

Ontario College of Reflexology

BY-LAW No. 1

A By-Law relating generally to the transaction of the affairs of the **Ontario College of Reflexology**.

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

1.0 CORPORATE SEAL:

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

2.0 MEMBERSHIP:

2.1 Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall be open to any individual whose application for admission as a member has received the approval of the Board of Directors of the Corporation. Members may be admitted to one of the following classes of membership:

- a) **Certified Member** - shall be eligible for election or appointment to the Board of Directors and has one vote on all matters brought before a General Meeting. Certified Member means any member who has successfully passed examination(s) as prescribed by the Corporation and has recognition by the Corporation as a Certified Reflexologist. Certified Membership may also have different classes or sub-levels of certification as prescribed by the Board of Directors from time to time.
- b) **Associate or Student Member** - may attend a General Meeting and has one vote on all matters brought before a General Meeting but shall not be eligible to be elected or appointed to the Board of Directors. Associate or Student member means any member who is not certified by the Corporation.
- c) **Honorary Member** - shall have all the rights and privileges of an Associate or Student Member and may continue to be a member in good standing. An honorary member is not required to pay membership fees nor be certified. Such Honorary Membership shall be awarded by the Board of Directors.
- d) **Life Member** - shall have all the rights and privileges of a Certified member but is not required to pay membership fees. A Life member shall be certified as detailed in section a) above. Such Life Membership shall be awarded by the Board of Directors. Provisional Directors named in the Letters Patent of the Corporation shall automatically be awarded Life Membership.

2.2 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation that shall be effective upon acceptance thereof by the Board of Directors and lodging a copy of the same with the Secretary of the Corporation.

- 2.3 In 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.
- 2.4 Each qualified member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Members may vote through a duly authorized proxy.
- 2.5 The Secretary shall promptly inform each member of his admission as a member.
- 2.6 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an Annual Meeting provided that any such member shall be granted an opportunity to be heard at such meeting.
- 2.7 If in completing an application for membership the applicant makes any misrepresentation, the membership may be cancelled upon resolution passed by the Board of Directors.
- 2.8 Prior to voting upon any resolution presented pursuant to the provisions of the immediately preceding paragraph the Directors shall provide the applicant with a copy of the text of the resolution proposed and a brief written report identifying the misrepresentation complained of. The applicant shall be entitled to make representations to the Board prior to the presentation of the resolution, such representations to be made verbally in person or by an agent, or in writing as the applicant may elect.
- 2.9 A member may be suspended by a resolution passed by a vote of three-quarters (3/4) of the Directors present at a meeting called for the purpose of considering any such suspension. Suspension 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 unless he has been provided with a copy of the resolution proposing his suspension and a written report specifying the conduct complained of. Prior to the consideration by the Board of the resolution the member shall be entitled to make representations on his behalf either verbally, in person or through his agent, or in writing, as the member may elect.
- 2.10 Any member suspended by resolution of the Board of Directors pursuant to this article shall:
- (a) not be permitted to attend General Meetings, meetings of the Board of Directors, serve on any committees or attend seminars or workshops or activities conducted by the Corporation;
 - (b) remain liable for the payment of membership fees and there shall be no rebate payable for the period of such suspension.
- 2.11 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 of suspension, will be automatically reinstated as a member of the Corporation.

- 2.12 A member who has been expelled may, after a period of one year from the date of notice of such expulsion, make application to the Board of Directors for readmission, and upon submitting a written undertaking as to future good conduct and payment of the admission fee, may be readmitted to membership in the Corporation upon resolution to that effect passed by the Directors.

3.0 DUES:

- 3.1 There shall be no membership fees or dues payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, unless otherwise directed by the Board of Directors. Under no circumstances shall the Board of Directors or Corporation assess membership fees or dues against **Honorary** or **Life members**.
- 3.2 Should membership fees or dues be levied by the Board of Directors, each Director of the Board of Directors shall be exempted from the membership fees or dues so as long as he or she remains in office.

4.0 HEAD OFFICE:

- 4.1 The Head Office of the Corporation shall be in the Regional Municipality of Timiskaming, Town of New Liskeard, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

5.0 BOARD OF DIRECTORS:

- 5.1 The property and business of the Corporation shall be managed by a board of seven (7) Directors of whom three (3) shall constitute a quorum. Directors must be individuals, eighteen (18) years of age, with power under law to contract. A Director must prior to his or her election be a current Certified member in good standing or a Life member of the Corporation.
- 5.2 The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.
- 5.3 Directors shall be elected for a term of three (3) years by the members at an Annual Meeting of members. Such Director's term shall be staggered yearly to maintain continuity as follows:

Class 1: Election in 1997 and every three (3) years thereafter,
 - Director #1
 - Director #2

Class 2: Election in 1998 and every three (3) years thereafter,
 - Director #3
 - Director #4

Class 3: Election in 1999 and every three (3) years thereafter.
 - Director #5
 - Director #6
 - Director #7

5.4 Provisional Directors named in the Letters Patent of the Corporation shall serve as Class 3 Directors beginning in 1996 until replaced in 1999. During the provisional years starting in 1996, the Board of Directors shall consist of:

- three (3) Directors in 1996 of whom two (2) shall constitute a quorum;
- five (5) Directors in 1997 of whom three (3) shall constitute a quorum.

5.5 A Director shall not perform any administrative duties normally provided for by an administrative staff unless required to do so on a committee level. Exceptions may be made by the Board of Directors unless a conflict of interest arises. Such administrative duties performed by a Director shall be under the direction of the Administrator or Dean. Under no conditions shall a Director or Directors issue instructions to the Administrator or administrative staff.

5.6 A Director's Policy Handbook shall be developed and kept up to date prescribing rules and regulations for conducting business as a Director. All Directors shall abide by the Director's Policy Handbook.

6.0 VACANCIES: BOARD OF DIRECTORS

6.1 The office of Director shall be automatically vacated:

- a) if a Director resigns his or her office by delivering a written resignation to the Secretary of the Corporation;
- b) if he or she is found by a court to be of unsound mind;
- c) if at a Special or General Meeting of members a resolution is passed by three-quarters (3/4) of the members present at the meeting that he or she be removed from office of which notice specifying the intention to pass such resolution has been given;
- d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation as permitted in the following paragraph.

6.2 Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy within thirty (30) days. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

6.3 A vacancy in the office of Chairman shall be filled by the Vice-Chairman until appointment by the Board of Directors.

6.4 Each member of the Board of Directors is required to return all official documents immediately upon termination of office, receipt for which will be given by the Secretary.

- 6.5 Where a Director has missed two consecutive meetings of the Board, or has missed three in the course of a year and does not have reasons acceptable to the Board of Directors, his or her position shall be declared vacant.
- 6.6 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

7.0 MEETINGS: BOARD OF DIRECTORS

- 7.1 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight (48) hours notice of such meeting shall be given other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote.
- 7.2 If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facilities as permitting all persons participating in the meeting to hear or see each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
- 7.3 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
- 7.4 Board of Directors' meetings may be formally called by the Chairman or Vice-Chairman or by the Secretary on direction of the Chairman or Vice-Chairman, or by the Secretary on direction in writing of at least two (2) Directors.
- 7.5 No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

8.0 VOTING: BOARD OF DIRECTORS:

- 8.1 Questions arising at any meeting of Directors shall be decided by a majority of votes unless otherwise specified in the By-Law herein. In case of an equality of votes, the Chairman, in addition to his or her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairman his duties may be performed by the Vice-Chairman or such other Director as the board may from time to time appoint for the purpose.

8.2 Conflict of Interest: In the event of a conflict of interest between a Director and offices or matters under consideration, the Director shall immediately declare to the Chairman a conflict of interest and shall be removed from any discussions and voting.

9.0 REMUNERATION OF DIRECTORS:

9.1 The Directors shall serve as such 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. 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 therefor.

9.2 A reasonable remuneration for all Officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or 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 such meeting of members.

10.0 INDEMNITIES TO DIRECTORS AND OFFICERS:

10.1 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 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 of 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 her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- b) all other costs, charges and expenses which he or 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 or her own wilful neglect or default.

10.2 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 of Directors. Such coverage shall also protect a retired Board of Director for any actions taken while he or she was a Director at that time.

11.0 EXECUTIVE COMMITTEE:

11.1 There shall be an Executive committee composed of at least three (3) Directors who shall be appointed by the Board of Directors. The purpose of the Executive Committee shall be to act on the behalf of the Board of Directors in-between meetings of the Board of Directors where

a decision is required to be made by the Board of Directors. Such decisions or exercise of powers by the Executive Committee shall be ratified by the Board of Directors at its next meeting of Directors. The Executive committee shall exercise such powers as are authorized by the Board of Directors. Any Executive committee member may be removed by a three-quarters (3/4) vote of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

- 11.2 Meetings of the Executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Two (2) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive committee or any adjourned meeting of the Executive committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

12.0 POWERS OF DIRECTORS:

- 12.1 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 charter or otherwise authorized to exercise and do.
- 12.2 The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to the Administrator or Dean of the Corporation the right to employ and pay salaries to employees. The Directors 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 of Directors may prescribe.
- 12.3 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. Such agents and/or employees engaged by the Board of Directors shall be under the direction of the Administrator or Dean.
- 12.4 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.
- 12.5 The Board of Directors 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.

- 12.6 All cheques and drafts of the Corporation shall be signed by any two Officers or staff members appointed by the Board of Directors to sign on behalf of the Corporation.

13.0 OFFICERS OF THE CORPORATION:

- 13.1 The Officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and any such other Officers as the Board of Directors may by By-Law determine. Any two offices may be held by the same person with the exception of the offices of Chairman and Vice-Chairman. Appointed Officers other than Chairman and Vice-Chairman need not be Directors, nor members.

- 13.2 Officers, including Chairman of the Corporation, shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting of members in which the Directors are elected, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The Chairman's position may be rotated among existing elected Directors for a set period of time as determined by resolution of the Board of Directors. A rotational schedule may be developed so that every Director will have an opportunity to serve a term as Chairman in his or her last year of the three (3) year term as Director. A Director may at any time waive his or her right to serve as Chairman. A Chairman may be removed from office by resolution of the Board of Directors of not less than three-quarters (3/4) of the Directors present.

- 13.3 The Officers of the Corporation other than those specified in the above paragraph 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. All Officers shall be subject to removal by resolution of the Board of Directors of not less than three-quarters (3/4) of the Directors present at any time.

- 13.4 The Administrator or Dean of the Corporation shall be appointed by resolution of the Board of Directors who shall have the general and active management of the affairs of the Corporation under the direction of the Board of Directors and the Executive Committee. The Administrator shall not be an elected Director of the Board of Directors except for the provisional Directors named in the Letters Patent of the Corporation.

14.0 DUTIES OF CHAIRMAN AND VICE-CHAIRMAN:

- 14.1 The Chairman shall preside at all meetings of the Corporation and of the Board of Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 14.2 The Vice-Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.

15.0 DUTIES OF TREASURER:

- 15.1 The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the

Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Corporation as may be directed by the Board of Directors taking proper vouchers for such disbursements, and shall render to the Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The above duties may be performed by administrative staff in which case the Treasurer may receive and verify a report by the administrative staff assigned to this duty. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors or the Executive Committee.

16.0 DUTIES OF SECRETARY:

16.1 The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. Such recording may be performed by administrative staff under the direction of the Secretary. He or she shall give or causes to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman under whose supervision he or she shall be. He or she shall be the custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

17.0 DUTIES OF ADMINISTRATOR:

17.1 The duties of the Administrator or Dean shall be to:

- a) administer the affairs of the Corporation as required by the Board of Directors and the Executive Committee;
- b) not be an elected Director of the Board of Directors except for the provisional Directors named in the Letters Patent of the Corporation;
- c) follow the Administrative Policy Handbook as set by the Board of Directors;
- d) attend Board of Directors' meetings as required and to provide to the Board of Directors a report of all administrative duties and projects as set out by the Administrative Policy Handbook;
- e) act as a liaison Officer between the Board of Directors and the administrative staff;
- f) must be capable of obtaining a fidelity bond at prevailing rates from a company issuing such bonds carrying on business in Ontario;
- g) receive a salary or remuneration for services performed and shall hold office at the will and pleasure of the Board of Directors, which shall also determine the scale of remuneration and terms and conditions of employment;
- h) be responsible for engaging and directing administrative staff as may be required by the Board of Directors, Executive Committee and the Administrative Policy Handbook;
- i) perform any other duties as may be prescribed by the Board of Directors from time to time.

18.0 DUTIES OF OTHER OFFICERS:

- 18.1 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

19.0 EXECUTION OF DOCUMENTS:

- 19.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers appointed by the Board of Directors 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 of Directors.
- 19.2 Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors 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.

20.0 ANNUAL AND OTHER MEETINGS OF MEMBERS:

- 20.1 The Annual or any other General Meeting of the members shall be held at the head office of the Corporation or at any place in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside Ontario.
- 20.2 At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and elections held and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chairman or Vice-Chairman shall have power to call, at any time, a General Meeting of the members of the Corporation. The Board of Directors shall call a Special General Meeting within sixty (60) days of members on written requisition of members carrying not less than 5% of the voting rights. A quorum of a General Meeting shall consist of the lesser of either 10 members or a combination of 10 members including proxy votes, or 5% of the voting rights. Each Member present shall hold a maximum of two (2) proxy votes.
- 20.3 Fourteen (14) days' written notice shall be given to all members of any Annual or Special General Meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote and a maximum of two (2) proxy votes. Voting by proxy shall be permitted subject to the provisions of this By-Law. The Directors are empowered to pass such resolutions as may be appropriate, not inconsistent with the provisions hereof,

prescribing the form of proxy, the manner of its signing, the time for its delivery, and any other matter incidental to the proxy voting procedure.

- 20.4 All Resolutions by members shall be forwarded to the Secretary at least sixty (60) days prior to an Annual General Meeting. The Secretary shall forward a copy of all Resolutions submitted for consideration of an Annual General Meeting to the Board of Directors, prior to distribution to all members.

21.0 ERROR OR OMISSION IN NOTICE:

- 21.1 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.

22.0 MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES:

- 22.1 The minutes of the Board of Directors or the minutes of the Executive Committee 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.

23.0 VOTING OF MEMBERS:

- 23.1 Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. Such proxy holders need not himself or herself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her.
- 23.2 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.

24.0 FINANCIAL YEAR:

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

25.0 COMMITTEES:

25.1 The Board of Directors may appoint committees other than those required as designated by statute or by these By-Laws, whose members will hold their offices at the will of the Board of Directors.

25.2 **Education Committee:** This Committee, under the direction and control of the Board of Directors, shall establish prescribed courses of study and examination leading to certification as a member of the Corporation and qualification as an instructor or as an examiner of Reflexology. The Board of Directors shall appoint a chairman, who shall be a certified member of the Corporation in good standing. If required, the Chairman shall appoint two (2) or more Certified members in good standing.

25.3 **Budget and Finance Committee:** A Budget and Finance Committee consisting of a chairman who shall be the Treasurer and two or more other members appointed by the Board of Directors shall be responsible for the preparation of financial budgets for consideration by the Board of Directors. The Budget and Finance Committee shall prepare and provide a written report of the Corporations's finances to the Board of Directors at each of its meetings or as required by the Board of Directors. The Budget and Finance Committee shall have no powers other than to collect financial data, prepare a financial report and recommend a financial budget to the Board of Directors.

25.4 **Discipline Committee:** A Discipline Committee of two or more certified members at large appointed by the Board of Directors shall hear allegations of member misconduct and make recommendations to the Board of Directors on the basis of information presented.

25.5 **Nomination Committee:** The Board of Directors shall appoint a Nomination Committee at least one hundred and twenty (120) days prior to each Annual General meeting consisting of a chairman in good standing who shall be appointed by the Board of Directors and two members of the Corporation in good standing. Members may not serve on the Nomination Committee if he or she will also be nominated for any office or position.

25.6 The duties of the Nomination Committee shall be to report to the Annual General Meeting the results of the election by mail of candidates to the Board of Directors who have each given their consent to stand for office if elected.

25.7 All work done in the preparation or execution of matters shall be delegated to standing or select committees as required. The Board of Directors shall keep this type of work to a minimum in meetings of the Board of Directors and shall utilize appropriate committees as much as possible.

26.0 NOMINATIONS:

26.1 If a member in good standing wishes to place for nomination a name for office, such name or names shall be submitted to the Secretary at least ninety (90) 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.

- 26.2 Nominations are not permitted to be made from the floor.
- 26.3 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.
- 26.4 Completed ballot forms shall be received by the Secretary at least thirty (30) days (post marked) prior to the Annual General Meeting. The Nomination Committee shall compile the results of the mail-in election of Directors to the Board of Directors and report to the Annual General Meeting only. Such reports shall not be released to the public or Board of Directors until the Annual General Meeting. Such reports shall be signed by all members of the Nomination Committee that the report was compiled accurately to the best of their knowledge and ability.

27.0 AMENDMENT OF BY-LAWS:

- 27.1 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 of Directors and sanctioned by an affirmative vote by mail of at least two-thirds (2/3) of the total 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.

28.0 AUDITORS:

- 28.1 The members shall at each Annual Meeting appoints an auditor to audit 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 shall be fixed by the Board of Directors.

29.0 BOOKS AND RECORDS:

- 29.1 The Directors 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.

30.0 RULES AND REGULATIONS:

- 30.1 The Board of Directors 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.
- 30.2 The latest publication of Robert's Rules of Order shall be used to provide guidelines for procedure at all meetings. In the event of a dispute that cannot be resolved mutually, the latest

publication of Robert's Rules of Order shall be used to decide the order and procedures of meetings and legality of decisions made. The Board of Directors may consult with a lawyer who specializes in corporate law.

31.0 INTERPRETATION:

- 31.1 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.
- 31.2 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 not be effective unless approved by two thirds (2/3) of the voting members present at a meeting of members and may continue in force until repealed or amended by the Board of Directors and by two thirds (2/3) of the voting members present at a meeting of members.

Passed by the Board of Directors and sealed with the corporate seal this 31st day of October, 1996.

Chairman

Secretary