance with the provisions of this Section and has not voted in respect of the contract or transaction, the Director is not accountable to the Association or to any Members or creditors for any profit realized from the contract or transaction, and the contract is not voidable by reason only of the Director holding that office.
- 18.5 Despite anything to the contrary in this Section, a Director is not accountable to the Association or to any of its Members or creditors for any profit realized from such contract or transaction and the contract is not by reason only of the Director's interest therein voidable if it is confirmed by the majority of the votes cast at a Special General Meeting of Members duly called for that purpose, and if the director's interest in the contract or transaction is declared in the notice calling the meeting.
- 18.6 Neither Directors nor their families shall enter into any proposed contract or transaction or contract or transaction with the Association unless they enter a competitive bid in writing and the Director has, in accordance with the foregoing provisions, declared the Director's interest in the contract or transaction and has refrained from voting on the matter.

Confidentiality

- 18.7 All Directors, officers, and employees of the Association shall respect the confidentiality of matters brought before the Board of Directors or before any Committee, and any matter dealt with during the employee's employment.

19. OFFICERS OF THE ASSOCIATION

- 19.1 The Association's Officers shall consist of the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer) and Executive Director.
- 19.2 At the first meeting of the Board following each Annual General Meeting, the Board shall appoint a President, a Vice-President, a Secretary, a Treasurer (or a Secretary-Treasurer). The Board may appoint one individual to fulfill the duties of both the Secretary and the Treasurer, in which case such individual shall be the Secretary-Treasurer. To be appointed an Officer of the Association, the individual must have served as a Director for all of the immediately preceding year, unless otherwise approved by the Board of Directors.
- 19.3 Unless otherwise specified in the By-laws, the term of office for the President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer) shall be one (1) year or until the conclusion of the next Annual General Meeting of Members.
- 19.4 The Board of Directors may extend the term of office of an incumbent President for a second one-year (1) term, by passing a resolution authorizing the second term. A simple

majority of affirmative votes cast to extend the term for the one-year period is sufficient to give effect to the extension of the term. However, the President may not serve more than two (2) consecutive one-year terms.

- 19.5 In the event the President's term of office is extended for a second one-year term, the Board of Directors may by passing a resolution, extend the term of office of the Vice-President for another year.
- 19.6 The Board will appoint an Executive Director who will hold office until the appointment is terminated by the Board.
- 19.7 If the Board has not appointed a Secretary or a Treasurer (or a Secretary-Treasurer), the Executive Director shall assume the responsibilities and duties of such officer position(s).

Duties of the President

- 19.8 The President shall preside at all meetings of the Board and all Annual General Meetings and Special General Meetings. The President shall supervise the affairs and operations of the Association and have such other duties as the Board may determine or incident to the office.

Duties of the Vice-President

- 19.9 In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall also perform such other duties as the Board of Directors may determine or incident to the office.

Duties of the Secretary

- 19.10 The Secretary shall attend all meetings of the Board of Directors and all Annual General Meetings and Special General Meetings. The Secretary shall act as the clerk of such meetings and record all votes and minutes of proceedings in the books to be kept for that purpose.
- 19.11 The Secretary shall give or cause to be given, notice of all meetings of the Members and of the Board of Directors. The Secretary shall have charge of all books and documents of the Association.

Duties of the Treasurer

- 19.12 The Treasurer shall have custody of all funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may determine.
- 19.13 Unless otherwise determined by resolution of the Board of Directors, the Treasurer shall sign all cheques, drafts, notes and orders for the payment of money and shall pay out and dispose of the same under the direction of the Board of Directors.
- 19.14 The Treasurer shall at all reasonable times, exhibit the books and accounts to any member of the Board of Directors upon request made at the office of the Association during business hours.

- 19.15 The Treasurer shall sign and countersign such instruments as required and shall perform such other related duties incident to the office or that are properly required by the Board of Directors.

Duties of the Executive Director

- 19.16 The Board of Directors shall employ a salaried staff person having the title of Executive Director or such other title as the Board of Directors may determine from time to time.
- 19.17 The Executive Director shall employ, terminate and discipline the Association's staff and recommend the compensation and benefits for staff to the Board of Directors.
- 19.18 The Executive Director shall manage and direct all administrative functions and activities of the Association as may be directed by the Board of Directors. The Executive Director shall be the chief executive officer of the Association and, as such, shall be responsible for all operations of the Association.

Removal and Vacancies

- 19.19 The Board made by resolution of the Board remove any Officer from office at any time. If the office of any Officer becomes vacant by reason of death, resignation, disqualification or otherwise, the Board may appoint a replacement to fill such vacancy.

20. INDEMNIFICATION AND INSURANCE

Insurance

- 20.1 The Association shall purchase and maintain appropriate liability insurance for the benefit of the Association and each person acting or having previously acted in the capacity of Director, Officer or any other capacity at the request of or on behalf of the Association, which insurance shall include:
- (a) Property and public liability insurance;
 - (b) Director's and Officer's insurance
- and may include
- (c) such other insurance as the Board seems fits from time to time;
- with coverage limits in amounts per occurrence, with aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.
- 20.2 The Association shall ensure that each Director and Officer is added as a named insured to any policy of Director's and Officer's insurance maintained by the Association.
- 20.3 No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Association.
- 20.4 It shall be the obligation of any person seeking insurance coverage or indemnity from the Association to co-operate fully with the Association in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without prior agreement of the Association.

Indemnification of Directors and Officers

20.5 Every person (in this section referred to as a “protected person”), including the respective heirs, executors and administrators, estate, successors and assigns of the person who;

- (a) Is a Director; or
- (b) Is an Officer of the Association; or
- (c) Is a member of a Committee; or
- (d) has undertaken, or, with the direction of the Association is about to undertake, any liability on behalf of the Association or any organization controlled by the Association, whether in the person’s personal capacity or as a Director or Officer or employee or volunteer of such Association;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) from and against all costs, charges and expenses which such protected person sustains or incurs:

- (e) in or in relation to any demand, action suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
- (f) in relation to the affairs of the Association generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- (g) upon the exhaustion of all available and collectible insurance provided to Directors by the Association inclusive of whatever valid and collectible insurance has been collected; and
- (h) providing the Director has carried out all duties assigned to him or her which are subject to the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Association shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or organization in such other circumstances as any legislation or laws permit or require.

20.6 Nothing in the By-laws shall limit the right of any person, firm or organization entitled to indemnity to claim indemnity apart from the provisions of the By-laws to the extent permitted by any legislation or law.

Limitation of Liability – Protection of Directors and Others

20.7 No Director, Officer, employee or member of a committee of the Association will be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or member of a Committee or an agent of the Association or for joining in any receipt or act

for conformity or for any loss, damage or expense incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association will be placed out or invested or for any loss of damage arising from the bankruptcy, insolvency or tortious act of any person, firm or association with whom or which any monies, securities or effects will be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office, employment or trust or in relation thereto unless the same will be occasioned by his or her own wilful act or through his or her own wilful neglect or default.

Director Not Liable Unless Board Approval Obtained

- 20.8 The Directors 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 or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

21. ASSOCIATION FINANCES

Remuneration – Board of Directors

- 21.1 No remuneration shall be paid to any member of the Board of Directors.
- 21.2 The reasonable travelling and other expenses properly incurred by Directors and members of Committees of the Association in attending meetings of the Board of any Committee shall be reimbursed by the Association in accordance with guidelines established by the Board from time to time upon submission to the Association of bona fide statements or vouchers for such expenditures.

Annual Dues and Other Fees

- 21.3 The Board of Directors shall have the authority to, from time to time, fix and establish the annual dues (“Dues”) payable by Members, and to fix such administrative fees as are deemed expedient for the day-to-day operation of the Association.
- 21.4 A resignation of membership, cancellation, suspension, or other termination of membership, does not excuse any debts or obligations that existed prior to the termination.

Revocation of Membership for Failure to Remit Dues, Fees or Other Levies

- 21.5 Annual dues shall be payable annually on such date as determined by the Board of Directors, from time to time .
- 21.6 The Board of Directors may from time to time adopt by resolution, administrative processes for the invoicing and payment of membership Dues and administrative fees.
- 21.7 If a Member fails to pay the annual Dues, fees, fines, penalties and interest payable no later than one month after the due date, the Association shall send the Member a written notice titled “Notice of Revocation” stating that unless such amounts owing are paid or otherwise resolved in less than 10 calendar days following the due date (the “Grace Period”), at the expiry of the Grace Period, the Member’s membership in the Association shall be administratively revoked by the Secretary without further notice to the Member.

- 21.8 Revoked members may be readmitted to membership by completing and submitting the applicable membership application form, meeting the criteria for membership in the category of membership being applied for and paying in full all dues and administrative fees for that class of membership.

Auditors

- 21.9 Auditors shall be appointed for the ensuing year at the Annual General Meeting of the Association. The Auditors so appointed shall examine the books and accounts of the Association and submit their report, in writing, to the Annual General Meeting of the Association.

- 21.10 The fiscal year of the Association shall end on December 31st of each year.

Execution of Instruments and Signing Authority

- 21.11 All funds and securities received shall be deposited in such bank or trust companies or safety deposit vaults as the Board of Directors may designate.
- 21.12 All cheques for payment shall be signed by two signing officers as designated by the Board of Directors. The Association's Officers shall be designated as signing officers.

Books and Records

- 21.13 The Board of Directors shall ensure that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly kept.

Banking Arrangements

- 21.14 The Board of Directors shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, including unless otherwise restricted, the power to operate the Association's accounts with the banker.
- 21.15 The banking designates approved by the Board of Directors shall have authority to make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and other orders for payment of money. The banking designates shall also have authority to issue receipts for and order relating to any property of the Association and execute any agreement relating to any banking and defining the rights and powers of the parties thereto, as well as authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business of the Association.
- 21.16 The securities of the Association shall be deposited for safe keeping with one or more banks, trust companies or other financial institutions selected by the Board of Directors.
- 21.17 All securities deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association and in such manner as shall be from time to time, determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.
- 21.18 The institutions chosen by the Board of Directors may be so selected as custodians of the Board of Directors, shall be fully protected in acting in accordance with the directors of the

Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Borrowing by the Association

- 21.19 The Board of Directors may, subject to any limitations in the By-laws or the Letters Patent, borrow money on the credit of the Association, issue, sell or pledge securities of the Association or charge, mortgage, hypothecate or pledge all of any of the real or personal property of the Association including book debts, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.
- 21.20 Except where the Association borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

22. REGULATIONS TO THE BY-LAWS AND CHAPTERS

- 22.1 The Board of Directors may from time to time, make Regulations with respect to the carrying out of the provisions of these By-laws of the Association, and in respect of the management of the business and affairs of the Association. The Board of Directors may from time to time repeal or amend any such Regulations.

Regulations to Create and Maintain Chapters or Regional Groups

- 22.2 The Board of Directors shall have authority to establish, disband, disassociate, combine, subdivide or otherwise deal with Chapters or Regional Groups.
- 22.3 The Board of Directors may from time to time, approve Regulations to govern the organization, management and activities of Chapters or Regional Groups. Any such Chapters or Regional Groups shall be directly accountable to the Board of Directors and shall be required to comply with all Regulations adopted by the Board of Directors to govern, control and otherwise deal with the Chapters of Regional Groups.

23. NOTICE

Maintenance of Contact Particulars

- 23.1 Every Member or applicant shall provide to the Association, and at all times maintain, full, accurate and up-to-date contact particular for such Member or applicant setting out, but not limited to, the post office address of his/her/its principal place of business as well as valid electronic mail address for the purposes of receiving communications from or delivering documents to the Association, in lieu of which the Association may charge a service fee for communication to such persons by means other than electronic mail, and/or provide a discount in fees to those receiving or delivering communications by electronic mail.

Method Service of Notice

- 23.2 Unless otherwise required by law or specifically provided in the By-laws, any notice or document required to be given or sent to a Member or an applicant by the Association pursuant to the By-laws may be given by personal service or may be sent by mail, by courier, by facsimile or by electronic mail.

Deemed Proper Address of Notice

- 23.3 A notice or document given or sent pursuant to Section 23.1 shall be deemed to be properly addressed if addressed to the addressee at the latest mail, facsimile or electronic address of the addressee appearing in the records of the Association.

Deemed Receipt of Notice

- 23.4 A Member whose conduct is being investigated will be deemed to have received any notice decision or order on the seventh day after it was mailed to such Member, postage prepaid, addressed to such Member's last address on the Association's records.

Date of Deemed Receipt

- 23.5 Unless otherwise specifically provided in the By-laws, a notice or document given or sent in accordance with the By-laws shall be deemed to be received, if given by personal service, on the day it is given; if delivered by mail postage paid, on the seventh day following the date of mailing; or if given by fax or by electronic mail, on the date of transmission; any such notice given or sent shall be effective on the day of its deemed receipt unless otherwise stated herein.

24. CALCULATION OF DAYS, ERRORS AND OMISSIONS AND INTERPRETATION

- 24.1 Unless otherwise specifically provided in the By-laws, a reference to a number of days between two events excludes the day on which the first event happens and includes the day on which the second event happens, even if the reference is to "at least" or "not less than" a number of days.

Errors and Omissions

- 24.2 (a) The accidental omission to give notice of any meeting of the Board of Directors, a Committee or the non receipt of any notice by any Director or Member or by the Auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting.
- (b) Any Director, Member or the Auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken therein.

Board Interpretation to Govern

- 24.3 In the event of any dispute as to the intent or meaning of any By-law or of any Regulation made or enacted pursuant to the By-laws, the ruling of the Board on the construction and interpretation thereof will be binding for all purposes. In addition to its other powers, the Board may publish interpretations for the information and guidance of Members on matters related to the By-laws or Regulations.

25. AMENDMENTS TO THE BY-LAWS

- 25.1 This By-Law shall come into force when enacted by the Board in accordance with the Corporations Act.
- 25.2 Subject to the Corporations Act and the Letters Patent or the Supplementary Letters Patent, as applicable, of the Association, the Board may make, amend or repeal any By-

Law that regulates the activities or affairs of the Association. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by resolution of the Members.

- 25.3 If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

26. REPEAL OF PRIOR BY-LAWS

- (a) Subject to the provisions of Section 26(c), all prior By-laws of the Association heretofore enacted or made are repealed.
- (b) The provisions of Section 26(a) shall not extend to any by-laws heretofore enacted to provide the Board of Directors with the authority to borrow.
- (c) The repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.
- (d) This By-law shall come into force on the date adopted by a resolution of the Board of Directors in accordance with the Corporations Act.

ENACTED by the Directors as a By-Law of **the Association** this 14th day of February, 2018.

AMENDED by the Directors of **the Association** on the 25th day of November, 2019 and on the 6th day of May, 2020.

Chair

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* on the 12th day of June, 2020.

Chair

Secretary

FURTHER AMENDED by the Directors of **the Association** on the _____ day of July, 2020.

Chair

Secretary