

BY-LAW NO. 1  
OF THE  
STRUCTURAL PEST MANAGEMENT ASSOCIATION OF ONTARIO

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**Structural Pest Management Association of Ontario**  
(the "Corporation")

**BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of the Corporation

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## ARTICLE 1: INTERPRETATION

### Section 1.1 Definitions

(a) In the by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Corporations Act*, R.S.O. 1990, c. C.38, and any statute that may be substituted therefor, as from time to time amended;

"**appoint**" includes "elect" and vice versa;

"**Board**" means the board of directors of the Corporation;

"**by-laws**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"**cheque**" includes a draft;

"**Corporation**" means the corporation incorporated by letters patent on October 17, 1956, and currently named "Structural Pest Management Association of Ontario" ("**SPMAO**");

"**letters patent**" means the letters patent incorporating the Corporation as from time to time amended by supplementary letters patent;

"**meeting of members**" includes an annual meeting of members and a general meeting of members;

"**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by or pursuant to Section 2.4; and

"**special resolution**" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

(b) Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

## ARTICLE 2: AFFAIRS OF THE CORPORATION

### **Section 2.1     Offices**

- (a)     Until changed in accordance with the Act, the head office of the Corporation is in the City of Vaughan, Province of Ontario and at such location therein as the Board may from time to time determine by resolution.
  
- (b)     The Corporation may establish additional offices, which may be operated by the Corporation or a licensee of the Corporation, in Ontario as the Board may from time to time determine by resolution.

### **Section 2.2     Corporate Seal**

The corporate seal of the Corporation, if any, may be approved by resolution of the Board and shall have the words STRUCTURAL PEST MANAGEMENT ASSOCIATION OF ONTARIO inscribed thereon.

### **Section 2.3     Financial Year**

Until changed by the Board, the financial year of the Corporation ends on the 31<sup>st</sup> day of December in each year.

### **Section 2.4     Execution of Documents**

- (a)     Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, by any two (2) of the President, President-Elect, Secretary or Treasurer (each such Person being an "**Authorized Signatory**").
  
- (b)     Voting rights for securities held by the Corporation may be exercised on behalf of the Corporation by any two Authorized Signatories.
  
- (c)     In addition, the directors or any two Authorized Signatories may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation.
  
- (d)     As used in this Section, the phrase "**contracts, documents and instruments**" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

## **Section 2.5 Procedure of Meetings**

The rules contained in the current edition of *Robert's Rule of Order* will be used as a guideline for the Corporation in all cases to which they are applicable and in which they are not inconsistent with this by-law and/or any special rules of order the Corporation may adopt. Subject to the terms hereof, meetings of the Board are closed to the general membership. Annual and General Meetings of the members are open to all classes of members; provided however that the President may close such a meeting on a majority vote of the members. All Active Members may attend a closed meeting. Other members may not attend such meetings unless permitted to do so by the President, at his/her sole discretion.

## **Section 2.6 Banking Arrangements**

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the Board may determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the Board may authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.4.

## **Section 2.7 Objectives of the Corporation**

The objectives of the Corporation shall be:

- (a) to promote general standards and ethics in and to the structural pest management industry (the "Industry");
- (b) to foster research in subject matters pertaining to the Industry and to promote the results of such research and other knowledge pertaining to the Industry to and among its members; and
- (c) to communicate and negotiate with federal, provincial and local government authorities for the good of the Industry, the environment and public safety.

## **ARTICLE 3: DIRECTORS**

### **Section 3.1 Number of Directors and Quorum**

- (a) Until changed in accordance with the Act, the Board will consist of nine (9) directors or such other number of directors as may be determined from time to time by special resolution.
- (b) The quorum for the transaction of business at any meeting of the Board is that which is set out in the letters patent or a special resolution of the Corporation and, in the event of no such provision, a majority of the directors constitutes a quorum; provided that the quorum, at all times, must be at least a majority of the members of the Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all powers of the directors.

### **Section 3.2 Qualification**

No person is qualified for election as a director unless he or she is eighteen or more years of age and, at the time of his or her election and throughout his or her term of office, must be a member of the Corporation.

### **Section 3.3 Election and Term**

- (a) The directors' term of office is from the date of the meeting at which they are elected until the annual meeting which is on or about two (2) years after the election of the directors or until their successors are elected; provided however that:
  - (i) that the term of office for all directors other than the directors serving as President and President-Elect as of the date of the coming into force of the by-laws shall be one (1) year after the election of the directors or until their successors are elected (the "**First Term of Office**") ; and
  - (ii) upon completion of the First Term of Office of the aforementioned directors (as/when applicable), the immediately subsequent term of office of three of (3) of the aforementioned directors shall be one (1) year and the immediately subsequent term of office of four of (4) of the aforementioned directors shall be two (2), so as to ensure that whenever possible, no more than five (5) new directors are elected to the Board in any given year.
- (b) Subject to the provisions of this by-law, directors are elected biannually by the members at an annual meeting. The election may be by a show of hands or by resolution of the members unless any member demands a ballot.
- (c) The whole Board retires at the annual meeting at which the election of directors is to be made but, subject to the provisions of the by-laws, are eligible for re-election.
- (d) If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

### **Section 3.4 Removal of Directors**

The members may, by resolution passed by at least a majority of the votes cast at a general meeting of members called for the purpose, remove any director or directors from office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term.

### **Section 3.5 Vacation of Office**

The office of a director is vacated upon the occurrence of any one of the following events:

- (i) if the director becomes a bankrupt, a receiving order is made against the director or if the director makes an assignment under the Bankruptcy and Insolvency Act (Canada);

- (ii) if an order is made declaring the director to be a mentally incompetent person or incapable of managing his or her affairs;
- (iii) if the director ceases to be qualified as provided in Section 3.2;
- (iv) if the director is removed from office by resolution of the members as provided in Section 3.4;
- (v) if the director by notice in writing to the Corporation resigns office which resignation is effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (vi) if the director is convicted of any indictable offence; or
- (vii) if the director dies.

### **Section 3.6 Vacancies**

- (a) Vacancies on the Board may be filled either by the members at a general meeting of members called for the purpose or by the Board if the remaining directors constitute a quorum. The director so elected to fill the vacancy is elected for the remainder of the term of the replaced director.
- (b) If the number of directors is increased, a vacancy or vacancies on the Board to the number of the authorized increase is thereby deemed to have occurred which may be filled in the manner above provided.

### **Section 3.7 Remuneration**

The directors serve as such without remuneration and no director may directly or indirectly receive any profit from his or her position as such, provided however that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties and nothing herein contained shall preclude any director from serving the Corporation in any other capacity.

### **Section 3.8 Honorary Board Members**

The Board may appoint any member in good standing as an honorary director to act for the Corporation in connection with specialized functions (e.g. Governmental Affairs). Such honorary directors shall have the right to hold themselves out as directors of the Corporation and to be notified of and to attend all meetings of the Board. For the purposes of certainty, honorary directors shall not be entitled to vote in any vote of the Board.

## **ARTICLE 4: POWERS OF DIRECTORS**

### **Section 4.1     Administer Affairs**

The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do.

### **Section 4.2     Expenditures**

The Board has power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees.

### **Section 4.3     Agents and Employees**

- (a)     The Board may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have such authority and perform such duties as are prescribed by the Board at the time of such appointment.
- (b)     Remuneration for all officers, agents and employees, subject to the other provisions of this by-law, is fixed by resolution of the Board.
- (c)     Notwithstanding the foregoing, the Board may delegate the powers conferred unto it pursuant to this Section 4.3 to an officer or officers of the Corporation, by way of resolution of the Board.

### **Section 4.4     Remuneration of Agents and Employees**

Remuneration for all officers, agents and employees, subject to the other provisions of this by-law, is fixed by resolution of the Board.

### **Section 4.5     Rules and regulations**

The Board may prescribe such rules & regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as the Board may from time to time deem appropriate.

### **Section 4.6     Limitation**

The powers of the Board may be restricted and the members may otherwise provide instructions to the Board at any duly called meeting of the members.

## **ARTICLE 5: DIRECTORS' MEETINGS**

### **Section 5.1 Place of Meetings**

Meetings of the Board will be held at the head office of the Corporation or elsewhere in Ontario or, if the Board so determines or any absent directors consent, at some place outside Ontario.

### **Section 5.2 Calling of Meetings**

Meetings of the Board will be held from time to time at such time and at such place as the Board, the President or any two (2) directors may determine; provided however that Board shall hold at least two (2) meetings per year.

### **Section 5.3 Notice of Meetings**

Notice of the time and place of each meeting of the Board must be given in the manner provided in Section 12.1 to each director not less than seven (7) days before the time of the meeting. A director may in any manner and at any time waive a notice of or otherwise consent to a meeting of the Board and attendance of a director at a meeting of the Board is a waiver of notice of the meeting.

### **Section 5.4 First Meeting of New Board**

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

### **Section 5.5 Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

### **Section 5.6 Regular Meetings**

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting.

### **Section 5.7 Chair**

The chair of any meeting of directors is the President. If no such person is present at the meeting, the directors present shall choose another director present at the meeting to chair the meeting.

### **Section 5.8 Votes to Govern**

At all meetings of the Board, every question is decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

### **Section 5.9 Telephone Participation**

If all the directors of the Corporation consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.

### **Section 5.10 Resolution in Lieu of Meeting**

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid and effective as if passed at a meeting of directors or committee of directors duly called, constituted and held for that purpose.

### **Section 5.11 Interested Director Contracts**

Every director of the Corporation, who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, shall declare such interest to the extent, in the manner and at the time required by the Act. Except as provided by the Act, no such director may vote on a resolution to approve any such contract or arrangement or proposed contract or proposed arrangement with the Corporation. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way directly or indirectly interested is voided or voidable and no director is liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

### **Section 5.12 Submission of Contracts or Transactions to Members for Approval**

The Board in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for that purpose and any contract, act or transaction that is approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) is as valid and as binding upon the Corporation and upon all the members as if it had been approved or ratified by every member of the Corporation.

## **ARTICLE 6: COMMITTEES**

### **Section 6.1 Committees**

The Board and/or the President may from time to time appoint any committee or committees, as it/he/she deems necessary or appropriate for such purposes and with such powers as the Board and/or the President sees fit (as applicable). Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board and/or the President (as applicable) may make from time to time.

### **Section 6.2 Removal of Committee Members**

Any committee member may be removed by resolution of the Board.

### **Section 6.3 Committee Proceedings**

Meetings of committees may be held at any place in or outside Ontario. At all meetings of committees, every question will be decided by a majority of the votes cast on the question. Unless otherwise determined by the Board, each committee may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings (provided however that only the chairperson of a committee may call a meeting of that committee); (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

## **ARTICLE 7: OFFICERS**

### **Section 7.1 Election and Appointment**

- (a) The Board shall bi-annually or more often as may be required, appoint a President, President-Elect and Past President.
- (b) The Board shall annually or more often as may be required, appoint a Treasurer and Secretary.
- (c) From time to time the Board may appoint such other officers as the Board may determine, including one or more assistants to any of the officers so appointed, who will have such authority and perform such duties as may from time to time be prescribed by the Board.
- (d) Except in the case of the President, President-Elect, Past President, Secretary and Treasurer, no officer of the Corporation need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer.
- (e) Subject to the Board's discretion, the President-Elect will serve a two (2) year term, then be appointed as, and act as, the President for two (2) years. Upon completion of the his/her term as President, and subject to the discretion of the Board, he/she shall serve as Past President for a period of two (2) years. Upon completion of all of the foregoing terms of office, the aforementioned Person shall be appointed by the Board as a lifetime ex-officio, non-voting, member of the Board.

### **Section 7.2 President**

The President shall be the chief executive officer of the Corporation, unless otherwise determined by resolution of the Board, and shall have general powers and duties of supervision of the business and affairs of the Corporation. The President must be a director and is vested with and may exercise all of the powers and perform all of the duties of the chairperson of the Board. By virtue of his/her office, the President or the President's designee is and shall be a member of all committees; provided however that the President may delegate such membership(s) to another member of the Board in his/her discretion. Subject to the authority of the Board, the President may have such other powers and duties as the Board may specify.

### **Section 7.3 President-Elect**

The President-Elect is vested with all the powers and performs all the duties of the President in the absence or inability or refusal to act of the President and shall be kept informed of the significant issues pertaining to the Corporation. The President-Elect possesses and may exercise such other powers and duties as may from time to time be assigned by him/her by the Board and/or the President. In the event the President is absent from any meeting of the Board or the Members, the President-Elect shall act as the President's substitute and shall be possessed with all of the duties, powers and authority of the President for the duration of such absence. If the President becomes incapacitated to such an extent that he or she cannot fulfill his or her responsibilities as President, resigns or dies, President-Elect shall act as the President's substitute and shall be possessed with all of the duties, powers and authority of the President, (i) in the case of incapacity until the earlier of the end of the President's term of office or the President's return to regular duty and (ii) in the case of the President resignation or death, until end of the President's term of office.

### **Section 7.4 Secretary**

- (a) The Secretary: (i) attends and acts as the secretary of all meetings of the Board, members and committees of the Board and enters or causes to be entered in records kept for that purpose minutes of all proceedings thereat; (ii) gives or causes to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; (iii) has charge of any corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers referred to the Act; (iv) has charge of correspondence with interested parties and the maintenance of all records of such correspondence; (v) and (vi) has such other powers and duties as the Board may specify from time to time.
- (b) The Secretary's books and records shall at all times be open to the inspection of the Board.
- (c) At the expiration of his/her term of office, the Secretary shall deliver to the Board all books, papers and property of the Corporation in his/her possession and/or control.

### **Section 7.5 Treasurer**

- (a) Subject to the provisions of any resolution of the Board, the Treasurer has the care and custody of all the funds and securities of the Corporation and deposits the same in the name of the Corporation in such bank or banks or with such depository or depositories as, and only as, the Board may direct. Without limiting the generality of the foregoing, the Treasurer shall: (i) keep or cause to be kept the books of account and accounting records required by the Act; (ii) arrange disbursements for expenditures of the Corporation; (iii) render to the Board at regular Board meetings and the annual meeting of the membership, or whenever they may require it, an account of all transactions and a statement of the financial position of the Corporation; and (iv) shall perform such other duties as may from time to time be directed by the Board and/or the President or Executive Director.

- (b) The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the Board in their uncontrolled discretion may require but no director is liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

**Section 7.6 Past-President**

The Past-President acts as an advisor to the Board and has such other powers and duties as the Board may specify.

**Section 7.7 Powers and Duties of Other Officers**

The powers and duties of all other officers will be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

**Section 7.8 Variation of Powers and Duties**

The Board may from time to time vary, add to or limit the powers and duties of any officer.

**Section 7.9 Removal of Officers**

The membership may remove an officer from office at any time, with or without cause, on a two-thirds majority vote of all eligible members in attendance at a meeting duly called for such purpose. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

**Section 7.10 Terms of Employment and Remuneration**

The terms of employment and the remuneration of an officer appointed by the Board shall be settled by it from time to time.

**ARTICLE 8: PROTECTION OF DIRECTORS AND OFFICERS**

**Section 8.1 Limitation of Liability**

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (vi) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

## **Section 8.2 Indemnity**

- (a) Every director and officer of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
  - (i) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
  - (ii) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his or her wilful neglect or default.
- (b) Notwithstanding the foregoing, the above-referenced duty to indemnify and save harmless shall not apply to liabilities, costs, charges or expenses occasioned by the wilful neglect or default of the person seeking indemnification and/or a person acting on his/her behalf.

## **ARTICLE 9: MEMBERS**

### **Section 9.1 Categories of Membership**

Membership in the Corporation shall consist of three (3) categories of membership:

- (a) Active Members;
- (b) Allied Members;
- (c) Associate Members; and
- (d) Honorary Members.

### **Section 9.2 Application for Membership**

- (a) Membership in the Corporation shall be applied for by presentation of a signed application and agreement to abide by the provisions of the By-laws of the Corporation and any amendments made thereto, and shall be subject to the approval of the Board in its discretion.
- (b) Acceptance of membership applications and membership renewals shall be based on standards of qualifications, integrity and experience established by the Corporation with respect to the Industry and such other factors as the Board deems advisable and just from time to time.

### **Section 9.3 Active Membership**

- (a) Any pest management firm which is in agreement with the objectives of the Corporation is eligible to apply for Active Membership, provided that:
  - i. an active members must own, manage or be an employee of a pest management firm;
  - ii. each active member must be legally established in Ontario;
  - iii. the owner(s) of a corporate Active Member must be appropriately qualified in structural pest management;
  - iv. each active member shall thoroughly analyze the requirements of his/her/its clients and shall conscientiously recommend the means best suited for each client's needs;
  - v. each active member shall, upon accepting a contract or service agreement, render skilled, intelligent and conscientious service;
  - vi. no active member may publicly criticize the business or private affairs of a competitor or make a dishonest or corruptive proposition to an employee or a competitor; and
  - vii. each active member shall be loyal to the principles of the Corporation and shall be active in its advancement.
- (b) Only Active Members may vote on matters requiring membership approval. Each Active Member (whether and individual or corporation) shall have the right to cast one (1) vote where a vote of the membership is required.

### **Section 9.4 Allied Membership**

- (a) Allied Membership is open to (i) individuals, firms and corporations who/that supply products and/or materials for use in structural, urban or industrial pest management, and (ii) any allied group thereof (e.g., regulatory agencies, universities).
- (b) An Allied Member's subsidiary companies may also be Allied Members.
- (c) Allied Members may serve as directors of the Board but cannot hold the position of President, President-Elect or Past-President.
- (d) Allied Members are not entitled to vote on matters requiring membership approval.

### **Section 9.5 Associate Membership**

- (a) Associate Membership is open to educational institutions, associated companies, food service companies and other interested groups or organizations.
- (b) Associate Members are not eligible to become directors of the Board or officers of the Corporation.

- (c) Associate Members are not entitled to vote on matters requiring membership approval.

#### **Section 9.6 Honorary Membership**

- (a) Honorary Membership is open to any person(s) who/that, in the opinion of the Board, has made an outstanding contribution to the Corporation and/or the Industry.
- (b) Honorary Members are not required to pay dues.
- (c) Associate Members are not eligible to become directors of the Board or officers of the Corporation.
- (d) Honorary Members are not entitled to vote on matters requiring membership approval.

#### **Section 9.7 Membership Dues and Fees Payable**

The Board may from time to time fix annual dues or fees payable by the members. Members will be notified (by email, mail and/or phone) of the membership dues and/or such other amount(s) which may at any time be payable by them, as the case may be and, if any such amount(s) are not paid within thirty (30) days after such notice, the member in default will thereupon cease to be a member of the Corporation; provided however that any such member may be reinstated as a member by the Board on payment of all unpaid dues and fees plus a prescribed administrative fee.

#### **Section 9.8 Disciplinary Action / Termination of Membership**

- (a) Any member wishing to terminate his/her/its membership must provide written notice of such termination to the Board, and such notice shall include the reason(s) for the termination. Regardless of any such termination, such member shall remain liable to pay his/her/its entire annual dues for the applicable year and, without limiting the foregoing, no refunds shall be issued.
- (b) The Board reserves the right at all times to judge the conduct of its members with respect to their duties as members of the Corporation and a trial on any complaint against a member may be held before the Board, who are to sit as preliminary judges. The findings of fact made by the Board will then be submitted to the membership, at which time the member in question may present his/her/its defence before a meeting of the members duly called for such purpose. Upon a two-thirds majority vote of the members in attendance and eligible to vote in support of a finding of misconduct sufficient to terminate membership, the member in question shall cease to be a member. Upon due notice and reasonable time, if a member fails to appear before the Board and/or the membership as indicated, he/she/it shall be notified of same. If there is sufficient proof that they he/she/it acted in bad faith or no reason is provided for such absence(s), action may be taken and vote(s) may be held in his/her/its absence.
- (c) All rights and privileges extended by the Corporation to its members are disallowed to those who/that are suspended, expelled or who/that otherwise terminate their membership(s).

- (d) Without limiting the foregoing, the interest of a member in the Corporation is not transferable and lapses and ceases to exist
  - (i) upon death or dissolution of the member;
  - (ii) when the member's period of membership expires (if any);
  - (iii) when the member ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation; and
  - (iv) if at a general meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the meeting provided that the member is granted the opportunity to be heard at such meeting and is given no less than thirty (30) days advance written notice of such meeting.
  
- (d) If membership of any member is removed in accordance with subsection (a)(iv), above, any and all annual dues/fees paid by said removed member with respect to the year in which such removal occurs shall be refunded within thirty (30) days after such removal. In all other cases of termination of membership, annual dues/fees paid shall not be refunded.

#### **Section 9.9 Intellectual Property**

- (a) Slogans, trademarks and other intellectual property and materials created by and/or for the Corporation are and shall be the sole property of the Corporation and unauthorized use of same is and shall be strictly prohibited
  
- (b) The Corporation shall have a trademark and/or logo of such design as the Board may adopt in its discretion. Reproduction of same by members on stationery and printed materials is permitted and licensed to members provided the appropriate and necessary language, as prescribed by the Board, is included with such use. Notwithstanding the foregoing, no Associate or Honorary Member not primarily engaged in structural, urban or industrial pest management shall have the right to display or use the Seal of the Corporation unless approval is given by the Board on a case by case basis.

### **ARTICLE 10: MEETINGS OF MEMBERS**

#### **Section 10.1 Annual Meetings**

Subject to the Act, the annual meeting of members will be held at such time in each year and at such place as the Board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing their remuneration or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

## **Section 10.2 General Meetings**

- (a) Other meetings of the members may be convened by order of the Board at any date and time and at any place within Ontario, or, in the absence of such determination, at the place where the head office of the Corporation is located or by way of resolution, as agreed by the Board.
- (b) The Board shall call a general meeting of members on written requisition of no less than fifteen percent (15%) of the members of the Corporation entitled to vote at a meeting of the members.

## **Section 10.3 Place and Time of Meetings**

- (a) Meetings of members will be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, if the Board so determines, at some other place in Ontario.
- (b) Meetings of members will be held on such days and at such times as determined by the Board.

## **Section 10.4 Notice of Meetings**

Notice of the time and place of each meeting of members must be given in the manner provided in Section 12.1 not less than fifteen (15) calendar days before the date of the meeting to each member of record at the close of business on the day on which the notice is given and to the auditor. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

## **Section 10.5 Meetings without Notice**

A meeting of members may be held without notice at any time and place permitted by the Act: (i) if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and (ii) if the auditors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact.

## **Section 10.6 Chair, Secretary and Scrutineers**

The President will be the chair of any meeting of members. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose another director as chair. If no director is present, then the persons present and entitled to vote may choose one of their number to be chair. If the Secretary of the Corporation is absent, the chair of the meeting will appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

## **Section 10.7 Quorum**

A quorum for the transaction of business at any meeting of members is a fifteen percent (15%) of the members entitled to vote thereat. If a quorum is present at the opening of any meeting of members, the

members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **Section 10.8 Proxies**

- (a) At any meeting of members a proxy duly and sufficiently appointed by a member is entitled to exercise, subject to any restrictions expressed in the instrument appointing him/her, the same voting rights that the member appointing him/her would be entitled to exercise if present at the meeting.
- (b) A person appointed by proxy must be a member.
- (c) An instrument appointing a proxy must be in writing and, if the appointer is a corporation, must be under its corporate seal, subject to the Act. An instrument appointing a proxy is acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

#### **Section 10.9 Voting**

- (a) Subject to Section 10.8, every question submitted to any meeting of members is decided by a show of hands, unless a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote has one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting will be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken is the decision of the members upon the said question.
- (b) At any meeting of members every question, unless otherwise required by the letters patent or by-laws or by law, will be determined by a majority of the votes cast on the question, with each member being entitled to one (1) vote per question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting is not entitled to a second or casting vote.

#### **Section 10.10 Polls**

If at any meeting a poll is taken on the election of a chair or on the question of adjournment it should be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, it will be taken in such manner and either at once or after the adjournment as the chair directs. A requirement or demand for a poll may be made either before or after any vote by show of hands and may be withdrawn at any time prior to the taking of the poll. If a poll is taken each member present in person or represented by proxy and entitled to vote will have one vote and the result of the poll so taken will be the decision of the members upon the said question.

### **Section 10.11 Adjournment**

The chair of any meeting of members may, with the consent of the persons present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned meeting. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original meeting of members.

### **Section 10.12 Resolution in Lieu of Meeting**

A resolution in writing signed by all of the members entitled to vote on that resolution at a meeting of members is as valid and effective as if passed at a meeting of members duly called, constituted and held for that purpose.

## **ARTICLE 11: AUDITORS**

### **Section 11.1 Auditors**

Unless the Corporation qualifies for exemption under the Act, the members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor holds office until the next annual meeting and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed. The directors may fill any casual vacancy in the office of the auditor. The remuneration of an auditor so appointed will be fixed by the Board.

## **ARTICLE 12: NOTICES**

### **Section 12.1 Method of Giving Notices**

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, member or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The Board may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

### **Section 12.2 Computation of Time**

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

**Section 12.3 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, auditor 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 does not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**ARTICLE 13: EFFECTIVE DATE**

**Section 13.1 Effective Date**

Subject to the provisions of the Act, this by-law comes into force on the date of its enactment by the Board.

**ARTICLE 14: AMENDMENTS**

**Section 14.1 Amendments**

These by-laws may be repealed or amended in accordance with Act; provided however that a two-thirds majority vote of the members shall be required to confirm any such by-law repeal or amendment.

**ENACTED** the \_\_\_\_ day of \_\_\_\_\_, 2012.

\_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
Name:  
Title: