

Orthotics Prosthetics Canada/
Orthèse Prothèse Canada

Bylaw No. 1

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UPDATES

***Executive Governance Changes – approved by the OPC Board of Directors, March 1, 2019**

- Section 1 General - Definitions
- Section 5 Directors - Composition & Election and Term
- Section 6 Meetings of Directors - Calling of Meetings
- Section 7 Description of Officers

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BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of Orthotics Prosthetics Canada/ Orthèse Prothèse Canada (the "Corporation")

SECTION 1 - GENERAL**1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "Board" means the Board of Directors of the Corporation and "Director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "Officer" means the officers of the Corporation, namely the President, President Elect, Past President, Treasurer, and the Executive Director.
- g "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Treasurer of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge by mail or electronic communication.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be four (4) classes of members in the Corporation, namely:

- (i) Certified
- (ii) Registered
- (iii) Associate
- (iv) Student

The Board of Directors of the Corporation may, by resolution, prescribe the manner by which members may be admitted, and approve the admission of the members of the Corporation.

The following conditions of membership shall apply:

(i) Certified Members

Certified member status shall be available only to individuals who have been conferred the designation of Certified Prosthetist, Certified Orthotist, or Certified Prosthetist/Orthotist by the Corporation, and who have applied and have been accepted by the Board of Directors as Certified members.

As set out in the articles, each active Certified member is entitled to receive notice of, attend and vote at all meetings of members and each such Certified member shall be entitled to one (1) vote at such meetings.

The term of membership of Certified members shall be annual subject to renewal in accordance with the policies of the Corporation.

(ii) Registered Members

Registered member status shall be available only to individuals who have been conferred the designation of Registered Prosthetic Technician, Registered Orthotic Technician, or Registered Prosthetic/Orthotic Technician, and who have applied and have been accepted by the Board of Directors as Registered members.

As set out in the articles, each active Registered member is entitled to receive notice of, attend and vote at all meetings of members and each such Registered member shall be entitled to one (1) vote at such meetings.

The term of membership of Registered members shall be annual subject to renewal in accordance with the policies of the Corporation.

(iii) Associate Members

Associate member status shall be available only to Residents, Interns, persons, firms, corporations or other entities interested in Orthotic and/or Prosthetic Patient care as determined by the Board and who have applied and have been accepted by the Board of Directors as Associate members.

Subject to the Act and the articles, Associate members shall not be entitled to receive notice of or attend meetings of the members of the Corporation unless invited by the President or Chair.

Associate members shall not be entitled to vote at such meetings.

The term of membership of Associate members shall be annual, subject to renewal in accordance with the policies of the Corporation

(iv) Student Members

Student member status shall be available only to persons studying at a recognized Prosthetic and Orthotic school, to become Certified Prosthetists and/or Orthotists; or studying to become Registered Technicians in prosthetics and or orthotics as determined by the Board and who have applied and have been accepted by the Board of Directors as Student members.

Subject to the Act and the articles, Student members shall not be entitled to receive notice of or attend meetings of the members of the Corporation unless invited by the President or Chair.

Student members shall not be entitled to vote at such meetings.

The term of membership of Student members shall be annual, subject to renewal in accordance with the policies of the Corporation

In relation to all member classes above:

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in or electronic ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members in good standing of the Corporation

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Members, who fail to bring their membership into good standing prior to the expiration of their suspension period, shall be subject to loss of Certification and/or Registration, unless the Board of Directors in special circumstances determines otherwise. Members who lose their Certification and/or Registration must return their certificate and may no longer use the Registered Credential Trade-marks of the Corporation after their name.

To reinstate membership and regain Certification and /or Registration the terminated member may be required to:

- (i) Pay the outstanding dues with all incurred penalties;
- (ii) Qualify, re-sit and pass the certification and/or registration examination, within three attempts; and
- (iii) Meet other qualifications, standards or conditions imposed by the Board of Directors.

3.03 Discipline of Members

The Board shall have authority to discipline, suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be disciplined, expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) business days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) business days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the President or Chair of the meeting or by resolution of the members.

4.02 Special Meetings

Special meetings of the members may be convened by the Board of Directors, upon the written request of no less than 5% of the voting members of the Corporation to the Treasurer.

4.03 Chair of the Meeting

In the event that the President of the Board and the Vice-President of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of

members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question.

SECTION 5 – DIRECTORS

5.01 Composition

The property and business of the Corporation shall be managed by a Board of not less than seven (7) and not more than twelve (12) Directors, comprised of:

One (1) individual who shall have voting member status elected as President, who was the most recent President Elect;

One (1) individual who shall have voting member status elected as President Elect;

One (1) individual who is a non-voting member of the Board appointed as Past President, who was the most recent President;

Six (6) individuals who shall have Certified member status including a minimum of two (2) Certified Prosthetists and two (2) Certified Orthotists elected as Directors

Two (2) individuals who shall have Registered member status including one (1) Registered Prosthetic Technician and one (1) Registered Orthotic Technician elected as Directors

Up to two (2) Directors at Large external to the profession

5.02 Election and Term

Subject to these bylaws and the articles, any member in good standing of the corporation may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by the Members at each annual meeting at which an election of directors is required for a term expiring not later than two years following their election.

At the end of their term, directors may stand for, and be re-elected by the voting members for a further consecutive two years to a maximum of six consecutive years.

Individuals who have served six consecutive years on the Board of Directors may stand for election by the voting members provided that they have not exercised the office of Director for a minimum of one year following the end of their last term. Individuals elected as President Elect are exempt from the six-year limit until they complete their term as an officer of the Corporation.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President of the Board, the President Elect of the Board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the Director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the Question.

6.05 Teleconferences and Participation by Electronic Means

A Director may participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if all the Directors of the corporation consent.

A Director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

6.06 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

SECTION 7 - OFFICERS

7.01 Description of Offices

The Officers of the Corporation shall be the President, President Elect, Past President, Treasurer, and the Executive Director, if one is appointed.

Officers, except for the Executive Director, shall serve for a term of two (2) years from the date of the election or until their successors are elected. The Board may alter the term of office for the President and President Elect by one year, under special circumstances.

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation shall have the following duties and powers associated with their positions:

a) President: The President shall preside at all meetings of the Corporation and of the Board of Directors, with the right to vote on all Committees. He/she shall also hold the deciding vote in the case(s) where there is a tied vote that deadlocks the Committee(s). He/she shall perform such duties as are necessary and incidental to the office of the President or as may be prescribed by the Board of Directors. The President shall communicate all activities of the corporation to the President-elect and facilitate involvement and assistance with all aspects of the Presidency.

(b) President Elect: The President Elect, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other duties as the President or the Board of Directors shall prescribe.

(c) Treasurer: Treasurer shall supervise and be responsible for the financial affairs of the Corporation, and shall make a financial report at the time of the annual report or when called upon by the President. The financial records of the Corporation shall at all times be subject to verification and inspection by the Board of Directors and shall be audited annually by a chartered accountant.

(d) Executive Director – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. He/she shall ensure the minutes of all proceedings of the Corporation and all committee meetings are recorded. He/she shall give due notice of the time and place of the annual meeting and all special meetings of the Board of Directors, and shall perform such other duties as the President or the Board of Directors shall prescribe. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, by a vote of two-thirds (2/3) of the Directors present at a meeting, the following Officers of the Corporation:

a) the Treasurer

b) the Executive Director

Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director (if a necessary qualification of appointment) or
- d. such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Treasurer may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Treasurer to be reliable. The declaration by the Treasurer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way

