

# **By-Law 2 of Canadian Institute of Public Health Inspectors (Ontario Branch) Inc.**

## **Section 1 – General**

### **1.01 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

1. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
4. "Chair" means the President of the Corporation and the chair of the Board;
5. "Corporation" means Canadian Institute of Public Health Inspectors (Ontario Branch) Inc.;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Members" means the collective membership of the Corporation;
8. "National Branch" means the National, Canadian Institute of Public Health Inspectors; and
9. "Officer" means an officer of the Corporation.

### **1.02 Interpretation**

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. 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.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. 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 Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Appointment and Term**

The Members of the Corporation shall elect between three (3) and eight (8) directors as determined by the Board from time to time. The term shall be for a period of two (2) years until the close of the second annual meeting following their election or appointment provided that:

1. At the first annual meeting following the passing of this By-law, the Members shall elect three (3) or four (4) Directors, as determined by the Board, for a one-year term, and three (3) or four (4) Directors, as determined by the Board, for a two-year term.
2. Thereafter, newly elected Directors shall be elected for two-year terms. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected until the second annual meeting of Members following such Director's election. A Director may stand for reelection provided that they are a Member of the Corporation and are eligible for election in accordance with the *Act*.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt; or
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law.
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an Ordinary Resolution;
2. a quorum of Directors as determined by 3.05 of this By-law, may fill a vacancy among the Directors; and
3. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

## **2.04 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.05 Remuneration of Directors**

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

## **Section 3 - Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, the President-Elect or any three Directors at any time and any place on notice as required by this By-law.

### **3.02 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than three days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the President-Elect shall preside. In the absence of both the Chair and the President-Elect, the Directors present shall choose one of their number to act as the Chair.

### **3.05 Quorum**

A majority of the number of Directors constitutes quorum at any Directors' meeting.

### **3.06 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote.

### **3.07 Participation by Telephonic or Electronic Means**

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

#### **4.02 Financial Year**

The financial year end of the Corporation shall be determined by the Board from time to time.

#### **4.03 Borrowing Powers**

Without authorization of the Members, the Directors may:

1. borrow money on the credit of the Corporation;
2. issue, reissue, sell or pledge debt obligations of the Corporation;
3. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
4. mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

### **Section 5 - Officers**

#### **5.01 Officers**

The Board shall appoint from among the Directors a President, a President-Elect, a Secretary-Treasurer. The Board may appoint a past-President who, if appointed, shall serve a one (1) year term as past-President immediately following their term as President of the Corporation. The President shall also serve as Chair of the Board.

The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

#### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed,
2. the Officer's resignation, or
3. such Officer's death.

#### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

#### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of the President, President-Elect**

The President and the President-Elect shall perform the duties as may be required by law or as the Board may determine from time to time.

#### **5.06 Duties of the Secretary-Treasurer**

The Secretary-Treasurer shall perform the duties as may be required by law or as the Board may determine from time to time.

### **Section 6 - Protection of Directors and Others**

#### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*.

#### **6.02 Indemnity of Directors and Officers**

To the greatest extent permitted by law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

1. the individual acted honestly and in good faith with a view to the best interests of the Corporation 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 Corporation 's request; and
2. 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 his or her conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### **6.03 Insurance**

To the greatest extent permitted by law, the Corporation may, in addition to any insurance provided by the National Branch, purchase and maintain insurance for the benefit of any person entitled to be indemnified as the Board may determine from time to time against any liability incurred by the individual:

1. in the individual's capacity as a Director, Officer or committee member of the Corporation; or
2. in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation 's request.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **Section 8 – Members**

### **8.01 Members**

Membership in the Corporation shall consist of two classes of Members, namely Class A Voting Members and Class B Non-Voting Members. Members shall not be entitled to transfer membership and those Members wishing to transfer their membership from Class

A membership to Class B membership shall reapply to membership of the Corporation. The following conditions of Membership shall apply:

#### Class A Voting Members

Class A Voting Members of the Corporation shall consist of Members in good standing of the National Branch whose class of membership at the National Branch is not a student or honorary member class.

Subject to the Act and the articles, each Class A Voting Member shall be entitled to receive notice of and attend all meetings of Members and shall be entitled to one (1) vote at all meetings of Members.

#### Class B Non-Voting Members

Class B Non-Voting Members of the Corporation shall consist of Members who hold a student or honorary membership in good standing with the National Branch of the Canadian Institute of Public Health Inspectors.

Subject to the Act and the articles, each Class B Non-Voting Member shall be entitled to receive notice of and attend all meetings of Members, however, they shall not be entitled to vote at meetings of Members.

### **8.02 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

### **8.03 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action.

### **8.04 Membership Dues**

Dues are payable by the Members in the amount, manner, and by the membership renewal date as set by the Board from time to time. Members will be notified of any change in amount, manner, or date within 60 days of such change. Invoices shall be provided at least 60 days prior to the membership renewal date set by the Board.



Members actively serving on the Board are exempt from dues for that year, provided that the Board member serves for a minimum of 6 months of the year.

### **8.05 Membership Dues Arrears**

Members who have not paid their annual dues by the membership renewal date shall be given written notice. If the dues remain unpaid 30 days after such notice has been sent, the Member in default may be removed from the membership of the Corporation.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year; and
6. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

### **9.02 Special Meetings**

The Board, the President or the President-Elect may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the

Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

### **9.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is fifteen (15) of the Class A Voting Members. No business may be transacted at a Members' meeting unless a quorum is present.

### **9.05 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the President-Elect shall preside. In the absence of both the Chair and the President-Elect, the Past-President shall preside. In the absence of the Chair, the President and the Past-President, the Members present shall choose one of their number to act as the Chair.

### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. in accordance with section 9.01 of this by-law, voting can take place by electronic means provided that it does not conflict with the articles or the *Act*.
5. provided that it does not conflict with the articles or the *Act*, a Member may vote by appointing in writing a proxyholder or one or more alternate proxyholders who

must be Members of the Corporation, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy;

6. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
7. if there is a tie vote, the chair of the meeting shall have a second or casting vote; and
8. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
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### **9.07 Adjournments**

The Chair may, with the majority consent of the Class A Voting Members at any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting;
2. If applicable, the place of the continued meeting; and
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **9.08 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Class A Voting Members present at the meeting.

### **9.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Class A Voting Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

**11.02 Identification and Repeal of Former of By-laws**

By-law 1 of the Corporation Revised at the 25<sup>th</sup> Annual Meeting of CIPHI in 2016, are hereby repealed and replaced effective immediately upon the enactment of this By-law.

The said repeal of By-law 1 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

**ENACTED** by resolution of the Directors of the Corporation this [redacted] day of [redacted], 2024.

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Chair of the Board

\_\_\_\_\_  
Secretary-Treasurer

**CONFIRMED** by the Members of the Corporation this [redacted] day of [redacted], 2024.

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Secretary-Treasurer