



**ONTARIO PUBLIC HEALTH ASSOCIATION/  
L'ASSOCIATION POUR LA SANTÉ PUBLIQUE DE  
L'ONTARIO**

**BY-LAWS**

Date Approved: November 20<sup>th</sup>, 2007

## **OBJECTIVES**

The Ontario Public Health Association /L'Association pour la santé publique de l'Ontario (“OPHA”), is a voluntary association of individuals and Constituent Societies from various sectors and disciplines who have an interest to promote the optimal health of the public of Ontario.

OPHA’s Mission is:

1. To provide leadership on issues affecting the public’s health and to strengthen the impact of people who are active in community and public health throughout Ontario.
2. OPHA's goal is to improve community and public health in Ontario.
3. OPHA's objectives are:
  - (a) To advocate, on behalf of the general public and community health practitioners, the provision of adequate resources for health promotion, health protection and disease prevention.
  - (b) To advocate and support the development and implementation of healthy public policies at the provincial and federal levels.
  - (c) To support the continuing education of health professionals, especially with respect to public and community health.

For the furtherance of the above objectives, OPHA hereby adopts the following general By-laws:

## **ARTICLE 1 - MEMBERSHIP**

### Classes of Membership

1.01 There shall be three classes of membership, namely:

- (a) Individual
- (b) Constituent Society
- (c) Honourary

### Individuals as Members of OPHA

1.02 All Individual memberships are non-transferable.

1.03 There shall be five categories of Individual memberships, namely Regular, Student, Retired, Unemployed and Life:

1.03.1 A Regular Member is an individual not coming within any of the other categories of membership hereinafter defined, and has paid the annual OPHA membership fee for a Regular Member.

1.03.2 A Student Member is an individual who is enrolled full-time at an institute of higher education and has paid the annual OPHA membership fee for a Student Member.

1.03.3 A Retired Member is an individual who is retired and not otherwise occupied in full-time employment and has paid the annual OPHA membership fee for a Retired Member.

1.03.4 An Unemployed Member is an individual who is a graduate of a recognized public or community health program or has been employed in public and community health and is actively seeking employment and has paid the annual membership fee for an Unemployed Member

1.03.5 The Board of Directors may confer a Life membership on any Member of OPHA who has rendered long and meritorious service to OPHA. Only one Life Member may be conferred each year. A Life Member does not pay an annual OPHA membership fee, and is entitled to vote at all meetings of the Members of the OPHA and to hold office in the OPHA.

#### Constituent Societies as OPHA Members:

1.04 A society, association or similar voluntary organization of community or public health professionals may be granted membership in the OPHA, by the Board of Directors, upon application, if, in the discretion of the Board of Directors, it meets the following terms and conditions:

- 1.04.1 The society has objectives that are compatible with those of OPHA;
- 1.04.2 The society is constitutionally autonomous, financially self-sustaining and has been constituted and active for a minimum of twelve months;
- 1.04.3 The society is an Ontario-based organization or the Ontario branch of a national organization;
- 1.04.4 The society agrees to pay the annual membership fee for Constituent Society Members set from time to time by the Board of Directors and approved at a subsequent meeting by the Members of OPHA;
- 1.04.5 The request for membership as a Constituent Society Member receives the approval of at least two-thirds of the Directors present at a properly constituted meeting of the Board of Directors.

#### Honourary Members of OPHA:

- 1.05.1 Honourary Membership. The Board of Directors may, in exceptional circumstances, confer an Honourary membership for the lifetime of any person who may have rendered distinguished service and or made an extraordinary contribution to Public Health in Ontario. Only one Honourary Member may be conferred each year. An Honourary Member pays no annual OPHA membership fees; is not entitled to vote at a meeting of the Members of the OPHA, and is not eligible to hold office in the OPHA.
- 1.05.2 Honourary Patron. The Board of Directors may, from time to time in its discretion, appoint any person as a Patron of OPHA. Any person designated as a Patron shall have the same rights and duties as an Honourary member.

#### Admission of Members

- 1.06 The Board of Directors may admit anyone interested in supporting the objectives of OPHA as an Individual Member who has applied to the Board of Directors for admission as an Individual Member.
- 1.07 After thirty days from the date of acceptance of an application for membership in the OPHA and the payment of the annual OPHA membership fee, if any, an Individual Member shall be:

- 1.07.1 entitled to vote at all meetings of the Members of OPHA; and
- 1.07.2 eligible to hold office in OPHA, subject to fulfilling the requirements of Article 2.
- 1.08 The Board of Directors may admit a Constituent Society as a Constituent Society Member upon application pursuant to Article 1.04.
- 1.09 After thirty days from the date of acceptance of an application for membership in the OPHA and the payment of the annual OPHA membership fee for Constituent Societies, the Constituent Society shall be a Member in good standing of the OPHA and entitled to appoint a Director pursuant to Article 2.02.6.

#### Rights and Privileges of Membership

- 1.10 Any Member in good standing is entitled to:
  - 1.10.1 receive notice of meetings of OPHA;
  - 1.10.2 attend any meeting of the Members of OPHA;
  - 1.10.3 speak at any meeting of OPHA;
  - 1.10.4 exercise other rights and privileges given to Members in these by-laws;
  - 1.10.5 attend any meeting of the Directors of the OPHA.

#### A Member in Good Standing

- 1.11 A Member is in good standing when:
  - 1.11.1 the Member has paid the annual OPHA membership fees or any other required fees payable from time to time to OPHA pursuant to these By-laws; and
  - 1.11.2 the Member has not been suspended as a Member pursuant to Article 1.16.

#### Annual OPHA Membership Fees

- 1.12 The annual OPHA membership fees for Individual Members and for Constituent Society Members shall be set by the Board of Directors and approved by the Members at a subsequent meeting of the Members of the OPHA. The first annual OPHA membership fee shall be paid by the Member concurrent with the application for membership and thereafter the annual OPHA membership fee for each subsequent year thereafter shall be payable on the first day of each membership year pursuant to Article 7.07 herein. All membership fees are non-transferable and non-refundable.

### Lapse, Suspension or Cancellation of Membership

- 1.13 Membership in OPHA is not transferable and shall lapse or cease to exist upon an Individual Member's death or resignation, or resignation by a Constituent Society.
- 1.14 Membership in OPHA shall automatically lapse if a Member is in arrears for more than three (3) months in payment of the annual OPHA membership fee then in effect.
- 1.15 Unless otherwise agreed in writing, a Constituent Society may withdraw its membership in OPHA at any time by giving written notice of such withdrawal.
- 1.16 The Board of Directors may issue a reprimand, suspend or cancel membership of a Member by a two-thirds vote of the Directors of the OPHA at a meeting specifically called for that express purpose for reasons of the Member's conduct being seen as unbecoming as a Member of OPHA. A decision of the Directors to cancel the membership of a Member may be appealed by the Member to the Members at a meeting duly called for that express purpose. For such an appeal to be successful and the decision of the Directors to be revoked a positive vote of a two-thirds majority of the Members present at the meeting called for that express purpose shall be required.

## **ARTICLE II – DIRECTORS**

### Board of Directors

2.01 The affairs of OPHA shall be managed by the Board of Directors, consisting of not more than twenty-four Directors, each of whom shall be either a Member of OPHA or appointed to the Board of Directors by a Constituent Society.

### Number and Composition

2.02 The Board of Directors shall consist of the following:

2.02.1 President

2.02.2 Vice-President or President-Elect

2.02.3 Past President

2.02.4 Secretary

2.02.5 Treasurer

2.02.6 President or other designated delegate appointed by each Constituent Society

2.02.7 Six Members-at-Large

2.03 The President, Past-President and Constituent Society appointee shall not hold any other office at one time. Otherwise an individual may hold two or more of the above positions contemporaneously. In any event, each Director shall only have one vote.

2.04 Notwithstanding Section 2.01, failure to elect or appoint a full Board of twenty-four Directors shall not invalidate any action taken by the Directors so long as a sufficient number of Directors is elected or appointed to constitute a quorum and remains in office.

### Ex Officio Members of the Board

2.05 While Ex Officio members of the Board of Directors are non-voting members and shall not remain for in-camera sessions of the Board of Directors, they are important members of the Board of Directors and as such, Ex Officio members will be encouraged to participate in all open discussion of the Board of Directors.

2.06 Ex Officio members of the Board of Directors shall be and not necessarily limited to:

2.06.1 The Past-President.

### Qualifications of Directors

2.07 The Vice-President/ President-Elect shall have been a Member of the Board of Directors for at least one year prior to his/her election.

2.08 All nominees and nominators shall be Members in good standing.

#### Election of Directors

2.09 The Board of Directors shall create an ad-hoc Nominations Committee to determine the procedure for nominating for the positions of Vice-President/ President-Elect, Secretary, Treasurer and Members-at-Large

2.10 The Vice-President/ President-Elect, Secretary, Treasurer and Members-at-Large shall be elected at the Annual General Meeting of OPHA.

2.11 The Vice-President shall be elected to hold office during the first year of the term of the President and shall serve for a one year term.

2.12 The President-Elect shall be elected to hold office during the second year of the term of the President, and shall serve for a one-year-term. Thereafter, the President-Elect shall become the President and hold office for a two year period thereafter.

2.13 A Member shall be nominated for the position of Vice-President/President Elect, in writing, by ten Members in order to be entitled to run for office at the Annual General Meeting pursuant to 2.10 above.

2.14 A Member shall be nominated for the position of Secretary, Treasurer and Member-at-Large, in writing, by five Members in order to be entitled to run for office at the Annual General Meeting pursuant to 2.10 above.

#### Other Directors

2.15 The Board of Directors may by resolution from time to time appoint additional Directors of OPHA, who must be Members in good standing.

#### Terms of Office

2.16 The term of office of the President shall be two years or until a successor has been duly elected and/or appointed at a meeting of the Members.

2.17 A Director other than a Director as a result of appointment by a Constituent Society shall hold office for a period of one year commencing on January 1st of the year following the Annual General Meeting at which they are elected. Nothing in this paragraph shall prevent a Director from being re-elected or appointed to the same office for a second or succeeding terms, other than the President, who may not serve two consecutive terms.

2.18 Members-at-Large, the Treasurer and the Secretary are eligible to serve a maximum of four consecutive one-year terms.

### Vacancies on the Board of Directors

- 2.19 In the event that a vacancy should occur on the Board of Directors, a replacement shall be appointed as follows:
- 2.19.1 If the former Director was the Vice-President/President-elect, Treasurer, Secretary or Member-at-Large, she or he shall be replaced by a Member appointed by the Board of Directors.
  - 2.19.2 If the Director was a Constituent Society President or designated alternate she or he shall be replaced by a Director appointed by the same Society.
  - 2.19.3 Appointment of a replacement Director shall be for the unexpired term of the Director she or he replaced.
  - 2.19.4 If the President is unable to complete the term of office, the Vice-President/President-Elect shall complete the balance of the term.
  - 2.19.5 If the Vice-President/President-Elect should be unable to complete the term of office, a replacement shall be appointed by the Board, but in the case of the President-Elect, the replacement shall not become President without a vote by the members of OPHA at a General Meeting.
  - 2.19.6 The Board of Directors may appoint a replacement Director from time to time in accordance with the above provisions, so long as a quorum of Directors remains in office.

### Indemnification of Directors

- 2.20 OPHA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of OPHA, by reason of the fact that he/she is or was a Director, Officer, or agent of OPHA, including legal fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of OPHA, and, with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or settlement, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of OPHA, and, with respect to any criminal action or proceeding had no reasonable cause to believe that his/her conduct was unlawful.
- 2.21 OPHA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of OPHA to

procure a judgment in its favour by reason of the fact that he/she is or was a Director, Officer, or agent of OPHA, OPHA shall indemnify against expenses including legal fees, actually and reasonably incurred by him/her in connection with the defence or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of OPHA, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable for negligence or misconduct in the performance of his duty to OPHA unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- 2.22 To the extent that a Director, Officer, or agent of OPHA has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to in Articles 2.20 and 2.21 of the present article, or in defence of any claim, issue or matter therein, he/she shall be indemnified against expenses, including legal fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.
- 2.23 Any indemnification under Article 2.20 and 2.21 of the present article, unless ordered by a court, shall be made by OPHA only as authorized in the specific case upon a determination that indemnification of the Director, Officer, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the members.

## **ARTICLE III - POWERS and DUTIES OF DIRECTORS**

### Powers

- 3.01 The Board of Directors shall have the following powers:
- 3.01.1 To exercise all such powers of OPHA (subject to these By-laws and any alterations or amendments therefore, to the provisions of the Companies Act and the Letters Patent (1949) and Supplementary Letters Patent (1977)) except those which are required to be exercised by the members of OPHA in a General Meeting of OPHA. No new By-law or alteration to these By-laws shall invalidate any prior action of the Board of Directors.
  - 3.01.2 To establish policies for membership, including the admittance of Individual Members; to admit applicants for Constituent Society membership; to confer Life and Honourary Memberships and to appoint an Honourary Patron as authorized under the appropriate provisions of the By-law.
  - 3.01.3 To establish primary policies for Board governance, OPHA goals, Board-staff relations and OPHA operations.
  - 3.01.4 To delegate to the Executive Committee any powers of the Board, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Directors.
  - 3.01.5 To employ an Executive Director on such terms and conditions and to perform such duties as may be agreed between the Board of Directors and the Executive Director. Any such agreement shall be in writing.
  - 3.01.6 The Board and Executive Committee of OPHA, in carrying out its legal authority for OPHA delegates authority as set by policies to the Executive Director to carry out the implementation of Board policies and subsidiary policy development for the day to day operation of OPHA.
- 3.02 To govern the affairs of OPHA:
- 3.02.1 To establish an annual budget in relation to the affairs of OPHA.
  - 3.02.2 To take any measures to control and manage OPHA's business that are not inconsistent with the Act or its By-laws.
  - 3.02.3 To administer the affairs of OPHA in all things and to make or cause to be made on behalf of OPHA, in its name, any kind of contract which OPHA may lawfully enter into and, save as hereinafter provided, generally to exercise any and all such powers and to do any and all such acts and things as OPHA is by its charter or otherwise authorized to exercise and do.

- 3.02.4 The Directors shall be empowered to authorize expenditures on behalf of OPHA from time to time, so long as such expenditures have been approved in the annual budget. The Directors shall have the power to retain financial, legal and other assistance and expertise.
- 3.02.5 To collect and accept money to be used to further the Mission, Objects and Principles of OPHA and to take any and all such steps necessary to enable OPHA to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the Purpose, Objects and Principles of OPHA.
- 3.02.6 To expend such monies as is considered necessary to conduct the affairs of OPHA.
- 3.02.7 To enter into contracts and leases, including contracts of personal service, so long as such obligations have been approved in the annual budget.
- 3.02.8 To enter into contracts including leases and contracts of personal service, which are not reflected in the annual budget for the given year.
- 3.02.9 To purchase insurance to indemnify individuals who serve at the request of OPHA on Boards or assume specific tasks on behalf of OPHA.

### Duties of Officers

#### 3.03 President:

- 3.03.1 Supervises the affairs of the Board;
- 3.03.2 When present, chairs all meetings of OPHA, the Board and the Executive Committee;
- 3.03.3 Is an Ex Officio member of all Committees;
- 3.03.4 Chairs the Nominations Ad Hoc Committee;
- 3.03.5 Acts as the spokesperson of OPHA; and
- 3.03.6 Carries out other duties assigned by the Board.

#### 3.04 Vice President/President-Elect:

- 3.04.1 Presides at meetings in the President's absence. If the Vice President/President-Elect is absent, the Directors elect a Chairperson for the meeting;
- 3.04.2 Replaces the President at various functions when asked to do so by the President or the Board;

- 3.04.3 Chairs the Advocacy Committee;
  - 3.04.4 Is a member of the Executive Committee; and
  - 3.04.5 Carries out other duties assigned by the Board.
- 3.05 Secretary:
- 3.05.1 Attends all meetings of OPHA, the Board and Executive Committee;
  - 3.05.2 Makes sure all notices of meetings are sent;
  - 3.05.3 Keeps the Seal of OPHA;
  - 3.05.4 Chairs the Membership Committee;
  - 3.05.5 Records minutes of in-camera meetings; and
  - 3.05.6 Carries out other duties assigned by the Board.
- 3.06 Treasurer:
- 3.06.1 Is a signing authority on behalf of the Board for financial and legal purposes;
  - 3.06.2 Is a member of the Executive Committee;
  - 3.06.3 Chairs the Audit Committee;
  - 3.06.4 Assists the Board in fulfilling its oversight responsibilities;
  - 3.06.5 Reports to Board on key financial events, concerns, and assessment of fiscal health;
  - 3.06.6 Makes sure an audited financial statement of OPHA is prepared and presents it at the at the Annual General Meeting; and
  - 3.06.7 Carries out other duties assigned by the Board.
- 3.07 Past President:

- 3.07.1 Assists the President and the Vice-President/President-elect in leading OPHA
- 3.07.2 Carries out duties assigned by the Board.

Removal of Directors

- 3.08 A Director may be removed at an Annual General Meeting by a resolution passed by a seventy-five (75%) percent majority of votes cast at the Annual General Meeting, provided notice of such intention to remove a Director has been distributed to the Members not less than thirty (30) days prior to the meeting.

## **ARTICLE IV - MEETINGS OF THE DIRECTORS**

### President and Vice-President/ President-Elect

- 4.01 The President shall act as the Chair at all meetings of the Members of the OPHA and of the Board of Directors and as well any meeting of the Executive Committee. In the absence of the President, the Vice-President/ President-Elect shall act as Chair at such meetings.

### Place of Meetings

- 4.02 The Board of Directors and Executive Committee may meet at any place in Ontario as determined from time to time by resolution of the Board of Directors for the discharge of business and may adjourn or otherwise regulate that meeting as they see fit.

### Quorum

- 4.03 Fifty per cent (50%) plus one (1) of the Directors in office from time to time shall constitute a quorum at any meeting of the Board of Directors, provided that in no event shall the quorum consist of less than two-fifths of the Directors in office.

### Decisions

- 4.04 Questions arising at any meeting of the Board of Directors shall be decided by a majority vote unless, as otherwise expressly provided in these By-laws. The Chair shall have the right to vote in the first instance and shall not have a second or deciding vote.

### Calling of Meetings

- 4.05 The Board of Directors shall meet at the call of the President or at the request in writing of any five Directors for a stated purpose. Not less than one week's written notice shall be given of all meetings of the Board of Directors, except in the case of emergency. Notwithstanding the foregoing, a meeting of the Board of Directors may be properly called if all Directors are present in person or waive notice in writing.

#### Alternatives to Meeting Face to Face

- 4.06 With the consent of a majority of the Directors, any meeting of the Board may be held by means of a telephone conference call or by any other electronic media so long as the use of such media assures that all participants of the meeting are in a position to participate simultaneously and continuously throughout the meeting of the Directors. Directors participating in this fashion and by such means shall be deemed to be present in person at the meeting for quorum and voting purposes. A Director shall be entitled to vote by means of a telephone or by any other electronic medium so long as the requirements of this article are satisfied.

## **ARTICLE V - COMMITTEES**

### Standing Committees

5.01 There shall be Standing Committees:

5.01.1 Executive Committee;

5.01.2 Audit;

5.01.3 Advocacy;

5.01.4 Membership.

### Executive Committee

5.02 There shall be a committee of the Board of Directors known as the Executive Committee which shall consist of the President, the Vice-President/President Elect, the Secretary, the Treasurer, one President or designate of a Constituent Society elected by the Presidents or designates of the Constituent Societies, one Member-at-Large elected by the Members-at-Large:

5.02.1 A duly constituted Executive Committee requires a quorum of meeting of not less than a majority of its members.

5.02.2 The rules of procedure applicable to meetings of the Directors shall apply making all changes required by the circumstances, to all meetings of the Executive Committee and minutes shall be kept of all Executive Committee meetings and submitted for approval at the next meeting of the Board of Directors.

5.02.3 In the event that a vacancy should occur on the Executive Committee, the vacancy shall be filled as follows:

5.02.3.1 If the President's position falls vacant, the Vice-President/President-Elect becomes the President and the Board shall appoint one of its members to fill the vacancy on the Executive Committee until the next Annual General Meeting but in the case of the President-Elect, the replacement shall not become President without a vote by the members of OPHA at a General Meeting.

5.02.3.2 If the Vice-President/President-Elect, Treasurer, Secretary or Member-at-Large position becomes vacant, the Board shall appoint one of its members to fill the vacancy on the Executive Committee.

5.02.4 If the Constituent Society President position becomes vacant, such members of the Executive Committee shall be replaced by appointment by the other Constituent Society Presidents on the Board.

### Audit Committee

5.03 The purpose of the Audit Committee is to assist the Board to fulfill its oversight responsibilities with respect to:

5.03.1 OPHA's standards of integrity and behaviour;

5.03.2 OPHA's reporting of financial information;

5.03.3 OPHA's internal control systems; and

5.03.4 The execution of the external audit.

### Advocacy Committee

5.04 The purpose of the Advocacy Committee is to provide strategic guidance to the Board with respect to healthy public policy.

### Membership Committee

5.05 The purpose of the Membership Committee is to assist the Board to fulfil its responsibility with respect to:

5.05.1 OPHA's strong, diverse and active membership;

5.05.2 The types of membership which will support OPHA's mission;

5.05.3 OPHA's communication to and among members ; and

5.05.4 The benefits of membership.

### Constitution of Committees

5.06 The composition of Standing Committees includes the Committee Chair (as defined in 3.04, 3.05, 3.06) and OPHA members in good standing. Committee members who do not sit on the OPHA Board of Directors shall be appointed at the discretion of the Committee Chair. Composition of each committee is defined in the Committee's terms of reference.

5.07 Responsibilities and terms of reference of the Standing Committees shall be as defined by the Board of Directors.

### Ad-Hoc Committees/Task Forces and Workgroups

5.08 The Directors may appoint Ad-Hoc committees/Task Forces and Workgroups of members of OPHA to consider and advise the Directors or the members of OPHA with respect to any matters assigned to such committee/task force or workgroup.

## **ARTICLE VI - MEETINGS OF MEMBERS**

### Annual General Meeting

- 6.01 There shall be at least one Annual General Meeting of the Members in each year, which Annual General Meeting shall be held at such time and place in Ontario as the Directors may determine.

### Other General Meetings

- 6.02 The Directors may whenever they think fit convene a Special General Meeting of the Members.

### Requisition by Members

- 6.03 On receipt of a written requisition for a meeting of the Members signed by not less than ten percent of the Members in good standing specifying the general nature of the business to be transacted at such meeting, the Directors shall forthwith thereafter convene a Special General Meeting of the Members for such purpose.

### Notice of Meetings

- 6.04 At least fifteen days' prior written notice of any meeting of the Members specifying the place, date and time of such meeting, and the general nature of the business to be transacted at such meeting shall be given to each Member in the manner hereinafter mentioned. The non-receipt of such notice by any Member shall not invalidate such meeting or the proceedings of the meeting. The sending of an agenda for such meeting of the Members within the time mentioned above and giving the particulars mentioned above shall be sufficient notice for a meeting of the Members.

### Quorum at Meetings

- 6.05 The quorum for a meeting of the members shall consist of fifty (50%) percent plus one (1) in number of the members of OPHA entitled to vote, or thirty-five (35) members of OPHA entitled to vote, whichever is the smaller number, in person or represented by proxy.

### Voting at Meetings

- 6.06 At any General Meeting unless a poll is demanded, a declaration by the Chair that a Resolution has been carried and an entry to that effect in the Minutes of the meeting shall be sufficient evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against such Resolution.

- 6.07 If a poll is demanded, it shall be taken in such a manner as the Chair directs and, except as provided elsewhere, a simple majority of those voting shall carry the decision, which shall then be deemed to be the Resolution of OPHA in General Meeting.

#### Proxies

- 6.08 A Member may appoint any other Member entitled to vote who is present at a meeting of the members, as her or his proxy, and such proxy may vote on behalf of the absent Member, provided that such appointment is in writing, in a form appropriate in the opinion of the Chair and is lodged with the Chair of the meeting, or the Secretary of OPHA, prior to the commencement of the meeting.

#### Order of Business at Meetings

- 6.09 Notwithstanding the generality of anything contained in this By-law, the Members may consider and transact any business, either special or general, without any notice thereof at any meeting of the Members. The Chair shall conduct the business of the meeting in the following order, unless otherwise authorized by a majority vote at the meeting:

- 6.09.1 Approval of minutes of last Member's meeting;
- 6.09.2 Any proposed amendments to the By-laws of OPHA;
- 6.09.3 Any proposed By-laws;
- 6.09.4 Approval of audited financial statements;
- 6.09.5 Nomination and election of Directors, if applicable;
- 6.09.6 Appointment of auditors, if applicable;
- 6.09.7 Receiving the President's report;
- 6.09.8 Reports of committees and consideration of Resolutions;
- 6.09.9 New business;
- 6.09.10 Adjournment.

- 6.10 In all procedures involving meetings of the Directors and meetings of the Members, Wainberg's Rules of Order (3<sup>rd</sup> edition) shall govern. Without limiting, the following policies and procedures shall prevail:

- 6.10.1 A Member wishing to speak shall raise a hand and when recognized by the Chair, shall confine any remarks to the question at issue;

- 6.10.2 Speeches shall be limited to five minutes, except in moving a motion, when the Member shall be allowed ten minutes;
- 6.10.3 A Member shall not speak more than once upon a subject until all who wish to speak have had an opportunity to do so;
- 6.10.4 A Member shall not interrupt another unless concerning a point of order;
- 6.10.5 If a Member be out of order, they shall, at the request of the Chair, be seated until the question of order has been decided;
- 6.10.6 Before a question is put, the Chair shall announce the question and shall then ask whether the meeting is ready for the question. If no Member indicates a desire to speak, the question shall be put;
- 6.10.7 Any two Members may appeal the decision of the Chair. The Chair shall then ask whether the decision of the Chair shall be sustained. The question shall not be debatable except that the Chair may make an explanation of her or his decision, and the decision of the meeting shall be binding upon the Chair;
- 6.10.8 Committees may combine Resolutions or prepare a composite to cover the intent of the question at issue. Reports of committees are not subject to amendment except such as is acceptable to the committee, provided that any Resolutions contained in such a report shall be considered by a meeting separately from the remainder of the report and may be amended in whole or in part. A motion to refer back to the committee for reconsideration shall be in order;
- 6.10.9 A Member shall not move a motion to refer back after speaking on the question at issue;
- 6.10.10 A motion to refer back is not debatable and when properly seconded the question shall be immediately put to the meeting;
- 6.10.11 If the report of a committee is adopted, it becomes the decision of the meeting. If defeated, it may be referred back to the Committee for reconsideration;
- 6.10.12 When a question is pending before the meeting, no motion shall be in order except to amend, to refer back, to adjourn, to postpone consideration of the question for a definite time or to put the question without further discussion. If any of the foregoing motions is defeated, it cannot be renewed until after an intermediate proceeding;
- 6.10.13 A motion may be considered provided the mover of the motion to reconsider voted with the majority.

## Resolutions

- 6.11 No Resolution embodying any expression of views on a matter of policy respecting public health services, or committing OPHA to any course of action in a public health matter may be submitted to a meeting of the Members without being submitted to the Advocacy Committee for its comment.
- 6.12 Notwithstanding the above subparagraph, any Resolution of any urgent nature may be submitted in writing to a meeting of the Members with the consent of the Chair or the majority of Members present in person or by proxy.

## **ARTICLE VII - GENERAL**

### Seal of OPHA

- 7.01 The Seal of OPHA shall be in such form as the Directors may from time to time approve.
- 7.02 The seal impressed on the right margin of this By-law shall be the corporate seal of OPHA.
- 7.03 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.04 The Seal of OPHA can be used by Directors authorized by the Board. The Board must pass a motion to name the authorized Directors.

### Execution of Documents

- 7.05 Documents to be executed by OPHA shall be signed by any two of the President, the Vice-President/President-Elect and the Secretary, or by such other officer or officers as the Directors may by Resolution appoint. The Seal of OPHA when required may be affixed to any documents signed as mentioned above by or under the direction of any one of the officers signing it.

### Fiscal and Membership Years

- 7.06 The fiscal year of OPHA shall end on the 31st day of March in each year unless the Directors shall otherwise decide.
- 7.07 The membership year shall commence annually on the anniversary of the Member joining OPHA unless the Directors shall otherwise decide.

### Appointment of Auditors

- 7.08 The auditors shall be appointed by resolution at the Annual General Meeting of OPHA, and shall serve until the next Annual Meeting, unless previously removed by a resolution of OPHA.

### Giving of Notices

- 7.09 Any notice herein provided for may be given by prepaid post addressed to the person prescribed at her or his last known address in the books or records of OPHA. Any notice shall be deemed to have been given on the date of mailing. In the case of notice of a General Meeting posting of the notice by bulk mail shall be deemed sufficient.

### Amendments to By-law

- 7.10 Every paragraph in this By-law and every repeal, amendment, modification or variation thereof shall have no effect until approved by a vote of not less than two-thirds of the Members present at a duly called and properly constituted meeting of OPHA. All such repeals, amendments, modifications will take effect upon ministerial approval.

### Territorial Jurisdiction

- 7.11 The OPHA shall have jurisdiction in Ontario, Canada under the authority of its Letters Patent.

## **ARTICLE VIII – ASSETS AND BORROWING**

### Borrowing

- 8.01 The Directors may from time to time:
- 8.01.1 Borrow money on the credit of OPHA; or
  - 8.01.2 Issue, sell or pledge securities of OPHA; or
  - 8.01.3 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of OPHA including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of OPHA.
- 8.02 The borrowing power herein contained shall be limited to borrowing money for current operating expenses, provided that such borrowing power shall not be so limited if OPHA borrows on the security of real or personal property.
- 8.03 From time to time the Directors may authorize any Director, Officer or employee of OPHA or any other person to make arrangements with reference to the money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by OPHA the directors may authorize, and generally to manage, transact and settle the borrowing of money by OPHA.

### Custody of Securities

- 8.04 The Board shall by Resolution designate the Bank or Trust Company in which the monies of OPHA shall be deposited and in which any stocks, bonds or other securities of OPHA shall be placed for safekeeping.

### Banking

- 8.05 The President, Vice-President/President-Elect, Treasurer, Secretary, Executive Director or any other officer authorized and designated by the Board to be a signing officer, any two of whom, are hereby authorized for and in the name of OPHA:
- 8.05.1 To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 8.05.2 To receive all monies and give a quittance for the same.

8.05.3 Generally for and in the name and on behalf of OPHA, to transact with the same Bank or Trust Company any business they may think fit; and

8.05.4 To sign contracts and other legal documents in the name and on behalf of OPHA, as directed by the Board.

Investments

8.06 The Board shall invest in securities authorized by the Trustee Act of the Province of Ontario:

8.07 All monies bequeathed in trust to the Board for the use of OPHA;

8.08 All OPHA monies not required for operating expenses.

## **ARTICLE IX – APPLICATION**

### Interpretation

- 9.01 In these By-laws and in all other By-laws of OPHA hereafter passed, unless otherwise specifically provided or the context otherwise requires, words importing the singular number of the feminine gender shall include the plural number or the masculine gender as the case may be and vice versa and references to persons shall include firms and corporations.
- 9.02 The heading used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

### Repeal of Former By-laws

- 9.03 All prior By-laws of OPHA are repealed effective upon the approval of this By-law by the members of OPHA without prejudice to any action previously taken under such prior By-laws.