



ACOTRO Bylaws *(March 2011)*

A Bylaw relating generally to the transaction of the business and affairs of the Association canadienne des organismes de réglementation en ergothérapie (ACORE)/ Association of Canadian Occupational Therapy Regulatory Organizations (ACOTRO).

1. DEFINITIONS

In this Bylaw, the following words shall have the following meanings:

- (a) “**ACORE**” means the Association canadienne des organismes de réglementation en ergothérapie, and is equivalent to ACOTRO;
- (b) “**ACOTRO**” means the *Association of Canadian Occupational Therapy Regulatory Organizations*, a national non-share capital Corporation incorporated under the Act;
- (c) “**Act**” means the *Canada Corporations Act* (CCA) as from time to time amended and every statute that may be substituted for such Act;
- (d) “**Agent**” means a person authorized to act on behalf of the corporation through employment, by contract or by other authority;
- (e) “**Board**” means the board of directors of the Corporation;
- (f) “**Bylaw**” means any bylaw of the Corporation in force and effect and “**Bylaws**” means all of them;
- (g) “**Corporation**” means ACORE/ACOTRO;

(h) **“Directors”** means the directors of the Corporation and **“Director”** means any one of them;

(i) **“Letters Patent”** means the Letters Patent and any supplementary letters patent of the Corporation;

(j) **“Members”** means the Members of the Corporation and **“Member”** means any one of them; the members of the Corporation are the organizations in Canada which have been delegated the ability to regulate the practice of Occupational Therapy by a provincial or territorial government and have paid the annual fee to the Corporation;

(k) **“Minister”** means the Minister of Industry Canada;

(l) **“Officers”** means the executive roles of the Corporation and **“Officer”** means any one of them.

2. CORPORATE SEAL

2.1 Seal

The board may, by resolution of two-thirds (2/3rds) membership, approve a corporate seal for the Corporation.

3. HEAD OFFICE

3.1 Location

The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a bylaw, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the bylaw approved by two-thirds (2/3) of the votes cast in favour of the bylaw shall be filed with the Minister.

4. MEMBERSHIP

4.1 Membership

The members of the Corporation are the organizations in Canada which have been delegated the ability to regulate the practice of Occupational Therapy by a provincial or territorial government and have paid the annual fee to the Corporation.

4.2 Rights of Members

Each member has all the rights and privileges as set out in the bylaws and the Act, including the right to attend and vote at any annual or special meeting of the Corporation.

4.3 Resignation of Member

- (a) Any member may withdraw from the Corporation by delivering to the President of the Corporation a written resignation with a minimum of 30 days notice. A member's withdrawal shall be accompanied by the resignation of the member's director.
- (b) In the case of resignation, a member shall remain liable for payment of any assessment of fees or other sum levied which became payable by the member to the Corporation prior to the date the resignation of the member is received by the President.

4.4 Termination of Membership

A member shall cease to be a member if:

- (a) The member ceases to be an organization legally responsible for Occupational Therapy regulation in Canada by a change in provincial or territorial legislation.
- (b) The member is required to resign by a vote of two-thirds (2/3) of the members. In the event that the members remove an organization as a member, the director of the removed organization shall cease to be a director.
- (c) The member neglects to pay the annual fee on time.

4.5 Annual Fees

- (a) Each member shall pay the annual membership fee in accordance with the policy of the Corporation.
- (b) The fee shall be fixed by a vote approved by two-thirds (2/3rds) of the members at a meeting of the members for which notice specifying the intention to grant such confirmation has been given.
- (c) The board may pass a resolution by two-thirds (2/3rds) majority, waiving all or part of the annual membership fee for a specific member.

- (d) If a member fails to pay its annual fee in accordance with the policy of the Corporation, the member in default shall thereupon automatically cease to be a member, but such member may, on payment of all unpaid fees, be reinstated.

5. MEMBERS' MEETINGS

5.1 Members' Meetings

- (a) The annual or any other meetings of the members shall be held at any place within Canada, on such day as the board shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.
- (b) At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business at any meeting of the members.
- (c) Each member present at a meeting shall have the right to exercise one vote.
- (d) The board shall call a special meeting of members on written requisition of not less than two-thirds (2/3rds) of the members.
- (e) A majority of the members shall constitute a quorum at any annual or special meeting of the Corporation.
- (f) If two-thirds (2/3rds) of the members consent, a member may participate in a meeting of members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by means is deemed to be present at that meeting for purposes of these by-laws. Each member shall have equal access to the technology to be used to conduct such a meeting and all members shall consent in advance to the specific means of communication to be used by those members participating by means of telephone or other communication facilities. All resolutions put to such a meeting shall be decided by the President specifically addressing each member by name and requesting their response to the question whether such member is in favour or not in favour of the resolution.
- (g) Fourteen (14) days written notice shall be given to each member of any annual or special meeting of the members. Notice of any meeting

where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

- (h) A majority of the votes cast by the members present shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or the bylaws.
- (i) Any error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat unless the member waives notice of any such meeting and ratifies, approves and confirms all proceedings taken or had thereat.

For the purpose of sending notice to any member for any meeting or otherwise, the address of the member shall be the last address recorded on the books of the Corporation

6. BOARD OF DIRECTORS

6.1 Affairs conducted by the Board

The property and business of the Corporation shall be managed by a board of directors. There shall be one director for each member. There shall be a minimum of seven directors.

6.2 Appointments

Each member shall appoint one director to the board of the Corporation. Each member shall forward to the President of the Corporation a written notice appointing the individual to the board.

6.3 Director Eligibility

Any director appointed by a member must satisfy the following requisites:

- i Directors should have an understanding of the mandate and function of the Corporation;
- ii Directors must conduct themselves with good moral character and personal integrity;
- iii Occupational therapy directors must hold a valid license with their occupational therapy regulatory authority
- iv Directors must be at least 18 years of age;
- v Directors must be individuals;
- vi Directors must have capacity under law to contract.

- vii Directors must never have been found guilty in a court of law of an indictable offense which, in the reasoned opinion of the board, is related to the practice of the profession or the duties of a director, unless he or she has obtained a pardon.

6.4 Term of Office

Each member shall appoint its director for a term of five (5) years. There is no limit on the number of terms a director shall be eligible to serve.

6.5 Vacation of Office

- (a) The office of director shall be automatically vacated:
 - i if at a meeting of the members, a resolution is passed by two thirds (2/3rds) of the members present that the director be removed from office provided that any such director has been provided with notice of the intent to pass such a resolution and has been provided with opportunity to respond.
 - ii if a director has resigned his/her office by delivering a written resignation to the President of the Corporation;
 - iii if the director is found guilty in a court of law of an indictable offense which, in the reasoned opinion of the board, is related to the practice of the profession or the duties of a director, unless he or she has obtained a pardon. A director must, within 10 days from the day on which he is himself informed, notify the President of the Corporation that he or she is or has been found guilty in a court of law of an indictable offense;
 - iv if the director's appointment is revoked in writing on notice to President of the Corporation by the member who appointed the director;
 - v on death;
 - vi if the director is found by a Court of Law to be of unsound mind;
 - vii if the director ceases to be a representative of a member;
 - viii if the member the director represents ceases to be a member.
- (b) If any vacancy shall occur for any reason in this paragraph, the member represented by that director shall be directed to appoint a new director.

6.6 Duties and Powers

- (a) The board 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 powers and do all such other acts and things as

the Corporation is by its letters patent or otherwise authorized to exercise and do.

- (b) The board shall annually:
 - i approve the Corporation's work plan and budget for the following fiscal year; and
 - ii monitor and evaluate the effectiveness of the board and its committees

- (c) The board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board shall have 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 investment income may be available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe.

The board is hereby authorized

- i to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board in its discretion may deem expedient;
 - ii to limit or increase the amount to be borrowed.

- (d) The board shall take such steps as they may deem requisite to enable the Corporation 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 Corporation.

- (e) The board may appoint such agents or committees and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment, as varied by the board.

- (f) Remuneration for all directors shall be fixed at a meeting of the members by a resolution of two-thirds (2/3rds). A director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

- (g) Remuneration for all officers, agents, employees and committee members shall be fixed by the board by resolution of two-thirds (2/3rds).

7. BOARD MEETINGS

7.1 Notice

Meetings of the board may be held at any time and place to be determined by the board provided that 7 days written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board. Any error or omission in giving notice of any meeting of the board or any adjourned meeting of the board of the Corporation shall invalidate such meeting or make void any proceedings, taken thereat unless the director waives notice of any such meeting and ratifies, approves and confirms all proceedings taken or had thereat.

For the purpose of sending notice to any director or officer for any meeting or otherwise, the address of the director or officer shall be his or her last address recorded on the books of the Corporation.

7.2 Quorum

A majority of directors in office shall constitute a quorum for meetings of the board. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Corporation.

7.3 Voting

Resolutions will be passed as follows unless the Act or the bylaws provide otherwise. Each director, including the President is authorized to exercise one (1) vote. A majority of the votes cast by the directors shall determine the question.

7.4 Telephone or Electronic Participation

If two-thirds (2/3rds) of the board consent, a director may participate in a meeting of board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by means is deemed to be present at that meeting for purposes of these by-laws. Each director shall have equal access to the technology to be used to conduct such a meeting and the board shall consent in advance to the specific means of communication to be used by those directors participating by means of telephone or other communication facilities. All resolutions put to such a meeting shall be decided by the President specifically addressing each director by name and requesting their response to the question whether such member is in favour or not in favour of the resolution.

8. CONFLICT OF INTEREST

The board shall create a conflict of interest policy applicable to all directors and officers. Any director or officer in a conflict of interest situation shall comply with the relevant policy of the Corporation and the Act.

9. PROTECTION OF DIRECTORS AND OFFICERS

The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the board shall determine.

10. INDEMNITIES TO DIRECTORS AND OTHERS

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation 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 of the Corporation, from and against:

- (a) all costs, charges and expenses which such director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

11. OFFICERS

11.1 Appointment

- (a) The officers of the Corporation shall be a President, a Vice-President and a Treasurer. The office of Vice-President and Treasurer may be held by one person. The Treasurer need not be a director.
- (b) The board may appoint such other officers as it shall deem necessary. Any such other officer so appointed shall have such authority and shall perform such duties as are prescribed by the board.

- (c) Officers of the Corporation shall be appointed by a resolution of a majority of the board.
- (d) The officers of the Corporation shall hold office for two (2) years from the date of appointment or until their successors are appointed in the stead. Officers shall be subject to removal by resolution of two-thirds (2/3rds) of the board at any time.
- (e) There is no limit on the number of terms any given officer can serve.
- (f) Any officer may resign by submitting a written resignation to the President of the Corporation or in the case of President to the Vice-President.
- (g) If an officer is also a director, the officer shall cease to be an officer if he or she ceases to be a director. If the office of any officer shall be or become vacant for any reason, the board may appoint a person to fill such vacancy.

11.2 Duties of Officers

The duties of the officers shall include:

- (a) **President.** The President shall preside over all meetings of the members and board of the Corporation; manage the affairs of the Corporation; facilitate communication with other partners or such other duties as prescribed by the board. The President shall be the custodian of the seal of the Corporation.
- (b) **Vice-President.** The vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The vice-President shall perform such other duties as may from time to time be directed by the board.
- (c) **Treasurer.** The treasurer shall monitor and direct the financial transactions of the Corporation and report to the board. The treasurer shall also perform such other duties as may from time to time be directed by the board.
- (d) **Other Officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

11.3 Remuneration of Officers

The remuneration of officers of the Corporation shall be determined by resolution of two-thirds (2/3rds) majority of the board.

12. COMMITTEES

The board may appoint committees whose members will hold their offices at the will of the board. The board shall determine the duties of such committees and may fix by resolution of two-thirds (2/3rds), any remuneration to be paid.

13. EXECUTION OF INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have the 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 board 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.

14. MINUTES OF MEETINGS

The minutes of the board shall be available to the general membership of the Corporation upon request and shall be distributed to the board, each of whom shall receive a copy of such minutes.

15. AUDITORS

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for reporting to the members. The auditor shall hold office until the next following annual meeting. The board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board.

16. FINANCIAL YEAR

The financial year of the Corporation shall be determined by the board by a resolution of two-thirds (2/3rds).

17. AMENDMENT OF BYLAWS

The bylaws of the Corporation not embodied in the letters patent may be repealed or amended by bylaw, or a new bylaw relating to the requirements of subsection 155(2) of the Act, may be enacted by a majority of the board at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister has been obtained.

18. BOOKS AND RECORDS

The board shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

19. RULES AND REGULATIONS

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.

20. INTERPRETATION

In this bylaw and in all other bylaws of the Corporation hereafter passed, unless the context otherwise requires, words in the singular shall include the plural and vice versa (except for directors/director, members/member and officers/officer), and references to persons shall include individuals, firms and Corporations.

21. DISSOLUTION

- (a) A Resolution passed by two thirds (2/3rds) of the members shall be required in order to approve the dissolution of the Corporation.
- (b) In event of the dissolution of the Corporation, its remaining assets, after the payment of its liabilities, shall be distributed to the member organizations on a proportional contribution basis.