

Notice of By-Law Amendment

Note: OLA has reviewed its by-laws for the purpose of updating language, removing processes to a procedural document(s), and aligning the by-laws with current practices. The following changes to **By-Law 1** are proposed for these reasons. Underlined Italics represent new wording. Strikethrough represents removal of text.

Procedures that are proposed to be removed will be moved to a procedural document to be finalized and approved by the 2012 OLA Board of Directors by December 2012.

Motion: The changes to the Ontario Library Association By-Law 1 as presented be made for the purpose of updating and aligning with current practices.

CURRENT BY LAW	PROPOSED CHANGE	RATIONALE
Sections 1& 2	No Changes Made	
<p>MEMBERSHIP</p> <p>3. Membership shall consist of the applicants for incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities that are interested in librarianship and in library and information service as admitted by the Board of Directors of the Corporation.</p> <p>Members shall be classed as follows:</p> <p>a. Personal members</p> <p>b. Institutional members (libraries, corporations and other interested organizations, institutions or groups)</p> <p>c. Honorary Members (as defined by Board resolution)</p> <p>d. Associate members (individuals who do not earn their livelihood from the library field)</p> <p>e. Affiliate members (individuals who belong to specifically designated library organizations whose members are not within the mandate of the Association)</p> <p>Trustee personal members may be grouped in blocks for alternative fee consideration.</p> <p>Division membership shall consist of such members of the Association who are in good standing and who have indicated in writing to the Secretary of the Corporation their desire to become a member of the</p>	<p>MEMBERSHIP</p> <p>3. Membership shall consist of the applicants for incorporation of the Corporation and such other individuals and such corporations, <u>associations</u>, partnerships and other legal entities that are interested in librarianship and in library and information service as admitted by the Board of Directors of the Corporation.</p> <p>Members shall be classed as follows:</p> <p>a. Personal members</p> <p>b. Institutional members (libraries, corporations <u>associations</u> and other interested organizations, institutions or groups)</p> <p>c. Honorary Members (as defined by Board resolution)</p> <p>d. Associate members (individuals who do not earn their livelihood from the library field)</p> <p>e. Affiliate members (individuals who belong to specifically designated library organizations whose members are not within the mandate of the Association)</p> <p><u>When a public library board joins the Ontario Library Boards' Association, the trustees of that library board shall become personal members of the OLA.</u></p> <p>Trustee personal members may be grouped in blocks for alternative fee consideration.</p> <p>Division membership shall consist of such members of the Association who are in good standing and who have indicated in writing to the Secretary of the Corporation their</p>	<p>More succinct.</p> <p>'Corporations' has been replaced with 'associations' throughout this document.</p> <p>Re-statement of current practice for clarity.</p> <p>Removal of</p>

<p>Division. The Secretary of the Corporation shall enter the member's name on the membership list of the Division and transmit the name to the Secretary of the Division.</p>	<p>desire to become a member of the Division. The Secretary of the Corporation shall enter the member's name on the membership list of the Division and transmit the name to the Secretary of the Division.</p>	<p>procedural matters to be transferred to a procedural document.</p>
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<p>All members shall possess the following rights and privileges:</p> <ul style="list-style-type: none"> • the right to vote, • the right to receive the official membership publications and communications of the Corporation or Division, and • such other benefits and services as the Corporation may establish. <p>In addition personal members in good standing shall be eligible to hold elective office in the Corporation or Division and to serve on the committees, task forces and action groups of the Corporation or Division.</p> <p>Members may resign by submitting their resignation in writing which shall be effective upon acceptance by the Board of Directors of the Corporation.</p> <p>Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.</p> <p>Each member shall promptly be informed by the Executive Director of the Corporation of his admission as a member.</p> <p>The Board of Directors of the Corporation by a two-thirds (2/3) vote of those present at two consecutive meetings may recommend to the Executive Committee of the Corporation the suspension of any member or the reinstatement of any suspended member. Such suspension or reinstatement shall take place as determined by resolution of the Executive Committee of the Corporation.</p>	<p>All members shall possess the following rights and privileges:</p> <ul style="list-style-type: none"> • the right to vote, • the right to receive the official membership publications and communications of the Corporation <u>Association</u> or Division, and • such other benefits and services as the Corporation <u>Association</u> may establish. <p>In addition personal members in good standing shall be eligible to hold elective office in the Corporation <u>Association</u> or Division and to serve on the committees, task forces and action groups of the Corporation <u>Association</u> or Division.</p> <p>Members may resign by submitting their resignation in writing, which shall be effective upon acceptance by the Board of Directors of the Corporation <u>Association</u>.</p> <p>Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations <u>Associations</u>, partnerships and other legal entities may vote through a duly authorized proxy.</p> <p>Each member shall promptly be informed by the Executive Director of the Corporation of his admission as a member.</p> <p>The Board of Directors of the Corporation <u>Association</u> by a two-thirds (2/3) vote of those present at two consecutive meetings <u>may recommend to the Executive Committee of the Corporation the suspension of any member or the reinstatement of any suspended member. Such suspension or reinstatement shall take place as determined by resolution of the Executive Committee of the Corporation.</u> <u>a meeting of the Board may suspend a member or reinstate a suspended member. Such suspension or reinstatement shall take place as determined by a resolution of the Board.</u></p> <p><u>A member in good standing is one who may exercise all the usual rights of membership. A member loses good standing when the</u></p>	<p>Reflects a more streamlined and better business practice.</p> <p>Definition of a member in good</p>
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	<p><u>member is delinquent in dues or other financial obligations by the deadline set by the Association for payment. Good standing is restored when dues and financial obligations are paid in full. The member may also lose good standing if suspended from membership in the Association for any reason.</u></p> <p><u>The association will maintain a policy defining the rights that a member may lose when placed not in good standing, but the rights lost, at a minimum, are the right to attend meetings, or to be represented by proxy at such meetings, and the right to run for office.</u></p>	<p>standing and their rights was missing.</p>
<p>Section 4: MEMBERSHIP FEES</p>	<p>Section 4: MEMBERSHIP FEES No Changes Made except replacement of 'Corporation' with 'Association'</p>	
<p>BOARD OF THE CORPORATION 5. The legal responsibility for the affairs of the Corporation rests with the Board of Directors of the Corporation.</p> <p>(a) The composition of the Board of Directors shall be as follows:</p> <ul style="list-style-type: none"> • The Past President of the Corporation • The President of the Corporation • The Vice-President (President-Elect) of the Corporation • The Treasurer of the Corporation • The President of each duly constituted division of the Corporation, or designate • The Vice-President of each duly constituted division of the Corporation, or designate <p>provided that each of the foregoing are personal members in good standing of the Corporation at the time of their election or appointment and throughout their term of office.</p>	<p>BOARD OF THE CORPORATION OF DIRECTORS 5. The legal responsibility for the affairs of the Corporation <u>Association</u> rests with the Board of Directors of the Corporation <u>Association</u>.</p> <p>(a) The composition of the Board of Directors shall be as follows:</p> <ul style="list-style-type: none"> • The Past President of the Corporation <u>Association</u> • The President of the Corporation <u>Association</u> • The Vice-President (President-Elect) of the Corporation • The Treasurer of the Corporation <u>Association</u> • <u>The Secretary of the Association, ex-officio, without vote</u> • The President of each duly constituted division of the Corporation <u>Association</u>, or designate • The Vice-President of each duly constituted division of the Corporation <u>Association</u>, or designate <p>provided that each of the foregoing are personal members in good standing of the Corporation <u>Association</u> at the time of their election or appointment and throughout their term of office.</p> <p><u>The officers of the Association shall be Past-President, the President, Vice-President, the</u></p>	<p>Secretary was missing and is current practice.</p> <p>The officers were not previously</p>

<p>(b) The Vice-President (President-Elect) of the Corporation shall serve the first year after election as Vice-President, the second year as President, the third year as Past-President.</p> <p>(c) The Treasurer shall be elected for a two-year term.</p> <p>(d) The officers, as defined under 3(a), shall be elected by the members of the Corporation in the manner designated under clause 19 (Nominations) and clause 20 (Elections) provided that in default of such election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected or appointed.</p> <p>(e) The Divisions shall at the annual general meeting of the Corporation and following their respective annual general meetings submit the names of their Board representatives and their representatives shall be deemed to be elected to the Board of Directors of the Corporation.</p> <p>(f) The Executive Director shall act as ex-officio, non-voting Secretary of the Board of Directors of the Corporation and shall be appointed by the Board of Directors of the Corporation on recommendation of the Executive Committee of the Corporation.</p>	<p><u>Treasurer, and the Secretary, ex-officio, without vote.</u></p> <p>(b) The Vice-President (President-Elect) of the Corporation <u>Association</u> shall serve the first year after election as Vice-President, the second year as President, the third year as Past-President.</p> <p>(c) The Treasurer shall be elected for a two-year term.</p> <p>(d) The officers, as defined under 3(a), shall be elected by the members of the Corporation <u>Association</u> in the manner designated under clause 19 (Nominations) and clause 20 (Elections) <u>in this by-law, except the Secretary who shall be appointed by the Board upon the recommendation of the Executive Committee</u>, provided that in default of such election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected or appointed.</p> <p>(e) The Divisions shall at the annual general meeting of the Corporation <u>Association</u> and following their respective annual general meetings submit the names of their Board representatives and their representatives shall be deemed to be elected to the Board of Directors of the Corporation <u>Association</u>.</p> <p>(f) The Executive Director shall act as ex-officio, non-voting Secretary of the Board of Directors of the Corporation and shall be appointed by the Board of Directors of the Corporation on recommendation of the Executive Committee of the Corporation.</p>	<p>defined.</p> <p>Removed reference to these clauses as they have proposed changes.</p> <p>This is duplicate wording from elsewhere and is removed</p>
<p>Section 6: DIVISIONS</p> <p>In order to support the objectives of the Corporation through member participation in the various interest fields, to provide for the exchange of ideas and experience</p>	<p>Section 6: DIVISIONS</p> <p>In order to support the objectives of the Corporation through member participation in the various interest fields, to provide for the exchange of ideas and experience</p>	<p>Rationale for creation of Divisions does not need to be</p>

<p>among the members, to promote library service in specific interest fields and to cooperate with internal groups in the advancements of librarianship and library information services, the Corporation may from time to time constitute by by-law, 5% of the membership or more representing a specific sector of the Corporation as divisions of the Corporation.</p> <p>(a) The affairs of any division shall be managed by the Council of the Division in a manner consistent with all provisions of By-law No. 1 except where specific exception has been made in a division's by-law and has been duly accepted by the annual general meeting of the division and of the Corporation.</p> <p>(b) The composition of each Division Council shall be as set out in the Division by-law where such officers and councilors are personal members of the Corporation in good standing at the time of their election or appointment and throughout their term of office.</p> <p>(c) The officers, other than the Executive Director and the Director of Division Programs, shall be elected by the members of the division at the annual general meeting of the division provided that in default of such election the then incumbents, being members of the Council shall hold office until their successors are elected or appointed. The Executive Director shall be appointed by the Board of Directors of the Corporation.</p> <p>(d) Upon the election of the President of the Division at the annual general meeting of the division, the retiring President of the Division shall be deemed to be elected to the Council of the division as Past President</p>	<p>among the members, to promote library service in specific interest fields and to cooperate with internal groups in the advancements of librarianship and library information services, the Corporation may from time to time constitute by by-law, 5% of the membership or more representing a specific sector of the Corporation as divisions of the Corporation.</p> <p><u>The Board of Directors may, from time to time, constitute, by by-law, a Division of the Association, provided that the Division shall be 5% or more of the membership representing a specific sector of the Association</u></p> <p>(a) The affairs of any division shall be managed by the Council of the Division in a manner consistent with all provisions of By-law No. 1 except where specific exception has been made in a division's by-law and has been duly accepted by the annual general meeting of the division and of the Corporation <u>Association</u>.</p> <p>(b) The composition of each Division Council shall be as set out in the Division by-law where such officers and councilors are personal members of the Corporation <u>Association</u> in good standing at the time of their election or appointment and throughout their term of office.</p> <p>(c) The officers, other than the Executive Director and the Director of Division Programs <u>or designate</u>, shall be elected by the members of the division at the annual general meeting of the division provided that in default of such election the then incumbents, being members of the Council shall hold office until their successors are elected or appointed. The Executive Director shall be appointed by the Board of Directors of the Corporation <u>Association</u>.</p> <p>(d) The Vice-President (President-Elect) of the Division shall serve the first year after election as Vice-President, the second year as President, the third year as Past-President. Upon the election of the President of the Division at the annual</p>	<p>described in a by-law.</p> <p>Rule is kept but reworded.</p> <p>Remove specific staff title as titles change.</p> <p>Used wording from 5 (b) for consistency purposes.</p>
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<p>for the ensuing year.</p> <p>(e) No Division shall incur expenses on behalf of the Corporation, except as authorized by the Board of Directors of the Corporation. The authorization for incurring expenses may be included in the approval of the budget of the Division and may include authorization for Committees, Task Forces or Action Groups established by the Division with the approval of the Board of Directors of the Corporation.</p> <p>(f) A division may establish sections for groups of division members who share a service interest, a position level or a common concern, all such sections to report to and be funded by the Division Council establishing the section.</p> <p>(g) A Division may be dissolved by three-quarters (3/4) of the members present and voting at an Annual General Meeting of the Division provided that notice of intention to dissolve has been sent to each member at least one month prior to the meeting. Immediately following the Annual General Meeting, the Secretary of the Division shall forthwith inform the President of the Corporation that the motion to dissolve the Division was duly passed in accordance with the procedures in this article. The President of the Corporation shall forthwith suspend all activities of the Division save any which must, by law, be continued prior to dissolution of the Division. The President of the Corporation shall take immediate steps to have the by-law setting up the Division considered for revocation by the membership in accordance with the terms and conditions laid down for such revocation. If the motion to revoke the by-law is approved by two-thirds of the members present and voting at a general meeting of the Corporation, the Division shall forthwith be considered to be dissolved. If the motion to revoke is not approved by the membership, the Division shall continue in being, and the President of the Corporation shall take steps as may be necessary to reactivate it.</p>	<p>general meeting of the division, the retiring President of the Division shall be deemed to be elected to the Council of the division as Past President for the ensuing year.</p> <p>(e) No Division shall incur expenses on behalf of the Corporation <u>Association</u>, except as authorized by the Board of Directors of the Corporation <u>Association</u>. The authorization for incurring expenses may be included in the approval of the budget of the Division and may include authorization for Committees, Task Forces or Action Groups established by the Division with the approval of the Board of Directors of the Corporation <u>Association</u>.</p> <p>(f) A division may establish sections for groups of division members who share a service interest, a position level or a common concern, all such sections to report to and be funded by the Division Council establishing the section.</p> <p>(g) A Division may be dissolved by three-quarters (3/4) of the members present and voting at an Annual General Meeting of the Division provided that notice of intention to dissolve has been sent to each member at least one month prior to the meeting. Immediately following the Annual General Meeting, the Secretary of the Division shall forthwith inform the President of the Corporation that the motion to dissolve the Division was duly passed in accordance with the procedures in this article. The President of the Corporation shall forthwith suspend all activities of the Division save any which must, by law, be continued prior to dissolution of the Division. The President of the Corporation shall take immediate steps to have the by-law setting up the Division considered for revocation by the membership in accordance with the terms and conditions laid down for such revocation. If the motion to revoke the by-law is approved by two-thirds of the members present and voting at a general meeting of the Corporation, the Division shall forthwith be considered to be dissolved. If the motion to revoke is not approved by the membership, the Division</p>	
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	<p>shall continue in being, and the President of the Corporation shall take steps as may be necessary to reactivate it.</p> <p><u>Upon the recommendation of a Division, the Association members may, at a General meeting, dissolve a Division by revoking the Division's by-law by a 2/3 vote.</u></p>	<p>Rule is kept. Removal of procedural matters to be transferred to a procedural document.</p>
<p>Section 7: COMMITTEES, TASK FORCES AND ACTION GROUPS</p> <p>(a) The Board of Directors of the Corporation shall approve the establishment of all committees, task forces and action groups of the Corporation. Committees have responsibility for a specific program or function. Task Forces carry out time-limited tasks on a specific topic. Action groups are groups of members who have requested responsibility for developing a limited program or activity on a topic of common interest.</p> <p>(b) The Board of Directors of the Corporation and Councils of the Divisions may, by resolution, establish such committees, task forces and action groups as may be necessary to carry out the objectives of the Corporation and its Divisions, and shall in the Resolution specify the name, terms of reference and structure of the Committee, Task Force or Action Group.</p> <p>(c) No Committee, Task Force or Action Group shall incur expenses on behalf of the Corporation, except as authorized by the Board of Directors of the Corporation. In the case of Committees, Task Forces or Action Groups established by Divisions of the Corporation and which have been approved by the Board of Directors of the Corporation as in sub-paragraph (a), above,</p>	<p>Section 7: COMMITTEES, TASK FORCES AND ACTION GROUPS</p> <p>(a) The Board of Directors of the Corporation shall approve the establishment of all committees, task forces and action groups of the Corporation. <u>The Board of Directors of the Association may, by resolution, establish such committees, task forces and action groups as may be necessary to carry out the objectives of the Association and its Divisions, and shall in the Resolution specify the name, terms of reference and structure of the Committee, Task Force or Action Group.</u> Committees have responsibility for a specific program or function. Task Forces carry out time-limited tasks on a specific topic. Action groups are groups of members who have requested responsibility for developing a limited program or activity on a topic of common interest.</p> <p>(b) The Board of Directors of the Corporation and Councils of the Divisions may, by resolution, establish such committees, task forces and action groups as may be necessary to carry out the objectives of the Corporation and its Divisions, and shall in the Resolution specify the name, terms of reference and structure of the Committee, Task Force or Action Group.</p> <p>(c)(b) No Committee, Task Force or Action Group shall incur expenses on behalf of the Corporation <u>Association</u>, except as authorized by the Board of Directors of the Corporation <u>Association</u>. In the case of Committees, Task Forces or Action Groups established by Divisions of the Corporation <u>Association</u> and which have been approved by the Board of Directors of the Corporation</p>	<p>Combined a and b to be succinct. Intent remains.</p>

<p>the authorization for incurring expenses may be included in the approval of the budget of the Division which has established the Committee, Task Force or Action Group.</p> <p>(d) Task forces may be established by the President of the Corporation.</p>	<p><u>Association</u> as in sub-paragraph (a), above, the authorization for incurring expenses may be included in the approval of the budget of the Division which has established the Committee, Task Force or Action Group.</p> <p>(d)(c) Task forces may be established by the President of the Corporation <u>Association</u>.</p>	
<p>Section 8: POWERS</p>	<p>Section 8: POWERS No Changes Made except replacement of 'Corporation' with 'Association'.</p>	
<p>DUTIES OF PRESIDENTS</p> <p>9. The President of the Corporation shall be the chief executive officer of the Corporation. The President shall sign all by-laws, minutes and membership certificates and such further and other documents requiring certification. The President of the Corporation shall be an officio member of all committees, task forces and action groups of the Corporation and of the Council and Executive Committees of Divisions.</p> <p>The President of the Corporation shall preside over all meetings of the members of the Corporation, the Board of Directors and the Executive Committee. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President.</p> <p>The President of a Division shall preside over all meetings of the members of the Division, the Council of the Division and the Executive Committee of the Division. During the absence or inability of the President of the Division, his duties and powers may be exercised by the Vice-President (President-Elect) of the Division.</p>	<p>DUTIES OF PRESIDENTS</p> <p>9. The President of the Corporation <u>Association</u> shall be the chief executive officer of the Corporation <u>Association</u>. The President shall sign all by-laws, minutes and membership certificates and such further and other documents requiring certification. The President of the Corporation <u>Association</u> shall be an officio member of all committees, task forces and action groups of the Corporation <u>Association</u> and of the Council and Executive Committees of Divisions, <i>but shall not be a member of an elections nomination committee.</i></p> <p>The President of the Corporation <u>Association</u> shall preside over all meetings of the members of the Corporation <u>Association</u>, the Board of Directors and the Executive Committee. During the absence or inability of the President, his <i>the</i> duties and powers may be exercised by the Vice-President. <i>In the event the President and Vice-President are absent or unable to preside, the members of the body present, provided a quorum is present, may elect or appoint another to preside.</i></p> <p>The President of a Division shall preside over all meetings of the members of the Division, the Council of the Division and the Executive Committee of the Division. During the absence or inability of the President of the Division, the duties and powers may be exercised by the Vice-President (President-Elect) of the Division. <i>In the event the</i></p>	<p>Standard by-law clause to avoid conflict of interest.</p> <p>Standard by-law clause. Ensures a process is in place for the absence of both the president and the vice president.</p>

	<u>President and Vice-President are absent or unable to preside, the members of the body present, provided a quorum is present, may elect or appoint another to preside.</u>	Same as above.
<p>DUTIES OF VICE-PRESIDENTS</p> <p>10. The Vice-President (President-Elect) of the Corporation shall, in the absence or disability of the President of the Corporation, perform the duties and exercise the powers of the President of the Corporation plus such other duties as may be assigned to him by the Executive Committee of the Corporation. The Vice-President (President-Elect) of the Corporation shall represent the Corporation at the request of the President of the Corporation. During the absence of both the President of the Corporation and the Vice-President (President-Elect) of the Corporation, those directors present shall elect from their members a Chairman for a meeting.</p> <p>The Vice-President (President-Elect) of a Division shall in the absence or disability of the President of the Division, perform the duties and exercise the powers of the President of the Division plus such other duties as may be assigned to him by the Council of the Division. The Vice-President (President-Elect) shall represent the Division at the request of the President of the Division. During the absence of both the President of the Division and the Vice President (President-Elect) of the Division, those councilors present shall elect from their members a Chairman for a meeting.</p>	<p>DUTIES OF VICE-PRESIDENTS</p> <p>10. The Vice-President (President-Elect) of the Corporation <u>Association</u> shall, in the absence or disability <u>inability</u> of the President of the Corporation <u>Association</u>, perform the duties and exercise the powers of the President of the Corporation <u>Association</u> plus such other duties as may be assigned to him <u>them</u> by the Executive Committee of the Corporation <u>Association</u>. The Vice-President (President-Elect) of the Corporation <u>Association</u> shall represent the Corporation <u>Association</u> at the request of the President of the Corporation <u>Association</u>. During the absence of both the President of the Corporation <u>Association</u> and the Vice-President (President-Elect) of the Corporation <u>Association</u>, those directors present shall elect from their members a <u>Chairperson</u> for a meeting.</p> <p>The Vice-President (President-Elect) of a Division shall in the absence or disability of the President of the Division, perform the duties and exercise the powers of the President of the Division plus such other duties as may be assigned to him by the Council of the Division. The Vice-President (President-Elect) shall represent the Division at the request of the President of the Division. During the absence of both the President of the Division and the Vice President (President-Elect) of the Division, those councilors present shall elect from their members a <u>Chairperson</u> for a meeting.</p>	Preferred term.
Section 11: DUTIES OF TREASURERS	Section 11: DUTIES OF TREASURERS No Changes Made except replacement of 'Corporation' with 'Association' and removal of gender prepositions.	
<p>DUTIES OF SECRETARIES</p> <p>12. The Secretary of the Corporation shall be the Clerk of the Board of Directors and Executive Committee of the Corporation. He shall attend all meetings of the Board of</p>	<p>DUTIES OF SECRETARIES</p> <p>12. The Secretary of the Corporation <u>Association</u> shall be the Clerk of the Board of Directors and Executive Committee of the Corporation. He shall attend all meetings of</p>	Updating language, 'clerk' no longer used.

<p>DUTIES OF SECRETARIES</p> <p>12. The Secretary of the Corporation shall be the Clerk of the Board of Directors and Executive Committee of the Corporation. He shall attend all meetings of the Board of Directors and the Executive Committee of the Corporation and record all proceedings in the books kept for that purpose. He shall give all notice required to be given to the members and the councilors of the Corporation. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by resolution of the Board of Directors of the Corporation to do so and to such person or persons as may be named in the Resolution and he shall perform such other duties as may from time to time be determined by the Board of Directors or Executive Committee of the Corporation.</p> <p>The Secretary of a Division Council shall be the Clerk of the Division Council. He shall attend all meetings of the Division Council and record all proceedings in the books kept for that purpose. He shall give all notices required to be given to the members and the councilors of the Division. He shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Division which he shall deliver up only when authorized by resolution of the Division Council or the Board of Directors of the Corporation to do so and to such person or persons as may be named in the Resolution and he shall perform such other duties as may from time to time be determined by the Division Council or the Board of Directors or Executive Committee of the Corporation.</p> <p>Secretaries shall forward all notices of meeting, agendas and minutes, the names of the members of committees and action groups to the Secretary of the Corporation.</p>	<p>DUTIES OF SECRETARIES</p> <p>12. The Secretary of the Corporation <u>Association</u> shall be the Clerk of the Board of Directors and Executive Committee of the Corporation. He shall attend all meetings of the Board of Directors and the Executive Committee of the Corporation <u>Association</u> and record all proceedings in the books kept for that purpose.He; shall give all notice required to be given to the members and the councilors of the Corporation <u>Association</u>.He; shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation <u>Association</u> which he shall <u>be delivered</u> up only when authorized by resolution of the Board of Directors of the Corporation <u>Association</u> to do so and to such person or persons as may be named in the Resolution and he; shall perform such other duties as may from time to time be determined by the Board of Directors or Executive Committee of the Corporation <u>Association</u>.</p> <p>The Secretary of a Division Council shall be the Clerk of the Division Council. He; shall attend all meetings of the Division Council and record all proceedings in the books kept for that purpose; shall. He shall give all notices required to be given to the members and the councilors of the Division;He shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Division which he shall deliver up only when authorized by resolution of the Division Council or the Board of Directors of the Corporation to do so and to such person or persons as may be named in the Resolution and he shall perform such other duties as may from time to time be determined by the Division Council or the Board of Directors or Executive Committee of the Corporation <u>Association</u>.</p> <p>Secretaries shall forward all notices of meeting, agendas and minutes, the names of the members of committees and action groups to the Secretary of the Corporation <u>Association</u>.</p>	<p>Updating language, 'clerk' no longer used.</p> <p>Wording changed to make section gender neutral throughout.</p> <p>This is not a modern practice.</p>
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<p>EXECUTIVE COMMITTEE</p> <p>14. The Executive Committee of the Corporation shall be composed of the officers of the Corporation.</p> <p>During the intervals between the meetings of the Board of Directors of the Corporation, the Executive Committee of the Corporation shall possess and may exercise (subject to any regulations which the Board of Directors of the Corporation may from time to time impose) all the powers of the Board of Directors of the Corporation in the management and direction of the affairs and business of the Corporation (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee of the Corporation shall deem best for the interests of the Corporation and in all cases in which specific direction shall not have been given by the Board of Directors of the Corporation.</p> <p>No business may be transacted by the Executive Committee of the Corporation except at a meeting of its members at which a quorum of the Executive Committee of the Corporation is present or in the alternative it may conduct its business by conference telephone provided that a quorum participates in the discussion and that the full discussion is recorded and the appropriate portions transcribed into the minutes of the Executive Committee of the Corporation.</p> <p>The Executive Committee of the Corporation shall keep minutes of its meetings in which shall be recorded all action taken by it which minutes shall be submitted for approval as soon as practicable to the Board of Directors of the Corporation.</p>	<p>EXECUTIVE COMMITTEE</p> <p>14. The Executive Committee of the Corporation <u>Association</u> shall be composed of the officers of the Corporation <u>Association</u>.</p> <p>During the intervals between the meetings of the Board of Directors of the Corporation <u>Association</u>, the Executive Committee of the Corporation <u>Association</u> shall possess and may exercise (subject to any regulations which the Board of Directors of the Corporation <u>Association</u> may from time to time impose) all the powers of the Board of Directors of the Corporation <u>Association</u> in the management and direction of the affairs and business of the Corporation <u>Association</u> (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee of the Corporation <u>Association</u> shall deem best for the interests of the Corporation <u>Association</u> and in all cases in which specific direction shall not have been given by the Board of Directors of the Corporation <u>Association</u>.</p> <p>No business may be transacted by the Executive Committee of the Corporation <u>Association</u> except at a meeting of its members at which a quorum of the Executive Committee of the Corporation <u>Association</u> is present or in the alternative it may conduct its business by <u>teleconference</u> provided that a quorum participates in the discussion and that the full discussion is recorded and the appropriate portions transcribed into the minutes of the Executive Committee of the Corporation <u>is present and all members can hear and respond to the discussion simultaneously</u>.</p> <p>The Executive Committee of the Corporation shall keep minutes of its meetings in which shall be recorded all action taken by it which minutes and they shall be submitted for approval <u>as soon as practicable to the Board of Directors of the Corporation <u>Association</u> for their information or action, as required</u>.</p>	<p>Modern language.</p> <p>Change to modern language and practice.</p> <p>Simplified wording.</p>
<p>BOARD AND COUNCIL MEETINGS</p>	<p>BOARD AND COUNCIL MEETINGS</p>	

<p>15. A majority on any given Board or Council shall form a quorum for the transaction of business. Except as otherwise required by law, Board and Councils may hold their meetings at such place or places as they may from time to time determine. No formal notice of any such meeting shall be necessary if all Directors or Councilors are present or if those absent have signified their consent to the meeting being held in their absence.</p> <p>Meetings may be formally called by the President or the Vice-President or by the Executive Director on the direction in writing of three Directors or Councilors. Notice of such meetings and the agenda shall be delivered, telephoned or FAXed to each Director or Councilor not less than five days before the meeting is to take place or shall be mailed not less than seven days before the meeting is to take place. The statutory declaration of the Executive Director or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.</p> <p>Where a day or days in any month or months for regular meetings at an hour be named, no notice need be sent. Meetings may also be held without notice immediately following the annual general meeting of the Corporation. Directors or Councilors may consider or transact any business either special or general at any meeting of the Board or Council. There shall be at least three meetings a year. The President shall act as Chairman. In the absence of the President, his duties may be assumed by the Vice-President. In the event that the President and the Vice-President are absent, the Councillors present shall elect from their members a Chairman for the meeting.</p>	<p>15. A majority on any given Board or Council shall form a quorum for the transaction of business. Except as otherwise required by law, Board and Councils may hold their meetings at such place or places as they may from time to time determine. No formal notice of any such meeting shall be necessary if all Directors or Councilors are present or if those absent have signified their consent to the meeting being held in their absence.</p> <p>Meetings may be formally called by the President or the Vice-President or by the Executive Director on the direction in writing of three Directors or Councilors. Notice of such meetings and the agenda shall be delivered, telephoned or FAXed or emailed to each Director or Councilor not less than seven <u>ten</u> days before the meeting is to take place. The statutory declaration of the Executive Director or the President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.</p> <p>Where a day or days in any month or months for regular meetings at an hour be named, no notice need be sent. Meetings may also be held without notice immediately following the annual general meeting of the Corporation. Directors or Councilors may consider or transact any business either special or general at any meeting of the Board or Council. There shall be at least three meetings a year. The President shall act as <u>Chairperson</u>. In the absence of the President, his duties may be assumed by the Vice-President. In the event that the President and the Vice-President are absent, the Councillors present shall elect from their members a Chairman for the meeting.</p>	<p>All descriptions of delivery in section 32.</p> <p>Ten days is more appropriate for remote areas of Ontario.</p> <p>Unnecessary verbiage.</p> <p>This information is in section 9.</p>
<p>Section 16: ERROR OR OMISSION IN NOTICE</p>	<p>Section 16: ERROR OR OMISSION IN NOTICE No changes</p>	
<p>Section 17: VOTING</p>	<p>Section 17: VOTING</p>	

<p>Questions arising at any meeting of the Board or any Council shall be decided by a majority of votes. Each voting member shall have one vote except that in the case of an equality of votes the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director or Councillor present, but if no demand be made, the vote shall be taken in the usual manner by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.</p>	<p>Questions arising at any meeting of the Board or any Council shall be decided by a majority of votes <u>cast</u>. Each voting member, <u>including the Chair</u>, shall have one vote. except that in the case of an equality of votes the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director or Councillor present, <u>if demanded by any Director or Councillor present, a vote shall be taken by ballot or recorded vote</u>, but if no demand be made, the vote shall be taken in the usual manner by assent or dissent. A declaration by the <u>Chairperson</u> that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.</p>	<p>This is no longer current practice in organizations.</p> <p>Addition of allowing for a ballot or recorded vote, was missing.</p>
<p>Section 18: REMUNERATION OF MEMBERS OF THE BOARD AND COUNCIL</p>	<p>Section 18: REMUNERATION OF MEMBERS OF THE BOARD AND COUNCIL No Changes Made except replacement of 'Corporation' with 'Association'</p>	
<p>NOMINATIONS 19. (a) Not less than 180 days prior to the first day of the new term of office, the Board and/or Councils shall establish a Nominations Committee. (b) The Nominations Committee shall be composed of not less than five personal members for the Corporation and three personal members for the Divisions who are not members of the appointing Board or Council. Members of the Committee are ineligible for nomination to any elective position. (c) The Nominations Committee shall publish a notice calling for nominations for Vice-President and all other positions for which elections are necessary. Nominations shall be submitted to the Nominations Action Group on or before the 60th day preceding the first day of the new term of office.</p>	<p>NOMINATIONS 19. (a) Not less than 180 days prior to the first day of the new term of office, the Board and/or Councils shall establish a Nominations Committee. (b) The Nominations Committee shall be composed of not less than five personal members for the Corporation and three personal members for the Divisions who are not members of the appointing Board or Council. Members of the Committee are ineligible for nomination to any elective position. (c) The Nominations Committee shall publish a notice calling for nominations for Vice-President and all other positions for which elections are necessary. Nominations shall be submitted to the Nominations Action Group on or before the 60th day preceding the first day of the new term of office.</p>	<p>Section 19 and 20 have been combined as 'nominations and elections' and the rules remain. Removal of procedural matters to be transferred to a procedural document.</p>

<p>(d) Nominations shall be in writing and shall be sponsored by not less than five personal members for the Corporation and three personal members for the divisions, and include the candidate's consent to stand for election.</p> <p>(e) The Nominations Action Group shall ensure that the candidates and nominators are personal members in good standing of the Corporation and of the Division where the nomination is for a Divisional office.</p> <p>(f) In the event that:- i) a nominator is not a personal member in good standing on the date of the nomination; or ii) the nominee is not a personal member in good standing on the date of nomination; the nomination shall be invalid and the Nominations Committee shall notify the candidate and his nominators of such invalidation.</p> <p>(g) In the event that fewer than two candidates are nominated for an elective position, the Nominations Committee shall seek nomination(s) to increase the number of candidates to two (2). Such nominations shall comply with the provisions of subparagraphs (d), (e) and (f) as set out above. If only one nomination for a position is received and further nominations cannot be obtained, the nominee will be declared elected by the President of the Corporation at the Annual General Meeting. If no nomination is received, and further nominations cannot be obtained, the Board or Council shall appoint a member of the Corporation to the position.</p>	<p>(d) Nominations shall be in writing and shall be sponsored by not less than five personal members for the Corporation and three personal members for the divisions, and include the candidate's consent to stand for election.</p> <p>(e) The Nominations Action Group shall ensure that the candidates and nominators are personal members in good standing of the Corporation and of the Division where the nomination is for a Divisional office.</p> <p>(f) In the event that:- i) a nominator is not a personal member in good standing on the date of the nomination; or ii) the nominee is not a personal member in good standing on the date of nomination; the nomination shall be invalid and the Nominations Committee shall notify the candidate and his nominators of such invalidation.</p> <p>(g) In the event that fewer than two candidates are nominated for an elective position, the Nominations Committee shall seek nomination(s) to increase the number of candidates to two (2). Such nominations shall comply with the provisions of subparagraphs (d), (e) and (f) as set out above. If only one nomination for a position is received and further nominations cannot be obtained, the nominee will be declared elected by the President of the Corporation at the Annual General Meeting. If no nomination is received, and further nominations cannot be obtained, the Board or Council shall appoint a member of the Corporation to the position.</p>	
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<p>(h) The Nominations Committee shall forward to the Executive Director of the Corporation the valid nominations on or before the 45th day preceding the first day of the new term of office and shall prepare the Official Ballot containing the names and professional addresses of the candidates, which shall be sent to the Executive Director together with the valid nominations.</p>	<p>(h) The Nominations Committee shall forward to the Executive Director of the Corporation the valid nominations on or before the 45th day preceding the first day of the new term of office and shall prepare the Official Ballot containing the names and professional addresses of the candidates, which shall be sent to the Executive Director together with the valid nominations.</p> <p><u><i>The Board of Directors shall establish and appoint a Nominations and Elections committee to oversee and manage the nominations and elections process for office to the Board of Directors and Division Councils.</i></u></p> <p><u><i>The Board of Directors shall maintain a policy and procedure for nominations and elections, and publish such policy and procedure for the members.</i></u></p> <p>Note: Article 19 (nominations) and 20 (elections) have been combined.</p>	
<p>ELECTIONS 20.</p> <p>(a) Not less than 30 calendar days prior to the first day of the new term of office, the Board and all Councils shall each establish an Elections Committee to supervise the elections of the Corporation.</p> <p>(b) Each Elections Committee shall be composed of no fewer than three personal members who are neither members of the appointing Board or Council nor members of the Nominations Committee for the body or unit for which the election is being run. Members of each committee are ineligible for nomination to any position on the ballot for the body or unit for which they are supervising the election.</p> <p>(c) At least one month prior to the first day of the new term of office, the Executive Director shall send by paper or electronic means to each member in good standing of the Corporation and Divisions, as appropriate, a copy of the relevant Official Ballot and brief biography of each candidate.</p> <p>(d) Voting may take place in person, by mail or electronically, so long as</p>	<p>ELECTIONS 20.</p> <p>(a) Not less than 30 calendar days prior to the first day of the new term of office, the Board and all Councils shall each establish an Elections Committee to supervise the elections of the Corporation.</p> <p>(b) Each Elections Committee shall be composed of no fewer than three personal members who are neither members of the appointing Board or Council nor members of the Nominations Committee for the body or unit for which the election is being run. Members of each committee are ineligible for nomination to any position on the ballot for the body or unit for which they are supervising the election.</p> <p>(c) At least one month prior to the first day of the new term of office, the Executive Director shall send by paper or electronic means to each member in good standing of the Corporation and Divisions, as appropriate, a copy of the relevant Official Ballot and brief biography of each candidate.</p> <p>(d) Voting may take place in person, by mail or electronically, so long as appropriate</p>	<p>As noted above, 19 and 20 are combined and procedural matters removed.</p>

<p>appropriate measures are in place to assure the secrecy and security of the process.</p> <p>(e) All ballots must be received or recorded by the Executive Director of the Corporation before midnight of the day which is ten calendar days prior to the first day of the new term of office. The Executive Director shall, immediately after this time, forward all received and recorded ballots to the Chairman of the Elections Committee of the Corporation or of each division as appropriate.</p> <p>(f) Each Elections Committee shall oversee the counting and tabulation of all ballots received in connection with the election under their supervision.</p> <p>(g) Candidates for the Board and division councils shall be elected by a simple majority of secret ballots cast by members in good standing of the Corporation.</p> <p>(h) The members of each Elections Committee shall not have the right to vote in the elections under their supervision, unless there is an equality of votes for any position and in which event the Chairman of the relevant Elections Committee shall cast a tie-breaking vote.</p> <p>(i) The Executive Director shall notify all candidates of the results of the relevant elections in writing, and each Elections Committee shall report the results to the membership at the Annual General Meeting or at Division annual meetings, as appropriate.</p> <p>(j) All members of a division shall be eligible to vote for regional representatives regardless of their own or the candidates' regions.</p>	<p>measures are in place to assure the secrecy and security of the process.</p> <p>(e) All ballots must be received or recorded by the Executive Director of the Corporation before midnight of the day which is ten calendar days prior to the first day of the new term of office. The Executive Director shall, immediately after this time, forward all received and recorded ballots to the Chairman of the Elections Committee of the Corporation or of each division as appropriate.</p> <p>(f) Each Elections Committee shall oversee the counting and tabulation of all ballots received in connection with the election under their supervision.</p> <p>(g) Candidates for the Board and division councils shall be elected by a simple majority of secret ballots cast by members in good standing of the Corporation.</p> <p>(h) The members of each Elections Committee shall not have the right to vote in the elections under their supervision, unless there is an equality of votes for any position and in which event the Chairman of the relevant Elections Committee shall cast a tie-breaking vote.</p> <p>(i) The Executive Director shall notify all candidates of the results of the relevant elections in writing, and each Elections Committee shall report the results to the membership at the Annual General Meeting or at Division annual meetings, as appropriate.</p> <p>(j) All members of a division shall be eligible to vote for regional representatives regardless of their own or the candidates' regions.</p>	
<p>TENURE, VACANCIES</p> <p>21. The members of the Corporation or division may, by resolution passed by at least two-thirds of the votes cast at an annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any councillor before the expiration of his term of office, and may by a majority of the votes cast at that meeting elect any personal member in good standing in his stead for the remainder of the term.</p>	<p>TENURE, VACANCIES</p> <p>21-20. The members of the Corporation <u>Association</u> or division may, by resolution passed by at least two-thirds of the votes cast at an annual general meeting of which notice specifying the intention to pass such resolution has been given, remove any councilor before the expiration of his term of office, and may by a majority of the votes cast at that meeting elect any personal member in good standing in his stead for the remainder of the term.</p>	<p>Note: numbering changes due to combination of 19 and 20.</p>

<p>No person may hold hold the same office for more than two consecutive terms.</p> <p>Vacancies on any Council however caused may, so long as a quorum of councillors remain in office, be filled by the Council by resolution from among the qualified personal members of the Corporation, if it shall see fit to do so. If there is not a quorum of Councillors, the remaining Councillors shall forthwith call a meeting of the members to fill the vacancies.</p>	<p>No person may hold the same office for more than two consecutive terms.</p> <p>Vacancies on any <i>Divisional</i> Council however caused may, so long as a quorum of councilors remain in office, be filled by the Council by resolution from among the qualified personal members of the Corporation <i>Association</i>, if it shall see fit to do so. If there is not a quorum of <i>Divisional</i> Councilors, the remaining Councillors shall forthwith call a meeting of the members <i>Board of Directors of the Association shall appoint personal</i> members to fill the vacancies.</p>	<p>Clarified wording.</p> <p>Common and more expedient practice.</p>
<p>ANNUAL AND OTHER MEETINGS OF MEMBERS</p> <p>22. The Annual General Meetings of the Corporation and its Divisions shall be held at the Head Office of the Corporation or elsewhere as the Board of Directors of the Corporation may determine and on such day as the Board of Directors of the Corporation shall appoint.</p> <p>At the Annual General Meeting of the Corporation, in addition to any other business that may be transacted, the report of the Board of Directors of the Corporation, the report of the Elections Committee, the report of the Treasurer and annual financial statements thereon shall be presented, and auditors appointed for the ensuing year.</p> <p>At Division Annual General Meetings, in addition to any other business that may be transacted, the report of the Council of the Division, the report of the Treasurer and the report of the Elections Committee shall be presented.</p> <p>The Board of Directors of the Corporation or the President or Vice-President of the Corporation shall have the power to call at any time a special meeting of the members of the Corporation. No public notice nor advertisement of members' meeting, annual or special shall be required, but notice of the time and place of every such</p>	<p>ANNUAL AND OTHER MEETINGS OF MEMBERS</p> <p>22. <u>21.</u> The Annual General Meetings of the Corporation <i>Association</i> and its Divisions shall be held at the Head Office of the Corporation <i>Association</i> or elsewhere as the Board of Directors of the Corporation <i>Association</i> may determine and on such day as the Board of Directors of the Corporation <i>Association</i> shall appoint.</p> <p>At the Annual General Meeting of the Corporation <i>Association</i>, in addition to any other business that may be transacted, the report of the Board of Directors of the Corporation, the report of the Elections Committee, the report of the Treasurer and annual financial statements thereon shall be presented, and auditors appointed for the ensuing year.</p> <p>At Division Annual General Meetings, in addition to any other business that may be transacted, the report of the Council of the Division, the report of the Treasurer and the report of the Elections Committee shall be presented.</p> <p>The Board of Directors of the Corporation <i>Association</i> or the President or Vice-President of the Corporation <i>Association</i> shall have the power to call at any time a special meeting of the members of the Corporation <i>Association</i>. No public notice nor advertisement of members' meeting, annual or special shall be required, but</p>	

<p>meeting shall be given to each member by sending the notice by prepaid mail or Fax, in the case of an Annual General Meeting ninety days before the time fixed for the holding of such meeting and in the case of a special meeting, thirty days prior to the date of such meeting.</p> <p>A special meeting of the Corporation shall be called by the Board of Directors of the Corporation within sixty days of receipt of a written petition from 5 per cent of personal members in good standing of the Corporation or by resolution duly passed by the Council of a Division or by resolution duly passed at an Annual or other general meeting of the members of a Division requesting same to be held at such time and place as the Board of Directors of the Corporation shall determine and notice of the meeting and a specific agenda shall be sent to every member of the Corporation at least thirty days prior to the meeting.</p> <p>A special meeting of a Division shall be called by the Council of the Division within sixty days of receipt of a written petition from 5 per cent of personal members in good standing of the Division requesting same to be held at such time and place as the Council of the Division shall determine and notice of the meeting and a specific agenda shall be sent to every member of the Division at least thirty days prior to the meeting.</p> <p>Publication of notices in the Corporation's newsletter shall be considered sufficient to fulfil the requirements of notice by mail.</p>	<p>notice of the time and place of every such meeting shall be given to each member. by sending the notice by prepaid, mail, Fax, in the case of an Annual General Meeting ninety days before the time fixed for the holding of such meeting and in the case of a special meeting, thirty days prior to the date of such meeting.</p> <p>A special meeting of the Corporation <u>Association</u> shall be called by the Board of Directors of the Corporation <u>Association</u> within sixty days of receipt of a written petition from 5 per cent of personal members in good standing of the Corporation <u>Association</u> or by resolution duly passed by the Council of a Division or by resolution duly passed at an Annual or other general meeting of the members of a Division requesting same to be held at such time and place as the Board of Directors of the Corporation <u>Association</u> shall determine and notice of the meeting and a specific agenda shall be sent to every member of the Corporation at least thirty days prior to the meeting.</p> <p>A special meeting of a Division shall be called by the Council of the Division within sixty days of receipt of a written petition from 5 per cent of personal members in good standing of the Division requesting same to be held at such time and place as the Council of the Division shall determine and notice of the meeting and a specific agenda shall be sent to every member of the Division at least thirty days prior to the meeting.</p> <p>Publication of notices in the Corporation's newsletter shall be considered sufficient to fulfill the requirements of notice by mail.</p>	<p>All descriptions of delivery in section 32.</p> <p>All descriptions of delivery are in section 32.</p>
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Section 23: QUORUM OF MEMBERS	Section 23 <u>22</u> : QUORUM OF MEMBERS No Changes Made except replacement of 'Corporation' with 'Association'.	
<p>VOTING OF MEMBERS</p> <p>24. Subject to the Provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and only the institutional member may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Executive Director sufficient appointment in writing from his constituent or constituents. No member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of votes of the members present in person, electronically or represented by proxy unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any fifty members. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct. At any meeting attended in whole or in part electronically, a poll will be required. The result of such poll shall be deemed the decision of the Corporation in annual general or special meeting upon the matter in question. In case of an equality of votes at any annual general or special meeting, whether upon a show of hands or at a poll,</p>	<p>VOTING OF MEMBERS</p> <p>24.<u>23.</u> Subject to the Provisions, if any, contained in the Letters Patent of the Corporation<u>Association</u>, each member of the Corporation<u>Association</u> shall at all meetings of members be entitled to one vote <u>and may carry proxies</u> and only the institutional member may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Executive Director sufficient appointment in writing from his constituent or constituents <u>the proxy-giver</u>. No member shall be entitled to vote at meetings of the Corporation <u>Association</u> unless he <u>that member</u> has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of votes cast by the members present in person, electronically or represented by proxy unless otherwise required by the by-laws of the Corporation<u>Association</u> or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any fifty members. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the <u>Chairperson</u> that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation <u>Association</u> shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes cast by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct. At any meeting attended in whole or in part electronically, a poll will be required. The result of such poll shall be deemed the decision of the Corporation <u>Association</u> in annual general or special meeting upon the matter in</p>	<p>Proxies for individual members are common practice. No need to define institutional member if all members have proxies.</p> <p>Succinct language.</p>

<p>the Chairman shall be entitled to a second or casting vote.</p>	<p>question. In case of an equality of votes at any annual general or special meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.</p>	<p>Removed this process in section 17.</p>
<p>Section 25: ERROR OR OMISSION IN NOTICE – MEETINGS OF MEMBERS to Section 32: BORROWING</p>	<p>No Changes Made except replacement of ‘Corporation’ with ‘Association’. Also section numbers change to 24-31.</p>	
<p>NOTICE 33. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given personally, FAXed, mailed or delivered to any member of the Corporation. A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox, or if FAXed shall be held to be sent at the time indicated on the hard copy of the facsimile transmission. For the purpose of sending any notice the address of any member of the Corporation shall be his last address as recorded on the books of the Corporation. Publication of notices in the Corporation's newsletter shall be considered sufficient to fulfill the requirements of notice by mail.</p>	<p>33- <u>NOTICE</u> <u>32.</u> Whenever under the provisions of the by-laws of the Corporation <u>Association</u> notice is required to be given, such notice may be given personally, <u>the delivery methods for notice of meetings, and the distribution of agendas and agenda material for all meetings of the Association and the Divisions, shall be by: regular postal mail, electronic mail, facsimile, courier, or other electronic means or a combination of these methods.</u> FAXed, mailed, or delivered to any member of the Corporation. A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox, or if FAXed <u>or emailed</u> shall be held to be sent at the time indicated on the hard copy of the facsimile transmission <u>or of the email copy.</u> For the purpose of sending any notice the <u>postal address, FAX number or email address</u> of any member of the Corporation <u>Association</u> shall be his <u>the</u> last address as recorded on the books of the Corporation <u>Association</u>. Publication of notices in the Corporation's <u>Association's</u> newsletter shall be considered sufficient to fulfill the requirements of notice by mail. <u>Notice may be given by any of the methods described in this section or by any combination of the methods permitted.</u></p>	<p>Updating options for notice to include electronic means.</p>
<p>Section 34: INTERPRETATION</p>	<p>Section 34-<u>33</u>: INTERPRETATION No Changes Made except replacement of ‘Corporation’ with ‘Association’.</p>	
<p>Section 35: AMENDMENTS This by-law may be amended at the Annual General Meeting of the Corporation provided that any proposed amendment</p>	<p>Section 35-<u>34</u>: AMENDMENTS This by-law may be amended at the Annual General Meeting of the Corporation <u>Association</u> provided that any proposed</p>	

<p>has been sent to each member at least one month before the meeting. When a motion for amendment is placed before the meeting, two-thirds (2/3) of the members present shall vote in favour of the amendment for it to be adopted.</p>	<p>amendment has been sent to each member at least one month before the meeting. When a motion for amendment is placed before the meeting, two-thirds (2/3) of the members present <i>or deemed present</i> shall vote in favour of the amendment for it to be adopted.</p>	<p>To include remote participation.</p>
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<p>NEW Section 35: RESOLUTIONS</p> <p>(new section)</p>	<p><u>Section 35: RESOLUTIONS</u></p> <p><u>Resolutions, other than amendments to by-laws, may be submitted for consideration at an annual general meeting of members. Such resolutions shall be submitted to head office at least 30 days prior to the meeting. Resolutions must be signed by two personal members of the Association or the President of a Division or Vice-President of a Division. Properly submitted resolutions shall be sent to all members 7 days before the annual general meeting of members in accordance with the usual delivery methods of the Association when giving notice of the annual general meeting, provided they have been submitted by the 30 day deadline. Resolutions submitted late shall only be briefly considered, but not acted upon, other than to refer them to the Board of Directors for their consideration.</u></p>	<p>Previously not described. The timelines will give members an opportunity to prepare for meetings.</p>
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