



**Reflexology
Registration
Council
of
Ontario**

By-Laws

BY-LAW

A By-Law relating generally to the transaction of the affairs of the **Reflexology Registration Council of Ontario** (“**R.R.C.O.**” or the “**Corporation**”).

BE IT ENACTED as a By-Law of the Reflexology Registration Council of Ontario as follows:

SECTION 1 **CORPORATE SEAL**

1.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

SECTION 2 **HEAD OFFICE**

2.1 The Head Office of the Corporation shall be such place therein as the Board may from time to time determine.

SECTION 3 **MEMBERS**

3.1 **Members** - The members shall consist of individuals 18 years of age or older who have graduated from an RRCO approved institution and who are admitted as members by resolution of the Board of directors, upon receipt of an application for membership and annual membership fee prescribed by the Board and approved by the members at the annual general meeting. Each member shall promptly be informed by the Registrar of his admission as a member. The Board shall maintain an up to date list of members, available for inspection at all times. Each member shall be entitled to one (1) vote at all meetings of members and he may vote by proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

3.2 **Term of membership** - The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

3.3 **Resignation** - Members may resign by submitting to the Registrar his resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

3.4 **Fees** - The amount of the fees payable by members shall be set by the Board and be payable in advance. There shall be a member fee and an annual renewal fee (“**Fees**”). The Registrar shall send to each member a notification in advance by mail of the Fees due. If the applicable Fee is not paid by the due date, a financial penalty for late payment may be imposed as determined by resolution of the Board. The Board may by resolution terminate the membership of any member in default of payment of his Fee or any other amount properly due to the R.R.C.O. Fees are to be paid by the member’s admission anniversary of each year and new membership Fees will be prorated quarterly.

3.5 **Suspension/Revocation Of Membership**

- (a) A member may be suspended or have his membership revoked by a resolution passed by a vote of three quarters (3/4) of the Board present at a meeting called for the purpose of considering any such suspension or revocation. Suspension or revocation may be imposed for conduct on the part of a member contravening any provision of the Letters Patent, By-Laws, Code of Ethics, or Policy & Procedures in force from time to time. No member shall be suspended or revoked unless he has been provided with a copy of the resolution proposing his suspension or revocation and a written report specifying the reasons is delivered to him. Prior to the consideration by the Board of the resolution, the member shall be entitled to make representation on his behalf either verbally, in person, through his agent, in writing or as the member may elect. The Board will provide its written decision on the suspension or revocation and in the case of a suspension, it shall set out the time frame for the suspension and any corrective action the member must take in order to be re-instated.
- (b) Any member suspended by resolution of the Board pursuant to this section shall:
 - (i) not be permitted to attend General Meetings, meetings of the Board, serve on any committees or activities conducted by the R.R.C.O.;
 - (ii) remain liable for the payment of membership fees and there shall be no rebate payable for the period of such suspension.
- (c) A member who has been suspended, and during the period of such suspension has continued to pay membership fees, at the expiration of the period suspension, will be automatically reinstated as a member of the R.R.C.O..
- (d) A member who has had his membership revoked may, after a period of one year from the date of notice of such revocation, make application to the Board for readmission and upon submitting a written undertaking as to future good conduct and payment of the Fees, may be readmitted to membership in the R.R.C.O. upon resolution to that effect passed by the Board.

3.6 **Misrepresentation** - If the Board is informed that in completing an application for membership a misrepresentation was made by the applicant, the membership may be cancelled upon resolution passed by the Board. Prior to voting upon any resolution presented, the Board shall provide the applicant with a copy of the text of the resolution proposed and a brief written report identifying the misrepresentation. The applicant shall be entitled to make representation to the Board prior to the presentation of the resolution, such representation to be made verbally in person or by an agent, or in writing as the applicant may elect.

SECTION 4 BOARD OF DIRECTORS

4.1 **Number of directors and quorum.** - The affairs of the Corporation shall be managed by a Board of directors of not less than four (4) and not more than nine (9) (“**Board**”) with the number fixed by resolution of the Board, of whom a majority shall constitute a quorum. Notwithstanding vacancies the remaining directors may act if constituting a quorum.

- 4.2 **Qualification.** - No person shall be qualified as a director unless he shall be eighteen (18) or more years of age, provide a clear criminal background check and shall at the time of his election and throughout his term of office be a member of the Corporation; provided that a person who is not a member of the Corporation may be a director if he is otherwise qualified and if he becomes a member of the Corporation within ten (10) days after his election.
- 4.3 **Powers.** - The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its Letters Patent or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.
- 4.4 **Election and term.** – The directors shall be elected by the members. The term of office of the directors shall be three (3) years. A director may serve two (2) consecutive terms and shall be eligible for re-election or appointed after one (1) year has passed from the end of the second term. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. The election may be by a show of hands or by resolution of the members unless a ballot be demanded by any member.
- 4.5 **Removal of directors.** - The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of the members called for that purpose, remove any director before the expiration of his term of office and may, by majority vote at that meeting, elect any person in his stead and for remainder of his term.
- 4.6 **Vacation of office.** - The office of a director shall be vacated upon the occurrence of any of the following events:
- (a) if a receiving order is made against him or if he makes an assignment under the *Bankruptcy Act*;
 - (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
 - (c) death of the director;
 - (d) missing three (3) consecutive Board meetings or a total of four (4) in a calendar year;
 - (e) revocation and/or suspension of membership;
 - (f) if he shall be removed from office by resolution of the members as provided in section 4.05; or

- (g) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.
- 4.7 **Vacancies.** - Vacancies on the Board may be filled for the remainder of its term of office either by the members at a general meeting of members called for that purpose or by the Board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the Board to the number of authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.
- 4.8 **Calling of meetings.** - Meetings of the Board shall be held from time to time at the call of the Board or the president or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. Notice may be sent by electronic communication. No errors or omissions in giving notice of any meeting of the Board or any adjourned meeting of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.
- 4.9 **First meeting of new Board.** - Provided a quorum of directors be present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.
- 4.10 **Regular meetings.** - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 4.11 **Minutes of Board of Directors.** - The minutes of the Board of directors shall not be available to the general membership of the Corporation but shall be available to the Board of directors, each of whom shall receive a copy of such minutes.
- 4.12 **Place of meeting.** - Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines or any absent directors consents, at some place outside Ontario.
- 4.13 **Chair.** - The president or, in his absence, a vice-president who is a director shall be chair at any meeting of directors. If no such officer be present, the directors present shall choose one of their number to be chair.
- 4.14 **Votes to govern.** - Each director is authorized to exercise one (1) vote. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote. A director who is not present may cast his vote via telephone or electronic means. A resolution by email which is endorsed by all the directors entitled to vote on that resolution at a meeting of the Board or committee of the Board, is as valid as if it has been passed at a meeting of Board or committee established by the Board. A director that cannot attend a meeting must inform the Secretary by email. A proxy may be given to another director attending the meeting. A Chairperson cannot take a proxy..

- 4.15 **Interest of directors in contracts.** - Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.
- 4.16 **Declaration of interest.** - It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.
- 4.17 **Remuneration of Directors.** - The directors shall serve as such without remuneration but shall be entitled to be paid their travelling and other expenses properly incurred by them in attending meetings of the Board or of the members. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.
- 4.18 **Executive committee.** - Whenever the Board consists of more than six (6) directors, the Board may elect from its number an executive committee consisting of not less than three (3), which committee shall have 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.
- 4.19 **Other committees.** - The Board of directors may by resolution create one or more other committees which may but need not include members of the Board. Until otherwise provided, the president shall be a member *ex officio* of all committees. Other committees created by the Board of directors shall be given written terms of reference by the Board.
- 4.20 **Return of Documents** - Each member of the Board is required to return all official documents and all property of the RRCO immediately upon termination of office., receipt will be given by the Secretary.
- 4.21 **Cheques** - All cheques and drafts of the Corporation shall be signed by any two (2) directors or staff members appointed by the Board to sign on behalf of the Corporation.
- 4.22 **Remuneration - Others** - A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of general members when such resolution shall be confirmed by majority of voting members. In the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of the general meeting of members.

SECTION 5 INDEMNITIES TO DIRECTORS AND OFFICERS:

- 5.1 Every director and officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their 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 or the Corporation, from and against;

- (a) all costs, charges and expenses which such directors, officer or other person sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, on or about the execution of the duties of his office or in respect of any such liability;
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- 5.2 The Corporation shall purchase and maintain a general liability insurance policy underwritten by a reputable insurance company to cover the above indemnities and that the liability insurance policy shall be kept current at all times and sufficient coverage provided for as determined by the Board. Such coverage shall also protect a retired director for any actions taken while he was a director.

SECTION 6 OFFICERS

- 6.1 **Election of president** - From time to time the Board shall elect from among its members a president.
- 6.2 **Appointment of other officers** - From time to time the Board shall appoint a secretary and may appoint one or more vice presidents, a treasurer and such other officers as the Board may determine. The officers so appointed may but need not be directors and one person may hold more than one office. All officers must provide a clear criminal background check.
- 6.3 **Terms of office and remuneration** - The terms of employment and remuneration of officers appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the Board shall hold office for three (3) years from the date of appointment or election or until their successors are elected or appointed in their stead.
- 6.4 **President** - The president shall have the general management and direction, subject to the authority of the Board, of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the Board and to settle the terms of their employment and remuneration.
- 6.5 **Vice president** - During the absence or disability of the president, his duties shall be performed and his powers exercised by the vice president or, if there are more than one, by the vice presidents in order of seniority.
- 6.6 **Secretary** - The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to members and directors. He shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books,

papers, records, documents and other instruments belonging to the Corporation except when some other officer or agent has been appointed for that purpose.

- 6.7 **Treasurer** - The treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation. He shall render to the Board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation.
- 6.8 **Other officers** - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the president may prescribe. 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 or the president otherwise directs.
- 6.9 **Variation of duties** - From time to time the president may add to the duties of any other officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any officer.
- 6.10 **Agents and attorneys** - The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.
- 6.11 **Fidelity bonds** - The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

SECTION 7 NOMINATIONS:

- 7.1 If a member in good standing wishes to place for nomination a name for office, such name or names shall be submitted to the Corporate Secretary at least sixty (60) days prior to the Annual General Meeting. Such name or names must be accompanied by a communication from each nominee signifying their willingness to accept nomination.
- 7.2 Nominations are not permitted to be made from the floor.
- 7.3 Should the Secretary receive more nominations than the number of positions open for election, ballots shall be prepared for each office. Elections shall be by ballot of those members authorized to vote by mail. Ballot forms shall be mailed out to all authorized members at least sixty (60) days prior to the Annual General Meeting. The candidate receiving the largest number of votes cast shall be declared elected.
- 7.4 Completed ballot forms shall be received by the Secretary at least thirty (30) days (post marked) prior to the Annual General Meeting. The results of the mail-in election of directors to the Board shall be compiled and reported to the Annual General Meeting only. Such reports shall not be released to the public or Board until the Annual General Meeting. Such reports shall be signed by all members of the nomination committee, if one exists, that the report was compiled accurately to the best of their knowledge and ability.

SECTION 8 EXECUTION OF DOCUMENTS:

- 8.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers appointed by the Board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.
- 8.2 Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

SECTION 9 ANNUAL AND OTHER MEETINGS OF MEMBERS:

- 9.1 **Annual meetings.** - The annual meeting of the members shall be held at such time and on such day in each year as 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 auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 9.2 **Special meetings..** - The Board or the president shall have power to call a special meeting of members at any time.
- 9.3 **Place of meetings.** - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situate or, pursuant to section 9.5 or if the Board shall so determine, at some other place in Ontario.
- 9.4 **Notice of meetings.** - Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than fourteen (14) days before the day on which the meeting is to be held to each member of record at the close of business on the day which the notice is given who is entered in the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.
- 9.5 **Meetings without notice.** - A meeting of members may be held at any time and place without notice 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 or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.
- 9.6 **Chair, secretary and scrutineer.** - The president or, in his absence, a vice-president who is a director of the Corporation shall be chair of any meeting of members. If no such

officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who must be a member, to act as secretary of the meeting. If desired, one or more scrutineer, who must be members, may be appointed by a resolution or by the chair with the consent of the meeting.

9.7 **Persons entitled to be present.** - The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

9.8 **Quorum.** - A quorum for the transaction of business at any meeting shall be a majority of the members present in person and each entitled to vote thereat.

9.9 **Right to vote.** - At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member. A member may have up to two (2) proxies to exercise. A member who is not present may cast his vote via telephone or electronic means.

9.10 **Proxies.** - At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a member.

An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

9.11 **Votes to govern.** - At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.

9.12 **Show of hands.** - Any question at a meeting of members shall be decided by a show of hands (and shall include delivery of the results of any telephone or electronic votes) unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have 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 shall 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 shall be the decision of the members upon the said question.

- 9.13 **Polls.** - After a show of hands has been taken on any question, the chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one (1) vote and the result of the poll shall be the decision of the members upon the said question.
- 9.14 **Casting vote.** - In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.
- 9.15 **Adjournment.** - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 9.16 **Special General Meeting.** - The Board shall call a Special General Meeting within sixty (60) days on written requisition by email of members carrying not less than 5% of the voting rights. A quorum of a General Meeting shall consist of a majority of the members including proxy votes. Each Member present shall hold a maximum of two (2) proxy votes.

SECTION 10 **NOTICES**

- 10.1 **Method of giving notices.** - Any notice (which term in this SECTION 10 includes any communication or document) to be given (which term in this SECTION 10 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to him at his said address by any electronic means or any other form of transmitted or recorded communication.

The secretary may change the address on the Corporation's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

- 10.2 **Computation of time.** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 10.3 **Omissions and errors.** - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- 10.4 **Waiver of notice.** - Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION 11 ERROR OR OMISSION IN NOTICE:

- 11.1 No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded on the books of the Corporation.
- 11.2 At all meetings of members of the Corporation every question shall be determined by a majority of votes of the members present in person or represented by proxy unless otherwise specifically provided by statute or by these By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member qualified to vote. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

SECTION 12 AMENDMENT OF BY-LAWS:

- 12.1 The By-Laws of the Corporation not embodied in the letters patent may be repealed or amended by By-Law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote by mail (which shall include) electronic mail of at least two-thirds (2/3) of returned mailed ballots of paid-up or current membership qualified to vote provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Ontario Ministry of Consumer and Commercial Relations has been obtained.

SECTION 13 AUDITORS/ACCOUNTANTS:

- 13.1 The members shall at each Annual Meeting appoint an auditor or accountant to audit or review or provide a Notice to the Reader, at the Board's discretion, the accounts of the Corporation for report to the members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor or accountant shall be fixed by the Board.

SECTION 14 BOOKS AND RECORDS:

14.1 The Board shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

SECTION 15 FINANCIAL YEAR:

15.1 Unless otherwise ordered by the Board, the fiscal year-end of the Corporation shall be the thirty-first (31st) day of December in each year

SECTION 16 RULES AND REGULATIONS:

16.1 The Board may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient.

SECTION 17 INTERPRETATION:

17.1 In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

17.2 The directors may by resolution adopt policies and procedures for the administration of the affairs of the Corporation to the extent that any such policies and procedures are not inconsistent with the Letters Patent and By-Laws of the Corporation. Policies and procedures adopted by resolution of the directors shall be in effect until approved by two thirds (2/3) of the members present (including those who have expressed their vote by telephone or electronic means) at a meeting of members and may continue in force until repealed or amended by the Board.

17.3 Effective date. - This by-law shall come into force when confirmed by the members in accordance with the Act.