

Draft as approved by Directors

ONTARIO ASSOCIATION OF OSTEOPATHIC MANUAL PRACTITIONERS

BY-LAW No. 2

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ONTARIO ASSOCIATION OF OSTEOPATHIC MANUAL PRACTITIONERS

Be and enacted is the By-law of the Ontario Association of Osteopathic Manual Practitioners (hereinafter called the "Corporation"), as follows:

ARTICLE 1: DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law, the following words and phrases shall have the following meanings:

- (a) "Act" means the Canada Corporations Act, as amended from time to time, and where the context requires, includes the regulations made under it.
- (b) "Board" means the board of directors of the Corporation.
- (c) "By-law" means a by-law of the Corporation.
- (d) "Director" means a voting member of the board of directors.
- (e) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation;
- (f) "members" where used in the context by which decisions are to be made or authority exercised, means those members who are duly qualified in accordance with Article 3 of this By-law and who are entitled to vote pursuant to provisions of Section 3.3 of this By-law;
- (g) "special resolution" means a resolution passed by the Board and confirmed by at least two-thirds of the votes cast at a general or special meeting of the members of the Corporation.

1.2 Interpretation

This By-law shall be interpreted in accordance with the following unless the context otherwise requires:

- (a) All terms which are contained in the By-laws of the Corporation and which are defined in the Act or the regulations made thereunder, shall have the meanings given to such terms in the Act or the regulations thereunder.
- (b) The use of the singular number shall include the plural and vice versa. The use of gender shall include masculine, feminine and neuter genders. The word "person" shall include an individual, a trust, a partnership, a body corporate or public body, an association or other incorporated or unincorporated organization or entity.

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- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be taken into account in construing the By-laws.
- (d) Any reference to any law, by-law, rule, regulation, order or act of any government, governmental body, or other regulatory body shall be construed as a reference to that law, by-law, rule, regulation, order or act as amended or re-enacted from time to time, or to any successor thereto.

ARTICLE 2: NAME, LOCATION, SEAL**2.1 Name**

The name of the Corporation is the "Ontario Association of Osteopathic Manual Practitioners".

2.2 Location

The head office of the Corporation shall be located in Toronto, Ontario, or in such other location as may be determined by a resolution of the Board.

2.3 Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt. The seal shall be entrusted to the Secretary of the Corporation for its use and safekeeping.

ARTICLE 3: OBJECTS**3.1 Objects**

The objects of the Corporation shall be:

- (a) To promote the practice of osteopathic health care in the Province of Ontario;
- (b) to establish and maintain standards for the safe and effective practice of osteopathy by osteopathic manual practitioners in Ontario in the public interest;
- (c) to seek public support in Ontario for the enactment of legislation by the government to regulate the practice of osteopathy by non-physician practitioners of osteopathy in Ontario, under the *Regulated Health Professions Act, 1991*, or otherwise;

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- (d) to make representations and submissions to the Health Professions Regulatory Advisory Council, the Government of Ontario and others for the enactment of such legislation;
- (e) to represent the members and to advocate the position of the members, consistent with the public interest in safe and effective osteopathic health care, before administrative tribunals, health institutions, other professional organizations, the Ontario Ministry of Health and Long-Term Care, the provincial and federal governments and to the public;
- (f) to provide continuing educational programs in order to advance the knowledge of osteopathy in Ontario; and
- (g) to promote the common interest and activities of the members of the Corporation.

ARTICLE 4: MEMBERSHIP**4.1 Classes**

There are five (5) classes of members set out as follows:

- (a) An **Active Member** is an individual:
 - (i) who satisfies the requirements set out in Section 4.2 below;
 - (ii) who graduated from a Board-approved Canadian osteopathic college or from an osteopathic educational institution in a jurisdiction other than Canada whose educational program has been approved by the Board;
 - (iii) who:
 - (A) has not been an Inactive Member (or otherwise not actively engaged in treating patients osteopathically) for a period of more than three (3) consecutive years in the period immediately preceding the application for membership as an Active Member, or
 - (B) has been an Inactive Member (or otherwise not actively engaged in treating patients osteopathically) for more than three (3) years, and has met any requirements imposed by the Board on the recommendation of the Registration Committee to demonstrate competence for re-entry to Active Practice;
 - (iv) who has completed at least 75 Continuing Education Units ("CEU") as defined by the Board from time to time in the three (3) year period immediately preceding the year to which the application

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relates but excluding any year(s) during which he or she was an Inactive Member or was enrolled in an educational program approved by the Board;

- (v) whose application for admission as an Active Member has received the approval of the Board upon the recommendation of the Registration Committee;
- (vi) who is a Canadian citizen or a permanent resident of Canada or authorized under the *Immigration Act* (Canada) to engage in the practice of the profession;
- (vii) who is able to speak and write either English or French with reasonable fluency; and
- (viii) who has paid the annual Active Member fees or dues to the Corporation and has complied with all membership requirements established by the Board from time to time.

(b) A **Student Member** is an individual:

- (i) who satisfies the membership requirements set out in Section 4.2 below;
- (ii) who is currently enrolled in a Board-approved Canadian osteopathic educational institution or an osteopathic educational institution in a jurisdiction other than Canada whose educational program has been approved by the Board;
- (iii) whose application for admission as a Student Member has received the approval of the Board upon the recommendation of the Registration Committee; and
- (iv) who has paid the annual Student Membership fees or dues to the Corporation and has complied with all membership requirements established by the Board from time to time.

(c) An **Inactive Member** is an individual:

- (i) who satisfies the requirements set out in Section 4.2 below, with the exception of paragraph (d) of Section 4.2;
- (ii) who has graduated from a Board-approved Canadian osteopathic college or from an osteopathic educational institution in a jurisdiction other than Canada whose educational program has been approved by the Board;
- (iii) who has previously been an Active Member of the Corporation for a period of time of one (1) year or more;

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- (iv) who is not actively engaged in treating patients osteopathically;
 - (v) whose application for admission as an Inactive Member has received the approval of the Board upon the recommendation of the Registration Committee which Committee shall establish the CEU requirements, if any, to be met by Inactive Members;
 - (vi) who is a Canadian citizen or a permanent resident of Canada or authorized under the *Immigration Act* (Canada) to engage in the practice of the profession;
 - (vii) who has paid the annual Inactive Membership fees or dues to the Corporation and has complied with all membership requirements established by the Board from time to time; and
 - (viii) who has not been an Inactive Member for a period of time greater than three (3) years.
- (d) An **Affiliate Member** is an individual:
- (i) who has graduated from a Board-approved Canadian osteopathic college or from an osteopathic educational institution in a jurisdiction other than Canada whose educational program has been approved by the Board;
 - (ii) who resides outside of the Province of Ontario;
 - (iii) whose application for admission as an Affiliate Member has received the approval of the Board upon the recommendation of the Registration Committee; and
 - (iv) who has paid the annual Affiliate Membership fees or dues to the Corporation and has complied with all membership requirements established by the Board from time to time.
- (e) A **Supporting Member** is an individual:
- (i) who has a special interest in the Corporation and its work;
 - (ii) who is interested in furthering the objects of the Corporation;
 - (iii) whose application for admission as a Supporting Member has received the approval of the Board upon the recommendation of the Registration Committee; and
 - (iv) who has complied with all membership requirements established by the Board from time to time.

4.2 Additional Membership Requirements for Active Members and Student Members

All Active Members and Student Members, and applicants for membership in these categories, shall meet the membership requirements set out in paragraphs (a) through (d) below in addition to those set out in each case above in Section 4.1.

All Inactive Members, and applicants for membership in that category, shall meet the membership requirements set out in paragraphs (a) through (c) below in addition to those set out above in Section 4.1.

- (a) his or her past and present conduct affords reasonable grounds for believing that he or she:
 - (i) has the necessary knowledge, skill and judgment to practice osteopathy as an osteopathic manual practitioner safely and ethically;
 - (ii) will practice osteopathy as an osteopathic manual practitioner with decency, integrity and honesty and in accordance with the law;
 - (iii) has the ability to communicate effectively with, and displays an appropriate attitude towards, patients and colleagues;
- (b) he or she must agree to adhere, and adhere to, the Corporation's Code of Ethics and Standards of Practice as these may be amended from time to time;
- (c) he or she must provide details to the Corporation, without delay, of any of the following that relate to him or her:
 - (i) a current proceeding or conviction for a criminal offence in Ontario, or in a jurisdiction other than Ontario, related to the regulation of osteopathic manual practice;
 - (ii) a current proceeding or finding of negligence, professional misconduct, incompetency or incapacity in Ontario arising from osteopathic manual practice or any other health profession;
 - (iii) a current proceeding or finding of negligence, professional misconduct, incompetency or incapacity in a jurisdiction other than Ontario arising from osteopathic manual practice or any other health profession; and
- (d) he or she must hold and maintain professional liability insurance coverage in an amount to be determined by the Board from time to time.

4.3 Rights of Active Members and Inactive Members

All Active Members and Inactive Members shall have the right to receive notice of and to attend all meetings of the members of the Corporation and to exercise one vote at such meetings, and they shall be eligible to hold office, serve on committees and serve the Corporation in such other capacities as the Board may determine from time to time.

4.4 Rights of Student Members, Affiliate Members and Supporting Members

All Student Members, Affiliate Members and Supporting Members shall have the right to receive notice of and to attend all meetings of the members of the Corporation but shall not be entitled to exercise a vote at such meetings. Student Members, Affiliate Members and Supporting Members shall, in addition, be entitled to serve as members of committees.

4.5 Amendment of Membership Categories and Requirements

The categories of membership set out in Section 4.1 and the attributes and requirements for membership in each case may be amended by special resolution.

4.6 Membership Dues

- (a) Membership dues shall be established by resolution of the Board and members will be notified in writing of the amount and date payable.
- (b) Any member who is delinquent in paying dues for a period of thirty (30) days from the time dues are payable shall have his or her membership terminated.
- (c) All dues shall be non-refundable.
- (d) Members who have had their membership terminated may be reinstated upon payment of a reinstatement fee in addition to their dues. The Board shall from time to time determine the reinstatement fee.

4.7 Termination of Membership

Membership in the Corporation is not transferable, and shall lapse and cease to exist:

- (a) upon death of the member;
- (b) when the member ceases to be a member by resignation;
- (c) when the member has failed to pay his or her annual dues within thirty (30) days of when the dues are payable;
- (d) when the member who is an Inactive Member has failed to apply for reinstatement as an Active Member within three (3) years from the date that he or she became an Inactive Member;

- (e) when the Board has determined that the member has failed to meet any applicable membership requirement(s) including, without limiting the generality of the foregoing, adherence to all provisions of the Corporation's Code of Ethics and Standards of Practice (as these may be amended from time to time) pursuant to a recommendation to the Board made by the Professional Practice Committee;
- (f) when in accordance with the terms of the By-laws, a resolution is passed to remove the member by at least two thirds (2/3) of the votes cast at a meeting of members called for such purpose, provided that the member is granted an opportunity to be heard at this meeting; or
- (g) when the member's period of membership expires, provided, however, that the membership of any Director shall not be terminated unless such Director has first ceased to be a Director pursuant to Section 5.6 of this By-law.

ARTICLE 5: MEETINGS OF MEMBERS

5.1 Annual Meeting

Each annual meeting will be held within fifteen (15) months of the previous annual meeting. At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and the auditors appointed for the ensuing year.

5.2 General Meetings

Other general meetings of members may be held by order of the President or the Board at any date, time and place in Ontario. In addition, the President shall call a general meeting upon receipt of a written request of no less than five percent (5%) of members entitled to vote at such meeting.

5.3 Notice

- (a) Notice of a meeting of the members shall be served on each member entitled to receive notice not less than thirty (30) days before the date of the meeting, excluding the day when the notice is sent and including the date of the meeting. Notice may be sent by mail, email or by fax. Notice by mail shall be sent at least thirty-five (35) days prior to the meeting. Attendance of a member at a meeting constitutes waiver of notice unless the member attends the meeting to object to the transaction of any business because the meeting is not lawfully called. Meetings of members may be held at any time without notice if all the members are present (unless a member attends the meeting to object to the transaction of any business because the meeting is not lawfully called), or if all the absent members waive notice before or after the date of the meeting.

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This notice will state the day, time, place and general nature of the business to be transacted at the meeting.

- (b) The accidental omission to give notice of any meeting, or the non-receipt of any notice by any member, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
- (c) Notice of any meeting of members shall include a statement of the right of such a member to appoint a proxy to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting.
- (d) Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.
- (e) Notice of a meeting of members shall remind the members that he or she has the right to vote by proxy.
- (f) 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.

5.4 Proxies

A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. The proxyholder must be a member of the Corporation entitled to vote and no single proxyholder shall hold more than two (2) proxies.

5.5 Chair

In the absence of the President, the members present at any meeting of members shall appoint another Director to act as chair of the meeting. If no Director is present or if all Directors present decline to act as chair, the members shall choose one of their number to chair the meeting.

5.6 Voting

- (a) Each Active Member and Inactive Member present at a general meeting of members shall have the right to exercise one vote.
- (b) Votes may be cast by either by ballot or by hand held voting card provided to each member and for each signed proxy notice, as the chair of the meeting shall decide. With the exception of a special resolution, any question submitted to any meeting of members shall be decided by a majority of votes.
- (c) The chair shall have a vote.

- (d) If voting results in a tie, the motion will be defeated.
- (e) A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

5.7 Quorum

A quorum for the transaction of business at any meeting of members shall consist of the presence in person of **twenty percent (20%)** of members entitled to vote.

ARTICLE 6: BOARD OF DIRECTORS

6.1 Composition

- (a) The Corporation shall be governed by a Board consisting of **eleven (11)** Directors.
- (b) The persons named in the Letters Patent shall be the first Directors of the Corporation until the first annual meeting of members at which time their successors shall be elected.

6.2 Qualifications of Directors

Directors must be Active Members or Inactive Members, at least eighteen (18) years of age with power under law to contract.

6.3 Manner of Election and Term

- (a) The Directors shall be elected by ballot by the members of the Corporation at annual meetings.
- (b) **Nominations for Directors shall be made in writing and, in order to be effective, shall be delivered to the registered office of the Corporation not later than 5:00 p.m. on the third day before the meeting.**
- (c) At subsequent annual meetings the expired terms will be filled by elections for two (2) year terms.
- (d) In the case of a tie vote, the final decision shall be decided by lot, conducted by the chair of the meeting.
- (e) No person may be a Director for more terms than will constitute twelve (12) consecutive years of service, provided however that following a break in continuous service of at least one (1) year, the same person may be re-elected as a Director.

6.4 Past President

When a new President of the Board is elected, the immediate past President shall serve as an *ex officio* advisor to the Board for a maximum of two (2) years. He or she shall be entitled to attend all meetings of the Board and enter into discussions on any matters before the Board, but shall not have the right to make motions or to vote unless elected as a Director in accordance with Section 5.3.

6.5 Student Representatives

Student Members may serve as student representatives for one-year terms of office. They shall be entitled to attend all regular and special meetings of the Board and enter into discussions on any matters before the Board, but shall not have the right to make motions or to vote. The student representatives **are not Directors; they** serve as a liaison between the Board and osteopathic students. **There will be no more than six (6) student representatives.** They will be elected by the students who they represent. The numbers and the constituencies of the student representatives will be determined by the Board from time to time.

6.6 Authority of Board

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation so long as such powers, acts or things are not, by the By-laws, a resolution or by statute, required to be exercised or done by the Corporation at a meeting of members. Further, the Board:

- (a) is responsible for the governance and management of the Corporation;
- (b) shall delegate the management of the day-to-day affairs of the Corporation to the Executive Committee;
- (c) shall have power to authorize expenditures on behalf of the Corporation and from time to time may delegate, by resolution, to an officer of the Corporation, the right to employ and pay salaries to employees;
- (d) 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 interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe;
- (e) may by special resolution from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes, or other like liabilities whether secured or unsecured of the Corporation); and

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- (iii) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable, or immovable property of the Corporation to secure any debt obligations, or other debt or liability of the Corporation;
- (f) shall take such steps to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the purposes of the Corporation; and
- (g) may appoint agents and engage employees as required from time to time. Such persons shall have such authority and shall perform such duties as prescribed by the Board.

6.7 Vacancy and Removal

- (a) An individual ceases to be a Director:
 - (i) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
 - (ii) if he or she is found by a court of competent jurisdiction to be incapable of managing property;
 - (iii) if by, notice in writing to the President of the Corporation, he or she resigns his or her office;
 - (iv) if he or she ceases to be an Active Member or Inactive Member;
 - (v) if he or she is removed from office by passing of a resolution of the members set out in sub-paragraph (b) below; or
 - (vi) if he or she dies.
- (b) The Active Members and Inactive Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of the members of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his or her term; and may, by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of the term.
- (c) In the event of any vacancy on the Board however caused (except by an increase in the number of Directors), the Directors may fill such vacancy, so long as there is a quorum of Directors, and any Director appointed to fill such vacancy shall hold office for the remaining unexpired term of the Director who caused such vacancy; otherwise, such vacancy shall be filled at the next meeting of members.

6.8 Appointments

The President may appoint two (2) non-members to serve as advisors to the Board. Such advisors shall be entitled to attend all regular and special meetings of the Board and to enter into discussions on any matters before the Board, but shall not have the right to make motions or vote.

6.9 Remuneration of Directors

The Directors shall serve without remuneration and no Director shall 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 7: MEETINGS OF DIRECTORS

7.1 Place of Meetings and Notice

- (a) Meetings of the Board may be held at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the President or any three (3) Directors at any time by giving notice to the Secretary who shall then give notice to the Directors.
- (b) Notice of any meeting of the Board shall be delivered by mail, telephone (voice or facsimile) or E-mail not less than fourteen (14) days before the meeting is held.
- (c) No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting.
- (d) Notice of any meeting or any irregularity in any meeting or in the notice there of may be waived by any Director.
- (e) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

7.2 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a specified place and hour and a copy of this information shall be sent to each Director, and no other notice shall be required for any such regular meetings.

7.3 Special Meetings

Special meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived formal notice to such meeting being held in their absence.

7.4 First Meeting of Board Immediately Following Annual Meeting of Members

For the first meeting of the Board to be held immediately following the election of Directors at an annual meeting of the members, no notice need be given to the new Directors.

7.5 Telephone Participation

If all of the Directors consent, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other.

7.6 Quorum

A quorum at any meeting of the Board shall be a majority of the Directors.

7.7 Voting

- (a) Voting rights of a Director shall not be delegated to another nor exercised by proxy.
- (b) Questions arising at any meeting of the Board shall be decided by a majority of votes.
- (c) The President will have a vote.
- (d) If voting results in a tie, the motion will be defeated.

7.8 Chair

The President shall, when present, preside at all meetings of the Board and of the members. In the absence of the President at a meeting of the Board, the Directors present shall choose one (1) of their numbers to chair the meeting.

ARTICLE 8: COMMITTEES

8.1 Board's Authority to Appoint Committees

The Board may from time to time appoint such committee or committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Members of committees need not be Directors or members of the Corporation. Any such committee may form its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may remove any members of any such committee.

8.2 Committees and Terms of Reference

In particular, and notwithstanding the generality of the foregoing Section 8.1, the Board shall appoint the following committees:

- (a) Executive Committee;
- (b) Governance Committee;
- (c) Registration Committee;
- (d) Education Committee;
- (e) Standards Committee; and
- (f) Professional Practice Committee.

The terms of reference for each of the said committees are established as set out below.

8.3 Executive Committee

The Executive Committee shall:

- (a) consist of:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Secretary;
 - (iv) the Treasurer; and
- (b) conduct the business of the Corporation between meetings and report to the Board.

8.4 Governance Committee

The Governance Committee shall:

- (a) consist of at least:
 - (i) the President;
 - (ii) the immediate past President or a Director if there is no immediate past President; and
 - (iii) two (2) other Directors.

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- (b) assume responsibility for orientation and education of new Board members and the ongoing education of existing Board members;
- (c) establish, maintain and evaluate structures, policies and processes which will improve Board functioning;
- (d) develop performance indicators and implement monitoring practices to evaluate the performance of the Board and Board members;
- (e) develop and recommend By-law changes to the Board for approval;
- (f) report to the Board the names of those persons whom it feels appropriate to nominate for election to the Board at the annual meeting to fill any vacancies on the Board; and
- (g) perform such other duties as may be directed by the Board.

8.5 Registration Committee

The Registration Committee shall:

- (a) consist of at least:
 - (i) the immediate past President or President if there is no immediate past President; and
 - (ii) two (2) other Directors.
- (b) annually review policies regarding membership qualifications and categories and present this to the Board for approval at least two (2) months before the annual meeting of the Corporation;
- (c) maintain a list of osteopathic institutions in the world and their standards of education;
- (d) review applications for admission to the Corporation, including the applications of persons who do not meet the requirements established by the By-laws, and make recommendations to the Board regarding such applications;
- (e) establish the CEU and other requirements, if any, to be met by Inative Members and other applicants seeking to be Active Members and not actively engaged in treating patients osteopathically for a period of more than three years prior to application;
- (f) perform such other duties as may be directed by the Board.

8.6 Education Committee

The Education Committee shall:

- (a) consist of at least:
 - (i) one (1) Director; and
 - (ii) other members as may be determined by that Director from time to time;
- (b) organize educational courses and make recommendations to the Board regarding the Continuing Education Units to be assigned to such courses, if any; and
- (c) perform such other duties as may be directed by the Board.

8.7 Standards Committee

The Standards Committee shall:

- (a) consist of at least:
 - (i) one (1) Director;
 - (ii) other members as may be determined by that Director from time to time including, where possible, one (1) member from a legislative regulatory authority in a jurisdiction other than Ontario with responsibility for the regulation of osteopathic practice by osteopathic manual practitioners;
- (b) establish, maintain and update relevant standards of practice as required for osteopathic manual practice including, without limiting the generality of the foregoing, the Corporation's Code of Ethics and Standards of Practice; and
- (c) perform such other duties as may be directed by the Board.

8.8 Professional Practice Committee

The Professional Practice Committee shall:

- (a) consist of at least:
 - (i) three (3) Directors;

- (ii) the immediate past President; and
 - (iii) one member appointed by the Board who is not, and has not been, an osteopathic manual practitioner or a member of any other health profession in Ontario or elsewhere;
- (b) establish, maintain and update policies and procedures to receive and process complaints of a non-criminal nature from members of the public concerning members of the Corporation;
 - (c) to receive and process such complaints and to report its related findings and recommendations to the Board, which shall have final authority in the adjudication of such complaints;
 - (d) members of the public making complaints of a criminal nature shall be encouraged to report their complaint to the police and to notify the Corporation of the result, at which time appropriate action will be taken.

ARTICLE 9: OFFICERS

9.1 Officers

- (a) The President, two (2) Vice-Presidents, the Secretary and the Treasurer shall be appointed annually from and by the Board.
- (b) The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be determined by the Board.
- (c) The Board may delegate all or any duties of an officer to any other officer in the event of absence or inability of an officer to act.

9.2 Remuneration of Officers

- (a) Members of the Corporation shall not receive remuneration for serving as officers. The Board may fix the remuneration, if any, to be paid to officers of the Corporation for those officers who are not members of the Corporation.
- (b) All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the duties of their respective offices.

9.3 Duties of Officers

- (a) The President shall:
 - (i) chair all meetings of the Board and of the members;

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- (ii) have general supervision of the affairs of the Corporation;
 - (iii) be an ex-officio member of all standing committees;
 - (iv) be an ex-officio member of all special committees;
 - (v) if appropriate, delegate to a Vice-President the ex-officio membership on any one (1) or more of the special or standing committees;
 - (vi) represent the Corporation at public and official functions;
 - (vii) sign such documents as require his or her signature;
 - (viii) be responsible for appointing Directors to committees where committee membership has not otherwise been provided for in the By-laws of the Corporation; and
 - (ix) perform such other duties as may from time to time be determined by the Board.
- (b) In the absence of or inability of the President to act, one (1) of the Vice-Presidents shall be elected by the Board to act and perform all the duties of the President. The Vice-President shall perform such other duties as may from time to time be determined by the Board.
- (c) The Secretary shall:
- (i) when present act as Secretary of all meetings of the Board and members;
 - (ii) have charge of the minute books of the Corporation and the documents and registers referred to in the Act; and
 - (iii) have such other powers and duties as may from time to time be determined by the Board.
- (d) The Treasurer shall:
- (i) have the care and custody of all the funds and securities of the Corporation and deposit the same in the name of the Corporation in financial institutions as directed by the Board;
 - (ii) ensure that an accurate accounting is made of all monies, credits, or properties of any and every nature which may come into the possession of the Corporation and all disbursements;
 - (iii) ensure all dues, assessments, and other monies due to the Corporation are collected;

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- (iv) sign such documents as require his or her signature;
- (v) periodically make reports to the Board;
- (vi) serve under bond in an amount to be determined by the Board; and
- (vii) have such other powers and duties as may from time to time be assigned to him or her by the Board.

9.4 Removal and Vacancy

- (a) All officers shall be subject to removal by resolution of the Board at any time with or without cause.
- (b) If the office of the President, Vice-President, Secretary or Treasurer shall become vacant by reason of death, resignation, disqualification or otherwise, the Board shall elect one (1) of the Directors to fill the vacancy.

9.5 Insurance

The Corporation may purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred while acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 10: FINANCE**10.1 Financial Year**

Unless otherwise determined by the Board, the fiscal year of the Corporation shall terminate on the 31st day of August in each year.

10.2 Auditors

The members of the Corporation shall appoint an auditor at each annual meeting to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The auditor shall make such examinations as will enable the auditor to report to the members. The remuneration of the auditor shall be fixed from time to time by the Board.

10.3 Cheques, Drafts, Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer and another Director designated from time to time by the Board for this duty.

10.4 Execution of Instruments

- (a) Unless otherwise provided by the Board, all contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any one (1) of the President or Vice-President together with any one (1) of the Secretary or Treasurer, and all such contracts, documents and instruments so signed shall be binding upon the Corporation without any further authorization or formality. The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- (b) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the Board may from time to time determine.

ARTICLE 11: CONFLICT OF INTEREST

11.1 Conflict of Interest

No member of the Board, nor the spouse, dependent, child, parent, brother or sister, nor person living in the same household of a member of the Board shall enter into any business arrangement with the Corporation in which he or she is interested directly or indirectly, except if the Director(s) concerned:

- (a) declare any such conflicts of interest; and
- (b) refrain from voting thereon and from participating in any related discussion.

The chair of any meeting of the Board or of any committee of the Board shall request any Director who has declared an interest in any business or other financial arrangement with the Corporation which is being discussed, to absent himself or herself during the discussion of and the vote upon the matter, and the event shall be recorded in the minutes, but each such Director may be counted to determine the presence of a quorum of the meeting.

ARTICLE 12: INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

12.1 Indemnities to Directors, Officers and Others

The Corporation shall indemnify a Director, former Director, officer, member, employee or a person who acts or acted at the Corporation's request as a Director, officer or employee, and his or her heirs, executors, administrators and legal representatives from and against,

- (a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it for or in respect of any

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act, deed, matter or thing whatsoever made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and

- (b) all other costs, charges and expenses that he, she or it 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 or its own wilful neglect or default.

12.2 Idem

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation as a result of the execution of the duties of such Director's, officer's or Employee's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or officer's own wrongful and willful act or through his or her or her own wrongful and willful neglect or default.

12.3 Idem

The Directors shall not be under any duty in respect of any contract, act or transaction, except such as shall be submitted to and authorized and approved by the Board.

12.4 Idem

If any Director or officer is employed by or performs services for the Corporation otherwise than as a Director or officer or is a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a Director or officer of the Corporation shall not disentitle such person or such company from receiving proper remuneration for such services.

ARTICLE 13: AMENDMENTS**13.1 Amendments**

By-laws of the Corporation may be enacted, repealed or amended by a resolution of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting called for such purpose, provided that the enactment, repeal or amendment shall not be acted upon until the approval of Industry Canada has been obtained.

