

THE ONTARIO PERSONAL SUPPORT WORKERS ASSOCIATION

By-Law 1

Amended and Approved July 30, 2020

Cambridge, Ontario



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BE IT ENACTED as a by-law of the Association as follows:

**ARTICLE 1
INTERPRETATION**

Section 1.1 Definitions.

(1) In the by-laws of the Association, unless the context otherwise requires:

"Act" means the *Corporations Act*, R.S.O. 1990, c. C.38, and any statute that may be substituted therefor, as from time to time amended.

"appoint" includes "elect" and *vice versa*.

"Association" means the corporation incorporated by Letters Patent on April 30, 2010 and named THE ONTARIO PERSONAL SUPPORT WORKER ASSOCIATION.

"board" means the board of directors of the Association.

"by-laws" means this by-law and all other by-laws of the Association from time to time in force and effect.

"certification" Means the process by which an individual submits to an evaluation of his/her qualifications by the PSWIOC, the PSWIOC then certifies that the individual has met all the requirements for a membership to the OPSWA.

"cheque" includes a draft.

"Letters Patent" means, collectively, the letters patent incorporating the Association as from time to time amended by supplementary letters patent, if any.

"member" means a certified and recognized Personal Support Worker of the OPSWA

"meeting of members" includes an annual meeting of members, a general meeting of members and a special meeting of members.

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Association by or pursuant to Section 2.4.

"special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general or special meeting of the members of the Association duly called for that purpose, or,

in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

- (2) Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and *vice versa*; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

ARTICLE 2

AFFAIRS OF THE ASSOCIATION

Section 2.1 Head Office.

Until changed in accordance with the Act, the head office of the Association is in the City of Cambridge, Province of Ontario and at such location therein as the board may from time to time determine by resolution.

Section 2.2 Corporate Seal.

The corporate seal of the Association, if any, may be approved by resolution of the board.

Section 2.3 Financial Year.

The financial year of the Association in each year shall be determined from time to time by resolution of the board of directors.

Section 2.4 Execution of Instruments.

Contracts, documents and instruments may be signed on behalf of the Association, either manually or by facsimile or by electronic means, by two persons, each of whom is a director or officer of the Association, and each person referred to herein is an "Authorized Signatory". If the offices of President and Secretary are held by one person, that person alone constitutes one signature only. In addition, the Board of Directors may, from time to time, authorize any person or persons to sign contracts, documents and instruments generally on behalf of the Association or to sign specific contracts, documents or instruments on behalf of the Association. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Association, may affix the corporate seal, if any, to any contract, document or instrument when required.

As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

Section 2.5 Banking Arrangements.

The banking and borrowing business of the Association or any part of it may be transacted with such banks, trust companies or other firms or corporations as the board may determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Association's behalf under the agreements, instructions and delegations, and by one or more officers and other persons, that the board may authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.4.

ARTICLE 3

DIRECTORS

Section 3.1 Number of Directors and Quorum.

Until changed in accordance with the Act, the board will consist of the number of directors set out in the Letters Patent or such other number of directors as may be determined from time to time by special resolution. The quorum for the transaction of business at any meeting of the board is that which is set out in the Letters Patent or a special resolution of the Association and, in the event of no such provision, a majority of the directors constitutes a quorum; provided that the quorum, at all times, must be at least two-fifths ($2/5$) of the members of the board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all powers of the directors.

Section 3.2 The affairs of OPSWA shall be managed by a Council, comprised of the following members:

(a) the following Councillors, each of whom shall be a Certified Member, shall be elected or acclaimed:

- i. a PASC Councillor and an PSWIOC in respect of each Region established pursuant to clause 5.1;
- ii. The President-Elect;
- iii. The Vice-President PASC; and
- iv. The Vice-President PSWIOC;

(b) the following Councillors shall be acclaimed:

- i. the President, who shall be Chair; and
- ii. The Past-President;

Section 3.2 Qualification.

No person is qualified for election or appointment as a director unless he or she is eighteen or more years of age and, at the time of his or her election, or within ten (10) days of election or appointment, and throughout his or her term of office, is a member of the Association.

Section 3.3 Election and Term.

The applicants for incorporation become the first directors of the Association whose term of office on the board continue until their successors are elected at the first meeting of members. Subject to the provisions of this by-law, directors are elected yearly by the members at an annual meeting. The directors' term of office is from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole board of directors retires at the annual meeting at which the election of directors is to be made but, subject to the provisions of the by-laws, are eligible for re-election. The election may be by a show of hands or by resolution of the members unless any member demands a ballot. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

Section 3.4 Removal of Directors.

The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of members called for the purpose, remove any director or directors from office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term as per 3.2

Section 3.5 Vacation of Office.

The office of a director is vacated upon the occurrence of any one of the following events:

- if the director becomes a bankrupt, a receiving order is made against the director or if the director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada);
- if an order is made declaring the director to be a mentally incompetent person or incapable of managing his or her affairs;
- if the director ceases to be qualified as provided in Section 3.2;

if the director is removed from office by resolution of the members as provided in Section 3.4;

if the director by notice in writing to the Association resigns office which resignation is effective at the time it is received by the Secretary of the Association or at the time specified in the notice, whichever is later;

if the director is convicted of any criminal offence; or

if the director dies.

Section 3.6 Vacancies.

Vacancies on the board may be filled either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. The director so elected to fill the vacancy is elected for the remainder of the term of the replaced director. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase is thereby deemed to have occurred which may be filled in the manner above provided.

ARTICLE 4

POWERS OF DIRECTORS

Section 4.1 Administer Affairs.

The board may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Letters Patent or otherwise authorized to exercise and do.

Section 4.2 Expenditures.

The board has power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The board has the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board may prescribe.

Section 4.3 Borrowing Power.

The board is hereby authorized, from time to time to:

borrow money upon the credit of the Association;

issue, sell or pledge securities of the Association;

charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired property of the Association, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any obligation or liability of the Association; and

delegate to a committee of the board, a director or an officer or officers of the Association all or any of the powers conferred on the board under this paragraph to such extent and in such manner as the board may determine at the time of such delegation.

The powers hereby conferred are deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its directors or officers independently of this bylaw.

Section 4.4 Fund Raising.

The board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

Section 4.5 Agents, Consultants and Employees.

The board may appoint such agents and engage such contractors and employees as it deems necessary from time to time. Subject to the Act, and, where appropriate, the execution and delivery of powers of attorney of limited scope, contractors and employees may sub-delegate such authority and duties as prescribed by the board at the time of their appointment to third parties.

Section 4.6 Remuneration of Agents and Employees.

Remuneration for all officers, agents and employees, subject to the other provisions of this by-law, is fixed by resolution of the board.

ARTICLE 5

DIRECTORS' MEETINGS

Section 5.1 Place of Meetings.

Meetings of the board will be held at the head office of the Association or elsewhere in Ontario or, if the board so determines or any absent directors consent, at some place outside Ontario.

Section 5.2 Calling of Meetings.

Meetings of the board will be held from time to time at such time and at such place as the board, the Chair of the board, the President or any two directors may determine.

Section 5.3 Notice of Meeting.

Notice of the time and place of each meeting of the board must be given to each director not less than forty-eight (48) hours before the time of the meeting. A director may in any manner and at any time waive a notice of or otherwise consent to a meeting of the board and attendance of a director at a meeting of the board is a waiver of notice of the meeting.

Section 5.4 First Meeting of New Board.

Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

Section 5.5 Adjourned Meeting.

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Section 5.6 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting

Section 5.7 Chair.

The chair of any meeting of directors is the first mentioned of the following officers that is a director and is present at the meeting:

the Chair of the board; or

the President.

If no such person is present at the meeting, the directors present shall choose another director present at the meeting to chair the meeting.

Section 5.8 Votes to Govern.

At all meetings of the board, every question is decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

Section 5.9 Telephone Participation.

If all the directors of the Association consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

Section 5.10 Resolution in Lieu of Meeting.

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid and effective as if passed at a meeting of directors or committee of directors duly called, constituted and held for that purpose.

Section 5.11 Interested Director Contracts.

Every director of the Association, who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association, shall declare such interest to the extent, in the manner and at the time required by the Act. Except as provided by the Act, no such director may vote on a resolution to approve any such contract or arrangement or proposed contract or proposed arrangement with the Association. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Association in which any director is in any way directly or indirectly interested is voided or voidable and no director is liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

Section 5.12 Submission of Contracts or Transactions to Members for Approval.

The board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for that purpose and any contract, act or transaction that is approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) is as valid and as binding upon the Association and upon all the members as if it had been approved or ratified by every member of the Association.

Section 5.13 Remuneration.

The directors serve as such without remuneration and no director may directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

ARTICLE 6**COMMITTEES****Section 6.1 Executive Committee.**

In the event that the number of directors on the board is more than six (6), the board may elect from its number an executive committee consisting of not less than three (3), which committee has power to fix its quorum at not less than a majority of its members and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board. Any executive committee member may be removed by resolution of the board.

Section 6.2 Personal Support Worker Institute of Canada (PSWIoC)

The objects of the shall be carried out under the direction of the PSWIOC. Council shall establish the PSWIOC Board with such composition as Council may from time to time determine. Council shall establish a Terms of Reference for the PSWIOC Board and confer on the Board the rights and responsibilities as Council may from time to time determine. The complaints & discipline committee to be appointed by the board shall be comprised of a minimum of three (3) persons, one (1) of whom is a personal support worker who is a voting member or a non-voting members of the Association, one (1) of whom is a licensed member of a College (within the meaning of the *Regulated Health Professions Act* (Ontario)) and one (1) of whom is a member of the public. The complaints & discipline committee shall regulate the practice of non-voting members of the Association and may terminate the membership of non-voting members at its sole discretion.

Section 6.3 Advisory Board.

An advisory board may be established by the board and shall be comprised of such number of members as may be determined by the board from time to time to provide guidance on issues including, but not limited to, strategy, management, marketing and

conflict resolution. Directors may not be appointed to the advisory board. Members of an advisory board shall be paid the remuneration and expenses determined by the board.

Section 6.3.1 The Professional Affairs and Services Committee (PASC)

The PASC shall have responsibility for implementing Council policies. Council shall establish a Terms of Reference for the PASC and confer on the PASC the rights and responsibilities as Council may from time to time determine.

Section 6.4 Other Committees.

The board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board sees 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.

Section 6.5 Committee Proceedings.

Meetings of committees of directors may be held at any place in or outside Ontario. At all meetings of committees, every question will be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 5.1 to Section 5.10 inclusive apply to committees of directors, with such changes as are necessary.

ARTICLE 7

OFFICERS

Section 7.1 Election and Appointment.

The board shall annually or more often as may be required, elect a President and appoint a Secretary, and if authorized by special resolution of the Association, a Chair of the board. From time to time the board may appoint one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. Except in the case of the President and the Chair of the board, no

officer of the Association need be a director or member of the Association. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The board may from time to time appoint such other officers as it deems necessary who will have such authority and perform such duties as may from time to time be prescribed by the board.

Section 7.2 Chair of the Board.

Where the Association by special resolution provides for the election by the directors of a Chair of the board from among themselves, the directors may define the duties, and may assign the Chair of the board any or all of the duties of the President or other officer of the Association, and in that case the special resolution must fix and prescribe the duties of the President.

Section 7.3 President.

The President will be the chief executive officer of the Association, unless otherwise determined by resolution of the board, and has general powers and duties of supervision of the business and affairs of the Association. The President must be a director and is vested with and may exercise all of the powers and perform all of the duties of the Chair of the board in the event that there is no Chair of the board, or where there is a Chair of the board and such person is absent or refuses to act. Subject to the authority of the board, the President may have such other powers and duties as the board may specify.

Section 7.3.1 President of the PSWIOC

The President of the PSWIOC shall have responsibility for, and shall chair PSWIOC. The President of the PSWIOC is a member of Council.

Section 7.3.2 Vice-President PASC

The Vice-President PASC shall have responsibility for, and shall chair the PASC. The Vice-President PASC is a member of Council

Section 7.4 Vice-President.

The Vice-President or, if more than one the Vice-Presidents in order of seniority, is vested with all the powers and performs all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President or, if more than one, the Vice-Presidents possess and may exercise such other powers and duties as may from time to time be assigned by him, her or them by the board.

Section 7.5 Secretary.

The Secretary attends and acts as the secretary of all meetings of the board, members and committees of the board and enters or causes to be entered in records kept for that purpose minutes of all proceedings thereat; he or she gives or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board; he or she has charge of any corporate seal of the Association, the minute books of the Association and of the documents and registers referred to the Act. He or she has such other powers and duties as the board may specify.

Section 7.6 Treasurer.

Subject to the provisions of any resolution of the board, the Treasurer has the care and custody of all the funds and securities of the Association and deposits the same in the name of the Association in such bank or banks or with such depository or depositories as the board may direct. The Treasurer keeps or causes to be kept the books of account and accounting records required by the Act. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board in their uncontrolled discretion may require but no director is liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided. He or she has such other powers and duties as the board may specify.

Section 7.7 Powers and Duties of Other Officers.

The powers and duties of all other officers will be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

Section 7.8 Variation of Powers and Duties.

The board may from time to time vary, add to or limit the powers and duties of any officer.

Section 7.9 Removal of Officers.

The board may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Association.

Section 7.10 Terms of Employment and Remuneration.

The terms of employment and the remuneration of an officer appointed by the board shall be settled by it from time to time.

ARTICLE 8

PROTECTION OF DIRECTORS AND OFFICERS

Section 8.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

Section 8.2 Indemnity.

Every director and officer of the Association and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE 9

MEMBERS

Section 9.1 Entitlement.

Membership in the Association will consist of persons interested in furthering the objects of the Association. Membership fees, if any, shall be determined by the board of directors in its sole discretion.

Each director of the Association, by virtue of being duly elected or appointed as a director of the Association, is automatically admitted as a voting member of the Association upon such election or appointment. No membership fee is payable.

Section 9.2 Classes of Membership.

The Association shall have one (1) class of voting members and one (1) class of non-voting members who are graduates of a recognized personal support worker diploma, its recognized equivalent. Additional classes of members may be authorized by the board of directors in its sole discretion from time to time.

The membership structure of the Association and the rights, terms and conditions of membership are set forth on Schedule "A".

Section 9.3 Membership Fees.

The board may from time to time fix membership fees payable by members. Members required to pay membership fees shall be notified in writing of the amount payable by mail, e-mail or website posting. Members who are in default of payment of membership fees shall cease to be members of the Association; however, such members may be reinstated as members upon payment in full of arrears in membership dues.

Section 9.3.1 PASC may establish policies and procedures regarding exemptions from payment of dues in cases of illness, disability, financial hardship or other extenuating circumstances.

Section 9.4 Termination of Membership.

The interest of a non-voting member in the Association is non-transferable and lapses and ceases to exist:

upon death or dissolution of the member;

when the member's period of membership expires (if any)

when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Association;

if the member is expelled from membership in the Association by the PSWIOC;
and

if at a general meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the meeting provided that the member is granted the opportunity to be heard at such meeting.

Resignation

Section 9.5 Resignation of Member

Section 9.5.1 Any Member may resign by a written submission to the OPSWA or the PSWIOC

Section 9.5.2 A Member is deemed to have resigned if six months after the annual invoice date his/her dues remain unpaid, subject to clause 9.3.1. Notwithstanding the foregoing, the PSWIOC may, in cases of illness, disability, financial hardship or other extenuating circumstances, reinstate a Member who has been deemed to have resigned pursuant to this clause, and may waive some or all of the conditions for reinstatement set out in clause 9.7.1.

Section 9.5.3 Surrender of Titles, Designations, Certificate and Stamp

Section 9.5.3.1 An individual who resigns or is deemed to have resigned shall surrender his/her Certificate of Membership to the Registrar forthwith, when notified of the cessation of his/her membership.

Section 9.5.3.2 An individual who was certified shall also return their Member Identification Badge to the Registrar forthwith, when notified of the cessation of his/her membership. It is an offence to use OPSWA protected designations or titles after cessation of membership.

Discipline, Suspension and Expulsions of Members

Section 9.6.1 The PSWIOC, after giving notice in accordance with the provision of this section of the Bylaw, may reprimand, suspend or expel a Member, either absolutely or on condition for:

- (a) professional misconduct as defined in this By-law, the Rules of Professional Conduct or the Code of Ethics;
- (b) incompetence, as defined in the rules established by the PSWIOC

Section 9.6.2 A person who has had his/her membership revoked or suspended as the result of a proceeding before the Discipline Committee of the PSWIOC, may apply in writing to the Registrar to have his/her membership reinstated and a new certificate issued or the suspension removed.

Section 9.6.3 A person, whose membership is subject to terms, conditions or limitations as a result of a proceeding before the Discipline Committee, may apply in

writing to the Registrar for the removal or modification of the terms, conditions or limitations.

Section 9.6.4 An application under clause 9.7.1 or 9.7.2 shall not be made before the expiry of the period fixed for the purpose by the Discipline Committee.

Section 9.6.5 If the Discipline Committee did not fix a time period for an application under clause 9.7.1 or 9.7.2 it shall not be made earlier than one year from the date of the last order made by the Discipline Committee.

Section 9.6.6 The PSWIOC shall refer an application under clause 2.8.1 or 2.8.2 to the PSWIOC

Reinstatement

Section 9.7.1 A former member who has resigned or is deemed to have resigned may make application to the Registrar to be reinstated. Reinstatement may be granted when the following conditions have been met:

(a) the application for reinstatement is received within five (5) years from the date of resignation;

(b) payment is submitted with the application for the current year dues and the reinstatement fee; and

(c) the individual has met any conditions that are imposed for reinstatement, such as the requirement to meet certification requirements for former associates deemed to have resigned due to time limits established by the PSWIOC to achieve certification.

Section 9.7.2 The PSWIOC shall maintain membership records of former members for a period of five (5) years. A former member who applies for reinstatement

more than five (5) years after the effective date of resignation shall be treated as a new applicant.

Certification (Identification Badge)

Section 9.8.1 Upon acceptance as a Certified Member in the Association, an individual shall be issued a certificate of membership in his/her respective certification category, under the seal of the Association and the signature of the Registrar.

Section 9.8.2 All certificates are the property of the Association.

Section 9.8.3 Should proof of registration and certification be required, a copy of the Register, certified by the OPSWA, is sufficient evidence of any individual's registration and certification and the disciplines for which they are registered.

Section 9.8.4 Alternatively, the absence of the name of any person from a copy of the Register produced by the Registrar is evidence that the person is not registered in the Association and the absence of the designation within a specific

discipline attributed to a Member is evidence that the person is not registered within that discipline.

Section 9.8.5 Unless proof to the contrary exists, for either clause 9.8.3 or 9.8.4, the Certificate of the Registrar will be sufficient proof of him/her being the Registrar.

Code of Ethics

Section 9.9.1 All Members shall abide by and comply with the Act, the By-laws and the resolutions of the Association.

Section 9.9.2 All Members shall respond, within the time frame requested, to communications from the Association.

Section 9.9.3 The Code of Ethics of the Association All Members shall abide by and comply with the Code of Ethics and Rules of Professional Conduct established by Council and as may be amended by Council from time to time.

Section 9.9.9 Benefits and Awards

Section 9.9.9.1 Benefits

Section 9.9.9.1 Certified Members shall be entitled to use the protected titles and designations awarded to them upon registration as a Certified Member or in accordance with the award approved by Council.

Section 9.9.9.2 Certified Members may wear the OPSWA Badge, in accordance with Council policy and with policies established by the PSWIOC.

Section 9.9.9.3 Certified Members and Associates may utilize the other benefits and services available within the Association, in accordance with Council policy and PASC rules. The PASC shall maintain a listing of all benefits and services available through the Association complete with eligibility requirements.

Section 9.9.9.4 Council may establish awards in its policies to recognize the contribution of both Members and non-members to the Association, to the profession or to society. The awards and the awards program will be managed by the PASC, who may make rules to administer the program where that detail is not included in Council policy awards

ARTICLE 10 MEETINGS OF MEMBERS

Section 10.1 Annual Meetings.

The annual meeting of members entitled to vote will be held at such time in each year and at such place as the board, the Chair of the board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and fixing the auditor's remuneration or authorizing the board to fix the auditor's remuneration, and for the transaction of such other business as may properly be brought before the meeting.

Section 10.2 General Meetings.

Other meetings of the members may be convened by order of the Chair of the board, the President or the board at any date and time and at any place within Ontario, or, in the absence of such determination, at the place where the head office of the Association is located. The board shall call a general meeting of members on written requisition of a majority of the members of the Association entitled to vote.

Section 10.3 Place of Meetings.

Meetings of members will be held at the head office of the Association or elsewhere in the municipality in which the head office is situated or, if the board so determines, at some other place in Ontario.

Section 10.4 Notice of Meetings.

Notice of the time and place of each meeting of members must be given in the manner provided in Section 12.1 not less than ten (10) days before the date of the meeting to each member entitled to vote at the close of business on the day on which the notice is given and to the auditor. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

Section 10.5 Meetings without Notice.

A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and (b) if the auditor is present or waives notice of or otherwise consent to such meeting being held. At such a meeting any

business may be transacted which the Association at a meeting of members may transact.

Section 10.6 Chair, Secretary and Scrutineers.

The Chair of the board, or in his or her absence, the President will be the chair of any meeting of members. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose another director as chair. If no director is present, then the persons present and entitled to vote may choose one of their number to be chair. If the Secretary of the Association is absent, the chair of the meeting will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

Section 10.7 Quorum.

A quorum for the transaction of business at any meeting of members is two (2) persons present in person; each being entitled to vote thereat. If a quorum is present at the opening of any meeting of members, the members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

Section 10.8 Proxies.

At any meeting of members a proxy duly and sufficiently appointed by a member is entitled to exercise, subject to any restrictions expressed in the instrument appointing him or her, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A person appointed by proxy must be a member. An instrument appointing a proxy must be in writing. An instrument appointing a proxy is acted on only if, prior to the time of voting, it is deposited with the Secretary of the Association or of the meeting or as may be directed in the notice calling the meeting.

Section 10.9 Voting.

Every question submitted to any meeting of members is decided by a show of hands, unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote has one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting will be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any

resolution or other proceeding in respect of the said question, and the result of the vote so taken is the decision of the members upon the said question.

At any meeting of members every question, unless otherwise required by the Letters Patent or by-laws or by law, will be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting is not entitled to a second or casting vote.

Section 10.10 Polls.

If at any meeting a poll is taken on the election of a chair or on the question of adjournment it should be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, it will be taken in such manner and either at once or after the adjournment as the chair directs. A requirement or demand for a poll may be made either before or after any vote by show of hands and may be withdrawn at any time prior to the taking of the poll. If a poll is taken each member present in person or represented by proxy and entitled to vote will have one vote and the result of the poll so taken will be the decision of the members upon the said question.

Section 10.11 Adjournment.

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

Section 10.12 Resolution in Lieu of Meeting.

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members, is as valid and effective as if passed at a meeting of members duly called, constituted and held for that purpose.

Section 10.13 Policy Review

Council shall review the following documents and policies at least once every five (5) years to determine whether any amendments to such documents are required considering both corporate governance principles and the Association's needs:

- (a) this By-law;
- (b) the PSWIOC terms of reference;
- (c) the PASC terms of reference;
- (d) the OAB terms of reference;
- (e) the Code of Ethics and Rules of Professional Conduct for the Association;
- (f) the nominating committee terms of reference; and
- (g) the rules governing committee procedures.

ARTICLE 11 AUDITOR

Section 11.1 Auditor.

Unless the Association qualifies for exemption under the Act, the members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor holds office until the next annual meeting and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed. The directors may fill any casual vacancy in the office of the auditor. The remuneration of an auditor so appointed will be fixed by the board.

ARTICLE 12 NOTICES

Section 12.1 Method of Giving Notices.

Any notice, communication or document required to be given, delivered or sent by the Association to any director, officer, member or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The board may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Association in the form of an electronic document.

Section 12.2 Computation of Time.

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

Section 12.3 Omissions and Errors.

The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof does not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**ARTICLE 13
EFFECTIVE DATE**

Effective Date.

This by-law comes into force on the date of its confirmation by the members of the Association.

ENACTED on the 30th July 2020

Miranda
President

Stolp-Ferrier

SCHEDULE "A"**CLASSES OF MEMBERS AND MEMBERSHIP FEES****(a) Voting Members**

The sole class of members entitled to vote shall consist of the directors of the Association, as may be elected or appointed from time to time, in accordance with the Act and the by-laws. Directors shall be admitted as Voting Members concurrently with election or appointment to the board of directors and memberships of Voting Members shall continue in effect from year to year upon re-election as directors. The number of Voting Members shall be limited at all times to the number of directors of the Association. Voting Members shall cease to be members of the Association automatically upon retirement, resignation, disqualification or removal from the board of directors. Memberships of Voting Members are non-transferable.

The Voting Members are entitled to vote separately as a class in respect of an amendment to the rights, terms and conditions of membership of Voting Members set forth in the Letters Patent or the By-laws, as amended, restated or supplemented from time to time.

(b) Non-Voting Members**(i) Associate Members**

The Association shall have one (1) non-voting class of individual members designated as Associate Members, an unlimited number of whom may be authorized for admission to the ranks of membership. The qualifications and term of membership of Associate Members shall be prescribed in the PSW Membership Guide, as amended, restated or otherwise supplemented from time to time. Membership fees payable by Associate Members such be in such amounts and payable at such times as determined from time to time by the board of directors or such other persons as are authorized by the board of directors. A register of the Associate Members shall be maintained at the registered office of the Association.

Associate Members are not entitled to vote in any circumstances in the event of an amendment to the rights, terms and conditions of membership of any class of members, voting or non-voting.

(ii) Corporate Members

The Association shall have one (1) non-voting class of non-individual members designated as Corporate Members, an unlimited number of whom are authorized for admission to the ranks of membership at the sole discretion of the board of directors. At the time of admission, the board of directors will

determine whether a membership fee or other consideration is payable by Corporate Members and the term of membership. A register of the Corporate Members shall be maintained at the registered office of the Association.

Corporate Members are not entitled to vote in any circumstances in the event of an amendment to the rights, terms and conditions of membership of any class of members, voting or non-voting.