

NOTE: Logo has been changed due to the name change



# BYLAWS

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A bylaw relating to the conduct of the affairs of

~~The Ontario Association of Prosthetists and Orthotists Inc.~~

**The Ontario Association of Prosthetics and Orthotics Inc.**

## **Article 1. DEFINITIONS AND INTERPRETATIONS**

### **1.01 Definitions: In these Bylaws:**

- (a) "Act" means the Ontario Not-for-profit Corporations Act S.O. 2010, c.15 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- ~~(a) "Association" means the Ontario Association of Prosthetists and Orthotists Inc.;~~
- (b) "Association" means the Ontario Association of Prosthetics and Orthotics Inc.;
- (c) "Board of directors" or "board" means the governing body of the association and is composed of Directors referred to in Article 8 of these bylaws;
- (d) "Canadian Board for Certification of Prosthetists and Orthotists (CBCPO)" means Orthotics Prosthetics Canada's (OPC) independent board responsible for implementing and managing the certification and registration processes for OPC;
- (e) "Class of membership" means a group of members meeting the same eligibility criteria as outlined in Article 5.04 – Membership, below. Examples include Full Member, Student Member, etc.;
- (f) "Code of Ethics" means the ethical principles, values and standards articulated to guide all members of the association. It is developed by OPC to assist prosthetists, orthotists and registered technicians in practicing ethically and working through ethical challenges that arise in their practice with individuals, families, communities and private and public health systems;
- (g) "Director" means a person either elected or appointed to the board in accordance with these bylaws;
- (h) "External Director" means an individual elected or appointed as a director (who needs not be a prosthetist or orthotist) and who brings a particular expertise or consumer perspective to the board;
- (i) "Letters Patent" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the association;
- (j) "Member" means a member of the association as outlined in Article 5.04 of these bylaws;
- (k) "Members Meetings" means Annual General Meetings and other meetings of the association as described in Article 6 of these bylaws;
- (l) "Officers of the association" mean those members of the board as described in Article 7.01 of these bylaws;
- (m) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus one (1)

of the votes cast on that resolution;

- (n) "Orthotics Prosthetics Canada (OPC)" means a volunteer not-for-profit organization representing professionals across Canada in the fields of prosthetics and orthotics. OPC is the regulatory body for the prosthetics and orthotics professions in Canada;
- (o) "Proposal" means a proposal submitted by a member of the association to a meeting of the members;
- (p) "Rules and regulations" mean the rules and regulations made by the board pursuant to Article 12 of these bylaws;
- (q) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### **1.02 Interpretations:**

- (a) In these bylaws, words in the singular include the plural, and words in the plural include the singular and vice-versa, and words in one gender include all genders.
- (b) These bylaws shall be read with all grammatical changes as are necessary to apply to all Members.

#### **Article 2. NAME**

The name of the association has been changed to, 'The Ontario Association of Prosthetics and Orthotics, Inc.', herein referred to as the "association".

#### **Article 3. MISSION**

##### **SERVICE - ADVOCATE - ADVANCE**

SERVICE, to our membership;

~~ADVOCATE, for our profession in Ontario, with government, the public and stakeholders,~~

ADVOCATE, for our profession in Ontario, in cooperation with government, the public and stakeholders such as third party payors,

ADVANCE, the profession through education in cooperation with other professional organizations.

#### **Article 4. ETHICS AND CONDUCT**

##### **4.01 Code of Ethics**

Members shall abide by the OPC Code of Ethics as amended, superseded or substituted from time to time.

##### **4.02 Conduct and Discipline Procedures**

The board shall approve and regularly review the association's conduct and discipline procedures.

## **Article 5. MEMBERSHIP**

### **5.01 Application**

- (a) The rules and procedures governing classes of membership and continued membership shall be determined by and may be amended from time to time by a 2/3 majority vote of the board of directors. Amendments will be presented at the AGM to the members of the association for information.
- (b) The board shall establish membership application requirements and dues schedule principles in the Rules and Regulations.
- (a) Applicants may appeal the refusal of membership to the board, the decision of which shall be final and binding and there shall be no further appeal therefrom.

### **5.02 Dues and Assessments**

The annual dues payable by association members shall be those approved from time to time by the board.

### **5.03 Rights and Privileges**

The board shall establish, in the Rules and Regulations, such other general membership and affiliation rights, privileges and obligations as do not specifically affect the rights, privileges and obligations of each category of membership as described in these bylaws.

### **5.04 Classes of Membership**

~~(a) The association shall have seven (7) classes of membership, namely:~~

**The association shall have seven (6) classes of membership, namely:**

- (i) Full Member
- (ii) Associate Member
- (iii) Student Member
- ~~External Member~~
- ~~Life and Honourary Member~~
- ~~Facility Member~~
- (iv) Private Facility Member**
- (v) Public Facility Member**
- (vi) Retired Member

### **5.05 Terms and Conditions of Membership**

(a) Full Member

- (i) This class of membership applies to active prosthetists, orthotists, prosthetic technicians and orthotic technicians who hold certification and/ or registration recognized by the CBCPO, and is a resident of Ontario at the time of application to OAPO.
- (ii) All full members are eligible to be elected or appointed to a position of director, are entitled to all benefits provided by the association to members and have voting rights.

### Associate Member

Associate members include resident or intern members as follows:

~~(iii) This class of membership does not have the right to vote.~~

~~(iv) Resident Member~~

~~This class of membership includes post graduate students currently enrolled in the OPC Residency Program and are employed in a prosthetic and/or orthotic facility as a resident.~~

~~(v) Intern Member~~

~~This class of membership includes those persons who are currently enrolled in the OPC Internship Program and are employed in a prosthetic and/or orthotic facility as an intern.~~

### (b) Associate Member

- (i) This class membership applies to active orthotic and prosthetic technicians who are registered (but choose not to participate in a full memberships), non-registered technicians, residents and interns, and affiliated professions and is a resident of Ontario at the time of application to OAPO.
- (ii) This class of membership does not have the right to vote.
- (iii) Associate members are not eligible to be elected to a position of director.
- (iv) Associate members are eligible for discounts on education events and other OAPO sanctioned benefits.
  - 1) Resident Member includes post graduate students currently enrolled in the OPC Residency Program and are employed in a prosthetic and/or orthotic facility as a resident.
  - 2) Intern Member includes those persons who are currently enrolled in the OPC Internship Program and are employed in a prosthetic and/or orthotic facility as an intern.

### (c) Student Member

- (i) This class of membership includes those persons who are studying in a recognized prosthetic and orthotics program, to become either certified prosthetists and/or orthotists, or studying to become registered technicians in prosthetics and/or orthotics.
- (ii) This class of membership does not have the right to vote.
- (iii) Student members are not eligible to be elected to a position of director.
- (iv) On successful graduation, student members may maintain student member status until April 1<sup>st</sup> of the year following graduation unless they terminate their membership or register as an **Associate** a Full Member prior to the foregoing date.
- ~~(v) Student members are not eligible to vote.~~

### External Member

~~(vi) This class of membership applies to prosthetists and orthotists in Manitoba who are certified by, or hold certification recognized by the CBCPO that provide services to Ontario residents~~

through the provisions of the Assistive Devices Program (ADP).

~~(vii) External members are not eligible to be elected to a position of director.~~

~~(viii) External members are not eligible to vote.~~

#### Life and Honourary Member

~~(ix) Life and honorary membership are awards of the association and may be awarded to persons in recognition of their contribution to the profession and the association. The board shall establish, in the Rules and Regulations, such criteria, rights and privileges for such membership award.~~

~~(x) Life and honorary members who are practicing prosthetists or orthotists and technicians have the right to vote.~~

~~(xi) Life and honorary members who are prosthetists or orthotists or technicians who are practicing are eligible to be elected or appointed to a position of director, as per Article 8.01 (a) (i) below.~~

#### Facility Member

~~(xii) This class of membership applies to facilities located within the province of Ontario that employ CBCPO certified orthotists or prosthetists or facilities in Manitoba that provide services to Ontario residents through the Assistive Device Program (ADP).~~

~~(xiii) This class of membership has the right to vote and is entitled to 1 vote at a meeting of members.~~

~~(xiv) A facility member will determine which individual will represent it at any such meeting of the members of the association. Such individuals will be fully entitled to participate at any such meeting.~~

#### (d) Private Facility Member

(i) This class of membership applies to facilities that are privately owned and located within the province of Ontario that employ CBCPO certified orthotists or prosthetists or facilities in Manitoba that provide services to Ontario residents through the Assistive Devices Program (ADP) - Ontario Ministry of Health.

(ii) This class of membership has the right to vote and is entitled to 1 vote at a meeting of members.

(iii) A facility member will determine which individual will represent it at any such meeting of the members of the association. Such individuals will be fully entitled to participate at any such meeting.

#### (e) Public Facility Member

(i) This class of membership applies to facilities that are publicly owned and located within the province of Ontario that employ CBCPO certified orthotists or prosthetists.

(ii) This class of membership has the right to vote and is entitled to 1 vote at a meeting of members.



(iii) A facility member will determine which individual will represent it at any such meeting of the members of the association. Such individuals will be fully entitled to participate at any such meeting.

(f) Retired Member

- (i) This class of membership applies to retired prosthetists and orthotists and technicians who have held certification and or registration recognized by the CBCPO and are a resident of Ontario at the time of application to OAPO.
- (ii) This class of membership does not have the right to vote.

**5.06 Special Vote by Class of Membership**

- (a) The members of any class of membership are entitled to vote separately as a class on a proposal to make amendments to supplementary letters patent or bylaws that:
  - (i) affect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
  - (ii) add, change or remove the rights or conditions attached to the memberships of the class or group, including to reduce or remove a liquidation preference, or to add, remove or change prejudicially voting or transfer rights of the class or group;
  - (iii) increase the rights of any other class of members having rights equal or superior to those of the class;
  - (iv) increase the rights of a class of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group; or,
  - (v) effect an exchange or create a right of exchange of all or part of the memberships of another class into the memberships of the class.

**5.07 Suspension / Discipline**

Members may be suspended from the association or otherwise disciplined in accordance with the conduct and discipline procedures approved by the board.

**5.08 Termination of Membership**

- (a) A membership may at any time be terminated should any of the following occur:
  - (i) the member dies;
  - (ii) the member resigns from membership by notifying the association of such intention in writing. Such member shall pay any membership dues due at the date of resignation;
  - (iii) the member's term of membership expires;
  - (iv) the member is suspended, expelled or membership is otherwise terminated by resolution of the board in accordance with the rules and regulations - Conduct and Discipline Procedures approved by the board;
  - (v) the member's certification is suspended or revoked by a CBCPO for disciplinary reasons; or
  - (vi) the association is liquidated and dissolved.

### **5.09 Reinstatement**

Former members may reinstate their membership in the association in accordance with the Rules and Regulations approved by the board.

## **Article 6. MEMBERS' MEETINGS**

### **6.01 General Meetings**

- (a) There shall be two meetings annually, a Spring Assembly and an Annual General Meeting:
  - (i) Spring Assembly: The Spring Assembly will be to conduct the general business of the association.
  - (ii) Annual General Meeting: The AGM will be held during the Fall; and, unless otherwise directed by the Board, shall be for approval of the minutes of the previous members' meeting, presentation of the financial statements, elections of directors and receipt of the annual reports.
  - (iii) The meeting shall be held in Ontario at a place as may be designated by the board.

### **6.02 Special Meetings**

- (a) A special meeting of the association may be called at any time by the board at such time and place as it may designate.
- (b) A special meeting may be called upon the written request of no less than 10% of the voting members. The board shall call a special meeting of members within 21 days of receiving a written requisition of members.
- (c) Notice of any special meeting shall be at least 15 days in advance of the meeting and include the subject(s) to be covered in the meeting.

### **6.03 Notice**

- (a) With the exception of notice for special meetings as shown in Article 6.02 (c) above, notice of members' meetings of the association shall be given to members by mail, telephonic, electronic or other communication facility, at least 30 days before the date of the meeting. The location of the meeting shall be stated in the notice. Any business to be transacted at the meeting other than the election of directors, and receipt of the financial statement and reports shall be described in the notice in sufficient detail to enable members to form a reasoned judgement thereon.
- (b) Failure of a member to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

### **6.04 General Meeting Rules of Procedure**

The "General Meeting Rules of Procedure", including any special rules different than the adopted parliamentary rules of procedure, are outlined in the rules and regulations. Amendments to these rules need a special resolution of the members voting at the general

meeting at which they are included in the notice of meeting or at a special meeting called for that purpose.

#### **6.05 Members' Proposals**

- (a) Members entitled to vote at a members' meeting may submit notice to the association of a matter that they propose to raise at the meeting. The association must include the proposal and a supporting statement in its notice of the meeting.
- (b) The sponsor of the proposal may, at the decision of the board, be required to pay all costs of distribution of the proposal.
- (c) Members' proposals are limited to 500 words in length.
- (d) The association may refuse to include a proposal in a notice of a meeting if:
  - (i) the proposal is not submitted within the prescribed period of time of 60 days before the meeting at which the proposal is to be presented;
  - (ii) the proposal is intended to enforce a personal claim or grievance;
  - (iii) the proposal promotes a cause which does not relate in a significant way to the activities of the association;
  - (iv) not more than two years before the receipt of the proposal, the member failed to present in person or by proxy, if authorized by the by-laws, at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request;
  - (v) substantially the same proposal was submitted to members in a notice of a meeting held within the previous two years and the proposal did not meet the minimum prescribed level of support; or,
  - (vi) if, by ordinary resolution of the board, the rights conferred are being abused to secure publicity.
- (e) If the association refuses to distribute a member's proposal, it will send notice in writing to the person submitting the proposal setting out the reasons for the refusal.

#### **6.06 Meeting Conduct**

Unless otherwise specified in these bylaws, members' meetings of the association shall be conducted in accordance with Robert's Rules of Order, Newly Revised - Latest Edition.

#### **6.07 Voting**

- (a) All members who have voting rights have the right to vote at all members' meetings, subject to the provisions outlined in Article 6.08 and voting procedures established by the board which are consistent with these bylaws. This right shall be referred to in the notice of the meeting which may be accompanied by a form of proxy.
- (b) Voting may be conducted electronically at the discretion of the board and if such facilities have been made available at the members' meeting.

## 6.08 Method of Voting by Members

### (a) In Person

Voting may be by show of hands, unless a ballot is requested by any member either before or after a show of hands, unless a count or poll is demanded, or if a ballot vote is ordered by a motion.

### (b) Mail Ballot

- (i) A mail ballot may be used at the discretion of the board except where these bylaws or the Act requires a meeting.
- (ii) On all questions being decided by a mail ballot, every member who has the right to vote shall have a vote.
- (iii) If the board determines that a mail ballot shall be used, the board shall determine the date by which returned mail ballots must be received by the association. The date shall be not less than 30 days from the date on which the ballots are mailed to the members and no ballot received after that date shall be counted in determining the result of the mail ballot.

### (c) Electronic Voting

- (i) Electronic voting may be used at the discretion of the board except where these bylaws or the Act requires a meeting.
- (ii) On all questions being decided by electronic voting, every member who has the right to vote shall have a vote.

## 6.09 Quorum

At all members' meetings, 10% of the members entitled to vote at a meeting shall constitute a quorum.

## Article 7. OFFICERS

### 7.01 Officers

- (a) The officers of the association shall be the President, the President-Elect, Past-President, Secretary, Treasurer and Communications Officer. Officers must be **full members**. ~~either:~~
  - ~~(i) Full Members who are prosthetists or orthotists or;~~
  - ~~(ii) Life Members or Honorary Members who are prosthetists or orthotists.~~

### 7.02 Duties and Terms of Office

#### (i) President

##### 1) Term of Office:

The term of office of president shall be 2 years.

##### 2) Duties

- a) The President shall be charged with the general supervision of the business and affairs of the association and shall fulfil the responsibilities of the position in accordance with these bylaws, the rules and regulations and all relevant legislation.

b) The President shall chair all meetings of the members and the board.

3) Vacancy

If the position of president becomes vacant, this position shall be filled by the President-Elect or Past-President depending on the year of the President's term.

(ii) President-Elect

1) Term of Office

The President-Elect shall serve a 2-year term of office during the President's term and shall assume the office of president on completion of the President's term of office.

2) Duties

The President-Elect shall generally assist the President, and during the absence or inability to act of the President, shall exercise the powers and duties of the President.

3) Vacancy

If the position of President-Elect becomes vacant, the members will elect a President-Elect at the next AGM in accordance with these bylaws and the rules and regulations.

(iii) Past-President

1) Term of Office:

a) The President shall assume the office of Past-President on completion of the President's term of office.

b) The term of office of Past-President shall be 1 year.

2) Duties

~~The Past-President shall generally assist the President, and in the absence of the President, the President-Elect.~~

The Past-President shall generally assist the President, and in the absence or inability of the President or President-Elect to act, shall exercise the powers and duties of the President.

3) Vacancy

If the position of Past-President becomes vacant, the position shall remain vacant until the current term of the current President ends and he or she assumes the role of the Past-President.

(iv) Secretary

1) Term of Office:

The term of office of Secretary shall be 2 years.

2) Duties

The Secretary shall record the minutes of all proceedings of the board of directors and committee meetings of the corporation; shall give due notice of all meetings of the corporation; shall give due notice of time and place of all committee meetings and shall perform other duties assigned prescribed to him/her from time to time by the board. Minutes from each meeting must be presented to the board within 30 days of each meeting.

3) Vacancy

If the position of Secretary becomes vacant, this position shall be filled by ~~the~~ one of the sitting directors, until the next Fall AGM, at which time a new Secretary will be elected.

(v) Treasurer

1) Term of Office:

The term of office of Treasurer shall be 2 years.

2) Duties

The Treasurer shall be charged with the general supervision of the business and affairs of the association and shall fulfil the responsibilities of the position in accordance with these bylaws, the rules and regulations and all relevant legislation.

3) Vacancy

If the position of Treasurer becomes vacant, this position shall be filled by ~~the~~ one of the sitting directors, until the next AGM, at which time a new Treasurer will be elected.

(vi) Communications Officer

1) Term of Office:

The term of office of Communications Officer shall be 2 years.

2) Duties

The Communications Officer shall be charged with managing communications in accordance with the association's strategic and business objectives, directions and policies as determined by the board. This includes providing strategic oversight and content management of OAPO's websites and its social media channels.

3) Vacancy

If the position of Communications Officer becomes vacant, this position shall be filled by ~~the~~ one of the sitting directors, until the next AGM, at which time a new Communications Officer will be elected.

## **Article 8. BOARD OF DIRECTORS**

### **8.01 Composition**

- (a) In addition to the officers of the association, there shall be a maximum of 8 additional directors on the board of the association who shall be elected or appointed in accordance with these bylaws and the rules and regulations. **The board shall be made up of full members.** ~~The composition of the board shall be as follows:~~

~~(i) At any time, 6 of the directors shall be qualified members;~~

~~(ii) At any time, 1 of the directors shall be a Registered Technician Member.~~

### **8.02 Duties and Responsibilities**

- (a) The board of directors shall supervise, control and direct the affairs and business of the

association. The board may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these bylaws and actively pursue the objects, mission and goals of the association.

- (b) The board may appoint an Executive Director and shall delegate to such person the responsibility and accompanying authority for the management of the association. The remuneration, terms of employment and duties of the Executive Director shall be set out in a contract of employment.
- (c) The board may establish standing and special committees and appoint the chair and members of such committees. Standing committees will be outlined in the rules and regulations. Directors may be appointed to chair committees of the board at the discretion of the board. The board may remove the chair or other members of committees from office.
- (d) The board may delegate to any committee or officer any or all power, duties and authority of the board which may be lawfully delegated.
- (e) The board shall be accountable to the members.

### **8.03 Term of Office**

Unless specified otherwise in these bylaws, directors shall be elected for a term of 2 years on a rotating basis. At each annual election, directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term of 2 years or until their successors have been duly elected or appointed, whichever comes first.

### **8.04 Vacancies**

- (a) The office of a director shall be vacated upon the occurrence of any of the following events:
  - (i) if the director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or,
  - (ii) if the director is found to be a mentally incompetent person or becomes of unsound mind; or,
  - (iii) if by notice in writing to the association the director resigns, which resignation shall be effective at the time approved by the board; or,
  - (iv) if the director dies; or,
  - (v) if the director is removed from office by the members, in accordance with Article 8.05 below.
- (b) A vacancy or vacancies on the board, however caused, may, so long as there is a quorum of directors then in office, be filled by the directors appointing a qualified person if the directors shall see fit to do so; otherwise such vacancy shall be filled at the next annual election of directors. If there is not a quorum of directors, the remaining directors shall forthwith proceed with an election of directors under these bylaws or call a meeting of members to fill the vacancy or vacancies. Subject to the Act, if the number of directors is increased between the terms, a vacancy or vacancies shall be deemed to have occurred (equal to the number of the authorized increase). Such vacancy or vacancies must be filled at the next meeting of members or at a special meeting of members called for that purpose.

### **8.05 Removal from Office**

- (a) The members of the association may, by a special resolution at a special meeting called for such a purpose, remove any director or directors from office.
- (b) A director appointed by the board of directors may be removed by the board.

## **Article 9. NOMINATION, ELECTION AND APPOINTMENT OF DIRECTORS**

### **9.01 Eligibility**

- (a) Directors must be individuals at least 18 years of age with power under law to contract.
- (b) Directors who are elected ~~by the Full Members~~ must be **Full Members** either:
  - (i) ~~Full Members; or~~
  - (ii) ~~Life Members or Honorary Members who are practicing prosthetists and/or orthotists and/or registered technicians.~~

### **9.02 Nomination**

- (a) A committee appointed by the board shall be responsible for soliciting nominations of individuals who are qualified for the position of President-Elect and director, ~~including External Director,~~ and for preparing a slate for their election or appointment.
- (b) The closing date for receipt of nominations shall be established by the board.

### **9.03 Acclamation**

Where the number of nominations equals the number of positions available, election shall be by acclamation.

### **9.04 Election Procedures**

- (a) The number of directors to be elected annually by the members and the election process shall be determined by the board in accordance with these bylaws and with the voting methods established in these bylaws and the rules and regulations and shall be communicated to the members prior to the election.
- (b) Elections must be held by ballot vote.
- (c) An elections committee shall be appointed annually by the board.
- (d) If the election is for more than one position, the method of voting shall be by plurality vote, with the candidates receiving the most votes being declared elected.
- (e) If the election is for one position and there are two candidates for that position, the method of voting shall be by majority vote, with the candidate receiving the most votes being declared elected.
- (f) If the election is for only one position and there are more than two candidates for that position, the method of voting shall be by preferential ballot as outlined in the rules and regulations.
- (g) When an election is completed, the members of the association shall be informed of the results.

## **Article 10. CONDUCT OF BUSINESS AT BOARD MEETINGS**

### **10.01 Meetings**



The board shall meet at least 4 times a year and shall meet in Ontario at a place determined by the board.

#### **10.02 Notice**

- (a) Notice of meetings shall be given at least 7 days in advance by telephone, facsimile or other electronic transmission, or at least 14 days in advance by mail. A director may at any time waive notice of any meeting and may ratify any proceeding taken at a meeting.
- (b) All notices of meetings of directors shall include an agenda identifying the matters to be considered at the meeting. With the consent of directors, matters may be added to an agenda at a meeting and considered by the directors, with the exception to an agenda prepared for a special meeting.
- (c) Failure of a director to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

#### **10.03 Quorum**

At the meetings of the board a quorum shall be a majority of the directors and shall include at least 1 officer.

#### **10.04 Participation**

- (a) If all the directors consent generally, or in respect of a particular meeting, a director may participate in a meeting of the board by means of telephonic conference, electronic or other communication facilities which permit all persons participating in the meeting to communicate simultaneously and instantaneously. A director participating in such a meeting by such means is deemed to be present at the meeting.
- (b) A written resolution of the board, signed by all the directors entitled to vote on that resolution at a meeting of the board, is as valid as if it had been passed at a meeting of the board

### **Article 11. ADMINISTRATION AND FINANCE**

#### **11.01 Indemnification**

- (a) Every director, officer, committee member or employee of the association, or other person who undertakes any liability on behalf of the association, shall from time to time and at all times be indemnified and saved harmless out of the funds of the association from and against:
  - (i) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of the person's office or in respect of any such liability;
  - (ii) all other costs charges and expenses which such person sustains or incurs in or about, or in relation to the affairs of the association; except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.
- (b) Article 11.01 (a) is applicable providing the individual:
  - (i) acted honestly, in good faith and in the best interests of the association; and,
  - (ii) in a criminal or administrative case, had reasonable grounds to believe the conduct was lawful.

- (c) The association may purchase and maintain insurance for the benefit of any director, officer, committee member, employee or other persons against such liabilities and in such amounts as the board may from time-to-time determine.

#### **11.02 Financial Disclosure**

- (a) Directors must approve and sign annual financial statements. The approval of the directors must be evidenced by the signature of at least one Officer and one or more directors.
- (b) Directors must make the annual financial statements available to members in advance of, and, at the time of the AGM.
- (c) Annual financial statements can also be accessed at the association's office or will be mailed to members on request.
- (d) Copies of the financial statements must be provided to Industry Canada.

#### **11.03 Lien on Membership**

Where the association has a lien on a membership for a debt owed by a member to the association, the association may enforce such a lien in accordance with its bylaws and rules and regulations.

#### **11.04 Fiscal Year**

The fiscal year of the association shall be from January 1 to Dec 31.

#### **11.05 Review Engagement**

The audited financial statement of the association shall be reviewed by a certified professional accountant and presented to the AGM.

#### **11.06 Banking**

The board shall designate the banks, trust companies and registered dealers in securities with which the money and securities of the association shall be deposited.

#### **11.07 Authority for Execution of Documents**

All documents to be signed or executed by the association shall be signed or executed in its name and on its behalf by the President or by such officers of the association as the board determines.

#### **11.08 Head Office in Letters Patent**

The location of the head office of the association shall be in Ontario as determined by the board.

**Article 12. RULES AND REGULATIONS**

- (a) The board may prescribe such rules and regulations as are consistent with these bylaws and relate to the management of the association.
- (b) A special resolution of the directors present and voting at the board meeting shall be required to amend the rules and regulations, except for the general meeting rules of procedure as per Article 6.04 of these bylaws.
- (c) Members shall be notified of revisions to the rules and regulations.

**Article 13. AMENDMENTS TO LETTERS PATENT AND BYLAWS**

- (a) Amendments to the letters patent and bylaws of the association may be proposed by any member or director of the association.
- (b) At a meeting of the board, the directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the corporation. Proposals to amend or repeal the bylaws of the association shall require a special resolution of the directors present and voting.
- (c) Amendments to the bylaws are in effect immediately upon approval of the board and in effect until the amendments are either confirmed or rejected by members at the next members' meeting, at which time they are to be considered.
- (d) The proposed bylaw, amendment or repeal ceases to have effect if it is not submitted by the directors to the members at the next members' meeting or if it is rejected by the members.
- (e) The proposed amendments shall be included in the notice of the members' meeting at which they are to be considered.
- (f) At a meeting of members, a special resolution by the members is required to approve the proposed amendments.

**Article 14. INVALIDITY OF ANY PROVISIONS OF THESE BY-LAWS**

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws.

**Article 15. EFFECTIVE DATE**

These bylaws shall repeal all current bylaws of the association and shall be effective on the date on which member approval is granted. Until such date, all actions taken by the association in a manner consistent with the current bylaws are valid.

Passed by the OAPO Board of Directors on **September,**

Confirmed by the members on **XXX**