

# THE CANADIAN PHYSIOTHERAPY ASSOCIATION

## BY-LAWS

### ARTICLE 1 DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In the By-laws of the Association, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) **“Articles”** means the Association’s Articles of Continuance and any Articles of Amendment;
- (c) **“Assembly”** means a national special interest group consisting of sub-categories of Members formed with the approval of the Board in accordance with the Rules and Regulations;
- (d) **“Association”** means The Canadian Physiotherapy Association;
- (e) **“Board”** means the Board of Directors of the Association;
- (f) **“Branch”** means the organization of all Members in a Canadian province or territory which:
  - i. has the primary mission and mandate to represent the physiotherapy profession within that province or territory;
  - ii. has By-laws, policies and positions that are consistent with the Association’s; and
  - iii. is recognized by the Board as the Branch of the Association in that province or territory.
- (g) **“By-laws”** means this by-law as amended or restated and all other by-laws of the Association in force and effect;
- (h) **“Director”** means any individual who, from time to time, has been elected or appointed to serve on the Board in accordance with the By-laws;
- (i) **“Division”** means a national special interest group of Members formed with the approval of the Board in accordance with the Rules and Regulations;
- (j) **“Member”** means any individual who, from time to time, has been admitted to membership in the Association in accordance with the By-laws;

- (k) **“Officer”** means any individual who, from time to time, has been elected or appointed as an officer of the Association in accordance with the By-laws;
- (l) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (m) **“Rules and Regulations”** has the meaning given in section 2.8; and
- (n) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2 Interpretation**

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and *vice versa*;
- (b) the words “includes” or “including” as used in the By-laws mean includes or including without limitation;
- (c) the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **ARTICLE 2 FINANCIAL AND OTHER MATTERS**

### **2.1 Corporate Seal**

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Chief Executive Officer of the Association shall be the custodian of the corporate seal.

### **2.2 Registered Office**

Unless changed in accordance with the Act, the registered office of the Association shall be in the Province of Ontario.

### **2.3 Books and Records**

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

### **2.4 Financial Year**

Unless otherwise determined by the Board, the financial year-end of the Association shall be December 31<sup>st</sup>.

### **2.5 Execution of Documents**

Subject to any applicable Rules and Regulations, contracts, documents or other instruments in writing requiring the signature of the Association, shall be signed by the Chief Executive Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Association to sign specific contracts, documents and instruments in writing. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

## **2.6 Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

## **2.7 Annual Financial Statements**

The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

## **2.8 Rules and Regulations**

The Board may adopt, amend, or repeal by resolution such rules and regulations, however they may be titled ("**Rules and Regulations**"), that are not inconsistent with the By-laws of the Association relating to the activities and affairs of the Association, including terms governing the formation, governance and dissolution of Divisions and other groups, the process for nominating Directors, and such other procedural matters relating to the activities and affairs of the Association as the Board may deem appropriate from time to time. If any of the provisions contained in the Rules and Regulations are inconsistent with those contained in the By-laws, the provisions contained in the By-laws shall prevail. Any Rules and Regulations adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

# **ARTICLE 3 MEMBERSHIP**

## **3.1 Membership**

The Association will have one (1) class of membership, consisting of all persons who have been admitted, via a form stipulated by the Board, into one of the following sub-categories of membership in the Association (provided the individual's membership has not otherwise been terminated in accordance with the By-laws):

- (a) **Full Members:** graduates of accredited physiotherapy academic programs in Canada or physiotherapists who hold, or have held, full registration or licensure for physiotherapy in any jurisdiction in Canada;

- (b) **Physiotherapy Student Members:** consisting of full-time and part-time entry-level students in physiotherapy programs at a Canadian university, or who are enrolled in a bridging program for internationally-educated physiotherapists recognized by the Association (upon graduation, Student Members may remain Student Members until April 1<sup>st</sup> of the year following graduation (or another date determined by the Board in its sole discretion), unless they terminate their membership or register as a Full Member before that date);
- (c) **Physiotherapist Assistant Members:** consisting of graduates of recognized formal education programs for physiotherapist assistants in Canada, or individuals who have successfully completed the physiotherapist assistant membership observed performance assessment process approved by the Board;
- (d) **Physiotherapist Assistant Student Members:** consisting of students enrolled in a recognized formal education program for physiotherapist assistants (upon graduation, Physiotherapist Assistant Student Members may remain Physiotherapist Assistant Student Members until April 1<sup>st</sup> of the year following graduation (or another date determined by the Board in its sole discretion), unless they terminate their membership or register as a Physiotherapist Assistant Member before that date);
- (e) **Physiotherapy Technologist Members:** consisting of graduates of accredited physiotherapy techniques programs in Canada and who hold a full registration as a Physiotherapy Technologist in the Ordre professionnel de la physiothérapie du Québec (OPPQ);
- (f) **Physiotherapy Technologist Student Members:** consisting of students enrolled in a recognized formal education program for physiotherapy techniques in Canada (upon graduation, Physiotherapy Technologist Student Members may remain Physiotherapy Technologist Student Members until April 1<sup>st</sup> of the year following graduation (or another date determined by the Board in its sole discretion), unless they terminate their membership or register as a Physiotherapist Technologist before that date);
- (g) **Affiliate Members:** consisting of persons who are not otherwise eligible for membership in the Association in any of the foregoing classes of membership, but who support the mission of the Association; and
- (h) **Life Members:** consisting of individuals who have been appointed as Life Members in the Association by the Board in recognition of their contribution to the profession and the Association.

### 3.2 Membership Fees

All Members will pay the Association the membership fees that are applicable to them, including the national fees and any levy determined by the Board from time to time.

### 3.3 Registration

- (a) Each Member must register with the Association and agree to abide by the Association's By-laws and its Rules and Regulations.
- (b) Unless otherwise determined by the Board or as described in the Rules and Regulations, the membership term for all Members (other than Life Members) begins on a date the Member registers with the Association and ends on a date common to all Members.

- (c) The membership term for Life Members begins on the date they are appointed as a Life Member. Life Members are not required to re-register with the Association and their membership term does not end; however, Life Members may be asked to submit updated membership information to the Association or take other actions, as described in the Rules and Regulations, to maintain their membership.

### **3.4 Rights of Members**

- (a) Each Member shall:
  - (i) be entitled to receive notice of and to attend all meetings of the Members, and have one (1) vote at each such meeting; and
  - (ii) be eligible to be elected or appointed as a Director, provided they fulfill the eligibility criteria for Directors described in these By-laws and any applicable Rules and Regulations.

### **3.5 Removal of Members**

Membership in the Association is terminated when:

- (a) the Member dies;
- (b) the Member's membership is terminated in accordance with the Rules and Regulations;
- (c) the Member's term of membership expires;
- (d) the Member resigns by delivering a written resignation to the Chief Executive Officer of the Association in which case such resignation shall be effective on the date specified in the resignation; or
- (e) the Association is liquidated or dissolved under the Act.

## **ARTICLE 4 MEETINGS OF MEMBERS**

### **4.1 Annual Meetings**

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of the Association's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect Directors;
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

### **4.2 Special Meetings and Requisition Meetings**

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

#### **4.3 Place of Meetings**

Subject to section 4.4, the annual meeting or any special meeting of the Members shall be held at the registered office of the Association or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

#### **4.4 Meeting by Electronic Means**

- (a) Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting.
- (b) If the Directors or Members call a meeting of the Members, those Directors or Members, as applicable, may determine that the meeting may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic or electronic communication facility that the Association has made available for the purpose.

#### **4.5 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to act in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot or show of hand (or other voting method), and to demand a ballot at the meeting;
- (d) a proxyholder or alternate proxyholder may not hold more than ten (10) proxies;
- (e) a proxy shall be in writing, executed by the Member or such Member's attorney and shall conform with the requirements of the Act; and

- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.6 Notice of Meetings**

Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

- (a) by mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

The Directors and the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

#### **4.7 Special Business**

Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".

#### **4.8 Waiver of Notice**

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.9 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, and the public accountant of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members.

#### **4.10 Quorum**

At all meetings of the Members, seventy-five (75) Members entitled to vote at the meeting, either present in-person, electronically, or represented by proxy shall constitute a quorum.

#### **4.11 Votes to Govern**

At all meetings of Members, every question will be determined by Ordinary Resolution, except in the case of elections which require a secret ballot, or unless otherwise specifically provided by the By-laws or the Act.

#### **4.12 Rules of Order**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Members of the Association in all cases to which they are applicable and in which they are not inconsistent with the By-laws and any Rules and Regulations.

### **ARTICLE 5 BOARD OF DIRECTORS**

#### **5.1 Powers of the Board**

- (a) The Board shall manage or supervise the management of the activities and affairs of the Association in all things. The Board may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do.
- (b) Without limiting the generality of subsection 5.1(a), the Board may, without the authorization of the Members:
  - (i) borrow money on the credit of the Association;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
  - (iii) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
  - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

The Board may, by resolution, delegate the powers referred to in this subsection 5.1(b) to a Director, a committee of Directors, or Officer of the Association.

#### **5.2 Board**

The Board will consist of nine (9) or ten (10) Directors in the following positions:

- (a) Nine (9) positions for individuals who are elected by the Members as Directors-at-Large in accordance with section 5.5; and
- (b) One (1) position for an individual who may be appointed by the Board in accordance with section 5.6.

#### **5.3 Qualifications of Directors**

In addition to any other eligibility criteria set out in these By-laws and in any applicable Rules and Regulations, each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;

- (b) not be a Director of a Branch or hold an elected or appointed executive position (such as Chair, Treasurer, Secretary, etc.) with a Division;
- (c) not belong to a Student Member sub-category (i.e., Physiotherapy Student Members, Physiotherapist Assistant Student Members, and Physiotherapy Technologist Student Members);
- (d) not be a member (elected or appointed) of any council, board or committee of a physiotherapy regulatory body;
- (e) not have the status of a bankrupt; and
- (f) not be incapable (as the term “incapable” is defined in the Act).

#### **5.4 Board Composition Restrictions**

At any time, the Board:

- (a) Must consist of at least six (6) positions that shall be filled by individuals who belong to the Full Member sub-category; and
- (b) May include no more than (1) individual who belongs to the Assistant or Technologist sub-categories (i.e., Physiotherapist Assistant Members and Physiotherapy Technologist Members) combined.

#### **5.5 Election of Directors and Term**

- (a) At each meeting of the Members at which elections are held, elections will be held for any elected Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.
- (b) On an annual basis, the Association will appoint a Nominations Committee, comprised primarily of Members, to solicit nominations for Director positions in accordance with these By-laws and the Rules and Regulations. Individuals may also submit their name for nomination as a Director to the Board or to the Nominations Committee. The Nominations Committee will determine if the individual is eligible for election. Without limiting the applicable Rules and Regulations, nominations must:
  - i. Include the written consent of the nominee in such form as may be determined by the the Nominations Committee, from time to time, and be signed;
  - ii. Include the nominee’s membership sub-category (if any); and  
Be submitted at least thirty (30) days prior to the meeting of the Members at which elections are held. This timeline may be modified by the Nominations Committee.
- (c) Subject to the Rules and Regulations, the Nominations Committee will determine what the current needs are of the Board are, including with respect to diversity, equity, inclusion, and geographic location. The Nominations Committee will then determine which of the candidates best meets the needs of the Association and Board, and present them to the membership for election.
- (d) Elections for Director-at-Large positions will be determined in accordance with the following, subject to election quotas (described in subsection 5.5f)):
  - i. Equal number of Nominations and Available Positions – Winners determined by

- acclamation and ratified by the Members.
- ii. More Nominations than Available Positions – The nominee(s) with the highest number of votes will be elected into the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
- (e) The Association will ensure it does not exceed its membership sub-category quotas for Directors by implementing the following election procedures:
- i. If there is one (1) individual who belongs to the Assistant/Technologist Member sub-categories (described in section 5.4b) currently serving on the Board, nominees of that same membership sub-category will not be permitted to be a candidate for election.
  - ii. If there are no Directors of the Assistant/Technologist Member sub-categories currently on the Board, and two (2) or more of the candidates for vacant Director-at-Large positions are of that same membership sub-category, only one (1) of those individuals may be elected regardless of the number of votes for the nominees.
- (f) An individual who is elected as a Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible or their position as a Director will be automatically vacated.
- (g) Directors have the following term lengths and restrictions:
- i. The term of office of elected Directors shall be up to three (3) years or until they or their successors are elected.
  - ii. No elected Director shall serve as a Director for more than six (6) years (including any time spent filling a vacancy) unless the Board determines, in its discretion, that exceptional circumstances apply and a Director is permitted to serve for additional years.

## **5.6 Appointment of Directors**

Pursuant to the Articles, following the conclusion of the annual meeting of Members each year, the Board may appoint one (1) Director to hold office for a term expiring not later than the close of the next annual meeting of Members. The Board may only appoint a Director if at least three (3) Directors were elected by the Members at the annual meeting of Members.

## **5.7 Removal of Directors**

- (a) The Members may, by Ordinary Resolution, at a special meeting remove any Director from office for any reason.
- (b) The Board may for any reason request that any Director submit their resignation. The Board may indicate that failure to submit a resignation may result in the Board calling a Special Meeting of the Members at which the Board will ask the Members to remove the Director.

## **5.8 Resignations**

The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

## **5.9 Vacancies**

- (a) Subject to the Act, a quorum of the Board may appoint an individual to fill a vacancy among the Directors. Alternatively, the Board may decide that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.
- (b) If there is a vacancy resulting from a failure to elect the number of Directors provided for in the Articles or from an increase in the minimum or maximum number of Directors provided for in the Articles; or if there is not a quorum of the Board, the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (c) A Director appointed under this section will only hold office for the unexpired term of their predecessor.

## **ARTICLE 6 MEETINGS OF DIRECTORS**

### **6.1 Meetings of the Board**

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given to each Director not less than seven (7) days before the time when the meeting is to be held, but if the President considers it a matter of urgency that a meeting of the Board be convened, they may give notice of a meeting by telephonic, electronic or other communication facility no less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.

### **6.2 Attendance**

Except where there may be a conflict of interest, the Chief Executive Officer and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Board, and to attend and be heard thereat, but will not be entitled to vote at any such meeting. At the invitation of the President or any two (2) Directors, the immediate Past President of the Association may be invited to attend a meeting of the Board in a non-voting capacity.

### **6.3 Place of Meetings**

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Association or at any other place within Canada, as determined by the Board.

### **6.4 Meeting by Electronic Means, etc.**

A meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

### **6.5 Calling of Meetings**

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under section 6.9, the President or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

### **6.6 Quorum**

A majority of the number of Directors of the Association in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

### **6.7 Votes to Govern**

Each Director is authorized to exercise one (1) vote at each meeting of the Board. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

### **6.8 Remuneration and Expenses**

The Directors may receive such reasonable remuneration as may be determined by the Board from time to time. The Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board.

### **6.9 Regular Meetings**

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least three (3) times per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

### **6.10 Resolutions in Writing**

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. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit their written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

### **6.11 Minutes**

The Board shall see that all minutes of the Association required by the By-laws or by any applicable statute or law are regularly and properly kept.

## **ARTICLE 7 COMMITTEES AND ADVISORY BODIES**

### **7.1 Committees of the Board**

The Board may establish, by resolution, standing or ad-hoc committees on such terms and conditions as the Board deems appropriate, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board.

### **7.2 Finance and Audit Committee**

The Board will establish a Finance and Audit Committee that will have a composition, and obligations and responsibilities, that are described in a terms of reference determined by the Board. At minimum, per the Act, the Finance and Audit Committee will be composed of at least three (3) Directors. At minimum, the Finance and Audit Committee will have the responsibility to meet with the Public Accountant (described in Article 10) to review the Association's Audited Financial Statements and to review, and recommend for approval to the Board, the annual budget.

### **7.3 Advisory Bodies**

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Association's Directors or Members.

### **7.4 Procedure**

Unless otherwise determined by the Board, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

### **7.5 Remuneration and Expenses**

If authorized by the Board, committee members will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending committee meetings.

## **ARTICLE 8 BRANCHES, DIVISIONS, ASSEMBLIES AND OTHER GROUPS**

### **8.1 Branches, Divisions, Assemblies and other Groups**

Without limiting any Rules and Regulations, the Board may authorize the affiliation of Branches with the Association (including through the execution of an agreement with each Branch) and the formation and dissolution of Divisions, Assemblies and other groups from time to time. Branches must comply with their individual agreement with the Association and/or any applicable Rules and Regulations. Divisions, Assemblies and other groups must adhere to the Rules and Regulations.

For greater certainty, unincorporated Branches, Divisions, Assemblies and other authorized groups are part of the Association and are not distinct legal entities, and the powers and duties of Divisions, Assemblies and other authorized groups are limited to those powers and duties that have been approved by the Board from time to time.

## **ARTICLE 9 OFFICERS**

### **9.1 Composition**

The Officers of the Association include the President, Chief Executive Officer, and any other Officer positions as the Board may from time to time determine.

### **9.2 Appointment**

At the first meeting of the Board held following the election of new Directors, the Board will appoint the President (when the position is vacant) and any other Officers. The Chief Executive Officer is an employee of the Association and is not appointed.

### **9.3 Term**

- (a) At the discretion of the Board, the Board will appoint the President for a term of one (1), two (2), or three (3) years. The Board may not appoint the President for a term that exceeds the remaining years on the President's current term as a Director.
- (b) Other Officers (other than the Chief Executive Officer) serve terms of one (1) year.
- (c) Unless the Board determines that exceptional circumstances apply, an Officer (other than the Chief Executive Officer) may serve as an Officer for a maximum of six (6) years.

### **9.4 Qualifications of Officers**

- (a) With the exception of the Chief Executive Officer, all Officers must be Directors and Full Members.
- (b) To be eligible to serve as President, the individual must have already served at least one (1) year on the Board.

### **9.5 President**

The President shall preside at all meetings of the Members and of the Board. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Board or as are incidental to the office.

### **9.6 Chief Executive Officer**

The Chief Executive Officer shall be responsible for the management of the affairs of the Association. The Chief Executive Officer shall be retained pursuant to a written contract of employment and shall hold office in accordance with the terms and conditions of such contract. The Chief Executive Officer is not a Director and does not vote at meetings of the Board.

### **9.7 Removal and Vacancy**

- (a) Other than the Chief Executive Officer, an Officer may be removed by the Board or the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such motion to remove is put to a vote. If the Officer is removed by the Members, their position as a Director (if applicable) will automatically and simultaneously be terminated.

- (b) In the event of a vacancy of the position of President, the Board will appoint another Director to serve as the President until the next Annual Meeting.
- (c) In the event of a vacancy of another Officer position (other than the Chief Executive Officer), the position will remain vacant until the next Annual Meeting.

## **9.8 Remuneration and Expenses**

The Board may determine a reasonable remuneration for any or all Officers, agents, attorneys, and employees of the Association. The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

## **9.9 Agents and Attorneys**

The Board will have power to appoint agents or attorneys for the Association in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

# **ARTICLE 10 PUBLIC ACCOUNTANT**

## **10.1 Public Accountant (Auditor)**

At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

# **ARTICLE 11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

## **11.1 Limitation of Liability**

Subject to the provisions of the Act, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or another individual who acts or acted at the Association's request as a director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Association or other entity.

## **11.2 Limitation**

The Association may not indemnify an individual under section 11.1 unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Association, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Association's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### **11.3 No Restriction**

The Association will also indemnify the individuals referred to in section 11.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

### **11.4 Insurance**

The Association shall, at all times, maintain in force such Director's and Officer's liability insurance as may be approved by the Board.

## **ARTICLE 12 AMENDMENT OF BY-LAW**

### **12.1 Amendments**

The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association and any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Notwithstanding the foregoing, By-law amendments or repeals that relate to the subject matter of section 197(1) of the Act (Fundamental Changes) will only be effective when confirmed by a Special Resolution of the Members.

## **ARTICLE 13 MISCELLANEOUS**

### **13.1 Method of Giving Notice**

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Association may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Association, or may be sent electronically, subject to compliance with the Act and these By-laws. A notice or document mailed in accordance with this section to a Member or Director of the Association is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and these By-laws.
- (b) The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

## **ARTICLE 14**

### **TEMPORARY BY-LAW – BOARD TRANSITION**

#### **14.1 Board Transition**

This Article is enacted and the following sections of the Association's By-laws will be temporarily repealed to the extent necessary to give effect to the provisions of this Article until this Article is repealed:

- a) 5.2 – Board
- b) 5.4 – Board Composition Restrictions
- c) 5.5a – Election of Directors and Terms

#### **14.2 Current Board Composition**

- a) The composition of the Board, following the 2021 Annual Meeting, will have ten (10) Directors which include seven (7) Physiotherapist ('PT') positions, one (1) Physiotherapist Assistant ('PTA/TRP') position, and two (2) External Director ('ED') positions as follows (with the initials of the incumbents provided, where applicable):
  - i. One (1) PT position expiring in 2022 (SR)
  - ii. Four (4) PT positions expiring in 2023 (JC, AdC, KG, AS)
  - iii. Two (2) PT positions expiring in 2024 (TBD1, TBD2)
  - iv. One (1) PTA position expiring in 2024 (TBD3)
  - v. Two (2) ED positions expiring in 2022 (JN, TBD4)
- b) At the first meeting of the Board following the 2021 Annual Meeting, the Board will appoint AdC as President for a two-year term.

#### **14.3 Elections and Expirations at Annual Meetings**

The following elections and appointments will occur at the next three Annual Meetings of the Corporation:

- a) 2022 Meeting –
  - i. Three (3) Directors-at-Large are elected (filling openings left by SR, JN and TBD4)
  - ii. AdC is currently serving as a Director-at-Large and President
- b) 2023 Meeting –
  - i. Three (3) Directors-at-Large are elected (filling openings left by JC, AS, and KG)
  - ii. AdC's term as a Director-at-Large and President expires
  - iii. At the first meeting of the Board following the 2023 meeting, the Board may appoint a Director for a one-year term (per section 5.6) and a President (per section 9.3a)
- c) 2024 Meeting –
  - i. Three (3) Directors-at-Large are elected (filling openings left by TBD1, TBD2 and TBD3)
  - ii. At the first meeting of the Board following the 2024 meeting, the Board may appoint a Director for a one-year term (per section 5.6)

#### **14.4 Repeal of this Article**

After the elections at the 2024 Annual Meeting, the Board transition period will have completed and this Article should be repealed.

## **ARTICLE 15**

### **TEMPORARY BY-LAW – MEMBERSHIP SUB-CATEGORIES**

#### **15.1 Membership Sub-Categories**

Upon the adoption of these By-laws by the Members at the 2021 Annual Meeting, each Member will become a member of the applicable membership sub-category described in Section 3.1 that corresponds with their previous membership class under the by-laws of the Association that were in force immediately before these By-laws, with the following exception:

- a) For individuals who were Members of the 'Life and Honorary' membership class, only individuals who were Life Members will become members of the Life Member membership category. Individuals who were Honorary Members cease to be Members of the Association.

#### **15.2 Repeal of this Article**

This Article should be repealed at the 2022 Annual Meeting.