

By-law No. 2

for

PRIVATE CAREER EDUCATION COUNCIL (ONTARIO) (o/a CAREER COLLEGES ONTARIO)

ARTICLE I - NAME OF THE ORGANIZATION

1. This organization shall be known as the **CAREER COLLEGES ONTARIO**, hereinafter called the **Association**.
2. The Association was incorporated under the laws of the Province of Ontario as a Corporation without share capital on the 23rd day of November, A.D. 1973, and the Corporation shall be carried on without the purpose of gain for its members and any profits of other accretion to the Corporation shall be used in promoting its objects.

ARTICLE II - AIMS AND OBJECTIVES

The aims and objectives of the Association are to serve its members and the public by:

- (a) Fostering and promoting high educational standards and developing a code of ethics in the field of private career education;
- (b) Encouraging the development of improvements in the fields of education in the career college sector through research into new trends and ideas in education and training;
- (c) Promoting mutual respect, goodwill, harmony and better understanding among members;
- (d) Acting as a liaison between private career colleges and the Ministry under which its members are registered in any matters pertaining to the operation of these colleges, and co-operation with said Ministry in promoting a better understanding between the ministry and private career colleges;
- (e) Fostering a reputation of acceptance for the private career college sector in the eyes of the public through general promotional activities such as advertising and publicity;
- (f) Collecting statistical and other information pertinent to the career college sector and disseminating it to its members, to guidance counsellors and to the general public;
- (g) Disseminating information of a general, economic, social, educational and

governmental nature to member organizations;

- (h) Securing and presenting the view of its members to other organizations, governmental agencies, legislatures and the general public;
- (i) Promoting the best interest and general welfare of the students of private career colleges.
- (j) To work in harmony with the National Association of Career Colleges and cooperate with the National Association effort of ensuring the welfare of the career college sector in Canada.

ARTICLE III – MEMBERSHIP AND NON-MEMBERS

Membership in the Association is open to anyone interested in supporting the Aims Objectives and Code of Ethics of the Association and where applicable the association's Code of Ethics for recruitment and training of international students.

Upon application, each new member of Career Colleges Ontario shall receive a copy of the By-laws and Statement of Ethics of both the Provincial and National Associations.

The Association will only have one class of Members.

Section 1:

MEMBER

- (a) Membership shall be open to any independent educational organization which has been duly registered as a private career college in Ontario by the appropriate Ministry of the Provincial Government
- (b) One or more representatives of a member in good standing are eligible to hold office as Directors or Officers of the Association.

Section 2:

AFFILIATES

- (a) Affiliates shall be open to any person or company interested in career college training/education and/or is allied by nature of their business or profession to the private career college sector and is interested in supporting the Association in its endeavors.
- (b) An Affiliate is not entitled to hold office as any Director or Officer of the Association. For greater certainty, Affiliates are not Members of the Association.

- (c) An Affiliate may be invited to participate on any committee established by the Board of Directors.

Section 3:

PATRONS

- (a) Patrons may be granted to any person or firm deemed worthy of this honour by the Board of Directors. The Board of Directors will invite such person or firm to participate as a Patron.
- (b) A Patron is not entitled to hold office as any Director or Officer of the Association. For greater certainty, Patrons are not Members of the Association.
- (c) A Patron may be asked by the Board of Directors to act as an advisor to the Association, or participate on a committee.

Section 4:

DEFINITION OF CAMPUS LOCATIONS AS THEY RELATE TO MEMBERS

The following is the definition of college campus locations as it pertains to membership:

- (a) **Main Campus Location**
Main Campus Location must have a defined ownership and corporate structure. It must comply with all laws and regulations governing the operation of registered private career colleges. It is an institution which offers vocational programs of study that have been approved by the appropriate Ministry of the Ontario Provincial Government.
- (b) **Branch Campus Location**
A Branch Campus Location shall be one that is controlled by the same persons as the Main campus location. It shall operate under the supervision of an on-site administrator who shall report directly to an appropriate level in the corporate structure. A Branch campus location will offer vocational programs of study that have been approved by the appropriate Ministry of the Ontario Provincial Government.
- (c) **Franchise Campus Location**
A Franchise Campus Location is one where the controlling interest has been purchased from a Main campus location, corporation or other appropriate group. It must comply with all laws and regulations governing the operation of registered private career colleges. It is an institution which offers vocational programs of study that have been approved by the appropriate Ministry of the Ontario Provincial Government.

ARTICLE IV - RESPONSIBILITIES OF MEMBERS

Section 1:

RESPONSIBILITIES

To remain as a Member in good standing in the Association, a member must:

- (a) Abide by all the By-laws and Regulations of this Association and all Codes of Ethics established by the Association that are in force at the time of admission of such member to the Association and all revisions or amendments to such By-laws and Regulations or Codes of Ethics as may be approved by both Provincial and National Associations there after.
- (b) Conduct his business affairs in accordance with the Code of Ethics.
- (c) Provide at all times quality educational programs for students.
- (d) Permit inspection of teaching facilities as may be requested by the Board of Directors.
- (e) Answer promptly any complaint or inquiry presented to him by the Board of Directors.
- (f) Attend, whenever possible, general meetings and vote on any issue presented to the Association by the Board of Directors.
- (g) Support, whenever possible, special projects of the Association.
- (h) Serve, whenever possible, on a committee if requested by the Board of Directors.
- (i) Pay annual dues or special assessments within thirty (30) days of notice.
- (j) Display prominently within the organization's administrative offices the Certificate of Membership in the Association.
- (k) Agree to adhere to the association's Code of Ethics for the Recruitment and Training of International Students, in the case where the member institution actively engages in the enrolment of international students and/or the provision of training or education courses to international students.

Section 2:

SUSPENSION OF A MEMBER

- (a) Should a member fail to comply with any of the requirements set down in the By-laws, this may result in the suspension or termination of membership.
- (b) Should a member provide false information in a membership application form or in a membership renewal form, this may result in the suspension or termination of membership.

ARTICLE V - APPLICATION FOR MEMBERSHIP

Section 1:

APPLICATION

- (a) An application for membership shall be submitted to the Association on the officially approved application form, together with such supporting documents as may be required by the Board of Directors and the required membership fee.
- (b) Once approved all members are automatically members of both the Provincial and National Associations.
- (c) At the time of submitting an application for membership, the applicant shall designate the official representative of the organization.
- (d) The Board of Directors shall have the option of inspecting the facilities of any organization making application for membership.

Section 2:

ACCEPTANCE

- (a) All applications for membership are subject to approval by the members of the Board Committee responsible for Membership matters in accordance with the accepted procedure in place at the time of the application.
- (b) Any formal, written objection to an application for membership by a member will be reviewed by the Board of Directors. Any necessary action to investigate the objection will be taken by the board. A vote will then be taken on acceptance or rejection of the applicant. If warranted, the objection may be presented to the entire membership for consideration.
- (c) Written notification of acceptance or rejection of an application for membership will be issued by the Board of Directors to the applicant and members within ninety (90) days of the date of receipt of the formal application.

Section 3:

CHANGE OF OWNERSHIP OF A MEMBER ORGANIZATION

- (a) Should there be a change in ownership of a member organization, the Board of Directors and/or the Board Committee responsible for membership matters shall have the power to continue the membership until the end of the current membership year, without prejudice to subsequent action by the Association.
- (b) Upon receipt of notification of a change in ownership, the Board of Directors may, at its discretion, immediately request that the new owners submit a formal application for membership in accordance with the procedures set down in these By-Laws. Membership granted in each case will be decided on its merits, and approval shall not be unreasonably withheld.

Section 4:

RESIGNATION

- (a) Should a member wish to resign from the Association, the member shall give notice of this intention in writing for the Association's acknowledgement and acceptance of the resignation.

Section 5:

CESSATION OF OPERATIONS

Should a member cease operations for any reason, membership in the Association's shall be terminated forthwith.

ARTICLE VI - FISCAL POLICY

Section 1:

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of April and finish on the 31st day of the following March.

Section 2:

SIGNING OFFICERS

The signing officers of the Association shall be the Board Chair, Vice Board Chair, Treasurer, the Past Board Chair and the CEO of the

Association.

Section 3:

FUNDS

- (a) All funds received by the Association shall be used to defray expenses incurred by the Association in conducting its business affairs.
- (b) Any Officer, Director or member, with the approval of the Board, may be reimbursed for any reasonable expense incurred for or on behalf of the Association in connection with the performance of duties or assignment.

Section 4:

AUDIT

Auditors will be appointed at the Annual Meeting of the Association. Such Auditors will be responsible for the annual audit of the financial records. This audit shall be published in the form of a certified financial statement and shall be distributed to the membership.

ARTICLE VII - FEES, DUES AND ASSESSMENTS

The Membership Year of the Association shall be from October 1st to September 30th of the following year.

Section 1:

MEMBERSHIP FEE

- (a) The Membership Fee shall accompany the application for membership in both the National and Provincial Association.
- (b) Any new organization seeking membership on or after October 1st, shall pay membership fees on a pro rata basis in accordance with the following:

Dues Paid By	Pro Rata Percentage of Actual Cost
October 1	100%
November 1	90%
December 1	80%
January 1	70%
February 1	60%
March 1	50%
April 1	40%
May 1	30%

June 1	20%
July 1	10%
August 1	100% for the following year

- (c) Any organization seeking membership on or after August 1st, shall have the membership fee applied to the twelve-month period of the following year. However, should there be an increase in the Annual Dues for that year, the member will be obligated to pay the difference.
- (d) The Membership Fee for a Member will follow the schedule established for Annual Dues for Members.

Section 2: **ANNUAL DUES**

- (a) The Annual Dues for Members shall be due and payable as of October 1st of each year.
- (b) Members not paying their dues within thirty days of the commencement of the Membership Year, may be assessed interest of ten percent per month until the dues are paid.
- (c) Any member who has not paid the Annual Dues by the sixty (60) day period will be considered in default. Suspension of membership may result.
- (d) In extraordinary cases and under special circumstance, the Board of Directors shall have the authority to waive or reduce the Annual Dues of a member.
- (e) The Annual Dues for a Member shall be established each year by the Board of Directors of the Association and through input from the National Association and shall be approved by the Membership at the Annual Meeting. The schedule of Fees and Dues will be forwarded to each member following the Annual Meeting.

Section 3: **SPECIAL ASSESSMENTS**

Should the need arise, it may be necessary to levy a special assessment. Such assessments shall be payable by Members.

Section 4:

OTHER FEES

(i) **Affiliates**

The Affiliate Fee for an Affiliate will be established each year by the Board of Directors. The Annual Dues for an Affiliate shall be established each year by the Board of Directors and shall be approved by the Membership at the Annual Meeting.

(ii) **Patrons**

There is no Fees or Annual Dues for a Patron.

ARTICLE VIII - MEETINGS

Section 1:

ANNUAL MEETING

- (a) An Annual Meeting of the Association shall be held within ninety (90) days of the end of the fiscal year on a date and at a place determined by the Board of Directors.
- (b) The purpose of the Annual meeting shall be for the presentation and recording of Annual Reports; the election of Directors; and the transaction of all other business as shall be proper and appropriate to come before an Annual Meeting.”
- (c) Written notice of such meetings shall be forwarded to each member of the Association not later than twenty (20) days prior to the date of the meeting. Such notice shall be sent to the last recorded address of each member.

Section 2:

SPECIAL MEETINGS

- (a) Special meetings of the Association shall be held at the call of the Board Chair with the approval of the board of Directors, or at the call of the CEO upon receipt of a written request of not less than ten (10) members of the Association.
- (b) Written notice of special meetings will be forwarded by the CEO to the last recorded address of each member of the Association. Such notice shall specify the purpose, date and place of such meeting. Written notice of such meeting may be waived by a majority of the members of the Association.

Section 3:

QUORUM

- (a) Fifteen (15) percent of the members of the Association must be present at an Annual or Special Meeting to constitute a Quorum. In the event of a lesser attendance, the meeting shall be adjourned to a later date.
- (b) Written notice of the date and place of such deferred meeting shall be forwarded to each member of the Association not later than twenty (20) days prior to the meeting, and shall be sent to the last recorded address of each member.
- (c) Should a Quorum, as hereinbefore set out, not be present at the deferred meeting, then those in attendance shall constitute a quorum for voting purposes.

Section 4:

REPRESENTATION & VOTING PRIVILEGES AT MEETINGS

The following voting criteria is the official rule of the Association. Dues are payable October 1st, therefore, in order to vote at the Annual Meeting, all dues must be paid for the ensuing year. Members shall have the following voting privileges commencing at the first meeting of members following the adoption of this By-law (and for greater certainty, such voting privileges do not apply to the meeting of members at which this By-law is adopted):

- (a) **Main Campus Location**
Each Main Campus Location or Member in good standing shall have the right to cast only one vote on any issue.
- (b) **Multiple Main Campus Locations**
Where a controlling group has more than one main campus location, it must designate one campus only as the official member for the purpose of voting for all their campuses. In addition, the said Member shall be entitled to cast one vote for each Main Campus location.
- (c) **Branch Campus Locations**
Where a Member has one or more Branch Campus locations, the Member shall be entitled to cast one vote for each Branch Campus location, in addition to the vote for its Main Campus Location.
- (d) **Franchise campuses**
[Intentionally deleted]
- (e) **Block Voting**
A designated representative of a Member who has the right to cast more

than one vote because the Member has more than one Main Campus location or has Branch Campus locations must cast all of his/her votes in the same manner at a meeting of Members. For greater certainty and by way of example, a designated representative who has the right to cast three votes must cast all three votes either in favour of or in opposition to a motion, but cannot cast some of his/her votes in favour of a motion and the balance in opposition to the motion or in abstention.

(f) **Closed Session**

Only the official designated representatives of Members are permitted to attend any closed session.

Section 5:

VOTING BY PROXY OR BY MAIL

- (a) Subject to compliance with the Act, every Member entitled to vote at a meeting of Members may vote by appointing in writing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy. In the event that a Member appoints both a designated representative and a proxyholder and if both persons attend a members' meeting, the designation of the designated representative shall be deemed to have been revoked for purposes of the meeting and the proxyholder shall have the right to act on behalf of the Member at the meeting subject to the terms, conditions and restrictions set out in the proxy.
- (b) A vote by mail may be taken, at the discretion of the Board of Directors, on decisions of major importance or on matters of urgency.

ARTICLE IX - BOARD OF DIRECTORS

Section 1:

AUTHORITY OF THE BOARD OF DIRECTORS

- (a) The governing body of the Association shall be the Board of Directors, hereinafter known as the Board.
- (b) The administration, management and business affairs of the Association shall be vested in the Board.

Section 2:

COMPOSITION OF THE BOARD

- (a) The Board shall be composed of no less than 5 members and no more

than 16 members elected at the association's annual general meeting.

- (b) If the Board so desires,
 - (i) one or two sector advisors may be appointed annually from among former Board members. Such advisors shall not be entitled to vote at meetings of the Board, but in all cases shall have their positions terminate at the first annual general meeting of the association following the appointment.
 - (ii) up to 4 external advisors may be appointed to the Board annually who are representatives of private career college sub-sector associations, private career college sector consulting firms, professional regulatory bodies, or third party service providers to the private career college sector. The number of such external advisors shall not exceed 25% of the number of Officers and Directors on the Board. The term of each external advisor appointment shall be at the discretion of the Board, but in all cases shall terminate at the first annual general meeting of the association following the appointment.
- (c) At the time of election, and as much as possible between annual meetings of members, not more than twenty-five percent (25%) of the Director positions may be held by owners, directors, officers, managers or employees from the same Member or from the same franchise group of Members (including franchisor and franchisees).
- (d) [Intentionally deleted]
- (e) In addition to the above requirements, each director shall also be an individual who is at least 18 years of age, and, during the term of office,
 - (i) has the power under law to contract, has not been found by a court in Canada or elsewhere to be mentally incompetent, and does not have the status of a bankrupt,
 - (ii) is in full agreement with the governing documents of the Association, and
 - (iii) is an owner, director, officer, manager or employee of:
 - (1) a Member of the Association in good standing; or
 - (2) an Affiliate of the Association that is a Franchisor that has at least 50% of its franchisees that are Members of the Association in good standing.

Section 3:

TERM OF OFFICE OF DIRECTORS

- (a) Directors shall be elected for a two year term. The Directors shall be elected and shall retire in rotation every two (2) years. At the first election

of Directors immediately after passage of this By-law, the Members shall elect Directors to the Board for a term of one or two years to be decided at the first Board meeting to be held after the Members' meeting. At the first Board meeting after the said Members' meeting, the Directors shall decide among themselves the length of the term of office for each Director so that one half (1/2) of the Board shall hold office until the close of the second annual meeting of Members next following, and one half (1/2) shall hold office until the close of the first annual meeting of Members next following. Subsequently at each annual meeting of Members thereafter, Directors shall be elected to fill the position of those Directors whose term of office has expired and each Director so elected shall hold office until the close of the second (2nd) meeting of Members after his or her election.

- (b) A person may serve an unlimited number of terms as a Director of the Association.
- (c) A person shall serve at least one year as a director before being eligible to stand for election as an officer.

Section 4:

VACANCY ON THE BOARD

- (a) Should a vacancy occur on the Board due to resignation, or for any other reason, the Board Chair may, with the approval of the Executive Committee, appoint another person to fill the vacancy, provided that there is a quorum of Board. The person so appointed shall serve as a member of the Board until the next Annual Meeting of the Association.
- (b) Should the Board Chair's position become vacant, the Vice Board Chair shall automatically assume the Board Chair's position and shall then proceed to fill the other vacancy.
- (c) A Director ceases to hold office when the Director:
 - (i) dies,
 - (ii) resigns,
 - (iii) deemed to have resigned if the Director:
 - i. no longer fulfils all of the qualifications to be a director set out in Section 2 of Article IX as determined in the sole discretion of the Board,
 - ii. is absent from a cumulative of three (3) or more Board meetings during any 12 month period following his or her election or the anniversary of his or her election without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board; or
 - (iv) is removed by a simple majority of the votes cast at a meeting of

the Members.

Section 5:

MEETINGS OF THE BOARD

- (a) The Board shall meet not less than four (4) times each year, or as required to meet the needs of the Association.
- (b) Meetings of the Board shall be at the call of the Board Chair; or at the call of the CEO upon receipt of a request from one-third of the members of the Board.
- (c) Members of the Board shall receive a minimum ten days' notice of a date for a meeting.
- (d) The attendance of more than 50% of current Members of the Board shall constitute a quorum. If all the Directors of a corporation present at or participating in the meeting consent, a meeting of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A Director participating in the meeting by those means is deemed to be present at the meeting.
- (e) Directors must not be absent from a cumulative of three (3) or more Board meetings during any 12 month period following his or her election or the anniversary of his or her election without providing reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board.
- (f) Board Members are elected by the Annual General Meeting. There can be no substitute for the elected member.
- (g) There is no provision for proxy voting within the Board of Directors.
- (h) Guests are entitled to come to open Board Meetings. They have no voice and are not entitled to vote.

ARTICLE X - DUTIES OF DIRECTORS

Each Director of the association in exercising his or her powers and discharging his or her duties shall:

- (a) Act honestly and in good faith with a view to the best interests of the majority of the membership; and

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) Act as Chair or Co-Chair of a maximum of two Standing and/or Special Committees at any one time as requested by the Board Chair and in concurrence with the Board of Directors.
- (d) Accept special assignments as the need arises.
- (e) Act on committees where needed or desired.

ARTICLE XI - EXECUTIVE COMMITTEE

Section 1:

AUTHORITY OF THE EXECUTIVE COMMITTEE

The Executive Body of the Association shall be known as the Executive Committee. The Executive Committee may meet as a working body to formulate policy or recommendations to be presented to the Board.

Section 2:

MEMBERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the Association plus the Past Board Chair. In the event that there is no Past Board Chair, the Board may appoint a Director (who is not an Officer) to sit on the Executive Committee.

Section 3:

MEETINGS OF THE EXECUTIVE COMMITTEE

Meetings of the Executive Committee shall be called at the discretion of the Board Chair.

ARTICLE XII - OFFICERS

Section 1:

DESIGNATION

- (a) The Officers of the Association shall be those Directors that the members of the Board elect each year as the Board Chair, Vice Board Chair and Treasurer.

Section 2:

TERM OF OFFICE

- (a) Officers shall be elected annually for a one year term of office, or until the

successors are elected.

- (b) Before being eligible to stand for election as an officer, a person must serve at least one year as a Director of the Association.
- (c) Before being eligible to stand for election as Board Chair, a person must have served on the Board within the previous two year period.

ARTICLE XIII - DUTIES OF OFFICERS

Every officer of the association in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the majority of the membership; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 1:

THE BOARD CHAIR

The Board Chair shall:

- (a) Have general supervision of the affairs of the Association.
- (b) Be a signing officer of the Association.
- (c) Call meetings of the Board of Directors and the Association, and shall preside at all such meetings unless otherwise designated.
- (d) Prepare the Agenda for all meetings.
- (e) Prepare periodical reports of the activities of the Association for the membership.
- (f) Present a resume of the year's activities of the Association to the Annual Meeting.
- (g) Sign all certificates of membership, contracts and/or such other documents or instruments relating to the business affairs of the Association as may require the Board Chair's signature.

Section 2:

VICE BOARD CHAIR

The Vice Board Chair shall:

- (a) Exercise the duties of the Board Chair in the absence of the Board Chair.
- (b) Perform such duties and functions as may be assigned by the Board Chair

Section 3:

TREASURER

The Treasurer shall:

- (a) Be responsible for all funds and securities of the Association
- (b) Review the accounts, receipts and disbursements of the funds and securities controlled through the head office of the Association.
- (c) Perform such other duties as necessary to see that financial reports are prepared and distributed, that dues notices are sent and followed up, that the books are kept up to date and ready for audit for the Annual General Meeting.

Section 4:

EXECUTIVE DIRECTOR

At such time as may be deemed necessary by the association, a permanent Executive Director may be employed by the Association. The Executive Director shall be responsible for managing the day-to-day operations of the Association and report to the CEO. Subject to direction from the Board, the Executive Director shall exercise the duties of the CEO in the absence of the CEO.

Section 5:

CEO

At such time as may be deemed necessary by the Association, a CEO may be employed by the Association. If appointed, the CEO shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The CEO shall, subject to the authority of the Board, have general supervision of the affairs of the Association. The CEO shall be entitled to receive notice of and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the CEO. Subject to direction from the Board, the CEO shall exercise the duties of the Executive Director in the absence of the Executive Director.

ARTICLE XIV - STANDING COMMITTEE

Section 1:

NAMES OF STANDING COMMITTEES

The Standing Committee of the Association shall be:

Legislative Committee
Membership Committee
Professional Development Committee

Section 2:

BOARD CHAIR AS EX-OFFICIO MEMBER

The Board Chair shall be an ex-officio member of all Standing Committees, and shall determine the chair of each committee in consultation with the Board.

ARTICLE XV - DUTIES OF CHAIR OF THE STANDING COMMITTEES

Section 1:

LEGISLATIVE COMMITTEE

The Chair shall:

- (a) Be responsible for the preparation of any material on legislative matters designated by the Board which the Association is to present at the Annual Meeting with the Ministry.
- (b) Prepare and present to the Board a written report and analysis of the proceedings of, matters discussed and decisions reached at the Annual Meeting with the Ministry.
- (c) Prepare, as directed by the Board, correspondence concerning legislative matters.

Section 2:

MEMBERSHIP COMMITTEE

The Chair shall:

- (a) Actively solicit all Private Career Colleges in the Province of Ontario to join the Association.

- (b) Work in harmony with the superintendent of Private Career Colleges to see that information regarding the Association is sent to all new career colleges.
- (c) Work in harmony with the CEO to ensure that a strong marketing plan and follow-up is maintained.

ARTICLE XVI - SPECIAL COMMITTEES

The Board may, from time to time, establish such special committees as may be deemed necessary. The Board Chair shall appoint the Chair of such Special Committees either from within the Board or from the Members at Large.

A Special Committee will automatically be disbanded once the project has been completed and the final report has been submitted to the Board and/or the Association.

ARTICLE XVII - NOMINATIONS AND ELECTIONS

Section 1:

NOMINATING COMMITTEE

- (a) At least three months prior to the Annual Meeting, the Board Chair shall, with the approval of the Board, appoint from the Board the Chair of the Nominating Committee.
- (b) The Nominating Chair shall, with the approval of the Board, appoint two (2) persons to serve as members of the Committee.
- (c) The Nominating Committee, after obtaining the consent of the nominees, shall prepare and present to the Board prior to the Annual Meeting a "slate" of Directors to be elected at the Annual Meeting.
- (d) At least three weeks prior to the Annual Meeting, the Nominating Chair shall mail a copy of the "slate" to every Member of the Association.
- (e) A Member of the Association in good standing may send in writing, no later than one week prior to the Annual Meeting, the name of a candidate, providing such candidate is in good standing, meets the requirements set out hereinbefore, has agreed and the nomination has been seconded.
- (f) Nominations received after the deadline must be approved for addition to the slate of nominees by a two-thirds (2/3) majority vote of Members at the Annual Meeting.

Section 2:

ELECTIONS

- (a) It shall be the duty of the Chair of the Nominating Committee to conduct the election of the Directors.”
- (b) The Chair of the Annual Meeting shall appoint two (2) members of the Association who are not candidates for election to act as Scrutineers.
- (c) Where there are more than the required number of persons nominated as Directors, there will be as many ballots cast as is necessary to eliminate the nominees with the least votes in order to obtain the required number of Directors. The election shall be by secret ballot on the prescribed ballot form.
- (d) The duly appointed representative of each Member in good standing shall have the right to vote in an election.
- (e) At a meeting of the Board held immediately following the close of an annual general meeting where a new Board of Directors has been elected, the Directors shall nominate and elect from among themselves individuals to serve as the Officers of the association until the following annual general meeting. If more than one person is nominated for an office, there will be as many ballots cast as required to obtain a majority vote for a nominee to the office. The office of Past Board Chair shall be appointed as follows:
 - (i) If the person who served as Board Chair in the immediately preceding term is among the elected Directors, this person shall be appointed as the Past Board Chair.
 - (ii) If the person who served as Board Chair in the immediately preceding term is not among the elected Directors, the Board may appoint a person from among the Directors who has previously served as Board Chair to be the Past Board Chair.

ARTICLE XVIII - RULE OF ORDER AT MEETINGS AND NATIONAL BYLAWS

- (a) Unless otherwise provided either by these By-Laws or by rules and regulations established pursuant hereto, all meetings of the Association, the Board of Directors and Committees shall be conducted by generally accepted Canadian Parliamentary procedure - Roberts Rules on Order (Revised).

- (b) Unless otherwise provided by these By-Laws, the by-laws of the National Association will be used where appropriate.

ARTICLE XIX - BONDING

The Board may require the bonding of the Board Chair, Vice Board Chair, Treasurer other members of the Board or employee of the Association as deemed necessary, in such sum as the Board shall determine to indemnify the Association against possible financial loss. The premium for such bond shall be paid by the Association.

ARTICLE XX - INDEMNIFICATION

Every Officer and Director of the Association and every other person who has undertaken, or is about to undertake, any liability on behalf of the Association, his heirs, executors, administrators or other legal personal representative, shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) Any liability and all costs, charges and expenses that the person sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against such person for or in respect of anything done or permitted by the person in respect of the execution of the duties of the person's office.
- (b) All other costs, charges and expenses that the person sustains or incurs in respect of the affairs of the Association.

ARTICLE XXI - CORPORATE SEAL

The Corporate Seal shall be entrusted to the CEO of the Association for its use and safekeeping.

The Corporate Seal shall be affixed to all Certificates of Membership, contracts, and/or any other documents or instruments relating to the business affairs of the Association where it is deemed necessary.

ARTICLE XXII - AMENDMENT TO THE BY-LAWS

1. These By-Laws may be amended by a two-thirds (2/3) majority vote of those members present at an Annual Meeting.
2. Any proposed amendment to these By-Laws must first be approved by the Board before being presented to the membership.

3. At least two weeks prior to an Annual Meeting at which an amendment will be presented, a copy of such amendment must be sent to every Member of the Association.

ARTICLE XXIII - EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

Contracts, documents, cheques, drafts, orders for payment of money, notes, acceptance, bills of exchange, or other instruments in writing requiring execution by the Association may be signed by the Board Chair or Vice Board Chair or Treasurer or the CEO and all such documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors may from time to time appoint any officer or officers or any other person or persons on behalf of the Association with to sign specific contracts, documents, cheques, bills of exchange or other instruments in writing.

The Corporate Seal of the Association may, when required, be affixed to such documents or instruments, by any office or officers, or by any other person designated by the Directors from time to time.

ARTICLE XXIV – INTERPRETATION

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Ontario *Corporations Act* (the “Act”);
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) words importing the masculine gender include the feminine and neuter genders;
- (d) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (e) if any of the provisions contained in the By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail; and
- (f) for purposes of the Act, the Board Chair, shall be deemed to be the president of the Association.

ENACTED by the Directors of the Corporation this _____ day of _____, 2013

Board Chair

Vice-Board Chair

CONFIRMED by the Members of the Corporation this _____ day of _____, 2013

Vice-Board Chair