



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 Not-for-profit 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) **“Articles”** means original or restated articles of incorporation and continuance submitted by ACOTRO to Corporations Canada;
- (f) **“Board”** means the board of directors of the Corporation;
- (g) **“Bylaw”** means any bylaw of the Corporation in force and effect and **“Bylaws”** means all of them;
- (h) **“Corporation”** means ACORE/ACOTRO;
- (i) **“Directors”** means the directors of the Corporation and **“Director”** means any one of them;
- (j) **“Letters Patent”** means the Letters Patent and any supplementary Letters Patent issued by Corporations Canada to ACOTRO;
- (k) **“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;

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

(m) “**Ordinary resolution**” means a resolution passed by a majority vote on the resolution;

(n) “**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

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to the organizations in Canada, as constituted by their respective boards, which have been delegated the ability to regulate the practice of Occupational Therapy by a provincial or territorial government. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a two-thirds (2/3) resolution of the members is required to make any amendments to this section of

the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.2 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 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.

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a two-thirds (2/3) resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

4.3 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 at an annual meeting. 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.
- (d) The Corporation is liquidated and dissolved under the Act.

4.4 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 shall appoint a representative for meetings of the members, which may be a director. The Chair/President of each member shall communicate to the Corporation President their representative for meetings of the members. Each member representative present at a meeting shall have the right to exercise one vote.
- (d) The board shall call a special meeting of the members on written requisition of any one member in accordance with the Act.
- (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) Twenty-one (21) 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.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a two-thirds (2/3) resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members

- (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 board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution. In accordance with the Articles, there shall be a minimum of 7 and a maximum of 12 directors.

6.2 Election of Board of Directors

Each member shall nominate candidates from their organization for consideration for election to the board of directors by the members at the annual meeting of the

members. Members shall elect the board of directors in such a manner that there is one director for each member. If the members fail to elect a director for each member, as long as there is an overall quorum for directors, vacant positions shall be left vacant.

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 Directors who are occupational therapists must hold a valid registration 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 Be a registrar, deputy registrar, or executive director of a member;
- viii 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 director will serve for a term of four (4) years. If a new director is not elected upon the end of a director's term, the director continues until a new director is elected, the director resigns, or is removed. 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. INTERESTED DIRECTOR AND OFFICERS CONTRACTS

8.1 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

9.1 Insurance

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

10.1 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 and any such other duties as prescribed by 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 ACOTRO shall be signed by the designated number of officers named annually by the board, in compliance with the Policy on Signing Authorities.

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 who 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 end of the Corporation shall be the 31st of December in each calendar year.

17. AMENDMENT OF BYLAWS

Any amendments to any by-laws shall be prepared by the board of directors and submitted to the members with the notice for the annual meeting of the members or a special meeting of the members. The by-law, amendment or repeal is only effective on the confirmation by ordinary resolution of the representative of members and in the form in which it was confirmed.

A Two-thirds (2/3) resolution of the members is required for amendments that are fundamental change as defined under section 197(1) of the Act, including:

- (a) Amending the Articles of the Corporation;
- (b) Adding, changing, or removing any restriction on the activities that the Corporation may carry on;
- (c) Changing the conditions required for being a member;
- (d) Adding, changing, or removing a provision respecting the transfer of a membership;
- (e) Changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation;
- (f) Changing the manner of giving notice to members entitled to vote at a meeting of the members; or

- (g) Changing the method of voting by members not in attendance at a meeting of the members.

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

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248 (1) of the Income Tax Act (Canada).

ENACTED this 22nd day of April, 2020.

Elinor Larney, President