



**Reflexology  
Registration  
Council  
of  
Ontario  
  
By-Laws**



## **BY-LAW**

A By-Law relating generally to the transaction of the affairs of the **Reflexology Registration Council of Ontario (R.R.C.O.)**.

**BE IT ENACTED** as a By-Law of the Reflexology Registration Council of Ontario as follows:

### **1.0 CORPORATE SEAL:**

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

### **2.0 MEMBERSHIP:**

#### **2.1 Rights & Privileges of Members**

All members are entitled to:

- (a) receive a Membership Card;
- (b) receive a copy of the Code of Ethics and Objectives of R.R.C.O.;
- (c) attend all General Meetings of R.R.C.O.;
- (d) serve on the various committees performing R.R.C.O. business;
- (e) receive a Certificate of Registration from R.R.C.O. for display;
- (f) move or second motions for the consideration of the membership or nominate persons for membership on the Council;
- (g) be nominated for, elected to, or serve on Council;
- (h) each qualified member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Members may vote through a duly authorized proxy.

#### **2.2 RESPONSIBILITIES OF MEMBERS**

- (a) it shall be the responsibility of each registered member of R.R.C.O. to abide by the Code of Ethics;
- (b) pay membership fees to R.R.C.O. as required;
- (c) notify in writing the Membership Secretary of any change in name, address or telephone number within 30 days of such change.

#### **2.3 APPLICATION FOR MEMBERSHIP**

2.3.1 If in completing an application for membership/registration any misrepresentation is made by the applicant, the membership may be cancelled upon resolution passed by the Council.

2.3.2 Prior to voting upon any resolution presented pursuant to the provisions of the immediately preceding paragraph the Council shall provide the applicant with a copy of the text of the resolution proposed and a brief written report identifying the misrepresentation complained of. The applicant shall be entitled to make representation to the Council prior to the presentation of the resolution, such representation to be made verbally in person or by an agent, or in writing as the applicant may elect.

2.3.3 The Secretary shall promptly inform each member of his admission as a member.

## 2.4 **MEMBERSHIP FEES**

Shall be designated by the Council and be payable in advance and shall include the following:

- (a) an annual fee payable to R.R.C.O. by members;
- (b) the Membership Secretary shall send to each member a notification in advance by mail of the annual fees due;
- (c) if the required membership fee is not paid by the due date, a financial penalty for late payment may be imposed or determined by resolution of the Council. The Council may by resolution terminate the membership of any member in default of payment of fees or any other amount properly due the R.R.C.O.;
- (d) membership fees are to be paid by the member's anniversary of each year;
- (e) new membership registration is to be prorated quarterly.

## 2.5 **TERMINATION OF MEMBERSHIP**

2.5.1 Any member may withdraw from the R.R.C.O. by sending a written resignation to the Membership Secretary.

2.5.2 A member may be suspended by a resolution passed by a vote of three quarters of the Council present at a meeting called for the purpose of considering any such suspension. Suspension may be imposed for conduct on the part of a member contravening any provision of the Letters Patent, By-Laws, Code of Ethics, or Policy & Procedures in force from time to time. No member shall be suspended unless he has been provided with a copy of the resolution proposing his suspension and a written report specifying the conduct complained of. Prior to the consideration by the Council of the resolution the member shall be entitled to make representation on his behalf either verbally, in person, through his agent, in writing or as the member may elect.

2.5.3 Any member suspended by resolution of the Council pursuant to this article shall:

- (a) not be permitted to attend General Meetings, meetings of the Council, serve on any committees or activities conducted by the R.R.C.O.;
- (b) remain liable for the payment of membership fees and there shall be no rebate payable for the period of such suspension.

2.5.4 A member who has been suspended, and during the period of such suspension has continued to pay membership fees, at the expiration of the period suspension, will be automatically reinstated as a member of the R.R.C.O..

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

## 3.0 **HEAD OFFICE:**

3.1 The Head Office of the Corporation shall be in the Village of Palgrave, in the Province of Ontario, or such place therein as the Councillors may from time to time determine.

## 4.0 **COUNCIL BOARD:**

4.1 The councillors shall be responsible for the management of the affairs of the Council.

- (a) The council shall consist of nine (9) elected Councillors.
- (b) The executive shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer and shall be appointed from the above Council Board.
- (c) The Chairperson shall be appointed from one of the thirteen (13) Council members on an annual basis and must be a legal resident of Canada for at least three (3) years.
- (d) All Councillors of the Corporation must be capable of obtaining a fidelity bond.

4.2 The councillors' terms shall be determined as follows;

- (a) not applicable;
- (b) not applicable;
- (c) all councillors shall be elected by the members in good standing.

Such terms shall be staggered as follows;

Class 1: Election in **2006** and every three (3) years thereafter,  
- Councillor #1  
- Councillor #2  
- Councillor #3

Class 2: Election in **2007** and every three (3) years thereafter,  
- Councillor #4  
- Councillor #5  
- Councillor #6

Class 3: Election in **2008** and every three (3) years thereafter,  
- Councillor #7  
- Councillor #8  
- Councillor #9

- (d) not applicable.

## **5.0 VACANCIES: Council**

5.1 A council seat shall be automatically vacated:

- (a) if a councillor resigns his or her office by delivering a written resignation to the Secretary of the Corporation;
- (b) if he or she is found by a court to be of unsound mind;
- (c) on death;
- (d) dissolution of appointed seat.

5.2 A vacancy in any of the elected council positions may be filled at the option of and by majority vote of the council and for the term of the vacated council position.

5.3 A vacancy in the office of Chairperson shall be filled by the Vice-Chairperson until a new Chairperson is appointed by the Council.

5.4 Each member of the Council is required to return all official documents immediately upon termination of office, receipt will be given by the Secretary.

5.5 Where a Councillor has missed two (2) consecutive meetings, or has missed three (3) in the course of a year and does not have acceptable reasons to the Council, the position shall be declared vacant.

5.6 A retiring Councillor shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

## **6.0 MEETINGS: Council**

6.1 Meetings may be called by the Chairperson or Vice-Chairperson or by the Secretary on direction of the Chairperson or Vice-Chairperson or by the Secretary on direction in writing of at least two (2) Councillors.

6.2 Emergency meetings may be held at any time and place determined by the Council provided that forty-eight (48) hours notice has been given other than by mail, to each Councillor. Notice by mail shall be at least fourteen (14) days prior to regular meetings.

There shall be at least one meeting per year. No errors or omissions in giving notice of any meeting of the

Council or any adjourned meeting of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any Councillor may at any time waive note of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Councillor is authorized to exercise one (1) vote.

6.3 If all Councillors consent thereto generally or in respect of a particular meeting, a Councillor may participate in a meeting of the Council or of a committee of the Council by means of such conference telephone or other communication facilities as permitting all persons participating in the meeting to hear or see each other, and a Councillor participating in such meeting by such means is deemed to be present at the meeting.

6.4 A resolution in writing, signed by all the Councillors entitled to vote on that resolution at a meeting of the Board or committee of the Board, is as valid as if it has been passed at a meeting of Councillors or committee of Councillors.

6.5 No formal notice of any such meeting shall be necessary if all the Councillors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

6.6 A Councillor that cannot attend a meeting may assign a written/fax notification of a proxy vote to another councillor.

## **7.0 VOTING: Council**

7.1 Questions arising at any meeting shall be decided by a majority of votes. A quorum shall consist of five (5) Councillors.

7.2 In the event of a vote, all shall vote, except the Chairperson who reserves the right to cast the deciding vote in the event of a tie.

7.3 In the event of a conflict of interest between Councillors and offices or matters under consideration, the Councillor shall immediately declare to the Chairperson a conflict of interest and shall be removed from any discussions and voting.

## **8.0 REMUNERATION OF COUNCILLORS:**

8.1 The Councillors shall serve as such without remuneration and no Councillor shall directly or indirectly receive any profit from his or her position as such; provided that a Councillor may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Councillor from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

8.2 A reasonable remuneration for all Officers, agents and employees and committee members shall be fixed by the Council by resolution. Such resolution shall have force and effect only until the next meeting of general members when such resolution shall be confirmed by majority of voting members. In the absence of such confirmation by the members, then the remuneration to such Officers, agents or employees and committee members shall cease to be payable from the date of the general meeting of members.

## **9.0 INDEMNITIES TO COUNCILLORS AND OFFICERS:**

9.1 Every Councillor or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

(a) all costs, charges and expenses which such Councillors, Officer or other person sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, on or about the execution of the duties of his or her office or in respect of any such liability;

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

9.2 The Corporation shall purchase and maintain a general liability insurance policy underwritten by a reputable insurance company to cover the above indemnities and that the liability insurance policy shall be kept current at all times and sufficient coverage provided for as determined by the Council. Such coverage shall also protect a retired Councillor for any actions taken while he or she was a Councillor.

**10.0 POWERS OF COUNCILLORS:**

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

10.2 The Councillors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to the Executive of the Corporation the right to employ and pay salaries to employees. The Councillors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Council may prescribe.

10.3 The Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Councillors at the time of such appointment. Such agents and/or employees engaged by the Council shall be under the direction of the Executive.

10.4 Without in any way derogating from the foregoing, the Councillors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, right warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest thereon owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

10.5 The Council shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

10.6 All cheques and drafts of the Corporation shall be signed by any two (2) of three (3) Executive members or staff members appointed by the Council to sign on behalf of the Corporation. One of the three (3) appointed signing officers shall be the Treasurer.

**11.0 EXECUTIVE OF THE CORPORATION:**

11.1 The Executive of the Corporation shall be Chairperson, Vice-Chairperson, Secretary, Treasurer, or Secretary/Treasurer and any other Executive as the Council may by By-law determine. Any two executive positions may be held by the same person with the exception of the Chairperson and Vice-Chairperson. Appointed executive positions other than the Chairperson and Vice-Chairperson need not be Councillors or members.

11.2 The Executive of the Corporation shall hold position for a three (3) year term. All Executive shall be subject to removal by resolution of the Council of not less than three-quarters (3/4) of the Councillors present.

11.3 The Executive shall be appointed by resolution of the Council at the first meeting of the Council following the annual meeting of members in which the Councillors are elected, provided that in default of such election the then incumbents, being members of the Council, shall hold office until their successors are elected. The Chairperson's position may be rotated among existing Councillors for a set period of time as determined by resolution of the Council. A Councillor may at any time waive his or her right to serve as Chairperson.

**12.0 DUTIES OF CHAIRPERSON AND VICE-CHAIRPERSON.**

12.1 The Chairperson shall preside at all meetings of the Corporation and the Council. He or she shall see that all resolutions of the Council are carried into effect.

12.2 The Vice-Chairperson shall in the absence or disability of the Chairperson perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon him or her by the Council.

**13.0 DUTIES OF TREASURER:**

13.1 The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation in accordance with generally accepted accounting principles and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Council from time to time. He or she shall disburse the funds of the Corporation as may be directed by the Council taking proper vouchers for such disbursements, and shall render to the Councillors at the regular meeting of the Council a financial report, or whenever they may require. The above duties may be performed by administrative staff in which case the Treasurer must receive and verify a report by the administrative staff assigned to this duty. He or she shall also perform such other duties as may from time to time be directed by the Council or the Executive Committee.

**14.0 DUTIES OF CORPORATE SECRETARY:**

14.1 The Corporate Secretary may be empowered by the Council, upon resolution of the Council, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. Such recording may be performed by administrative staff under the direction of the Corporate Secretary. He or she shall give or causes to be given notice of all meetings of the members and of the Council, and shall perform such other duties as may be prescribed by the Council or Chairman under whose supervision he or she shall be. He or she shall be the custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Council to do so and to such person or persons as may be named in the resolution. The Corporate Secretary shall receive notices of proposed amendments to the By-laws of the Council and present them to the Council prior to the next General Meeting. He or she shall maintain the Corporation's Letters Patent and By-laws in an up-to-date manner including all amendments and to assume responsibility for correspondence on behalf of the Council.

**15.0 OFFICERS OF THE CORPORATION:**

15.1 The Officers of the Corporation shall be a Chairman, a Vice-Chairman, a Corporate Secretary and a Treasurer or in lieu of a Corporate Secretary and Treasurer, a Corporate Secretary-Treasurer and any such other Officers as the Council may by By-Law determine. Any two offices may be held by the same person with the exception of the offices of Chairman and Vice-Chairman. Appointed Officers other than Chairman and Vice-Chairman need not be Councillors, or members.

15.2 The Officers of the Corporation other than those specified in the above paragraph shall hold office for three (3) years from the date of appointment or election or until their successors are elected or appointed in their stead. All Officers shall be subject to removal by resolution of the Council of not less than three-quarters (3/4) of the Councillors present at any time.

**16.0 DUTIES OF OTHER OFFICERS:**

16.1 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Council requires of them.

**17.0 EXECUTION OF DOCUMENTS:**

17.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Officers appointed by the Council and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Councillors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Councillors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks,

bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Council.

17.2 Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Council may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

**18.0 ANNUAL AND OTHER MEETINGS OF MEMBERS:**

18.1 The Annual or any other General Meeting of the members shall be held at the head office of the Corporation or at any place in Ontario as the Council may determine and on such day as the said Councillors shall appoint. The members may resolve that a particular meeting of members be held outside Ontario.

18.2 At every Annual Meeting, in addition to any other business that may be transacted, the report of the Councillors, the financial statement and the report of the auditors shall be presented and elections held and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Council or the Chairman or Vice-Chairman shall have power to call, at any time, a General Meeting of the members of the Corporation. The Council shall call a Special General Meeting within sixty (60) days of members on written requisition of members carrying not less than 5% of the voting rights. A quorum of a General Meeting shall consist of the lesser of either 10 members or a combination of 10 members including proxy votes, or 5% of the voting rights. Each Member present shall hold a maximum of two (2) proxy votes.

18.3 Fourteen (14) days' written notice shall be given to all members of any Annual or Special General Meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote and a maximum of two (2) proxy votes. Voting by proxy shall be permitted subject to the provisions of this By-Law. The Councillors are empowered to pass such resolutions as may be appropriate, not inconsistent with the provisions hereof, prescribing the form of proxy, the manner of its signing, the time for its delivery, and any other matter incidental to the proxy voting procedure.

18.4 All Resolutions by members shall be forwarded to the Corporate Secretary at least ninety (90) days prior to an Annual General Meeting. The Corporate Secretary shall forward a copy of all Resolutions submitted for consideration of an Annual General Meeting to the Council, prior to distribution to all members.

**19.0 ERROR OR OMISSION IN NOTICE:**

19.1 No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Councillor or Officer for any meeting or otherwise, the address of the member, Councillor or Officer shall be his or her last address recorded on the books of the Corporation.

**20.0 MINUTES OF COUNCIL AND EXECUTIVE COMMITTEES:**

20.1 The minutes of the Council or the minutes of the Executive Committee shall not be available to the general membership of the Corporation but shall be available to the Council, each of whom shall receive a copy of such minutes.

**21.0 VOTING OF MEMBERS:**

21.1 Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her.



21.2 At all meetings of members of the Corporation every question shall be determined by a majority of votes of the members present in person or represented by proxy unless otherwise specifically provided by statute or by these By-Laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member qualified to vote. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

## **22.0 FINANCIAL YEAR:**

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

## **23.0 COMMITTEES:**

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

23.2 **Standards Committee:** This committee shall recommend minimum requirements for registration as a qualified reflexologist. The Council shall appoint a chairman, who shall be a registered member of the Corporation in good standing. If required, the Chairman shall appoint two (2) or more registered members in good standing.

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

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

## **24.0 NOMINATIONS:**

24.1 If a member in good standing wishes to place for nomination a name for office, such name or names shall be submitted to the Corporate Secretary at least ninety (90) days prior to the Annual General Meeting. Such name or names must be accompanied by a communication from each nominee signifying their willingness to accept nomination.

24.2 Nominations are not permitted to be made from the floor.

24.3 Should the Corporate Secretary receive more nominations than the number of positions open for election, ballots shall be prepared for each office. Elections shall be by ballot of those members authorized to vote by mail. Ballot forms shall be mailed out to all authorized members at least sixty (60) days prior to the Annual General Meeting. The candidate receiving the largest number of votes cast shall be declared elected.

24.4 Completed ballot forms shall be received by the Corporate Secretary at least thirty (30) days (post marked) prior to the Annual General Meeting. The Nomination Committee shall compile the results of the mail-in election of Councillors to the Council and report to the Annual General Meeting only. Such reports shall not be released to the public or Council until the Annual General Meeting. Such reports shall be signed by all members of the Nomination Committee that the report was compiled accurately to the best of their knowledge and ability.

## **25.0 AMENDMENT OF BY-LAWS:**

25.1 The By-Laws of the Corporation not embodied in the letters patent may be repealed or amended by By-Law enacted by a majority of the Councillors at a meeting of the Council and sanctioned by an affirmative vote by mail of at least two-thirds (2/3) of returned mailed ballots of paid-up or current membership qualified to vote

provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Ontario Ministry of Consumer and Commercial Relations has been obtained.

**26.0 AUDITORS/ACCOUNTANTS:**

26.1 The members shall at each Annual Meeting appoint an auditor or accountant to audit or review or provide a Notice to the Reader, at the Council's discretion, the accounts of the Corporation for report to the members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Councillors may fill any casual vacancy in the office of auditor. The remuneration of the auditor or accountant shall be fixed by the Council.

**27.0 BOOKS AND RECORDS:**

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

**28.0 RULES AND REGULATIONS:**

28.1 The Council may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient.

28.2 The latest publication of Robert's Rules of Order shall be used to provide guidelines for procedure at all meetings. In the event of a dispute that cannot be resolved mutually, the latest publication of Robert's Rules of Order shall be used to decide the order and procedures of meetings and legality of decisions made. The Council may consult with a lawyer who specializes in corporate law.

**29.0 INTERPRETATION:**

29.1 In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

29.2 The Councillors may by resolution adopt policies and procedures for the administration of the affairs of the Corporation to the extent that any such policies and procedures are not inconsistent with the Letters Patent and By-Laws of the Corporation. Policies and procedures adopted by resolution of the Councillors shall be in effect until approved by two thirds (2/3) of the voting members present at a meeting of members and may continue in force until repealed or amended by the Council and by two thirds (2/3) of the voting members present at a meeting of members.

- As adopted by Council on March 1, 1999 and corrected on May 31, 1999.

- June 21, 2004 – added Section 4.2 (d) – voted by mail and adopted at AGM November 6, 2004.

- Modified 26.1 to add “provide a Notice to the Reader, at the Council’s discretion,” – moved at AGM on October 29, 2006 and accepted at AGM October 28, 2007.

**October 26, 2008:**

- 2.4 (c) – replaced “within 60 days of” with “by the”.

- 2.4 (d) – replaced “in advance by January 1st” with “by the member’s anniversary”.

- Modified 4.1 (a) to “nine (9) elected councillors”.

- 4.2 – changed paragraph to: “The councillors’ terms shall be determined as follows;”.

- Deleted sections 4.2 (a), and 4.2 (b).

- Modified section 4.2 (c) to include 9 elected councillors and updated the terms.

- Deleted section 4.2 (d)

- 7.1 – deleted the following: “For the first year of incorporation, a” and “Once elections have commenced, three (3) of the five (5) quorum must be from elected positions.”

– moved and accepted at AGM on October 26, 2008.