



## **BY-LAWS**

Approved 22 May 2019

Recommended for ratification by a Special Resolution vote of the Members

at OAS Annual Meeting, 22 June 2019

# ARTICLE I GENERAL

## Section 1.01 Purpose

- a. These By-laws relate to the general conduct of the affairs of Ontario Artistic Swimming, a provincial corporation incorporated under the *Ontario Corporations Act*, and referred to as "OAS" in these By-laws.
- b. OAS has the promotion and support of amateur artistic swimming in Ontario on a province-wide basis as its exclusive purpose and exclusive function. This mandate includes staging or engaging in national, provincial or regional events and competitions as such activities would normally be consistent with the promotion of amateur artistic swimming, given the participation of Ontario teams and athletes in such events. Related activities and business are permitted, such as selling merchandise related to the sport.

## Section 1.02 Definitions

The following terms have these meanings in these By-laws:

- "Act" means the *Ontario Corporations Act* including the regulations made, pursuant to the Act, and any statutes or regulations that may be substitutes, as amended from time to time;
- "Affiliated" refers to any individual employed by, or engaged in activities with, a Member including any director, officer, committee member, coach, manager, athlete family member or other individual registered with the Member;
- "Athlete" means any individual participating in the sport of artistic swimming, for recreational or competitive purposes that is registered with OAS;
- "Auditor" means an auditing firm appointed by the Members at the Annual Meeting to audit the books, accounts, and records of OAS for a report to the Members at the next Annual Meeting;
- "Board" means the Board of Directors of OAS;
- "CAS" refers to Canada Artistic Swimming;
- "Club" means an artistic swimming club registered with OAS;
- "Committee" refers to a Standing Committee, Ad Hoc Committee, Committee of the Board or Committee of the Executive Director;
- "Corporation" refers to OAS;
- "Days" means days including weekends and holidays;
- "Director" means a member of the Board of Directors of OAS;
- "FINA" refers to the Federation Internationale de Natation Amateur;

- "Including" means including but not limited to;
- "Member" means any Competitive, Recreational, Scholastic, University artistic swimming club or AquaGO! Or Trillium awards program provider registered with OAS;
- "Officer" means an individual elected or appointed to serve as an Officer pursuant to these By-laws;
- "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- "Policy" means a written directive ratified by the Board that defines objectives, principles, procedures and methods to govern decisions and actions of OAS with respect to its programs and services;
- "PTSO" refers to a Provincial or Territorial Sport Organization that is responsible for the management of artistic swimming within its provincial or territorial boundaries;
- "Registrant" refers to any club or individual that has fulfilled the requirements of registration as required by OAS and has paid any associated registration fees to OAS. OAS uses the Registrant categories and definitions established by CAS. A complete list of Registrant categories can be found in the CAS Registration Policy;
- "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- "Suspension" means immediate temporary cessation of Membership in OAS (subject to possible reinstatement or termination) in accordance with the provisions of any OAS By- Law or policy; and
- "Termination" means the immediate permanent cessation of Membership in accordance with the provisions herein and the provisions of any OAS By-law or policy.

### Section 1.03 Head Office

The registered office of OAS will be located within the Province of Ontario.

### Section 1.04 Corporate Seal

OAS may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

### Section 1.05 No Gain for Members

The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to OAS will be used in promoting its objects.

## Section 1.06 Ruling on By-Laws

Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with OAS objects.

## Section 1.07 Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

## Section 1.08 Language

These By-Laws have been drafted in English; any other language text is a translation. In the case of conflicting interpretation, the English text will prevail.

## Section 1.09 Interpretation

Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

# ARTICLE II MEMBERSHIP AND REGISTRATION

## Section 2.01 Categories

- a. OAS has the following category of Member:
  - Member: Any Competitive, Recreational, Scholastic, University artistic swimming club or AquaGO! Or Trillium awards program provider registered with OAS that has fulfilled the requirements of registration as required by OAS and has paid any associated registration fees to OAS.
- b. Registrants are not Members and do not have voting rights.

## Section 2.02 Member Representation

Members shall register annually their representative(s) for Members' meetings and communications with OAS. Any change during the membership year to this representation must be recorded with OAS.

## Section 2.03 Admission of Members

- a. No candidate will be admitted as a Member of OAS unless:
  - i. The candidate member has made an application for membership in a manner prescribed by OAS;
  - ii. The candidate member has paid fees in the manner and time prescribed by the Board;
  - iii. The candidate member has by-laws and policies that are consistent with those of OAS;
  - iv. The candidate member agrees to uphold and comply with the By-laws and policies of OAS.
  - v. The candidate member meets any other condition of membership determined by the Board; and
  - vi. The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.
- b. Each Member shall adopt by-laws and policies that are guided by the By-laws and policies of OAS and shall not at any time make any amendments of its by-laws or policies that conflict with the By-laws or policies of OAS.
- c. A copy of each Member's by-laws and policies as well as a complete list of directors and officers shall accompany each application for membership. All amendments or changes in any such by-laws or policies shall be submitted in writing annually to the President of OAS within fifteen (15) days of their adoption or enactment. A member shall be removed as a Member if it does not remedy any default in the submission of the by-laws or policies within ninety (90) days of receipt from OAS of a written notice advising of such default.

## Section 2.04 Membership Duration and Fees

- a. Unless otherwise determined by the Board, the membership year of OAS will be October 1 to September 30. Members will re-apply annually.
- b. Membership fees and fees for registrants will be determined annually by the Board.

## Section 2.05 Transfer, Suspension and Termination of Membership

- a. Membership in OAS is non-transferable.

- b. Membership in OAS will terminate immediately upon:
  - i. Expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
  - ii. Resignation by the Member by giving written notice to the Secretary of OAS;
  - iii. Members and Registrants may be disciplined in accordance with OAS policies and procedures relating to the discipline of Members and Registrants. In addition to expulsion for failure to pay Membership dues, a Member may be suspended or expelled from OAS if it fails to comply with any of the OAS policies and procedures in accordance with the Conduct Policy;
  - iv. Dissolution of OAS;
  - v. The registered Member dissolves; or
  - vi. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.
- c. A Member will be expelled from OAS for failing to pay membership fees or monies owed to OAS in the manner and time prescribed by the Board.
- d. A Member may not resign from OAS when the Member is subject to disciplinary investigation or action by OAS.
- e. Any fees, subscriptions or other monies owed to OAS by suspended or expelled Members will remain due.

## Section 2.06 Good Standing

- a. Good Standing: A Member will be in good standing provided that the Member:
  - i. Has not ceased to be a Member;
  - ii. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - iii. Has completed and remitted all documents as required by OAS;
  - iv. Has complied with OAS By-laws, policies and rules;
  - v. Is not subject to a disciplinary investigation or action by OAS, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - vi. Has paid all required membership fees.

- b. Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## ARTICLE III MEETINGS OF MEMBERS

### Section 3.01 Annual Meetings

OAS will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the fiscal year end of OAS. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

### Section 3.02 Special Meetings

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten per cent (10%) or more of the Members for any purpose connected with the affairs of OAS that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

### Section 3.03 Meetings by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if OAS makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

### Section 3.04 Notice of Annual General Meetings

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a

reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

### Section 3.05 Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

### Section 3.06 Error or Omission in Giving Notice

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

### Section 3.07 New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

### Section 3.08 Quorum

One-third (1/3) of the Members, present or by proxy, will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### Section 3.09 Closed Meetings

Meetings of Members will be closed to the public except by invitation of the Board.



### Section 3.10 Order of Business

The agenda for the Annual Meeting will at least include:

- i. Call to order;
- ii. Establishment of quorum;
- iii. Approval of the agenda;
- iv. Approval of minutes of the previous Annual Meeting;
- v. Presentation and approval of reports;
- vi. Report of Auditors;
- vii. Appointment of Auditors;
- viii. Other Business as specified in the meeting notice;
- ix. Election of new Directors; and
- x. Adjournment.

### Section 3.11 Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

### Section 3.12 Adjournments

With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### Section 3.13 Attendance

The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of OAS (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

### Section 3.14 Voting at Meetings of Members

a. Members will have the following voting rights at all meetings of the Members:

- i. Members shall each have one (1) vote, and that vote shall be exercised by the Member President or a Delegate who has been chosen by the Member; and
  - ii. Members may have a second (2nd) vote if the Member has twenty-six (26) or more registered amateur or masters' swimmers as of thirty (30) days prior to the members meeting, but no Member will have more than two (2) votes.
- b. The Member President shall, in writing, indicate to the Secretary the name of a Delegate to represent the Member prior to the opening of a meeting of the Members.
- c. Each Member shall have vote, voice and privilege.
- d. Delegates shall be entitled to vote on behalf of only one Member at a time.

### Section 3.15 Proxy Voting

- a. Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member.
- b. The proxy holder may not hold more than two (2) proxies.
- c. A proxy must:
  - i. Be signed by the Member;
  - ii. Be in a form that complies with the Act;
  - iii. Comply with the format stipulated by OAS; and
  - iv. Be submitted to the OAS Registered Office at least two (2) business days prior to the meeting of the Members.

### Section 3.16 Absentee Ballot

A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary prior to the vote being taken.

### Section 3.17 Electronic Voting

A Member may vote by mail, or by telephonic or electronic means if:

- i. The votes may be verified as having been made by the Member entitled to vote; and
- ii. OAS is not able to identify how each Member voted.

### Section 3.18 Voting Procedure

Except upon the demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

### Section 3.19 Majority of Votes

- a. Except as otherwise provided in these By-laws, the majority of votes will decide each issue.
- b. The OAS President has no vote except in the event of a tie, in which case the President (or designate) shall cast a deciding vote.

### Section 3.20 Written Resolution

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

## ARTICLE IV GOVERNANCE

### Section 4.01 Composition of the Board

The Board will consist of seven (7) Directors as follows:

- i. Seven (7) Directors-at-large

### Section 4.02 Election of Directors

- a. To be eligible for election as a Director, an individual must:
  - i. Be eighteen (18) years of age or older;
  - ii. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
  - iii. Have the power under law to contract;
  - iv. Have not been declared incapable by a court in Canada or in another country;
  - v. Not have the status of bankrupt.
  - vi. Not be a person not in Good Standing with OAS or any other sport organization.
  - vii. Be a "resident" of Ontario as that term is defined in the Income Tax Act (Canada).
- b. The Board of Directors composition is prohibited from having more than one (1) Director affiliated with a Member.

- c. The Nominations Committee is a Standing Committee of OAS and will undertake the responsibilities described in these By-laws and the Board-approved Nominations Policy. The Nominations Committee will consider representation of all four (4) Regions when soliciting nominees.
- d. At least ninety (90) days prior to the Annual Meeting, the Nominating Committee will issue a 'Call for Nominations' using any means of communication. The 'Call of Nominations' will state the method that the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than thirty (30) days prior to the Annual Meeting.
- e. Any nomination of an individual for election as a Director will:
  - i. Include the written consent of the nominee by signed or electronic signature;
  - ii. Be submitted to the OAS Registered Office thirty (30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board; and
  - iii. Comply with the procedures established by the Nominations Policy and these By-laws.
- f. Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.
- g. Directors will be elected at each Annual Meeting as follows:
  - i. Three (3) Directors-at-large will be elected at alternate Annual Meetings to those listed in sub-sections ii and iii.;
  - ii. Two (2) Directors-at-large will be elected at alternate Annual Meetings to those listed in sub-sections i. and iii.; and
  - iii. Two (2) Directors-at-Large will be elected at alternate Annual Meetings to those listed in sub-sections ii. and ii.
- h. Elections will be decided by majority vote of the Members in accordance with the following:
  - i. One Valid Nomination: Winner declared by Ordinary Resolution; or
  - ii. More Nominees than Eligible Positions: The nominee(s) receiving the greatest number of votes and ascertain an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of

nominees for the position(s) or until a winner is declared. If there continues to be a tie, the winner(s) will be declared by Ordinary Resolution of the Board.

- i. An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of OAS.
- j. Directors will serve terms of three (3) years to a maximum of three (3) consecutive terms and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

#### Section 4.03 Resignation and Removal of Directors Termination

- a. A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action by OAS resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. The office of any Director will be vacated automatically if:
  - i. The Director resigns;
  - ii. At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
  - iii. The Director is found to be incapable of managing property by a court or under Ontario law;
  - iv. The Director is found by a court to be of unsound mind;
  - v. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
  - vi. The Director dies.
- c. An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

#### Section 4.04 Filling a Vacancy on the Board

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting. The total number of Directors so appointed may not exceed one-third ( $\frac{1}{3}$ ) of the number of Directors elected at the previous Annual Meeting.

#### Section 4.05 Meetings of the Board

- a. A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- b. The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-president (or designate) will be the Chair of the meeting. Notice of such meetings shall be given in person, or by telephone, facsimile or electronic mail to each Director as least forty-eight (48) hours prior to the scheduled meeting or shall be mailed to each Director not less than five (5) business days before the meeting is to take place. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- c. For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- d. The Executive Director is entitled to attend and participate in all Board Meetings and Special Board Meetings but is not a Director and shall not vote.
- e. The Board will hold at least six (6) meetings per year.
- f. At any meeting of the Board, quorum will be a majority of Directors
- g. Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot.

- h. Resolutions will be passed upon a majority of the votes being in favour of the resolution.
- i. Even if she or he is also a Director, the President has no vote at a meeting of the Board except in the event of a tie, in which case the President (or designate) shall cast a deciding vote.
- j. No person shall act for an absent Director at a meeting of directors.
- k. A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- l. The Board may, by Ordinary Resolution, consider business *in-camera* if the business deals with:
  - i. Discipline of any Director or Member;
  - ii. Expulsion or suspension of any person from any office of OAS, or of any organization from membership in OAS;
  - iii. Recruitment and employment of personnel;
  - iv. Acquisition of property or other contractual arrangements; or
  - v. Preparation or planning for the presentation of a competitive bid, quote, or similar activity.
- m. Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- n. A meeting of the Board may be held by telephone conference call or by means of another telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

## ARTICLE V GOVERNANCE – THE BOARD

### Section 5.01 Duties of Directors

Every Director will:

- i. Act honestly and in good faith with a view to the best interests of OAS; and
- ii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## Section 5.02 Powers of the Board

Except as otherwise provided in the Act or these By-laws, the Board has the powers of OAS and may delegate any of its powers, duties, and functions:

- i. Establish the OAS Mission, Vision, Values and monitor progress towards desired results;
- ii. Prepare governing documents and organizational policies that, at the broadest levels, address:
  - Governance Process: How the Board carries out and monitors its own tasks;
  - Committees: Form committees as described in the By-laws and *ad hoc* committees as necessary;
  - Board, Committee and Staff Relationships: How the Board maintains positive relations among the board, board committees and staff, and how the board delegates authority to and holds board committees and staff accountable for their duties;
  - Monitoring the Organization's Ethical Values and Behaviour: These are the boundaries of prudence and ethics within which all activities and decisions will take place; and
  - Recommend amendments to the By-laws.
- iii. Recruit, hire and supervise the Executive Director (ED); ongoing evaluation of the ED's performance, competence and integrity; and setting the ED's compensation package;
- iv. Advocate and liaise with the stakeholder bodies including but not limited to government and CAS and other PTSO's;
- v. Oversee mechanisms for mediation of disputes, appeals and independent arbitration;
- vi. Assess the Board's performance and effectiveness in relation to these outputs;
- vii. Present annually to the membership an audited financial statement and a review of OAS;
- viii. Monitor OAS's progress toward achievement of stated results;
- ix. Direct and control monies, funds, investments and securities of OAS including the power to:
  - Borrow money upon the credit of OAS;
  - Limit or increase the amount to be borrowed;
  - Issue debentures or other securities;
  - Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;



- Secure any such debentures, or other securities, or any other present or future borrowing or liability of OAS, by mortgage, hypothec or charge; or
  - Pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of OAS.
- x. Approve annually all fees, dues, levies, tolls and charges imposed by OAS;
- xi. Fulfill any responsibilities required by law; and
- xii. Undertake its activities and responsibilities in the best interests of OAS.

## ARTICLE VI OFFICERS

### Section 6.01 Composition

The elected Officers of OAS shall be:

- i. President;
- ii. Vice-president;
- iii. Secretary; and
- iv. Treasurer.

### Section 6.02 Eligibility

Any Director in Good Standing may be elected as an Officer.

### Section 6.03 Manner of Election or Appointment

Elections shall be decided by a majority vote of the Directors and shall take place within thirty (30) days after a Members Special or Annual Meeting at which elections for Directors occur. The Board shall elect a President, a Vice-President, the Treasurer and Secretary. The Officers shall number not fewer than three (3).

### Section 6.04 Term

All Officers shall hold office for a term of one (1) year unless they resign, are removed from, or vacate their office. Retiring Officers shall be eligible for re-appointment. Any vacancy occurring in respect of any office may be filled at any time by the Board.

### Section 6.05 Multiple Positions

With the exception of the position of President, a Director may hold multiple Officer positions.

## Section 6.06 Removal

- a. An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.
- b. Any Officer may be removed automatically if:
  - i. An Officer resigns by delivering a written notice of such resignation to the Secretary, which resignation shall take effect upon delivery;
  - ii. The Officer fails to meet the requirements of the OAS Screening Policy;
  - iii. The Officer is found by a court to be of unsound mind;
  - iv. The Officer becomes bankrupt; or
  - v. The Officer is deceased.

## Section 6.07 Vacancy

Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-president shall become President and the Board may appoint a replacement for the position of Vice-president from among the Directors.

## Section 6.08 Duties

- a. The President shall:
  - i. Be responsible for the general guidance of the Executive Director in the affairs and operations of OAS;
  - ii. Preside as chairperson over all Members' Meetings, Special Members' Meetings, Board Meetings and Special Board Meetings unless an alternate Executive Member or Board Member has been appointed chair;
  - iii. Be the official spokesman of OAS; and
  - iv. Perform such other duties as may from time to time be established or delegated by the Board.
- b. The Vice President shall:
  - i. Support and assist the President in all duties;

- ii. In the absence or disability of the President, have the authority of and perform the duties of the President;
  - iii. Have such other powers and duties as may, from time to time, be delegated by the President or by the Board; and
  - iv. Perform such other duties as may from time to time be established or delegated by the Board.
- c. The Secretary shall:
  - i. Be responsible for the documentation of all amendments to the OAS By-Laws;
  - ii. Ensure that all official documents and records of OAS are properly kept;
  - iii. Keep attendance records of all Board meetings;
  - iv. Cause to be recorded and drafted the minutes of all Board Meetings and Members' Meetings;
  - v. Send out any notice requirements as described herein;
  - vi. Be the custodian of the corporate seal; and
  - vii. Perform such other duties as may from time to time be delegated to the Secretary by the Board.
- d. The Treasurer shall:
  - i. Act as the Chair of the Finance and Audit Committee of the Board and in this role, oversee the preparation of financial statements for OAS and the organization of the annual audit of OAS; and
  - ii. Perform such other duties as may from time to time be delegated to the Treasurer by the Board.

## Section 6.09 Conflict of Interest

A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with OAS shall disclose fully and promptly the nature and extent of such interest to the Board, shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with requirements of the Act regarding conflict of interest.

## ARTICLE VII COMMITTEES

### Section 7.01 Committees of the Board

- a. The Board may appoint such Ad Hoc Committees as it deems necessary for managing the affairs of OAS and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- b. All Board Committees shall be chaired by Directors appointed by the President. These include but are not limited to the following Standing Committees:
  - i. Finance and Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to corporate auditing and reporting, financial policies and strategies and activities, and financial risk management. This responsibility is carried out in accordance with approved policy and generally accepted accounting principles (GAAP);
  - ii. Program Policy Committee shall assist the Board in fulfilling its oversight responsibilities relating to the strategy, policies and management and organization of OAS programs;
  - iii. Nominations Committee will comply with the Nominations Policy and, as an overview, is responsible to seek, identify and recruit, on a continuing basis, qualified and skilled individuals capable of, and committed to, providing effective leadership to OAS as a Director. The Nominations Committee may make recommendations to the voting Members prior to elections as to their preferred slate of candidates; and
  - iv. Human Resources Committee shall assist the Board in fulfilling its oversight responsibilities relating to human resource and compensation matters.

### Section 7.02 Committees of the Executive Director

The Executive Director may from time to time create Committees on such terms and conditions as necessary to deal with matters that the Executive Director deems necessary to support the achievement of the desired direction of OAS.

### Section 7.03 Terms of Reference

The following shall apply in respect of all Board Committees and Ad Hoc Committees of the Board:

- i. All Committees shall have such numbers as may be determined by the President in the case of Board committees or by the Board if an Ad Hoc Committee is created by the Board;
- ii. The chairperson of each Committee shall be appointed by the President at the time the President or the Board appoint the members thereof, and such individual shall preside over all meetings of each respective Committee;
- iii. Director and non-Director members of the committee are at the discretion of the President and Chairperson;
- iv. All Committee meetings shall be called by the President or by the chairperson of each Committee;
- v. Notice of a meeting of a Committee may be written or verbal and a quorum shall be a majority of members of the Committee;
- vi. At all meetings of each Committee, minutes shall be taken, and every issue shall be decided by a majority of votes cast;
- vii. Voting shall be by an agreed upon method unless a majority of Committee members request a secret ballot;
- viii. Resolutions shall be passed by a majority of the votes being in favor of the resolution. In the case of a tie, the motion will be considered defeated;
- ix. Members of a Committee shall not be entitled to vote by proxy;
- x. Members of a Committee shall be removable by a majority vote of the Board; and
- xi. All Ad Hoc Committees shall run until the next Annual Meeting unless otherwise concluded.

#### Section 7.04 Removal

The Board may remove any member of any Committee or any Committee.

#### Section 7.05 Debts

No Committee will have the authority to incur debts in the name of OAS.

### ARTICLE VIII FINANCE AND MANAGEMENT

#### Section 8.01 Fiscal Year

Unless otherwise determined by the Board, the OAS fiscal year will be April 1 to March 31.

## Section 8.02 Bank

The banking business of OAS will be conducted at such financial institution as the Board may determine.

## Section 8.03 Auditors

- a. At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of OAS in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of OAS and must be permitted to conduct an audit or review engagement of OAS under the *Public Accounting Act, 2004*, as amended.
- b. The financial statements of OAS will be presented annually to the Members at the Annual Meeting in accordance with the Act and must be:
  - i. Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if OAS's annual gross revenue is greater than or equal to \$150,000, or OAS has greater than or equal to 1,000 registered individuals;
  - ii. Reviewed by a Public Accountant, Certified General Accountant or Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if OAS's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or OAS has fewer than 1,000 but greater than or equal to 500 registered individuals; or
  - iii. Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or Certified Management Accountant if OAS's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.

## Section 8.04 Annual Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the last fiscal year of OAS but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- i. The financial statements;
- ii. The auditor's report; and
- iii. Any further information respecting the financial position of OAS.

## Section 8.05 Books and Records

The necessary books and records of OAS required by these By-laws or by applicable law will be necessarily and properly kept.

## Section 8.06 Signing Authority

Signing authority to bind the organization shall include any two of the following: The President, the Vice President, Treasurer, Secretary or Executive Director. The Board may authorize other persons to sign on behalf of OAS. Staffing agreements may be signed by the Executive Director.

## Section 8.07 Property

OAS may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

## Section 8.08 Borrowing

OAS may borrow funds upon such terms and conditions as defined in these By-laws.

## Section 8.09 Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to OAS under contract or for purchase. Any Director or member of a Committee will disclose the conflict or potential conflict in accordance with these By-laws.

## Section 8.10 Conflict of Interest

A Director, Officer or member of a Committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with OAS shall: Disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; refrain from voting or speaking in debate on such contract or transaction; refrain from influencing the decision on such contract or transaction; and otherwise comply with the requirements of the Act regarding conflict of interest.

## ARTICLE IX AMENDMENT OF BY-LAWS

### Section 9.01 Voting

- a. These By-laws may only be amended, revised, repealed or added to:
  - i. Under the jurisdiction of the Ontario *Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- b. Under the jurisdiction of the Ontario *Not-for-profit Corporations Act*:
  - i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
  - ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
- c. By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

### Section 9.02 Notice in Writing

- a. In these By-laws, written notice will mean notice that is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- b. Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand- delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- c. The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the Meeting.



## ARTICLE X DISSOLUTION

### Section 10.01 Dissolution

OAS may be dissolved in accordance with the Act.

## ARTICLE XI INDEMNIFICATION

### Section 11.01 Shall Indemnify

OAS will indemnify and hold harmless out of the funds of OAS each Director and any individual who acts at OAS's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at OAS's request in a similar capacity.

### Section 11.02 Shall Not Indemnify

OAS will not indemnify a Director or any individual who acts at OAS's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, OAS will not indemnify an individual unless:

- i. The individual acted honestly and in good faith with a view to the best interests of OAS; and
- ii. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

### Section 11.03 Insurance

OAS will, at all times, maintain in force such Directors and Officers liability insurance.

## ARTICLE XII FUNDAMENTAL CHANGES

### Section 12.01 Fundamental Changes

- a. Under the jurisdiction of the Ontario *Not-for-profit Corporations Act*, a Special Resolution of all Members is required to make fundamental changes to the OAS By-laws or articles.
- b. Fundamental Changes are defined as follows:
  - i. Change the name of OAS;
  - ii. Add, change or remove any restriction on the activities that OAS may carry on;
  - iii. Create a new category of Members;
  - iv. Change a condition required for being a Member;
  - v. Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
  - vi. Divide any category of Members into two or more categories and fix the rights and conditions of each category;
  - vii. Add, change or remove a provision respecting the transfer of a membership;
  - viii. Increase or decrease the number of, or the minimum or maximum number of, Directors;
  - ix. Change the purposes of the Corporation;
  - x. Change to whom the property remaining on liquidation after the discharge of any liabilities of OAS is to be distributed;
  - xi. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
  - xii. Change the method of voting by Members not in attendance at a meeting of the Members; or
  - xiii. Add, change or remove any other provision that is permitted by the Act.

## ARTICLE XIII ADOPTION OF THESE BY-LAWS

### Section 13.01 Ratification

These By-laws were ratified by a Special Resolution vote of the Members of OAS at a meeting of Members duly called and held on [INSERT DATE].

## Section 13.2 Repeal of Prior By-Laws

In ratifying these By-laws, the Members of OAS repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.