

Orthotics Prosthetics Canada/Orthèse Prothèse Canada



GOVERNANCE POLICIES AND PROCEDURES MANUAL

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UPDATES

- Travel Expense Policy – *Nov 29, 2015*
- Certification & Registration Board Terms of Reference – *Feb 1, 2016*
- Standard & Ethics Committee Terms of Reference – *Feb 1, 2016*
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INTRODUCTION

The Governance Policy and Procedures Manual outlines corporate policies and procedures that will enable Orthotics Prosthetics Canada to achieve its Vision and Mission. Hereafter in this document, the Corporation, Orthotics Prosthetics Canada will be referred to as OPC.

POLICIES

Policies and procedures help ensure that behaviours conform to the expectations of the organization and to legal requirements. Additional, separate policies and procedures relate to general governance, function, strategic decisions and the administration of specific programs or activities.

The development of effective policies should support the vision, mission and values of the organization. It is important to consider the following when setting and/or changing these policies:

- (a) Input from all relevant stakeholders;
- (b) Relevant, complete and understandable content;
- (c) Effective communication to all stakeholders;
- (d) Consistency of formats for all policies;
- (e) Appropriate authorization and accountability for administering the policy; and
- (f) A periodic review process to validate appropriateness and completeness

Policies should contribute to the growth and development of a high-performance organization.

PROCEDURES

Procedures ensure that tasks are carried out in an effective and efficient manner, and in accordance with policy. They form a step-by-step list of activities required to conduct a certain task. Procedures should contain the following key components:

- (a) The purpose of the procedure and the policy which it relates to;
- (b) Step-by-step instruction on performing the given task;
- (c) Illustrations of any form involved and specific instructions regarding their use and any requirements related to review, approvals and signatures;
- (d) Any requirement related to the communication of information; and
- (e) The position or person with primary responsibility.

1 DEFINITIONS

“Association Management Firm” means an entity engaged by Orthotics Prosthetics Canada to manage the day to day operations of the Corporation

“Board” means the Board of Directors of OPC;

“Candidate” means a Nominee who has been vetted by the Nomination Committee and placed on the slate for election;

“Days” means business days not including weekends and statutory holidays

“Director” means a Director of the Board;

“Executive Director” means the general manager and chief staff Officer of the Corporation recruited directly by Orthotics Prosthetics Canada or indirectly through the engagement of an Association Management Firm

“Management” means the Executive Director, if one is appointed, and his or her management staff or alternatively, an Association Management Firm under contract to Orthotics Prosthetics Canada

“Nominee” means a member in good standing who has submitted his or her name to stand as a Candidate for election to the Board

“OPC” means Orthotics Prosthetics Canada

2 GOVERNING THE BOARD OF DIRECTORS

2.1 ROLE OF THE BOARD

PURPOSE

The Board of Directors plays an important role providing leadership and overseeing the activities of OPC. The Board is responsible to the members and has the obligation to render an account for the responsibility conferred. The Board represents the interests of the members and the broader community. In setting direction, the Board will actively consult with members and the community at large. The Board will ensure that the Corporation operates with appropriate transparency and is active and forthright in its communications.

The Board is responsible to be knowledgeable about risks inherent in the Corporation's operations and ensures that appropriate risk analysis is performed as part of Board decision-making. The Board ensures that appropriate programs and processes are in place to protect against risk.

POLICIES

2.1.1 Policy Development

In providing leadership, the Board shall develop and adopt policies that guide the fulfillment of the corporate mission, ensure equitable, effective, and efficient management of the Corporation's operations, including its programs and services, and serve the best interests of its members.

2.1.2 Strategic Planning

The Board shall work with staff, volunteers, members, and stakeholders in building a vision for the future, developing a mission and objectives, determining outcomes and evaluating overall organizational results.

The Board shall participate in the development and approval of the strategic plan, oversee Corporation operations for consistency with the strategic plan and receive regular progress reports on implementation of strategic directions and initiatives.

2.1.3 Operational Oversight

The Board will adhere to the approved budget, and to best practices in dealing with members, staff and volunteers. The Board will rely on regular reviews of operational practices rather than approving or advising on day-to-day decisions of Management.

2.1.4 Governance and Organizational Development

The Board is responsible for the quality of its own governance. The Board shall establish governance structures to facilitate the performance of the Board's role and enhance individual Director performance.

The Board shall be responsible for the recruitment of qualified Board members and shall ensure ongoing Board training and education.

The Board shall assess and review its governance by periodically evaluating Board structures including Board recruitment processes and Board composition and size, number of committees and their terms of

reference, processes for appointment of committee chairs, processes for appointment of Board Officers and other governance processes and structures.

2.1.5 Resource Management

The Board is responsible for stewardship of financial resources including ensuring availability of, and overseeing allocation of, financial resources. Therefore, the Board shall approve policies for financial planning and shall approve the annual operating and capital budget.

The Board shall approve investment policies and monitor compliance and ensure Management has put measures in place to ensure the integrity of internal controls.

The Board shall recruit and supervise an Executive Director or alternatively, an Association Management Firm.

The Board shall ensure a succession plan is in place for Management and Volunteers.

PROCEDURES

1. Policy proposals, amendments, or repeals shall be provided in writing as items for discussion at Board of Director meetings. The discussion items should clearly indicate the purpose of the policy or policy amendment including supporting arguments and facts. The pros and cons of the proposal should be included along with any alternatives. The proposal should also outline any financial or other implications resulting from the policy and its implementation. Further to initial discussion, new proposals may be sent to committee or staff for further work before a decision is taken by the Board. Reworked proposals should be brought back to the Board in the form of action items for final deliberation and a vote.
2. The Board shall ensure that the Corporation develops and adopts a strategic plan that is consistent with the Corporation's mission and which will enable the Corporation to realize its objectives. The Board shall ask Management to develop an operational plan that supports the strategic plan. The strategic and the operational plans shall be reviewed by the Board annually or as required with the aim of ensuring that milestones are reached, and results are achieved as expected. Every 3 to 5 years or as required, the Board shall undertake a major review of the strategic plan and adjust it as may be required.
3. The Board shall strive to put in place an operational plan that includes a resource plan and a multi-year budget. The Board shall review the budget against actual and projected revenues and expenditures on a regular basis.
4. The Board shall ensure that an orientation package is developed to inform new and existing Directors about the role of the Board, its responsibilities and key functions. Information sessions shall be held at least once a year after the election of the Board members or at the earliest convenient opportunity. The Board shall develop a self-assessment process aimed at identifying performance gaps and improving the quality of Board meetings. Immediately after each face-to-face Board meeting, directors shall provide a written evaluation thereof by responding to a short survey specifically developed for that purpose.

5. The Board shall ensure that a succession plan is developed including procedures to engage Management and to minimize disruptions to the organization as a result of the transition of Management and/or Volunteers.
- 6.

2.2 DUTIES, OBLIGATIONS AND EXPECTATIONS OF INDIVIDUAL DIRECTORS

PURPOSE

Directors have a duty to act honestly, ethically and in good faith with a view to the best interest of the Corporation. There is also a duty of loyalty. Directors may not profit at the expense of the Corporation and must avoid, or at least disclose all conflicts of interest.

A Director breaches his or her duty to act in the best interests of the Corporation in the situation where the Director favours the interests of a particular group, person or entity over the interests of the organization as a whole.

POLICIES

2.2.1 Statutory Liabilities

Directors shall ensure that appropriate procedures are in place to promote compliance with statutory requirements and that these procedures are periodically reviewed to confirm compliance. An example of statutory liability is the requirement to file a non-profit organization information return with the CRA.

2.2.2 Duty of Care

Directors have a duty to inform themselves, prior to making a decision, of all the material information relevant to the decision which is reasonably available.

2.2.3 Education

A Director shall be knowledgeable about:

- (a) the operations of the Corporation
- (b) the needs of the community the Corporation serves
- (c) the duties and expectations on a Director
- (d) the Board's governance role
- (e) the Board's governance structure and processes
- (f) Board adopted policies

2.2.4 Teamwork

A Director shall develop and maintain sound relations and work cooperatively and respectfully with all members of the Board and Management.

2.2.5 Time and Commitment

- (a) A Director is expected to commit an appropriate amount of time to perform Board and committee duties. The Board shall meet at least once per year face to face and as many other times electronically as required to conduct the business of the Corporation and Directors shall attend the majority of those meetings at minimum.

2.2.6 Contributions to Governance

Directors shall contribute to the governance of the organization through:

- a) reading materials in advance of meetings and coming prepared to contribute to discussions
- b) offering constructive contributions to Board and committee discussions
- c) contributing his or her special expertise and skill
- d) respecting the views of other members of the Board
- e) voicing conflicting opinions during Board and committee meetings, but respecting the decision of the majority even when the Director does not agree with it.

2.2.7 Inappropriate Conduct

If a Director feels that the conduct of a fellow Board Member or the Board as a whole is inappropriate, the Director may:

- a) Speak with the Board Member, and if the matter is still unresolved
- b) Speak with the President, and if the matter is still unresolved
- c) Speak with Management, and if the matter is still unresolved
- d) Raise the issue at an in-camera Board meeting

2.2.8 Confidentiality

Directors may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with the OPC to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom the OPC has authorized disclosure.

Directors shall use confidential information solely for the purpose of performing their duties for OPC. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and public transportation, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, Directors should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

PROCEDURES

1. The Board shall require that Management provide confirmation that statutory requirements have been fulfilled in a timely manner. Such confirmation shall be provided during regular Board meetings and minuted accordingly.
2. See Conflict of Interest policy
3. At the end of a Director's term, he or she shall destroy or securely store all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession

2.3 CONFLICT OF INTEREST

PURPOSE

OPC strives to promote the highest standards of public trust and integrity in all of its activities and decision-making and to develop procedures to ensure that the fact or perception of conflict of interest is avoided or effectively managed. The Directors of OPC have a fiduciary obligation to act solely in the best interests of OPC in all transactions, decisions, actions, and consultations in which they engage on OPC's behalf. To avoid conflicts of interest, Directors must do more than merely act within the law. They must conduct their affairs in such a manner that their performance will at all times bear public scrutiny. The appearance of conflict of interest, as well as the conflict itself, must be avoided. Similarly, no Management staff member shall derive any personal profit or gain beyond normal contracted work arrangements.

The purpose of this policy is to provide direction regarding conflict of interest to Management, staff and Directors of the Board and to assist them in avoiding conflict of interest situations.

POLICIES

2.3.1 Disclosure of Conflicts of Interest

To the extent reasonably possible, Directors and staff shall arrange their private interests in a manner that will prevent a conflict of interest from arising. In the event that a Director has a conflict of interest with respect to any matter brought before the Board, or any committee of the Board, the Director:

- (a) shall declare the conflict of interest at the meeting, together with a description of the nature of the conflict;
- (b) shall withdraw from the meeting for the duration of any discussions and deliberations relating to that matter; and
- (c) shall not vote, or seek to influence the vote of any other Director, on that matter.

Staff must report any conflicts of interest involving them as soon as they become aware of their existence to the Executive Director. In the case of the Executive Director or Management any conflicts of interest shall be reported to the President. The President shall communicate the conflict of interest to the Board.

Directors shall make annual disclosure of all actual and potential conflicts of interest, both of a financial and non-financial nature. Such disclosure shall include any situation in which he or she may become involved that could result in an actual, potential, or perceived conflict of interest, and shall include those of their family members and associated businesses. The disclosure shall be in a prescribed form and shall be submitted by Directors to the Executive Director or Management upon their appointment to the Board and thereafter by the first Board meeting following the Annual General Meeting of Members of each year.

If at any time, any Director, or any family member or associated business of a Director, shall come to have an actual or potential conflict of interest, the Director shall promptly declare that conflict to the Executive Director or Management in writing, and at the first meeting of the Board of Directors after becoming aware of the conflict. If the Director is absent from that meeting, he or she shall make all reasonable efforts to ensure that the conflict is brought up and read at that meeting.

For the purposes of this Policy, interests of nominal value, including tokens of appreciation, need not be disclosed.

2.3.2 Gifts, Benefits and Confidential Information

Directors or staff may not accept any benefit or gift given as result of his or her position at OPC if that benefit or gift is of greater than nominal value, except that a Director may accept:

- (a) reimbursement for expenses actually incurred in the service of OPC;
- (b) token gifts such as souvenirs, mementos or commemorative gifts; and
- (c) occasional meals if there is an appropriate OPC business justification.
- (d) an honorarium in accordance with the bylaws or Board approved policy

Directors or staff shall not accept or grant preferential treatment to any person relating to any benefits offered by OPC, including employment or contracting.

Director or staff shall not make use of OPC property, including the Corporation's name or symbols unless otherwise approved by Bylaw or Regulation.

Directors or staff shall not use OPC's confidential information, for any private advantage, commercial purpose, or other personal gain. Directors or staff may use OPC's confidential information only for OPC purposes and will protect OPC confidential information from improper disclosure. A Director or a staff member may divulge OPC confidential information if he or she is authorized by the Board or by a person designated by the Board to release it and it is to a person who has a lawful right to the information. If a Director or a staff member is in doubt about whether OPC confidential information may be released, he or she should request advice from the Board or from a person the Board designates prior to any disclosure.

A Director shall not use his or her position at OPC to attempt to unfairly or unduly influence the recommendations any member of the staff of OPC is to make to the Board of Directors or to any Committee of the Board.

PROCEDURES

1. If a Director or Management has reason to believe that another Director has an undisclosed conflict of interest, and has been unable to resolve the matter by informal discussions with the first Director, the first Director should bring the matter to the attention of the President. Management will ensure that the conflict of interest is adequately reflected in the minutes of the Board meeting.
2. In the event of uncertainty or disagreement as to whether a Director is in a position of conflict, or as to the appropriate management of a conflict, the President and Management shall be notified, and they shall make a recommendation to the Board. If necessary, the Board shall determine the matter by majority vote.
3. In determining whether a conflict of interest exists, the following matters shall be considered:
 - (a) could competing interest influence the individual's judgment in fulfilling his or her responsibilities to OPC in an impartial, responsible, diligent, and efficient manner?
 - (b) what is the seriousness of the harm that may result from the influence of competing interest, including harm to OPC's reputation and/or public image?
 - (c) would a reasonable outside observer question the ability of the individual to make proper decision(s) in light of competing interests if informed of all the relevant facts?
 - (d) is there perception of a conflict that could have a negative impact on the organization?

4. Enforcement

With respect to any conflicts of interest identified or described in this policy, the Board shall take all appropriate steps to ensure compliance with the letter and spirit of this policy.

In the case where Management is found to be in a conflict of interest position, the Board shall pursue the matter within the provisos of the contract between OPC and the association management firm.

2.4 **DISCLOSURE**

PURPOSE

Under section 141 of the Canada Not for Profit Act, Directors and Officers must disclose any interest they have or could have in a material contract or transaction. This policy summarizes the provisions of the Act with respect to disclosure to ensure that Directors and Officers are aware of their responsibility to disclose and the procedure to follow.

POLICY

A Director or an Officer of OPC shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

The disclosure shall be made, in the case of a Director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the Director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

A general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction.

A contract or transaction for which disclosure is required is not invalid, and the Director or Officer is not accountable to the Corporation or its members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if

- (a) disclosure of the interest was made in accordance with this policy;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

The above applies also if

- (a) the contract or transaction is approved or confirmed by special resolution at a meeting of the members;
- (b) disclosure of the interest was made to the members in a manner sufficient to indicate its nature and extent before the contract or transaction was approved or confirmed;

PROCEDURES

1. If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.
2. A Director required to make a disclosure shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:
 - (a) relates primarily to the Director's remuneration as a Director, an Officer, an employee, an agent or a mandatory of the Corporation or an affiliate;
 - (b) is for indemnity or insurance under section 151; or
 - (c) is with an affiliate.

2.5 BOARD CODE OF CONDUCT

PURPOSE

The purpose of this policy is to provide direction regarding the Code of Conduct for Directors of the Board and to assist Directors in fulfilling their responsibilities to the Board of Directors and members.

POLICY

Every Director shall be knowledgeable of the Board Code of Conduct ([see Appendix A](#)). Directors shall sign a declaration stating that they have read and understood the Board Code of Conduct and will abide by it.

If a Director fails to comply with this policy, reports of the specific violation are to be submitted in writing to the President as soon as possible.

2.6 NOMINATIONS

PURPOSE

The purpose of this policy is to set out nomination procedures for candidates to the Board of Directors of OPC. These policies and procedures are subject to the provisions of OPC by-laws. If there is any conflict between these procedures and the bylaws, the bylaws prevail.

POLICIES

1. Subject to the bylaws and the articles of the OPC, any member in good standing may be nominated to a specific position on the OPC Board of Directors by any other member in good standing of the OPC provided that he or she fulfills the eligibility criteria for the position.
2. The OPC Nominations Committee will coordinate the nomination process by vetting candidates to the Board and preparing the slate for election by the membership. Candidates shall be nominated to specific Director positions as defined in the OPC bylaws. To qualify as Candidates for specific Board positions and to be vetted by the Nominations Committee and placed on the slate for election as Directors by the membership, nominees must fulfill the criteria pertaining to the Board position being sought.
3. To be eligible for election, candidates must:
 - a) be members in good standing of OPC and be able to demonstrate related volunteer or committee experience.
 - b) have the support of a minimum of two other members in good standing.
 - c) be registered in the appropriate member class for the position sought as described below:

Board Position	Membership Status Required
President	Voting Member: Certified Prosthetist, Certified Orthotist, or Certified Prosthetist/Orthotist, Registered Prosthetic Technician, Registered Orthotic Technician, or Registered Prosthetic/Orthotic Technician
Vice President	Voting Member: Certified Prosthetist, Certified Orthotist, or Certified Prosthetist/Orthotist, Registered Prosthetic Technician, Registered Orthotic Technician, or Registered Prosthetic/Orthotic Technician
Directors (Certified)	Voting Member: Certified Prosthetist, Certified Orthotist, or Certified Prosthetist/Orthotist,
Directors (Registered)	Voting Member: Registered Prosthetic Technician, Registered Orthotic Technician, or Registered Prosthetic/Orthotic Technician
Directors at large	Associate member in good standing

4. In accordance with section 2.03 of the Bylaws, directors shall be elected by the Members as required via electronic ballot in advance of the annual meeting of members

PROCEDURES

1. The Nominations Committee shall publish a call for candidates at least sixty-five (65) business days prior to the next annual meeting of members to fill existing or forthcoming vacancies on the Board of Directors. The Nominations Committee may use the services of the OPC staff in searching for or completing background checks on candidates.

2. Nominees must provide the following information to the Nominations Committee:
 - (a) Completed Board Candidacy Application Form
 - (b) Short Biography or curriculum vitae;
 - (c) Nomination letter with the names and signatures of a minimum of two members in good standing supporting the candidacy.
3. The Nominations Committee will prepare a slate of candidates for election as Directors using the names of the individuals responding to the call for candidates, in addition to the names of individuals brought to the attention of the Nominations Committee by other means.

Subject to the direction of the Board, the slate of candidates may contain a number of candidates equal to the number of all vacancies of Directors on the Board, or a greater number of candidates than vacancies.

In preparing the slate, the Nominations Committee will ensure that:

- (a) The candidates fulfill the criteria for nomination
- (b) The candidates understand the election process
- (c) The candidates understand their responsibilities as Directors and are willing to sign the OPC Code of Conduct and Confidentiality; and
- (d) The candidates are willing and able to serve their term if elected

Principles to Guide the Nomination of Current Directors

The Nominations Committee will consider current Directors whose term is expiring and who wish to stand for election or re-election in the same manner as other candidates.

Nomination Process for Election of Directors

Using the procedures in this policy, the Nominations Committee will compile a list of candidates for election to the Board. To satisfy the objective of staggered terms, the Nominations Committee will recommend to the Board the length of the initial term for each candidate.

4. Review and Revision

The Board will review this policy regularly.

2.7 MEETINGS OF THE BOARD

PURPOSE

The Board of Directors is the policy-making body of the organization and Board meetings are the forums at which the organization's business is officially transacted. The primary purpose of the Board meeting is to create, review and revise policy and to give directives to Management, which is responsible for the execution of policy and for all administrative and operational details.

The Board of Directors of the OPC is committed to the principle of accountability to its members. The Board of Directors will uphold a policy of openness and transparency, balanced with its roles in representing the interest of the OPC and its members. This policy formally outlines rules and procedures to follow in respect of the holding of meetings of the Board.

POLICIES

2.7.1 Time and Place

Meetings of the Board may be held at any time and place as determined by the President of the Board, the Vice-President of the Board or any two Directors at any time.

Directors shall meet at least once per year face to face and as many other times electronically as required to conduct the business of the Corporation.

2.7.2 Meeting Agendas and Materials

Formal agendas and supporting documentation shall be required for all meetings of the Board of Directors. At the outset of each Board meeting, the agendas shall be approved by the Directors. At this time, Directors may request that additional items be placed on the agenda contingent upon approval by a majority of Directors attending the meeting. Such items should be limited to information for the Board, or in rare cases, unanticipated matters of an urgent nature.

A consent agenda will be prepared as part of the regular Board agenda to expedite the approval of minor, non-controversial items such as minutes of the Board, committee reports, Management reports, etc.

If in written form, such items may be accepted under the category of "consent". Any member of the Board of Directors may (without a vote of the Board) request that an item on the consent agenda be removed for the purpose of discussion and voting on that item.

2.7.3 Quorum

The quorum of a Board meeting shall be 50% of the Directors plus one.

All the decisions of the Board of Directors shall be made at a meeting in which a quorum of the Board members is present.

There shall be no proxies by a member of the Board to another Board member or to any other person.

2.7.4 Governing Votes

At all meetings of the Board, every motion shall be decided by a majority of the votes cast on the motion. Each Director shall have one vote.

2.7.5 Minutes

At each meeting, a person shall be appointed as Secretary and shall record the minutes.

PROCEDURES

1. Meeting Agendas and Materials

Agendas for regular meetings of the Board shall be disseminated 7 days in advance of each meeting.

Directors wishing to place items on the Agenda of the Board of Directors should submit a request for same to Management 14 days prior to the meeting in order to provide sufficient time to incorporate the request in the agenda package which is prepared and distributed to Board Members in advance of the meeting.

Management will provide the agenda and the agenda package to the President for his/her approval prior to circulating to the other members of the Board.

Items, which are submitted by a Director subsequent to the cutoff time, may be considered at the beginning of the Agenda to determine whether they may be added to the Agenda or deferred to another time.

Agenda items shall be classified as information items or action items.

Information items shall be those items that refer to work which is in progress or has been accomplished by Management, or other information which may be of interest to the Corporation.

Action Items will advise the Board of important considerations concerning the issue under discussions and will contain a specific recommendation from Management as to what action, if any, the Board should take.

2. Quorum

None

3. Governing Votes

Policy items will be approved, disapproved, referred for future consideration, tabled or amended during the Unfinished Business and New Business sections of the Agenda.

No item may be discussed until a Member of the Board of Directors has made a motion to take certain and specific action and said motion has been seconded by another Member of the Board.

After a motion and a second, the Members of the Board may discuss among themselves, call upon testimony from the floor, make amendments to the main motion, or make amendments to an amended motion.

All motions will be voted on in accordance with Robert's Rules and in the following order: vote on the last amendment, then a vote on the amended motion, finally, there shall be a vote on the original motion as amended.

In cases where there is a tie vote, the motion is defeated.

The Executive Director is not entitled to vote on any motions. The Minutes shall report the cumulative total of votes for, against and abstaining.

Upon request, any Director may have his/her vote recorded by name in the minutes.

4. Minutes

The approved Minutes shall be signed by the Secretary or other Officer of the Corporation and shall be kept by the Management in a secure environment at the Corporation's formal business address.

The minutes of each Board meeting shall be posted on the members-only section of the OPC website following the approval of the minutes by the Board.

2.8 NOTICE OF MEETINGS

PURPOSE

In accordance with the Canada Not-for-profit Corporations Act notice must be given of the time and place for the holding of a meeting of the Board as provided in the bylaws of the association.

POLICIES

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article IX of the OPC by-laws to every Director of the Corporation provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director.

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.

PROCEDURES

Notice of meetings including date, time and location shall be made available by the OPC office and shall be posted on the OPC website.

2.9 VACANCY IN OFFICE

PURPOSE

From time to time the Board of Directors may experience vacancies for a variety of reasons including the resignation of Directors. This policy addresses such circumstances and provides a means whereby the Board can fill vacancies for a predetermined period of time.

POLICIES

Subject to subsections 132. (4) and (5) of the Act, a quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the minimum or maximum number of Directors provided for in the articles or a failure to elect the minimum number of Directors provided for in the articles.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

PROCEDURES

None

2.10 ELECTION OF OFFICERS

PURPOSE

In accordance with the Canada Not for profit Corporations Act, Directors may designate the offices of the Corporation, appoint Officers, specify their duties and delegate to them powers to manage certain activities and affairs of the Corporation. A Director may be appointed to any office of the Corporation and two or more offices of the Corporation may be held by the same person (e.g. Vice-President and Treasurer).

POLICIES

2.10.1 The Officers

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

2.10.2 Role of the Officers

The President shall preside at meetings of the Board and at the annual general meeting of members.

The Vice-President shall, in absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him (her) by the Board.

The Treasurer shall have the custody of the corporate seal and of all funds and securities and shall keep full and accurate accounts of receipt and disbursements in books belonging to OPC and shall deposit moneys and other valuable effects in the name and to the credit of OPC and in depositories designated by the Board. The Treasurer shall disburse the funds of the OPC as may be ordered by the Board, taking proper receipts for such disbursements, and shall render to the Officers whenever they may require it, an account of all transactions and of the financial position of OPC. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.

The Executive Director or other title as the Board may determine from time to time if one is appointed, shall be the chief executive Officer of the Corporation and shall be responsible for executing the strategic plans and policies of the Corporation. The Executive Director shall attend meetings of the Board in a non-voting capacity and, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Executive Director shall ensure that all proceedings of the Board are recorded in the books / electronic records kept for that purpose. The Executive Director shall give or cause to be given notice of all meetings of the members and of the Board. The Executive Director shall also perform such other duties as may from time to time be determined by the Board.

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 Executive Director 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.

2.10.3 Terms of Officers

Officers, except for the Executive Director who will serve at the pleasure of the Board, shall serve two years from the date of their election, or until their successors are elected or appointed. Officers may serve a maximum of three consecutive two-year terms.

2.10.4 Remuneration

The Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his/her position as such; provided that an Officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

PROCEDURES

1. Officers

At the first meeting of Directors immediately after the annual meeting of members, the Officers of the Corporation shall be confirmed by an ordinary resolution of the Board. The Treasurer shall be elected from amongst the members of the Board.

3 GOVERNING COMMITTEES

PURPOSE

Section 6.06 of the bylaws of OPC states: “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”.

POLICIES

3.1 ROLE AND ACCOUNTABILITY

3.1.1 Standing Committees

Standing Committees are defined as those committees that have an ongoing role in either, the development of OPC policy, or the fulfillment of a specialized function.

The OPC Standing Committees include:

- The Professional Qualifications Committee
 - Certification and Registration Board
- The Standards and Ethics Committee
 - Professional Practice Sub-Committee
- The Professional Development Committee
- The Nominations Committee
- The Finance and Audit Committee
- The Marketing and Communications Committee

Standing Committees will establish objectives and undertake activities in accordance with the OPC Strategic Plan and terms of reference they have been given by the Board of Directors. Further, the Board of Directors may direct or suggest that the Standing Committees study and make recommendations on certain projects, programs or OPC policy positions. In tasking Standing Committees, the Board of Directors shall make clear its expectations, including milestones, and committee deliverables.

Committee Chairs will work with staff to develop committee budgets annually. It will be the Committee Chair’s responsibility to ensure that Committee expenditures adhere to approved budgets. Extraordinary expenses will require the prior approval of the Board.

Standing Committees will provide reports to the Board of Directors in advance of Board meetings outlining their activities, issues and accomplishments. Standing Committees are not authorized to endorse programs, projects or adopt policy positions on behalf of the Board of Directors or OPC. Instead, Standing Committees are expected only to provide advice and make recommendations to the Board.

3.1.2 Ad hoc committees

Ad hoc committees are appointed by the Board as needed, and serve for a specific purpose and for a limited period of time. Like all committees, ad hoc committees serve at the pleasure of the Board and may be dissolved at their request at any time. Other than their finite term, ad hoc committees and their members shall subscribe to the same rules as Standing Committees.

3.2 TERMS OF REFERENCE

3.2.1 Composition, Nomination and Term for all Committees

Membership on Standing Committees is open to active members in good standing as well as non-members. The majority of each committee shall consist of members with consideration given to each member's area of interest, field of expertise, professional experience, and geographical location.

The President and the Vice President will play an active role in the appointment process for selecting chairs and new committee members. The President, in consultation with the Vice President and the Board will select the committee chairs from a list of nominees provided by the Nominations Committee. The President in consultation with the committee chairs and the Board will be responsible for the appointment of members to each committee from a list of nominees provided by the Nominations committee. The chair of each committee will be responsible for the appointment of members to subcommittees if required.

All prospective members must be willing to be actively involved in the committee's activities. All committee members will be appointed for terms of no longer than three years. No one may serve on the same committee more than two consecutive three-year terms. Individuals who have served six consecutive years on a committee may stand for nomination on the same committees provided that they have not served in a volunteer capacity for a minimum of one year following the end of their last term. But can go to different committee.

The President, in consultation with the committee chair, can remove a member from a committee for lack of participation. The committee chair appoints vacancies for unexpired terms.

Where Board representation on Committees is considered advisable, appointments will be made by the President in consultation with the Board having given consideration to the following issues:

1. Promotion of real and perceived membership representation.
2. Committees' understanding and commitment to the OPC strategic direction.
3. Delegation from the Board of Directors where appropriate.
4. Structured for efficient, quality decision making for OPC.
5. Reinforcing of the Board of Directors' core mandate.

Committee Chairs shall be appointed for a term of no longer than three years as recommended by the President and ratified by the Board of Directors. No one may chair the same committee more than two consecutive three-year terms. Each Chair will work with the incoming Executive Director to set forth the initiatives for the upcoming year. Committee Chairs are responsible to submit the reports to the Board. Committees may meet in person or via conference calls. Committee actions or recommendations should reflect the consensus of their members or the majority of those present.

3.2.2 Procedures for the Recruitment and Nomination of Committee Members

At the first Board of Directors meeting each year, the President shall appoint the members of the Nominations Committee. In order to form a committee that is a cross-sectional representation of OPC, the President will appoint members based on their knowledge of committee activities, and the functions of the Board. The Nominations Committee shall be responsible for posting committee vacancies together with a brief description of the committee function on OPC's web site and publications.

The Nominations Committee shall solicit prospective nominees for OPC committees from the general membership. All nominees for office will be advised of the nominating process and any requirements of

the committee. Information submitted by each nominee shall be provided to the members of the committee who shall review each nominee's willingness to serve, eligibility and qualifications.

In considering prospective candidates, the committee will review all available information and recommend eligible members who are considered the most qualified to serve. Consideration will be given to nominees who provide a representative balance in the association including such areas as the member's geographical location, area of expertise and interest.

The committee shall establish an ongoing file of all eligible nominees to be kept for a two-year period allowing for appointments to fill vacancies for unexpired terms.

3.3 TASKING AND WORK PLANS

In addition to establishing the terms of reference, the Board of Directors shall task committees with specific responsibilities and projects. All committees shall develop annual work plans and submit them to the Board of Directors for approval.

3.4 REPORTING

Every committee shall provide reports of meetings and progress with work plans to the Board of Directors of OPC.

3.5 NOMINATIONS COMMITTEE

The OPC Nominations Committee is a Standing Committee of Orthotics Prosthetics Canada (OPC). As such, it gets its authority from, and is accountable to, the OPC Board of Directors.

Purpose

The OPC Nominations Committee is responsible for overseeing, soliciting and presenting a list of volunteers who are qualified and skilled persons capable of, and committed to, providing effective leadership and contributions to OPC.

Composition and Term

Members of the Nominations Committee will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Committee membership shall consist of the President, Vice President, the most immediate Past President, and at least three active members in good standing. The Immediate Past President shall serve as the Chair of the Nominations Committee.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

The OPC Office provides support for the Nominations Committee. Staff members are non-voting.

Activities

- Identify and review upcoming vacancies on the OPC Board of Directors and Standing Committees
- Oversee the call for nominations and volunteers

- Seek, identify, and recruit qualified individuals to stand for election as Directors and/or to contribute to OPC Standing Committees
- Ensure that candidates meet the qualifications to serve for OPC
- Communicate with each candidate to discuss roles, responsibilities and expectations
- Finalize nominations and advise the OPC Board of the list of candidates prior to the Annual Meeting of Members
- Oversee all aspects of the election process and procedure

Meetings

The Nominations Committee shall meet at least once a year (via tele-conference call, or in-person). Additional ad-hoc meetings can be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Nominations Committee.

Voting

Each voting Committee member shall have one vote at all Committee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Nominations Committee will be set annually by the Board in consultation with the Chair of the Committee.

Reporting

The Nominations Committee will provide reports of meetings and progress to the Board of Directors. The Committee's work, findings and conclusions will be reported to the Board of Directors. Recommendations for significant changes in direction or policy will require Board approval for implementation

3.6 PROFESSIONAL QUALIFICATIONS COMMITTEE

The Professional Qualifications Committee is a Standing Committee of Orthotics Prosthetics Canada (OPC). As such, it gets its authority from, and is accountable to, the OPC Board of Directors.

Purpose

The Professional Qualifications Committee is responsible for developing, establishing, and maintaining standards for credentialing including the Certification of prosthetists and orthotists, and the Registration of technicians and Accreditation.

Composition and Term

Members of the Professional Qualifications Committee will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Committee shall consist of no more than 5 members, including the Chair. The Chair of the Committee is appointed by the OPC Board President.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

In addition to the committee members, an OPC Board of Directors liaison shall be appointed to the committee as a non-voting member.

The OPC Office provides support for the Professional Qualifications Committee. Staff are non-voting.

Subcommittees

The Chair may appoint a subcommittee when necessary for the Committee to effectively conduct its business

Work Plan and Activities

The Professional Qualifications Committee will develop and carry out a work plan annually, subject to its approval by the Board of Directors. The Board may from time to time task the Committee with specific undertakings in accordance with OPC's Strategic Plan. Among its activities the Professional Qualifications Committee will:

- Review scientific evidence relating to existing or potentially new factors of professional certification/registration programs and related resources and supplemental materials
- Conduct regular reviews, critical analysis and revisions to professional certification/registration programs and related resources and supplemental materials
- Set out the knowledge, skills and abilities required for credentialing including certification and registration
- Establish and maintain policies and procedures for the certification and registration programming
- Manage the standards for recruiting, training and appointing credentialing (certification and registration) examiners
- Promote a culture of professionalism
- When necessary establish subcommittees of knowledgeable practitioners and researchers to provide input on credentialing including certification, and registration.
- Collaborate with other OPC Standing Committees as required
- Develop and implement procedures to accredit educational institutions and professional facilities

Meetings

The Professional Qualifications Committee shall meet at least four times a year (via tele-conference call, or in-person). Additional meetings will be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Professional Standards Committee.

Voting

Each voting Committee member shall have one vote at all Committee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Professional Qualifications Committee will be set annually by the Board in consultation with Chair of the Committee.

Reporting

The Professional Qualifications Committee will provide reports of meetings and progress to the Board of Directors. The Committee's work, findings and conclusions will be reported to the Board of Directors. Recommendations for significant changes in direction or policy will require Board approval for implementation.

3.7 CERTIFICATION AND REGISTRATION BOARD – REVISED FEB 1, 2016

Terms of Reference

The Certification and Registration Board is a standing Committee of OPC at arm's length from the OPC Board. It is guided by and adheres to the policies developed by the Professional Qualifications Committee, and approved by the OPC Board of Directors.

Arm's Length

The OPC Board has the legal responsibility for everything that occurs within the OPC organization. However, the arm's length arrangement means that the Board does not interfere in the credentialing process of candidates. Credentials are conferred onto candidates after successfully accomplishing all aspects of the credentialing process, including the Residency and Internship programs and the written and practical examinations.

Purpose

The Certification and Registration Board is solely responsible for certifying prosthetists and orthotists, and for registering prosthetic and orthotic technicians. Operating within the OPC approved policy framework, the Certification and Registration Board is an independent body that assesses the qualifications of candidates and confers the CBCPO credentials of: Certified Prosthetist, Certified Orthotist, Registered Prosthetic Technician, Registered Orthotic Technician to those who fulfill OPC's educational, experience and exam requirements

CBCPO

OPC is the registered owner of trademarks, including the Canadian Board for Certification of Prosthetists and Orthotists (CBCPO) and all certified and registered credentials. The Certification and Registration Board is a body of OPC, operating independently within approved policies, responsible for implementing and managing the certification and registration processes. **Successful candidates are still recognized as CBCPO Certified through OPC.**

Composition and Term

Members of the Certification and Registration Board will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Committee shall consist of no more than 5 members, including the Chair. The Chair of the Committee is appointed by the OPC Board President.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

An OPC Board of Directors liaison shall be appointed to the Board as a non-voting member.

The OPC Office provides support for the Certification, and Registration Board. Staff members are non-voting.

Work Plan and Activities

The Certification and Registration Board will develop and carry out a work plan annually, subject to its approval by the Board of Directors. Among its activities the Certification and Registration Board will:

- Develop and implement procedures to process applications from members, and interns to become certified or registered as the case may be.
- Develop and implement professional certification and registration examinations including the creation and maintenance of an examination question bank.
- Develop and implement procedures to assess Residents and Interns with respect to their experience and ensure that they fulfill the OPC's experience policy requirements.
- Confer certifications, and registrations to individuals that fulfill all of OPC's requirements.

Meetings

The Board shall meet at least four times a year (via tele-conference call, or in-person). Additional meetings will be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Professional Standards Committee.

Voting

Each voting Board member shall have one vote at all Board meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Certification and Registration Board will be set annually by the OPC Board in consultation with Chair of the Committee.

Reporting

The Certification and Registration Board will provide reports of meetings, work completed and decisions to the OPC Board of Directors. The Certification and Registration Board's decisions will be final and provided to the OPC Board for information only.

3.8 PROFESSIONAL DEVELOPMENT COMMITTEE

The Professional Development Committee is a Standing Committee of Orthotics Prosthetics Canada (OPC). As such, it gets its authority from, and is accountable to, the OPC Board of Directors.

Purpose

The Professional Development Committee is responsible for defining, developing, and implementing effective knowledge transfer activities related to OPC's evidence based body of knowledge and advancing certification/registration in a timely manner.

Composition and Term

Members of the Professional Development Committee will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Committee shall consist of no more than 5 members, including the Chair. The Chair of the Committee is appointed by the OPC Board President. The remaining 4 members shall consist of academic or certified members who have relevant expertise in the areas of research, certification, and/or knowledge transfer which are aligned with OPC's mission and priorities.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

An OPC Board of Directors liaison shall be appointed to the committee as a non-voting member.

The OPC Office provides support for the Professional Development Committee. Staff are non-voting.

Subcommittees

The Chair may appoint a subcommittee when necessary for the Committee to effectively conduct its business

Work Plan and Activities

The Professional Development Committee will develop and carry out a work plan annually, subject to its approval by the Board of Directors. The Board may from time to time task the Committee with specific undertakings in accordance with OPC's Strategic Plan. Among its activities the Professional Development Committee will:

- Identify best practices and resources for knowledge transfer, training and education (i.e. webinars)
- Facilitate the dissemination and uptake of best practices through publications and public documents (i.e. position stands, current opinions, communiques, public documents on website)
- Develop knowledge transfer tools to promote sustainable advancement of professional education aligned with certification/registration standards
- Manage MCE program, take responsibility for member value creation and member understanding
- Collaborate with other OPC Standing Committees as required

Meetings

The Professional Development Committee shall meet at least four times a year (via tele-conference call, or in-person). Additional meetings will be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Professional Development Committee.

Voting

Each voting Committee member shall have one vote at all Committee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Professional Development Committee will be set annually by the Board in consultation with the Chair of the Committee.

Reporting

The Professional Development Committee will provide reports of meetings and progress to the Board of Directors. The Committee's work, findings and conclusions will be reported to the Board of Directors. Recommendations for significant changes in direction or policy will require Board approval for implementation.

3.9 STANDARDS AND ETHICS COMMITTEE – REVISIONS APPROVED – FEB 1, 2016

The OPC Standards and Ethics Committee is a Standing Committee of Orthotics Prosthetics Canada. As such, it gets its authority from, and is accountable to, the OPC Board of Directors.

Purpose

The OPC Standards and Ethics Committee is responsible for developing and maintaining standards of professional practice ("Standards"), a professional code of ethics ("Code"), and providing a mechanism to investigate complaints and to discipline members who breach the Standards and/or the Code.

Composition and Term

Members of the Standards and Ethics Committee will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors and in accordance with the bylaws. The Committee shall consist of no more than 5 members, including the Chair. The Chair of the Committee is appointed by the OPC Board President.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

An OPC Board of Directors liaison shall be appointed to the committee as a non-voting member. The OPC Office provides support for the Standards and Ethics Committee. Staff are non-voting.

Subcommittees

The Chair may appoint a subcommittee when necessary for the Committee to effectively conduct its business. At the outset, there shall be a The Professional Practice Subcommittee which is accountable to the Standards and Ethics Committee.

Work Plan and Activities

The Standards and Ethics Committee will develop and carry out a work plan annually, subject to its approval by the Board of Directors. The Board may from time to time task the Committee with specific undertakings in accordance with OPC's Strategic Plan.

Among its activities the Standards and Ethics Committee will:

- Develop and maintain standards of professional practice including scope, ethics and code of conduct to ensure the safety of the general public/clients and members
- Establish a complaints investigation and separate discipline and enforcement processes to ensure standards are adhered to
- Collaborate with other OPC Standing Committees as required

Meetings

The Standards and Ethics Committee shall meet at least four times a year (via tele-conference call, or in person). Additional meetings will be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Standards and Ethics Committee.

Voting

Each voting Committee member shall have one vote at all Committee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Standards and Ethics Committee will be set annually by the Board or amended as needed in consultation with the Chair of the Committee.

Reporting

The Standards and Ethics Committee will provide reports of meetings and its progress to the Board of Directors. The Committee's work, findings and conclusions will be reported to the Board of Directors in a manner that does not jeopardize the procedural fairness rights of any complainants and members that have ongoing matters. Recommendations for significant changes in direction or policy will require Board approval for implementation.

3.10 PROFESSIONAL PRACTICE SUBCOMMITTEE – REVISIONS APPROVED FEB 1, 2016

The OPC Professional Practice Subcommittee is a Subcommittee of the Standards and Ethics Committee. As such, it gets its authority from, and is accountable to, the Standards and Ethics Committee.

Purpose

The Professional Practice Subcommittee is solely responsible for ensuring that the OPC's professional standards and ethics are adhered to by OPC members, and providing a mechanism to discipline members who breach them. Operating within the OPC approved policy framework, the Professional Practice Subcommittee has established a process for investigating complaints for OPC certified members. Separate processes have been established to deal with complaints that cannot be resolved at the investigation stage. In the event that a complaint has been substantiated, the Professional Practice Subcommittee has authority to make recommendations is an independent body that investigates, adjudicates, and renders decisions including the application of sanctions, as may be required, against an involved member.

Composition and Term

Members of the Professional Practice Subcommittee will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Subcommittee shall consist of a minimum of 3 and no more than 5 members, including the Chair. The Chair of the Subcommittee is appointed by the OPC Board President.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

The OPC Office provides support for the Professional Practice Subcommittee. Staff are non-voting.

Work Plan and Activities

The Professional Practice Subcommittee will develop and carry out a work plan annually, subject to its approval by the Board of Directors. The Board may from time to time task the Subcommittee with specific undertakings in accordance with OPC's Strategic Plan.

Among its activities the Professional Practice Subcommittee will:

1. Set up a panel to investigate complaints of unethical conduct that are brought to the committee's attention
2. Establish a discipline and enforcement process that is separate from the investigation process to ensure standards are adhered to
3. Make recommendations to the OPC Standards & Ethics Committee on the status of a member in question
4. Collaborate with other OPC Committees as required

Meetings

The Professional Practice Subcommittee shall meet up to four times a year (via tele-conference call, or in-person). Additional meetings will be scheduled as required.

Quorum

A majority of the Subcommittee shall constitute a quorum for the transaction of business at all meetings of the Standards and Ethics Committee.

Voting

Each voting Subcommittee member shall have one vote at all Subcommittee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Professional Practice Subcommittee will be set annually by Standards and Ethics Committee or amended as needed in consultation with the Chair of the Subcommittee.

Reporting

The Professional Practice Subcommittee will provide reports of meetings and its progress to the Board of Directors. The Subcommittee's work, findings and decisions will be reported to the Board of Directors in a manner that does not jeopardize the procedural fairness rights of any complainants and members that have ongoing matters. Recommendations for significant changes in direction or policy will require Board approval for implementation.

3.11 MARKETING AND COMMUNICATIONS COMMITTEE

The Marketing and Communications Committee is a Standing Committee of OPC. As such, it gets its authority from, and is accountable to, the OPC Board of Directors.

Purpose

The Marketing and Communications Committee is responsible for advancing the organization through external partnership and network development, knowledge exchange, outreach activities as well as public relations and marketing efforts.

Composition and Term

Members of the Marketing and Communications Committee will be appointed in accordance with the OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Committee shall consist of no more than 5 members, including the Chair. The Chair of the Committee is appointed by the OPC Board President. The remaining 4 members shall consist of individuals who have expertise in one or more of the following areas of public relations, marketing, communications, and/or business.

Each member's term of office shall be for a period of three years, which may be renewed by the OPC Board to a maximum of two consecutive terms.

An OPC Board of Directors liaison shall be appointed to the committee as a non-voting member.

The OPC Office provides support for the Communications and Marketing Committee. Staff are non-voting.

Subcommittees

The Chair may appoint a subcommittee when necessary for the Committee to effectively conduct its business.

Work Plan and Activities

The Marketing and Communications Committee will develop and carry out a work plan annually, subject to its approval by the Board of Directors. The Board may from time to time task the Committee with specific undertakings in accordance with OPC's Strategic Plan. Among its activities the Communications and marketing Committee will:

- Facilitate partnership building, member benefits and relationship growth
- Act as advocates and ambassadors for OPC
- Facilitate industry, government and public awareness and recognition for the profession and the association
- Develop and implement a communication plan and tools for increased awareness and advocacy
- Facilitate special projects developed in partnership with other organizations (i.e. for increased awareness, advocacy and growth)
- Advocacy and conference and event coordination
- Collaborate with other OPC Standing Committees as required

Meetings

The Communications and Marketing Committee shall meet at least four times a year (via teleconference call, or in-person). Additional meetings will be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Communications and Marketing Committee.

Voting

Each voting Committee member shall have one vote at all Committee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Marketing and Communications Committee will be set annually by the OPC Board in consultation with the Committee Chair.

Reporting

The Marketing and Communications Committee will provide reports of meetings and progress to the Board of Directors. The Committee's work, findings and conclusions will be reported to the Board of

Directors. Recommendations for significant changes in direction or policy will require Board approval for implementation.

3.12 FINANCE AND AUDIT COMMITTEE

The OPC Finance and Audit Committee is a Standing Committee of Orthotics Prosthetics Canada (OPC). As such, it gets its authority from, and is accountable to, the OPC Board of Directors.

Purpose

The OPC Finance and Audit Committee is responsible for overseeing OPC's financial matters including the annual financial audit.

Composition and Term

Members of the Finance and Audit Committee will be appointed in accordance with OPC Committee policies, as approved by the Board of Directors in accordance with the bylaws. The Finance and Audit Committee membership shall consist of the President of the OPC Board, the Vice-President, the Treasurer (Chair), a member at large, and the Executive Director as anon-voting member. From time to time as recommended by the OPC Board or the Finance and Audit Committee on an 'as needed' basis, external expertise may be solicited to provide professional advice.

Activities

- Review the annual operating budget and financial reports to ensure adherence to that approved for the year
- Plan and prepare proposed budget for the following fiscal year for presentation to the Board (by the Treasurer)
- Investigate and make investment recommendations for ongoing management of OPC funds
- Provide opinion and/or recommendations from time to time on OPC policies and decisions that directly impact upon the operating budget and investment portfolio
- Analyze options for revenue generation and make recommendations to the OPC Board
- Recommend appointment of the auditors each year for approval by members
- Prepare documents for audit, interact with auditors, and present auditor report to the Board

Meetings

The Finance and Audit Committee shall meet at least three (3) times a year (via tele-conference call, or in-person). Additional ad-hoc meetings will be scheduled as required.

Quorum

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Finance and Audit Committee.

Voting

Each voting Committee member shall have one vote at all Committee meetings and all questions shall be decided by a majority of votes cast.

Budget

The budget of the Finance and Audit Committee will be set annually by the Board in consultation with the Chair of the Committee.

Reporting

The Finance and Audit Committee will provide reports of meetings and progress to the Board of Directors. The Committee's work, findings and conclusions will be reported to the Board of Directors. Recommendations for significant changes in direction or policy will require Board approval for implementation.

3.13 OPC REGIONAL COUNCIL – TERMS OF REFERENCE

Purpose

To facilitate the exchange of information and address issues between Orthotics Prosthetics Canada and its regional affiliates

Composition

The Regional Council will include the President, and Vice-President of OPC, and one representative from each province.

Provincial representatives may be appointed by their respective regional organizations. In provinces where no there is no organization, the representative shall obtain confirmation in writing from the members in the region that he or she represents them. Other OPC and/or regional representatives may be invited at the discretion of the Council members to participate in certain Regional Council meetings from time to time.

The representatives shall be responsible for reporting back to their region and ensuring the continuity of the province's representation at all times.

Meetings

The Regional Council will meet at least twice each year. Meetings may be held by teleconference or other means as determined. The agenda will be set by the Council participants and will deal with regional issues as well as OPC policies and programs as they impact the regions.

Reporting

A report of the Council meetings will be provided to the participants for subsequent dissemination to their respective Boards and stakeholders as warranted.

3.14 THE VOLUNTEER AGREEMENT

PURPOSE

OPC encourages members to volunteer for service on OPC's committees and similar functions. Committee work is of vital importance to OPC and volunteer service in this area is greatly appreciated by the Corporation. The purpose of this policy is to set out the responsibilities and expectations of volunteers serving on committees.

POLICY

All OPC volunteers serving on OPC committees, working groups and task forces shall sign the agreement that follows ([see APPENDIX B](#)) which sets out the responsibilities and expectations for their respective assignments.

PROCEDURES

1. Committees

The President in consultation with the Vice President will play an active role in the appointment process for selecting Chairs and new committee members.

The President, in consultation with the Past President will select the Committee Chairs from a list of nominees provided by the Nominations Committee.

The President of OPC, in consultation with the Committee Chairs will be responsible for the appointment of members to each committee from a list of nominees provided by the Nominations Committee.

The Chair of each committee will be responsible for the appointment of members to subcommittees if required with the exception of the Certification and Registration Board and the Professional Practice subcommittees for which the President and the Vice President in consultation with the respective Committee Chairs shall appoint the Chair

.

Each Chair will work with the incoming President to set forth the initiatives for the upcoming year.

Committee chairs are responsible to submit activity reports to the Board.

Committees may meet in person or via conference calls.

Committee actions or recommendations should reflect the consensus of their members or the majority of those present.

2. Terms of Reference

Terms of Reference shall be provided to the committee members.

3. Tasking and Work Plans

The Board of Directors shall task committees as required by providing committee chairs with a written request outlining the nature of the task, the work that is required, the expected deliverable, and a deadline for same. The task memo should make reference to the Board motion approving the task and its assignment to a particular committee. Committees through their chairs may seek clarification about assigned tasks and may identify issues, and make suggestions aimed at improving outcomes.

Each committee will develop and carry out a work plan annually, subject to its approval by the Board of Directors. The work plan will include tasks assigned to the committee by the Board of Directors as well as new and ongoing projects that the committee is undertaking. Work plans should be developed and/or updated as soon as possible after the committee has been appointed by the Board of Directors.

4. Reporting

Every committee shall provide reports of meetings and progress with work plans to the Board of Directors of the OPC at least two weeks in advance of each meeting of the Board.

The Committee's work, findings and conclusions will be reported to the Board of Directors.

Recommendations for significant changes in direction or policy will require Board approval for implementation.

5. Nominations Committee

At the first Board of Directors meeting of each year, the President shall appoint the members of the Nominations Committee.

In order to form a committee that is a cross-sectional representation of the OPC, the President will appoint members based on their knowledge of committee activities, and the functions of the Board.

The Nominations Committee shall post committee vacancies together with a brief description of the committee function on the OPC's web page.

The Nominations Committee shall solicit prospective nominees for OPC committees from the general membership.

All nominees for office will be advised of the nominating process and any requirements of the Committee.

Information submitted by each nominee shall be provided to the members of the committee who shall review each nominee's willingness to serve, eligibility and qualifications.

In considering prospective candidates, the Committee will review all available information and recommend eligible members who are considered the most qualified to serve.

Consideration will be given to nominees who provide a representative balance in the OPC including such areas as the member's geographical location, area of practice/expertise and interest.

The Committee shall establish an ongoing file of all eligible nominees to be kept for a two-year period allowing for appointments to fill vacancies for unexpired terms.

4 GOVERNING MEMBERSHIP

PURPOSE

The Articles and the bylaws of the Corporation establish membership classes and assign to them specific rights and privileges. Further, the bylaws authorize the Board of Directors to develop policies and procedures to deal with such things as the admission of members, the issuance of titles and designations, the provision of member services, the levying of dues and fees, and the disciplining and removal of members, among other things.

POLICIES

4.1 RIGHTS AND PRIVILEGES OF MEMBERSHIP

All members in good standing of OPC are entitled to be:

- Listed as, and permitted to hold themselves out as members in good standing within their membership class with OPC
- Appropriately informed with respect to OPC 's standards, policies and programs
- In addition, Certified, Registered, and Associate Members are entitled to be nominated for eligible positions on the Board of Directors and committees
- Able to display certificates awarded to the member in good standing

4.2 ADMISSION POLICY

The Board shall be the sole authority for the establishment of policies and criteria for admission to membership, and for the establishment of related policies. The Board may delegate these responsibilities as well as the implementation and administration of other policies, including the implementation and administration of admissions policies to committees.

4.3 MEMBERSHIP CLASSES

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

1. Certified
2. Registered
3. Associate
4. Student

4.3.1 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 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 vote at such meetings.

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

4.3.2 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 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 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.

4.3.3 Associate Members

Associate member status shall be available only to Residents, Interns, or 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.

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

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

4.3.4 Student Members

Student member status shall be available only to persons studying at a recognized Prosthetic and Orthotic school in Canada including OPC accredited institutions, 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.

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

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

4.4 MEMBERSHIP STATUS AND CATEGORY

OPC members may be listed in the association's membership roster as either Active, or Inactive. Members whose Status is registered as Active include those individuals who are either, practicing, studying or engaged in activities related to the profession and pay the corresponding active membership fees to remain in good standing.

Members whose Status is registered as Inactive may further be identified under one of the following Categories: Retired, Leave of Absence, Suspended, or Expelled.

4.4.1 Retired Member

A Retired member is a member who has officially requested retirement from the Corporation. Retirement status is granted to practitioners who have retired from practice, are in good standing with the Corporation and have officially notified the OPC National Office in writing of their intention to retire by completing the OPC retirement status application form. ([see https://opcanada.ca/uploads/5bb28415bffe6.pdf](https://opcanada.ca/uploads/5bb28415bffe6.pdf))

Retired practitioners are permitted the use of the registered trademark credential of the Corporation (with the appropriate designated modifier)

The use of the retired credential is prohibited for purposes of professional remuneration or which would inure to the financial and business benefit of an orthotic and/or prosthetic facility.

Retired members may keep their certificate but have no voting rights. With consent, Retired members may be listed in the Registry in the Retired Members Section.

4.4.2 Member on Leave of Absence

Leave of Absence may be granted by the Board to a member in good standing who has officially requested a temporary Leave of Absence from the Corporation. OPC shall grant members upon request, Leave of Absence in accordance with provincial and federal laws governing leaves of absence including but not limited to such things as pregnancy, parental leave, personal emergency leave, and family medical leave. Members who are on Leave of Absence are listed as Inactive. (See 4.9 Leave of Absence)

4.4.3 Suspended and Expelled Members

In accordance with section 3.03 of the OPC bylaws, the Board may 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.

Suspended or Expelled members are considered to be not in good standing by the association and listed as Inactive in the membership roster.

4.5 MEMBERSHIP DISTINCTIONS

The Board may from time to time confer special Distinctions to deserving members. The Corporation has established three such distinctions namely: Fellow, Life Member, and Honorary Member.

4.5.1 Fellow

The title of Fellow may be conferred upon certified or registered members in good standing who have played a leading role within the Corporation and whose contributions have furthered the advancement of the profession. This may include outstanding work completed at the Provincial/National level, with government/lobbying agencies, a variety of volunteer educational roles, or as an author contributing to members' knowledge and professionalism. Evidence should reflect ongoing professional involvement in a variety of capacities over a minimum of 10 years post-Certification or post-Registration.

Fellows may identify themselves as such including placing the acronym FCBC or using the term Fellow beside their professional designation. Fellows may be Active or Inactive members and must pay membership fees accordingly.

4.5.2 Life Member

The title of Life Member may be conferred upon certain long-standing Fellow members in good standing who have made significant contributions to the Corporation as volunteers. Life Members may identify themselves as such including placing the word Life Member beside their professional designation. Life Members may be Active or Inactive but do not pay any membership fees.

4.5.3 Honorary Member

The title of Honorary Member may be conferred by the Board upon individuals who are not credentialed members of the Corporation but who have made outstanding contributions to the advancement of the profession. Honorary Members may identify themselves as such but may not engage in the practice of orthotics or prosthetics. Honorary Members are Active but do not pay any membership fees.

4.6 MEMBERSHIP FEES

Those eligible may become members upon payment of annual fees. The term of membership of a member shall be annual, subject to renewal in accordance with the policies of OPC.

Membership fees shall be determined, from time to time, by Resolution of the Board.

Certified members in good standing who are also residents pursuing a 2nd discipline shall pay the same membership fees as Certified members.

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

4.7 REMOVAL FROM MEMBERSHIP

The Board, may expel, suspend, or reprimand a member for:

- engaging in activities that contradict the Code of Ethics as published by the Corporation
- violating any provision of the Articles, by-laws, or written policies of the Corporation
- carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion
- 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

4.8 REINSTATEMENT

Former members of the OPC may be reinstated, subject to the criteria for reinstatement as established by the Board of Directors from time to time. The general policies for reinstatement applicable to all applicants for reinstatement are:

A former member who was subject to expulsion under the terms of subsection 3.03 of the Bylaws for serious professional practice violations may on the advice of the Professional Practice Sub-committee not be considered for reinstatement by the Board of Directors, for a specified period of time. A former member applying for reinstatement in this situation shall be required to attend a formal admissions hearing, at which time reinstatement may be approved or denied. PQ Committee to develop reinstatement requirements

All former members who were removed from membership in good standing due to non-payment of fees in accordance with the Bylaws of the OPC, shall be required to apply for reinstatement and comply with the requirements for the particular category of membership for which they are applying for reinstatement, if fees are not received by a certain date as determined annually by the Board.

Reinstatement of all former members shall be contingent upon a signed declaration re-affirming their original membership pledges.

Reinstatement of all former members shall be subject to completion of all fee or other requirements as determined by the Board from time to time.

The date of reinstatement shall be the final date when all required documentation, applicable dues/fees and all other outstanding monies due, are received at the OPC office;

Reinstating members shall not be eligible for "first time" membership status. Pro-rated fees for members reinstating late in the fees cycle may be assessed in accordance with procedures identified in provincial by-laws where procedures for payment of fees on this basis are identified.

Reinstatement of Credential for Practitioners who have become inactive, retired, or voluntarily gave up their credential and wish to regain active member status are subject to the following policies for reinstatement depending on the length of time they have not had their credential;

Less than 7 years

1. The Member must have retired, become inactive or relinquished credential from the Corporation while in good standing.
2. A letter must be received by couriered registered mail at OPC National Office requesting reinstatement.
3. The current year's fees must be remitted
4. Proof of completion of continuing education, equivalent to 6 MCE's per year of absence from the credential, must also be submitted with the request for reinstatement.
5. Signed Member Pledge

More than 7 years

All conditions of reinstatement for "Less than 7 years" must be met plus:

1. The practitioner must challenge and pass Certification/Registration Examination prior to reinstatement of credential.
2. The prevailing application dates, fees, and examination attempts for the Examination will apply.
3. If the Member retired in good standing with the Corporation, current educational and Residency requirements for application to the Examination will be waived.

4. An acknowledgement letter of reinstatement from OPC will be sent when the above requirements have been met. In addition, a new Certification Certificate will be issued at that time.

4.9 LEAVE OF ABSENCE

PURPOSE

OPC members may consider taking a leave of absence (“LOA”) from their membership obligations within Orthotics Prosthetics Canada. The purpose of this policy is to set out the conditions and the administrative requirements of requesting a LOA.

For the purposes of this policy, the definition of “Leave of Absence” shall be construed on a case to case basis in accordance with the laws, regulations and employment standards found within each OPC member’s province of work and the laws of Canada applicable therein.

Each Province and/or Territory within Canada may have its own unique set of employment standards and regulations dealing with leaves of absence.

For further clarity, the reference to any applicable Provincial/Territorial legislation or regulations shall be only for the purpose of defining the types of leave that qualify for an absence. All other terms and conditions of the LOA shall be determined in the sole and absolute discretion of OPC. There shall be no payment of any monetary benefits while on a LOA from OPC.

POLICY

OPC shall grant members upon request, leave of absence in accordance with provincial and federal laws governing leaves of absence including but not limited to such things as pregnancy, parental leave, personal emergency leave, and family medical leave.

Any OPC member who is registered with OPC may request a LOA. Students and Associates are not eligible for a LOA.

While on a LOA, OPC members are considered Inactive and shall not practice as OPC certified or registered members.

While on LOA members will still be required to obtain MCE credits. Members shall be subject to the bylaws of OPC, including the OPC Code of Ethics, while on a LOA.

PROCEDURES

1. Rights and Privileges of Membership

The OPC office shall register members in good standing in the membership roster immediately upon admission to the Corporation.

Members in good standing shall also be listed within the member section of the OPC website.

OPC will make information about programs and services available to members in timely manner through publications, electronic bulletins, and through its website.

In accordance with the bylaws, OPC office shall notify members about upcoming meetings of members including the annual general meeting, and any special meetings.

The OPC office shall notify members of vacancies within the Board of Directors, and/or committees and encourage eligible members to present themselves as candidates in accordance with the nominations policies and procedures.

2. Admission Policy

Forms — Application for admission to Student and to Associate Member status shall be made on the applicable official forms accompanied by supporting documentation and the applicable membership fee.

Waiver — Applicants shall sign an irrevocable waiver of claim or right of action at law against OPC or its officials, as individuals or as a group, which shall include but not be limited to members of the Board, Officers and committees, and employees and all members cooperating with OPC, for any official act in connection with the business of OPC, and particularly, but not limited to, to acts pertaining to admission to membership, the termination of membership, suspension, expulsion or any other discipline.

Member Pledge — The applicant shall sign a pledge to uphold OPC's Bylaws, Policies, and Code of Conduct. ([see Appendix D](#))

3. Professional Membership Fees

The OPC office administers the annual fees billing for all members of the Corporation. The OPC office commences preparation for fees billing in advance of the actual billing date, updating the member database to reflect any changes in fees, membership categories and revising the billing form as required.

Members may pay by cheque, Visa or MasterCard. A premium charge may be imposed on the use of credit cards for payments.

The Fees billing process is as follows:

The OPC office administers the annual fees billing for all members of the Corporation. The OPC office commences preparation for fees billing in advance of the actual billing date, updating the member database to reflect any changes in fees, membership categories and revising the billing form as required.

Those eligible may become members upon payment of annual fees. The term of membership of a member shall be annual, subject to renewal in accordance with the policies of OPC.

Members may pay by cheque, Visa or MasterCard. A premium charge may be imposed on the use of credit cards for payments.

Membership fees shall be determined, from time to time, by Resolution of the Board.

Certified members in good standing who are also residents pursuing a 2nd discipline shall pay the same membership fees as Certified members.

The Fees billing process is as follows:

- The Corporation shall notify Members in writing of the requirement to renew their membership on or before a specific deadline each year.
- The notice shall set out the amount due and the due date.

- Any Member that fails to pay the annual due by the due date shall be subject to a late fee charge of an additional 20% of the fees owing.
- A Member that fails to pay his/her annual fees and the late fee charge within one calendar month of the membership renewal date, shall automatically cease to be a member in good standing of the Corporation.
- A Member that is not in good standing for the failure to pay the annual Membership due shall be listed as Inactive and Suspended from using the Corporation's Certification marks until such time as the member's status has been restored to Member in Good Standing.
- Delinquent members not in good standing due to failure to pay professional fees, are obligated to 'show cause' for why their membership should not be suspended by writing to the Board the reasons for their delinquency and requests for special consideration.
- Unless the suspension is revoked, the Member shall be requested to deliver up his/her Certification/Registration Certificate. After six months, the member shall be expelled permanently.

4. Removal from Membership

The Board, may expel, suspend, or reprimand a member for:

- engaging in activities that contradict the Code of Ethics as published by the Corporation
- violating any provision of the Articles, by-laws, or written policies of the Corporation
- carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion
- 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 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' written notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. This notice shall be in the form of a registered letter or signed delivery.

The member may make written appeals 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) 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.

5. Reinstatement

PURPOSE

There are various reasons why an individual may have been removed from membership. Depending on the reason for removal from membership, former members of OPC may be eligible for reinstatement. Terms of reinstatement and the requirements of reinstatement vary, and those scenarios are outlined in the Policy section below.

POLICY

A former member who was subject to expulsion under the terms of subsection 3.03 of the Bylaws for serious professional practice violations may not be considered for reinstatement by the Board of Directors for a specified period of time, on the advice of the Professional Practice Sub-committee. A former member applying for reinstatement in this situation shall be required to attend a formal admissions hearing, at which time reinstatement may be approved or denied. That member should have proof of completion of MCEs with them at the time of the hearing.

All former members who were removed from membership in good standing due to non-payment of fees in accordance with the Bylaws of the OPC, shall be required to apply for reinstatement and comply with the requirements for the particular category of membership for which they are applying for reinstatement.

Reinstatement of all former members shall be contingent upon a signed declaration re-affirming their original membership pledges.

Reinstatement of all former members shall be subject to completion of all fee or other requirements as determined by the Board from time to time.

Once all required documentation, applicable dues/fees and all other outstanding monies due are received at the OPC office, the request for reinstatement will be sent to the Board of Directors. The date of reinstatement shall be the date when the Board of Directors approves the reinstatement.

Reinstating members, returning to the same professional status they previously held, shall not be eligible for "first time" membership status. This policy is not applicable to interns or residents who have lost their status in the residency/internship program. For reinstatement into the residency/internship program, please refer to The Residency/Internship Handbooks.

Pro-rated fees for members reinstating late in the fees cycle may be assessed in accordance with procedures identified in OPC Policies where procedures for payment of fees on this basis are identified.

Reinstatement of Credential for Practitioners who wish to regain active member status are subject to the following policies for reinstatement depending on the length of time they have not had their credential.

Less than 7 years

6. A completed Reinstatement Application Form must be received by email to info@opcanada.ca , or by mail at OPC National Office requesting reinstatement.
7. The reinstatement fee applicable at the time of reinstatement must be paid in full at the beginning of the reinstatement application process. This fee is non-refundable.
8. Proof of completion of continuing education must also be submitted with the request for reinstatement. MCEs must be maintained as per the MCE window that the member was in when they were removed from membership. If the former member's MCE window ran out while they were removed from membership, the second MCE window starts automatically. For instance, if a member left 6 years ago at the start of their MCE window, they would owe the full 40 credits to be eligible for reinstatement, plus they would only have 4 years left of their new window to complete their next 40 MCE credits.

9. The current year's fees must be remitted, as well as any applicable late fees. Members who were removed for unpaid dues must pay the reinstatement fee and late payment fee for the year they were removed, plus the applicable dues for the year they are reinstating.
10. Signed Member Pledge (see Appendix D)

More than 7 years

All conditions of reinstatement for "Less than 7 years" must be met plus:

5. The practitioner must challenge and pass Certification/Registration Examination prior to reinstatement of credential.
6. The prevailing application dates, fees, and examination attempts for the Examination will apply.
7. Current educational and Residency requirements for application to the Examination will be waived.
8. An acknowledgement letter of reinstatement from OPC will be sent when the above requirements have been met. In addition, a new Certification Certificate will be issued at that time.

PROCEDURE

A former member who wishes to reinstate as a member in good standing may do so by submitting a Reinstatement Application Form to the OPC National Office, as well as all applicable documentation of MCEs. These documents can be sent via email to info@opcanada.ca, or by mail. At this time, payment of all applicable dues and fees can be made to OPC National Office.

The OPC office shall review the reinstatement application and ensure that the member has fulfilled any conditions for reinstatement that may have been imposed by these policies and the Board of Directors. The OPC office shall provide reinstatement applications that are compliant to the Board of Directors for consideration and reinstatement of the member.

Once all required documentation, applicable dues/fees and all other outstanding monies due are received at the OPC office, the request for reinstatement will be sent to the Board of Directors. The date of reinstatement shall be the date when the Board of Directors approves the reinstatement.

6. Leave of Absence

PURPOSE

OPC members may consider taking a leave of absence ("LOA") from their membership obligations within Orthotics Prosthetics Canada. The purpose of this policy is to set out the conditions and the administrative requirements of requesting a LOA.

For the purposes of this policy, the definition of "Leave of Absence" shall be construed on a case to case basis in accordance with the laws, regulations and employment standards found within each OPC member's province of work and the laws of Canada applicable therein.

Each Province and/or Territory within Canada may have its own unique set of employment standards and regulations dealing with leaves of absence.

For further clarity, the reference to any applicable Provincial/Territorial legislation or regulations shall be only for the purpose of defining the types of leave that qualify for an absence. All other terms and conditions of the LOA shall be determined in the sole and absolute discretion of OPC. While on a LOA

from OPC, there shall be no payment of any monetary benefits for purposes of professional remuneration or which would inure to the financial and business benefit of an orthotic and/or prosthetic facility.

POLICY

OPC shall grant members upon request, leave of absence in accordance with provincial and federal laws governing leaves of absence including but not limited to such things as pregnancy, parental leave, personal emergency leave, and family medical leave.

Any OPC member who is registered with OPC may request a LOA. Students and Associates are not eligible for a LOA.

While on a LOA:

- OPC members are considered Inactive and shall not practice as OPC certified or registered members. For the duration of the LOA, they will not be listed in the public Find a Member directory.
- OPC members will be permitted to attend OPC meetings, but they are considered to be non-voting members.
- OPC members will still be required to obtain MCE credits.
- OPC Members shall be subject to the bylaws of OPC, including the OPC Canons of Ethical Conduct.

PROCEDURE

OPC members who wish to apply for a LOA should complete a Leave of Absence Application form as soon as possible and submit it to OPC National Office via info@opcanada.ca or by mail. The Leave of Absence Application form can be found in Appendix E of the OPC Governance Policies and Procedures Manual. A \$100 administrative fee will apply per year.

OPC staff shall provide written confirmation that the LOA is in effect only after all applicable forms have been submitted and all applicable fees have been paid to OPC.

After the request for a LOA has been accepted, the leave shall be effective for the OPC's fiscal year only. When a LOA is completed part way through a fiscal year, OPC shall prorate fees to the nearest quarter.

A LOA is valid for one year. If a member wishes to extend their LOA, they must submit an updated LOA Application Form and pay applicable administrative fees.

The member is required to inform OPC of their intention to return to full membership in writing, by mail or email. Reactivation will start upon receipt of notification and fees, or on a later date indicated by the member.

When a LOA is completed part way through a fiscal year, OPC shall prorate fees to the nearest quarter.

If a member decides to return to work from a LOA earlier than expected, then this request must be made to OPC and full fees need to be paid. In addition, the OPC member needs to meet all other renewal requirements including completion of Mandatory Continuing Education credits.

5 GOVERNING MEETINGS OF THE MEMBERS

5.1 NOTICE OF MEETINGS

PURPOSE

In accordance with the Canada Not-for-profit Corporations Act section 160. (1), the Directors of a corporation shall call an annual meeting of members. Further, the Directors of the Corporation may at any time call a special meeting of members.

The Act and the bylaws of the OPC require that appropriate notice be provided to the members in advance of the annual meeting, or any special meetings.

POLICIES

Notice by mail, courier, electronic or other form of delivery shall be given 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

Notice by telephone, electronic or other communication means shall be given 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.

A notice in the newsletter shall be considered valid providing the newsletter was mailed or transmitted electronically at least 60 days prior to the meeting to each voting member.

The order of business for member meetings shall be as announced in the meeting notice.

PROCEDURES

OPC shall notify members of upcoming meetings:

- a) Directly via email or similar electronic means at least 21 days prior to the meetings; and/or
- b) Through its newsletter provided that it reaches members at least 60 days prior to the meetings

The President may also notify and invite nonvoting members of upcoming members meetings at his or her discretion.

5.2 MEETING RULES

PURPOSE

Formal meetings of members, including the annual meeting, and any special meetings must be conducted in accordance with the requirements stated in the Act and the OPC bylaws. The following policies are aimed at achieving compliance with the Act and the bylaws, and ensuring orderly proceedings.

POLICIES

5.2.1 Persons Entitled to be Present

In accordance with the OPC bylaws, 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 chair of the meeting or by resolution of the members.

5.2.2 Quorum

A quorum, as defined in the OPC bylaws shall be 10 voting members present at the meeting. If a quorum is not present, business transacted by the body shall be unofficial and non-binding on the association.

5.2.3 Votes to Govern

Voting shall be by general consent or by voice vote, unless a vote by standing is ordered by the presiding Officer or by request of a member present.

A simple majority of votes shall be sufficient for the adoption of ordinary resolutions.

Special resolutions shall require a two thirds majority of votes.

Voting by proxy is not permitted.

5.2.4 Chair of the Meeting

The presiding Officer of the annual meeting of members or any special meeting of members shall be the President. 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.

The presiding Officer shall determine the presence of a quorum and call the meeting to order.

5.2.5 Rules

As specified by the OPC's bylaws, the procedures prescribed by the book *Robert's Rules of Order* shall govern the conduct of the member meetings in all cases where they are not inconsistent with the bylaws and any special rules of order the OPC may adopt.

5.2.6 Bylaw amendments

Unless the articles, the by-laws or a unanimous member agreement otherwise provides, the Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation, as referred to in Part 10 subsection 152 of the Act, except in respect of matters referred to in subsection 197(1).

5.2.7 Member Proposals

A member entitled to vote at an annual meeting of members may, in accordance with section 163 of the CNCA, make a proposal to make, amend or repeal a by-law.

A proposal may include nominations for the election of Directors if the proposal is signed by not less than 5 percent of the voting members at which the proposal is to be presented.

OPC shall not be required to bring a member proposal to a members' meeting if:

- (a) the proposal is not submitted to the Corporation within 30 to 90 days before the meeting;
- (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, members or debt obligation holders;
- (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- (d) the member fails to present — in person or, if authorized by the by-laws, by proxy — at a meeting of members, a proposal that at the member's request had been included in a notice of meeting;
- (e) substantially the same proposal was submitted to members in a notice of a meeting of members held not more than the prescribed period before the receipt of the proposal and did not receive the prescribed minimum amount of support at the meeting; or
- (f) the rights conferred by this section are being abused to secure publicity.

PROCEDURES

1. Persons Entitled to be Present

The OPC office shall ensure that all participants to meetings of members have been identified and registered in advance.

At the start of the meeting, the Chair shall remind the assembly of the persons entitled to be present including voting members, ex officio participants, and other members specifically invited.

2. Quorum

The Chair shall ask a person to confirm that the voting members in attendance constitute a quorum.

3. Votes to Govern

Voting on motions shall be conducted by a simple show of hands.

Votes for and against motions shall be counted and reported to the assembly by the Secretary

The Chair shall announce the count, stating "motion carried" or "motion defeated."

For ordinary resolutions a simple majority will suffice to carry a motion.

For special resolutions a two thirds majority will be necessary.

At any time, a voting member may ask that a vote be conducted by secret ballot.

An appointed person shall collect the ballots, tally the results and report them to the President, who shall subsequently announce the results.

4. Rules

The Chair or other presiding Officer shall ensure the orderly conduct of business before the body. To that end, no member may speak before the body unless properly recognized by the presiding Officer.

In an effort to ensure against one-sided presentations, the presiding Officer may recognize speakers in such order as to present alternative pro and con presentations on a proposition before the body.

In an effort to ensure that all members have equal opportunity to be heard on a proposition, and that the efficient conduct of business is not thwarted by needless repetition of the same argument or point, the presiding Officer may limit the number of times a member is recognized to speak on the same proposition.

In order to ensure that there is adequate time to consider all matters scheduled to be considered by the body, the presiding Officer may limit the time for consideration of each agenda item, the number of speakers to be recognized on each item and the amount of time available to each speaker.

5. Bylaw amendments

The Board of Directors shall amend existing bylaws, or create new ones by ordinary resolutions adopted at formally constituted meetings of the Board.

Further to their adoption by the Board, ordinary bylaw amendments may be enacted at any time but must be ratified by the voting membership at the next meeting of members.

For certain issues such as those affecting the fundamental rights of members, a two thirds majority vote by the membership will be required to approve the amendment.

6. Member Proposals

The OPC office shall include any member proposal in the notice of meeting.

If so requested by the member who submits the proposal, a statement in support of the proposal by the member and the name and address of the member shall be included with the notice of meeting.

6 GOVERNING COMMUNICATIONS

6.1 EXTERNAL

PURPOSE

As OPC is the voice of orthotic and prosthetic professionals across Canada, it is important that the information issued externally by the organization be accurate, consistent, timely, and that it serve the best interests of the profession.

POLICY

OPC regularly communicates with its membership and with adjacent communities. From time to time, OPC publishes statements and reports that are made available via its website, emails and newsletters. OPC manages its external communications in an open and pragmatic way and strives to be responsive to the legitimate interests of its stakeholders as well as the media. The OPC President is the designated official public spokesperson of the organization. The President may request that another member of the Board, the Executive Director, or subject matter expert perform this function, if circumstances warrant.

PROCEDURE

The following is the established process for bringing requests for information by the membership or stakeholders before the leadership of OPC:

1. Request for information will be made to the Executive Director of OPC.
2. When possible, the Executive Director will request that specific questions be outlined in writing.
3. For routine requests involving administrative matters, the OPC Executive Director will respond directly to the request.
4. For complex or controversial issues, the Executive Director will contact the OPC President with the request. The OPC President and the Executive Director will discuss the request to determine the benefits/risks of responding and the appropriate timing for a response. The President will then deal with the request as follows:
 - a. The OPC President will discuss the request with the Board via email or teleconference and a position will be developed by consensus. The President will clearly indicate to Board members when OPC must respond to the request so that the Board can discuss the issue in a timely manner.
 - b. The Board position will then be communicated by the OPC President or the Executive Director.

6.2 INTERNAL COMMUNICATIONS POLICIES

6.2.1 COMMUNICATION WITH THE STAFF & DIRECTORS

PURPOSE

Directors are entitled to adequate information in order to make an informed decision and including:

- (a) The need for a Director to have additional information;
- (b) The requirement to share that additional information with all the Directors;
- (c) The need to be administratively efficient.

There are two principal types of requests for information:

- a) Requests that any Board member may make;
- b) Requests that relate to the duties and responsibilities of Directors.

POLICIES

1. Questions that any Board member may ask shall be addressed to the appropriate staff person (e.g. where can I get a copy of the bylaws? When is the next Board meeting?).
2. Questions that relate to the duties and responsibilities of Directors shall be addressed to the Executive Director and the President and copied to all the Directors.
3. In the interests of team building and cooperation, where Directors are discussing issues that will be voted on by the Board, Directors should not communicate with other individual Directors unless they make a concerted effort to communicate with all.

6.3 PRIVACY POLICY

PURPOSE

OPC is committed to protecting the privacy of personal information of its members and all users of its services. This Privacy Policy has been prepared to affirm OPC's commitment to maintaining high standards of confidentiality, to provide information on OPC's practices concerning the collection, use and disclosure of personal information and to comply with the Personal Information Protection and Electronic Documents Act (PIPEDA) and other applicable statutes.

POLICY

OPC shall respect and uphold an individual's right to privacy and to protection of his or her personal information. The OPC Privacy Policy shall incorporate the provisions of the Personal Information Protection and Electronic Documents Act. This policy applies to all members and persons who provide personal information to OPC directly or through other means.

PROCEDURES

OPC shall be accountable for the personal information under its control. A Privacy Officer shall be appointed and will be responsible for OPC's compliance with this Policy.

OPC may collect and use personal information about members solely for the following purposes:

- to enable communication between members and to administer member records;
- to provide products and services requested;
- to provide income tax receipts;
- to process payment for the products and services requested;
- to support analysis, research, and management of the OPC's programs;
- to enable access to the members-only web sites,
- to meet statutory and regulatory requirements;
- for admission;
- to conduct professional practice investigations where required;
- for research and planning purposes

The only circumstances under which personal information may be disclosed to third parties is for the fulfillment of any purposes identified above, or as required by law. Where personal information is disclosed to third parties for the fulfillment of any purposes identified above, OPC will make all reasonable efforts to ensure that the third party has appropriate security procedures in place for the protection of the personal information being transferred.

Registration as a member of the OPC or the use of its products and services will be regarded as consent by the member for the OPC to collect, use, and disclose personal information for the purposes stated in this Policy.

Members may refuse or withdraw consent at any time to provide the OPC with personal information, subject to legal and contractual restrictions and reasonable notice. However, the decision by members to withhold particular information may impact their ability to meet the membership requirements of OPC.

The OPC shall not use or disclose personal information for any purpose other than that for which it was collected, except with members' consent or as required by law. The OPC shall not sell, lease, or trade

information about members to other parties. Personal information shall be retained only as long as is necessary for the fulfillment of the purposes for which it was collected, or as required by law. The OPC will make all reasonable efforts to ensure that personal information is as accurate, complete, and current as required for the purposes for which it was collected. Members may report any inaccuracies in their information to the OPC, the OPC will make the appropriate corrections promptly. In some cases, the OPC will necessarily rely on members to ensure that certain information about them, such as their mailing address and telephone number, is current, complete, and accurate.

The OPC shall use appropriate security safeguards to protect members' personal information from risks such as loss, misuse, unauthorized access, disclosure, or alteration. Safeguards shall include physical, administrative, and electronic security measures. All OPC staff shall abide by the OPC's privacy standards.

Members shall have the right to access their personal information under the control of OPC. Upon request in writing to the Privacy Officer, members will be informed of the existence, use, and disclosure of their personal information and will be given access to that information. In certain exceptional situations, the OPC may not be able to provide access to certain personal information that it holds about members. For example, the OPC may not provide access to personal information if doing so would reveal personal information about a third party. If access cannot be provided, the OPC will notify the member, in writing, of the reasons for the refusal.

6.4 BILINGUALISM

PURPOSE

As a national not-for-profit organization, OPC must strive to serve its members coast-to-coast in the official language of their choice. The following policy statement establishes OPC as a bilingual organization and the extent to which it will provide services in both official languages.

POLICY

The OPC will provide information and services to its membership and the public in the official language of their choice, English or French, to the best of their ability and within fiscal constraints.

7 GOVERNING FINANCES

PURPOSE

The OPC Board of Directors is responsible for exercising duty of care and diligence to ensure that the association's finances are managed properly and that OPC's assets are safeguarded from waste, fraud and inefficiency. The following policies aim to ensure that the finances of OPC are appropriately managed and in accordance with Canadian generally accepted accounting principles, and comply with legal requirements.

7.1 FINANCIAL MANAGEMENT

POLICY

The OPC Board of Directors shall take all steps necessary to ensure that OPC's finances are managed properly and its assets are safeguarded from waste, fraud, and inefficiency.

In this respect, OPC shall establish a Finance and Audit Committee that is independent from Management to monitor the effectiveness of all internal control mechanisms.

PROCEDURES

The OPC Treasurer through Management shall be responsible for efficient financial operations and compliance with financial policies by:

- Ensuring that accounting information is accurate and reliable, and all accounting staff is competently performing their duties and preparing all necessary organizational financial reports and government filings.
- Ensuring that the monthly financial statements have been prepared on time and all differences between the proposed and the actual budget have been investigated and explained.
- Reviewing and initialing the monthly bank reconciliation and payroll summaries.
- Reviewing all monthly bank statements and returned cheques before being turned over to accounting.
- Reviewing source documents and financial statements and ensuring that transactions are being coded to the correct accounts.
- Ensuring that accounting documents and files are neat and orderly and can be quickly accessed.
- Ensuring that all disbursements have been signed by two signatories and that the related supporting documentation has been reviewed.
- Reviewing the aged trial balance of accounts receivable as well as the list of accounts payable owing to creditors, investigating and following up where necessary.
- Ensuring that the accounting staff is maintaining a regular monthly analysis of all balance sheet accounts (and related revenues and expenditures) as well as a backup file to support all non-routine journal entries.
- Processing all purchase order transactions, expense reports, bad debt write-offs and non-routine purchases such as capital assets and investments.
- Regularly performing an analysis of revenues, including miscellaneous items, and ensuring that all revenues have been properly recorded.

Management shall complete monthly financial control checklists (see below) and shall report to the Finance and Audit Committee 4 times annually.

7.2 INTERNAL CONTROLS

POLICY

The Board of Directors shall have the sole authority to set, approve, or amend major financial policies governing the Corporation including but not limited to:

- Banking
- Reserves
- Investment
- Budget
- Management and/or Executive Director's remuneration

No major financial policies shall be established or implemented without prior approval from the Board.

All cheques issued by OPC shall require two authorized signatures. The list of signing Officers is approved by the Board of Directors.

Signing Officers must leave proof of signature with OPC at the organization's bank.

Management in consultation with the Board may develop financial policies from time to time.

Major financial policies will be presented to the Board for consideration and approval. The Board of Directors shall review all major financial policies annually.

FINANCIAL REPORTING

The OPC's annual budget shall be prepared and approved annually prior to the start of each fiscal year. The budget can only be revised during the year if approved by the Board of Directors.

The organization will prepare regular financial reports on a quarterly basis. All reports are finalized no later than 30 days after the close of the prior quarter.

Staff shall be responsible for producing year-to-date reports within 30 days of the end of each quarter including a Balance Sheet, and a statement of Revenues and Expenses

The Board of Directors will review financial reports each quarter.

7.3 RESERVE FUND POLICY

POLICY

OPC will have adequate funding reserves to ensure the stability and ongoing operations of the organization, to provide a source of internal funds for organizational priorities to cover wind-down provisions. Specifically, fund reserves balances will be established and maintained that:

- Provide adequate financial resources to ensure that OPC can continue to deliver its services in the event of any disruption stemming from short-term interruptions in cash flow
- Provide for the accumulation of financial resources for use in capital acquisitions
- Provide financial resources to support the evaluation and development of new program opportunities
- Provide the financial resources to respond, in a planned and decisive manner, to long-term or permanent decreases in revenues
- Provide sufficient financial resources to maintain OPC's creditworthiness

The target minimum reserve fund for the organization shall be six (6) months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, office, travel, program, and ongoing professional services.

PROCEDURE

1. Accounting for Reserves

The Reserve Fund will be maintained in a segregated bank account and/or investment fund(s) depending on how quickly access to this funding is required.

2. Annual Review of Reserve Fund Equity

The current amount of reserve fund and component targets within the reserve fund will be reviewed by the Board of Directors as part of the annual budget process, and adjusted as necessary in response to internal and external developments and changes.

3. Authority to Use Reserves

Use of the Funding reserves is subject to approval of the Board of Directors. To use the operating reserves, Management will submit a request to the Board of Directors. The request will include the analysis and determination of the use of funds and plans for replenishment. The organization's goal is to replenish the funds used within twelve (12) months to restore the operating reserve fund to the target minimum amount.

4. Reporting and Monitoring

Management is responsible for ensuring that the Reserve Funds are maintained and used only as described in this Policy. Upon approval for the use of Reserve Funds, Management will maintain records of the use of funds and provide regular reports to the Board of Directors as required.

A detailed schedule of reserves must be maintained by the accountant and made available to the auditor for review during the annual audit.

7.4 INVESTMENT POLICY

POLICY

The Board of Directors of OPC shall manage the Corporation's finances prudently through an investment policy based on capital preservation.

The investment policy shall apply to OPC's Reserve Fund.

The investment policy shall be reviewed from time to time by the Board of Directors and may only be amended by the Board.

Management shall not allow investments to be unprotected, inadequately maintained, or unnecessarily risked and investment risks must comply with the approved policies noted below.

Monies are to be invested in generally secured/guaranteed term investments to ensure the complete protection and preservation of capital. These include:

- a) Bonds, term deposits, certificate deposits, bankers' acceptance and bearer deposit notes fully guaranteed by:
 - The Government of Canada or a Provincial Government,
 - Other approved government entities (such as Crown Corporations).
- b) Canadian Chartered Bank deposit accounts and instruments.

Management will ensure appropriate liquidity of investments to meet the operational and capital requirements of OPC.

PROCEDURES

1. Management in consultation with the Treasurer will invest OPC's funds in accordance with the investment policy and direction from the Board of Directors.
2. Management shall establish an investment account or portfolio with a Schedule 1 bank or its related investment arm.
3. All of OPC's excess funds shall be transferred to the investment portfolio to ensure flexibility and liquidity.
4. A detailed schedule of investments must be maintained and reconciled to the bank quarterly by the accountant.
5. Management will provide quarterly reports to the Board with respect to the performance of the investments.

7.5 TRAVEL AND EXPENSE POLICY – REVISIONS APPROVED NOVEMBER 29, 2015

POLICY

It is the policy of the Corporation to reimburse employees and other officials and volunteers of the Corporation for certain pre-approved expenses incurred in the performance of duties for the Corporation. All Corporation operations are funded, to a large extent, by membership fees from individuals. As such all Corporation employees and other persons performing services on behalf of the Corporation have a responsibility to ensure that prudence and restraint are exercised in the expenditure of these funds. In all cases, therefore, sound business practices must govern any decision to incur expenses but, in addition, clear rules and guidelines must be adhered to in order to ensure the proper use of the Corporation's funds.

Air Travel

Air travel is arranged through the Corporation's travel agent; however, certain trips may be arranged personally. It is the policy of the Corporation to either pay such expenses directly to its agents or reimburse the person claiming the expenses based upon the following guidelines:

1. Each trip will be authorized by Management through communication from the Head Office for the purposes of travelling for Corporation business.
2. In the absence of the Executive Director, approval must be obtained from the Treasurer or President, and in certain circumstances by the Chair of the Committee whose Committee is charged with the expense.
3. Management will approve travel authorization for the staff.
4. The President or the Treasurer of the Corporation should perform travel authorization for the Executive Director.
5. No personal trips will be authorized for billing the Corporation even if reimbursement is promised or provided.
6. Economy class fares only will be allowed and, where possible, cut-rate fares must be taken advantage of.
7. If alternative methods of travel are preferred or selected, reimbursement will be for the lowest cost method of travel using the standard rate of travel as advised by the Corporation's travel agent (eg. If driving is preferred to flying, the lesser expense of car mileage at the Corporation's kilometer rate or standard airfare rate will be reimbursed)

The Corporation will not provide reimbursement for use of airline coupons, tickets, points or air miles used for travel on Corporation business. The use of personal frequent flyer points for Corporation travel is voluntary and is not a reimbursable expense.

CAR RENTALS

As with air travel, most car rentals are arranged through the Corporation's agents for direct billing. The following guidelines must be adhered to in incurring car expenses:

1. Car rentals must not be used if an alternative, cheaper method of transportation is available. For example, car rental for a one or two-day out of town trip is not usually economical when compared to the cost of taxicabs. All persons must use reasonable judgment in this regard.
2. Each car rental for direct billing must be pre-authorized by Management, or if not possible, by the President or Treasurer in accordance with the expense report process.

3. Car rentals will not be reimbursed for local travel, i.e., within the person's hometown or city. In this case you are expected to use your personal vehicle, and, if applicable, claim the kilometer reimbursement as stipulated below.
4. No personal use of car rentals will be authorized for billing to the Corporation even if reimbursement is promised or provided.
5. When car rental is considered necessary, a size and class of car that is appropriate to the number of passengers must be selected in order to minimize costs.
6. If the rental is booked under the name 'Orthotics Prosthetics Canada', rental car insurance is not required as it is covered under the corporate liability insurance policy. If the rental is not booked under 'Orthotics Prosthetics Canada', rental car insurance must be purchased.

TAXI FARES

Taxi fares will be reimbursed where they are incurred on Corporation business as follows:

1. From home/office to airport/train station on outbound trips in your hometown (and vice versa on the inbound trip)
2. From airport/train station to office/hotel on outbound trips in the city being visited (and vice versa on inbound trips)
3. Taxi fares within the city you are visiting as required

Original receipts must be obtained for all taxi fares and must include gratuities. Whenever possible, taxis should be shared.

KILOMETER ALLOWANCE

Where persons are required to use their personal automobile for Corporation business, they will be reimbursed for the kilometers driven on such business at the governing reimbursement rate. The current mileage reimbursement rate used is the CRA mileage reimbursement rate as published here: <http://www.cra-arc.gc.ca/tx/bsnss/tpcs/pyrll/bnfts/tmbllwnc/rts-eng.html>

OTHER TRAVEL EXPENSES

The Corporation will reimburse such other travel expenses as may be incurred by personnel on Corporation business if they are reasonable, given the circumstances.

These include:

- Train fares (not directly billed) business class rail travel is permitted
- Bus fares (both inter-city and airport buses)
- Parking- meter parking (no receipt required)
- Lot parking (receipt required)
- Road tolls
- Gas for rental cars only if the Corporation reimburses the cost of the rental car.

LIVING EXPENSES

ACCOMMODATION

It is the Corporation's policy to reimburse employees, Officers of the Corporation and volunteers for hotel room charges incurred while on Corporation business when the individual is "out of town", i.e. away from one's normal city or town of residence. In some cases, hotel accommodations for "in-town"

meetings or functions that extend over multiple days are warranted (i.e. early morning start after evening meeting), but must obtain approval from Head Office in advance.

As with the reimbursement of all expenses, it is necessary for all personnel, Officers of the Corporation and volunteers to follow sound business practices in order to minimize the cost to the Corporation in accordance with the following.

1. Reimbursement for meetings or functions will only cover the accommodations necessary to attend the meeting or function. Any extension in advance or following the meeting or function will be the responsibility of the individual. (e.g. For a one-day meeting, accommodations for the evening before a full day meeting will be reimbursed with departure planned following the meeting where possible. In some cases, air travel may not be possible following the one-day meeting and, in those cases, a second evening of accommodation is warranted)
2. It is expected that personnel, Officers of the Corporation and volunteers will stay in the least expensive accommodation available. For example, it is not acceptable to stay in and pay for suite accommodation if a single room is sufficient.
3. It is expected that whenever possible and appropriate, rooms will be shared in order to minimize costs.
4. Whenever possible, hotel rooms will be directly billed to the Corporation's Head Office, given prior arrangements with Management, or if not possible, with the Treasurer or President.
5. Staff, Officers of the Corporation and volunteers are required to utilize accommodations that have been contracted by the Corporation for the meeting or function, if reimbursed by the Corporation.
6. In no cases will employees or other Officers of the Corporation or volunteers be allowed to charge, directly to the Corporation, room service, restaurant, bar or valet charges. These must be paid upon leaving the hotel and, if they qualify for reimbursement, be claimed on an expense report at the termination of the trip.

MEALS

The Corporation recognizes that, while persons are traveling on Corporation business, certain additional expenses are incurred on meals and other items that may not otherwise be incurred if the travel were not undertaken. The Corporation will reimburse meal costs up to the maximum as follows:

1. If persons are required to stay overnight in a hotel or lodging accommodation, they are eligible to claim meal costs for each night that they are "out of town".
2. Receipts will be required for these reimbursements to be made.
3. The reimbursement is limited to:
 - \$75 per day total
4. If meals are arranged by the Corporation as part of a meeting or function for the Corporation's personnel, Officers or volunteers at any time during their out-of-town business, meal costs may not be claimed in addition or instead of what has already been arranged.

ENTERTAINING

The Corporation recognizes that a certain amount of entertaining is necessary in the course of transacting Corporation business. In most cases, there will be a budget established for the meeting or function and all expenses, including entertainment expenditures, should be within the budget established. These expenses must be authorized by Management or, if not possible, approval must be

obtained from the Treasurer or President, and in certain circumstances by the Chair of the Committee whose Committee is charged with the expense.

Entertainment expenditures, more than any other, requires individuals to show constraint and sound business practice. It is useful to repeat at this point that primarily personal contributions and members' fees fund the Corporation and as such we have a duty to practice restraint in this area and balance the objectives of the Corporation within our limited financial resources.

It is the Corporation's policy to reimburse staff and other Officials of the Corporation for entertainment expenses incurred specifically for Corporation business in accordance with the following guidelines:

1. Entertainment expenses will only be reimbursed if they are reasonable, given the circumstances of the occasion, with regard to:
 - a. the staff member or Corporation Official performing the entertaining
 - b. the person or persons being entertained
 - c. the reason for the entertainment
 - d. Entertainment will only be reimbursed if it is necessary, given the circumstances, to transact business over a meal (e.g. a dinner meeting).

In these cases, there must be a significant amount of Corporation business being discussed at such meetings and not merely a passing reference. In each case the question must be asked: "Can this meeting take place without the entertainment cost?" If it can, then the expense should not be incurred.

2. If the entertainment expense is considered appropriate given the circumstances of the situation, then the staff or Corporation Official hosting the meals are expected to show due restraint in line with sound business practices in incurring the expense. Due regard must be paid to the type and cost of entertainment in order to minimize the expense.

3. Reporting of any entertainment expenses must be made on the standard Corporation Expense Report. In addition to the amount, which must include any and all gratuities, the following information must be provided on the report in order for any reimbursement to occur:

- a. Date
- b. Name(s) of person(s) entertained
- c. Title/position of person(s) entertained
- d. Place and purpose of entertainment

All receipts must be provided as proof of the expense or else reimbursement will be refused.

GRATUITIES

The Corporation will reimburse reasonable cash gratuities given by staff and Corporation Officials when traveling on Corporation business and should generally not exceed 17% of the total bill excluding taxes or 15% of the total bill including taxes. Generally speaking these will only be for gratuities to taxi cabs, meals, and entertaining and must be added to and claimed as an expense under these categories. As with all other expenses, individuals are expected to show constraint in this area and will only be reimbursed for what is reasonable under the circumstance. Receipts submitted must reflect the gratuity.

OTHER LIVING EXPENSES:

The Corporation will reimburse staff and Corporation Officials for other living expenses of a reasonable nature. However, it will specifically not reimburse any of the following:

- a. Valet or dry cleaning
- b. Room service or bar/restaurant charges of a personal nature
- c. Movie charges in a hotel
- d. Newspapers or journals
- e. Traffic and parking violations
- f. Health Club costs
- g. Luggage lost or delayed on Corporation business – please file with the airline
- h. Obtaining or renewing a passport
- i. Telephone or data calls made from airplanes
- j. Tickets to sporting or cultural events
- k. Child care, baby-sitting and pet care
- l. Credit card late fees
- m. Any expenses submitted 65 days or more after the expenses were incurred.
- n. Any other living expense of a personal nature

OTHER EXPENSES

It is possible, through the process of filing a Corporation expense report, to claim other expenses incurred by an individual traveling on Corporation business. These may include:

- a. Telephone charges incurred from home, cell, public phones or hotels on Corporation business
- b. Meeting rooms or other expenses incurred
- c. Postage or courier charges

Spouse and Companion Travel

Expenses for a spouse or companion accompanying an individual on travel tied to Corporation business should be separated from the business expenses and are not eligible for reimbursement. The Corporation is not liable for a loss claim (injury, damage, lost luggage, etc.) involving spousal and or companion travel.

INSURANCE

The Corporation expects that all members traveling on Corporation business will be responsible for all personal and liability premiums and the Corporation accepts no responsibility for claims on such accounts.

PROCEDURES

1. In order for an employee or other related Corporation Official or volunteer to obtain reimbursement for expenses incurred on Corporation business that are not directly invoice to the Corporation, it is necessary to file a completed Expense Report provided by the Corporation. In completing the form, the following items are mandatory:
 - a. name of the person making the claim,
 - b. Dates being claimed
 - c. Details of the purpose for incurring the expenses (meeting, function, etc.)
 - d. Travel dates, and
 - e. The GST / HST tax.

2. Prepaid air or train ticket stubs must be retained and attached to the expense report as evidence of the travel having taken place. All advances received must be deducted from the total expenses claimed to show the net due from or (to) the Corporation. Any reports showing amounts due to the Corporation must be accompanied by a cheque made payable to Orthotics Prosthetics Canada or Orthèse Prothèse Canada. Exchange rates on foreign currencies should be confirmed with the administration office of the Corporation when submitting expenses for cash reimbursement. When purchasing foreign cash, the individual must submit the exchange voucher with the expense report or in the case of a credit card transaction, please submit the portion of the credit card statement showing transaction details. Authorized individuals are not expected to incur currency losses or gains when traveling on Corporation business.

3. APPROVALS:

Each report must be:

- a. Signed by the person making the claim
- b. Approved by the Chairman of the Committee concerned, by Management, or if not possible, the Treasurer or President
- c. Pre-Approval is required by Management or if not possible, the Treasurer or President, if over \$1000.
- d. The Executive Director's expense reports shall be approved by the President or the Treasurer.

4. RECEIPTS:

Original receipts, except where noted in this policy, are required for all items of expenditure. Please note that restaurant tear tabs and credit card statements with no itemized receipts will not be reimbursed. Items listed as "miscellaneous" must be explained on the expense form.

Management will adjust reimbursement on any reports that do not have the attached necessary receipts. If the receipts are subsequently obtained, they may be submitted on a supplementary report.

All expense reports should be filed on a timely basis. The Corporation reserves the right to refuse reimbursement of expenses that are not claimed on a timely basis. Out of pocket expense items submitted over 65 days from the date of occurrence may not be reimbursed. Interest charges for late payment fees on a personal credit cards are the individual's responsibility.