

# **SOCIETY OF ONTARIO ADJUDICATORS AND REGULATORS**

## **BY-LAW No. 1**

A by-law relating generally to the transaction of the affairs of the Society of Ontario Adjudicators and Regulators, a corporation without share capital incorporated under the Ontario *Corporations Act*, Ontario Corporation Number 1016424 (“the Society”).

### **HEAD OFFICE**

1. The head office of the Society shall be in the City of Toronto in the Province of Ontario. The directors may, from time to time, determine the specific location of the head office.

### **FISCAL YEAR**

2. The fiscal year of the Society shall begin on July 1 each year and end on June 30 of the following year.

### **MEMBERS**

3. The following persons shall be eligible for membership in the Society:
  - (a) Regular (voting) Members shall include:
    - Any person performing adjudicative/regulatory functions authorized by an Ontario provincial statute or municipal by-law (“Ontario adjudicator or regulator”);
    - Any person who is the head of or employed by an Ontario body in which such functions are exercised (“Executive Chair, Chair, Associate Chair or staff of an Ontario adjudicative or regulatory tribunal”);
    - Any person appointed to a teaching position in a post-secondary institution and having a professional interest in the administration of justice; and
    - Any person appointed by the Board of Directors to be a member of the Board who would not otherwise be a Regular Member (“designated Board member”).
  - (b) Associate (non-voting) Members shall include:
    - Any person performing adjudicative/regulatory functions authorized by a federal statute or by a statute of a province other than Ontario or of a territory; and
    - Any other person who can reasonably be seen to have a significant professional interest in Ontario’s administrative justice system, as approved by the Board of Directors.
  - (c) Honorary (non-voting) members may be appointed by the Board of Directors.
4. Membership fees, if any, may be determined, from time to time, by the Board.

5. Regular Members in good standing and who have paid the membership fee, if any, are entitled to:
  - (a) Attend any meeting of the Society;
  - (b) Participate in the discussions or debates at any meeting of the Society;
  - (c) Vote at any meeting of the Society;
  - (d) Vote in the election of members of the Board of Directors; and
  - (e) Enjoy other advantages or services that the Society may from time to time make available to Members.
6. Associate and Honorary Members are entitled to:
  - (a) Attend any meeting of the Society;
  - (b) Participate in the discussions or debates at any such meeting; and
  - (c) Enjoy other advantages or services that the Society may from time to time make available to Members.
7. Any Member may be removed as a Member upon resolution passed by a two-thirds majority vote of the directors present and voting at a meeting of the Board called for that purpose.

## **MEETINGS OF MEMBERS**

8. The annual or any other general meeting of the Members shall be held at the head office of the Society or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint. The annual general meeting shall be held within 6 months of the end of the Society's fiscal year.
9. At every annual general meeting, in addition to any other business that may be transacted, the report of the President, the financial statements and the report of the auditors shall be presented; auditors for the upcoming year shall be appointed.
10. The Board or the President or Vice President shall have the power to call a special meeting of the Members at any time.
11. Notice of the time and place of the annual general meeting or special meeting of the Members shall be given to each Member by sending the notice by prepaid mail, e-mail or facsimile transmission at least ten (10) days before the time fixed for the holding of such meeting. The notice shall be sent to the address of the Member as recorded on the books of the Society. Business for which no adequate notice has been given shall not be transacted unless 75% of the Regular Members present at the meeting, and the President or his or her delegate, consent.
12. A quorum for the transaction of business at any meeting of the members shall consist of at least ten Regular Members present in person.
13. Any meeting of the Society or of the Board may be adjourned to any time and from time to time and such business may be transacted at the continuation of

such meeting as might have been transacted at the original meeting. No notice shall be required of the continuation of the meeting. Such adjournment may be made notwithstanding that no quorum is present.

14. At any meeting called, each Regular Member present shall be entitled to one vote.
15. At all meetings of Members every question shall be decided by a majority of the votes of the Regular Members present and voting, unless otherwise required by the by-laws or by law. Every question shall be decided in the first instance by a show of hands. Upon a show of hands, every Regular Member shall have one vote, and a declaration by the chair of the meeting (who shall be the President or his/her designate) that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the case of a tie, the resolution fails.

## **BOARD OF DIRECTORS**

16. The Board of Directors shall manage the affairs of the Society.
17. The Board shall be comprised as follows:
  - 2 Chairs (means Executive Chair, Chair or Associate Chair)
  - 2 full-time adjudicators
  - 2 part-time adjudicators
  - 2 staff
  - 4 members-at-large
  - 1 appointee made by the Board\*
  - The immediate Past President, who shall be non-voting.

\*Appointee – a person appointed at the discretion of the Board to ensure membership representation or perspective; the appointee becomes a voting member of the Board of Directors. The appointment shall be made, if at all, after the most recent election of the Board of Directors, shall expire at the time of any subsequent election of Directors, but may be renewed thereafter by the new Board.

18. The position of director shall be vacated if the director:
  - (a) Becomes bankrupt or is declared insolvent;
  - (b) Becomes of unsound mind;
  - (c) Resigns office by notice in writing to the Society; or
  - (d) Ceases to be eligible as a regular member of the Society, provided that in this case, the director may continue in office until a replacement has been appointed by the Board or elected.
19. No employee of the Society may be a director.

20. No director shall receive remuneration for acting as such, but the Society may compensate them for expenses.

### **TERM OF OFFICE**

21. Each director is elected for a two-year term, with a maximum of 6 continuous years on the Board, inclusive of all positions.

### **OFFICERS**

22. The officers of the Society are the President, two Vice-Presidents, the Secretary and the Treasurer and they shall comprise the Executive Committee of the Board.

23. The President or his or her delegate shall:

- (a) Preside at all meetings of the Members of the Society and of the Board. At these meetings, the President shall only vote in the event of a tie;
- (b) Subject to the authority of the Board, have general supervision of the affairs and business of the Society;
- (c) With the Secretary or other officer appointed by the Board for that purpose, sign all by-laws;
- (d) Be an ex officio non-voting member of all committees (except the Executive); and
- (e) Perform such other duties as may from time to time be determined by the Board.

During absence or inability of the President, the President's duties and powers may be exercised by either of the Vice Presidents or by such other director as the Board may, from time to time, appoint.

24. The Secretary shall:

- (a) Be responsible for the recording of all facts and minutes of all proceedings in the books kept for that purpose;
- (b) Be responsible for ensuring that all notices required to be given to members or to the directors are duly given;
- (c) Be responsible for ensuring that all books, papers, records, contracts and other documents belonging to the Society are kept in proper custody and not delivered up without authorization by a resolution of the Board; and
- (d) Perform such other duties as may, from time to time, be determined by the Board.

25. The Treasurer shall:

- (a) Ensure that full and accurate accounts of all receipts and disbursements of the Society are kept in proper books of account and that all moneys or other valuable effects are deposited in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board;

- (b) Supervise the disbursement of the funds of the Society under the direction of the Board, and shall provide an account of all the Society's financial transactions, and of the financial position of the Society to the Board at its regular meetings or upon the Board's request; and
  - (c) Perform such other duties as may, from time to time, be determined by the Board.
26. Any of the duties of the Secretary or Treasurer may, with the consent of the Secretary or Treasurer, be assigned by the Board to any of the Society's other directors.
27. The duties of Vice Presidents shall be such as the Board or the President may assign or delegate and may include presiding over standing committees of the Society.

### **COMMITTEES**

28. The Board may appoint such committees as it, from time to time, considers advisable. Subject to section 29, no committee shall have the power to act for or on behalf of the Society or otherwise commit or bind the Society to any course of action. Committees shall only have the power to make recommendations to the Board.
29. Members of committees shall be appointed by the Board and shall hold office at the pleasure of the Board. Persons who are not members of the Society, including persons who are not qualified to be members of the Society, may be appointed as members of committees.
30. Each committee is accountable to the Board and shall submit such reports as the Board may, from time to time, request.

### **STANDING COMMITTEES**

31. The President, Vice President(s), Secretary and Treasurer shall together comprise the Society's Executive Committee, chaired by the President, which Committee shall be authorized to act for the Board in dealing with any matter delegated to it by the Board. In any decision-making by the Executive Committee, the President has a vote, but in the event of a tie vote, the issue shall be remitted to the Board.
32. The Standing Committees of SOAR shall be:
- (a) Executive;
  - (b) Finance;
  - (c) Education; and
  - (d) Public Interest and Innovation
33. The Executive Committee shall be responsible for:
- (a) The organization and functioning of Board Committees;

- (b) Scheduling of Board meetings and setting agendas for them;
- (c) Overseeing the day to day operations of the Society; and
- (d) Oversight of the responsibilities and activities of the Executive Director, if any.

34. The Finance Committee shall:

- (a) Work with the Executive Director, if any to determine the financial needs of the Society;
- (b) Review the annual budget for the Society and make recommendations to the Board;
- (c) Review financial statements as prepared by the Treasurer;
- (d) Review audited financial statements;
- (e) Research possible sources of funds, including government agencies and corporations, as may be directed by the Board; and
- (f) Organize ad hoc committees for fund-raising events/projects, the proceeds of which may be used to purchase equipment and/or meet other financial obligations of the Society.

35. The Education Committee shall:

- (a) Oversee the development and delivery of programs to members;
- (b) Facilitate partnerships with other education delivery institutions with a view to collaboration and joint program initiatives; and
- (c) Engage in strategic thinking and planning to anticipate member needs.

36. The Public Interest and Innovation Committee shall:

- (a) Monitor issues relating to the effective delivery of adjudicative and regulatory functions; and
- (b) Be the voice of the administrative tribunal community.

## **MEETINGS OF THE BOARD**

37. A majority of the Board shall form a quorum for the transaction of business. The Board may hold its meetings at the Head Office of the Society or at any such place or places or in any manner as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if, before or after such meeting, those absent waive notice. Meetings of the Board may be formally called by the President, a Vice President or any two directors or by the Secretary on direction of any of the foregoing. Notice of such meetings shall be delivered, telephoned, e-mailed, faxed or mailed to each director at least five (5) days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of the Society. The Board may consider or transact any business, either special or general, at any meeting of the Board.

38. Questions arising at any meeting of the Board shall be decided by a majority of those present entitled to cast a vote, provided there is a quorum. The chair of

the meeting shall not have a vote except in the case of a tie. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **ELECTION OF BOARD and EXECUTIVE**

39. An election shall be called as necessary at least forty-five (45) days before the date of the annual general meeting, upon written notice to the Members. The Board shall establish an Election Committee, chaired by the Past President or a person so delegated by the Board, to coordinate the nomination and voting process. Elections shall take place electronically by secret ballot.
40. Nominations shall be open for a period of fourteen (14) days. The Election Committee will accept nominations. Candidates will declare their status with the Society (Chair; full-time adjudicator; part-time adjudicator; staff; or member-at-large) and state which designated position they are seeking.
41. The Election Committee shall send out ballots and voting instructions.
42. The election shall be held over the course of seven (7) days, following the close of nominations.
43. Election results will be announced at the Annual General Meeting.
44. All Regular Members are entitled to vote for all Board directors.
45. Candidates with the greatest number of votes shall fill each respective designated position; members-at-large are elected thereafter, in order of number of votes received.
46. At the first Board meeting following the annual general meeting, the directors shall elect from among themselves a President, two Vice Presidents, a Secretary and a Treasurer.
47. Vacancies on the Board may be filled by appointment of the Board for the duration of the term.

## **EXECUTION OF CONTRACTS**

48. Contracts shall be entered into on behalf of the Society by any two of the following persons: President, a Vice President, Secretary or Treasurer, or by any persons authorized by the Board.

49. Any two of the President, a Vice President, Secretary or Treasurer or any persons from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual capacity or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
50. Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed.

### **TRUSTEES**

51. The Board may, by resolution, appoint trustees to hold the property of the Society in trust for the Society and may determine the terms of any such trust. Any person authorized by the Board to do so may execute any such trust agreement on behalf of the Society.

### **BOOKS, RECORDS AND REPORTS**

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

### **CHEQUES, ETC.**

53. All cheques, bills of exchange or other negotiable instruments evidencing payment to the Society shall be endorsed for deposit with the Society's bankers by a person or persons authorized to make such endorsements by the Treasurer and the President, or by either of them and any other officer of the Society.
54. All cheques, bills of exchange or other negotiable instruments evidencing payment by the Society to another person shall be signed by the Treasurer and the President, or by either of them and any other officer of the Society. Authority to sign cheques within specified limits respecting particular projects may also be delegated by the Board to any other two or more persons.
55. Any person or persons authorized by the Treasurer and the President, or by either of them and any other officer of the Society may arrange, settle, balance and certify all books and accounts between the Society and its bankers and may receive all cancelled cheques and vouchers and sign all bank forms and settle accounts between the Society and its bankers.



## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

56. The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only pursuant to a written direction signed by the Treasurer and the President, or by either of them and any other officer of the Society.
57. The direction shall indicate the purposes for withdrawing the securities and designate the person or persons who shall be custodian of the security.

## **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

58. Except with respect to wilful misconduct or criminal activities, all directors or officers and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:
  - (a) All judgments, awards, costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and
  - (b) All other costs, charges and expenses that such person sustains or incurs in or about in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by such person's wilful neglect or default.

## **EXECUTIVE DIRECTOR**

59. The Board may hire an Executive Director who shall be accountable to the Board.
60. The Executive Director shall sit as a non-voting member of the Board of Directors and shall be entitled to partake in all discussions except when the President determines that a conflict of interest exists.
61. The Executive Director has day-to-day responsibility for carrying out the Society's goals and objectives. The Executive Director will attend all board meetings, report on the progress of the Society's activities, answer questions of the Board members and carry out the duties described in the job description.

## **AMENDMENTS**

62. By-laws and amendments to them may be proposed at a regular or special members' meeting. By-laws and amendments require a 2/3 majority of those present and entitled to vote, provided there is a quorum.

63. The membership must be notified by the President of proposed amendments to the bylaws at least 10 days prior to the meeting. This notice requirement will be satisfied by normal methods used to communicate with the membership, and should contain a summary of the proposed amendments.

### **CONFLICT OF INTEREST**

64. In the event that any director has a conflict of interest that might properly limit the director's fair and impartial participation in Board deliberations or decision-making, the director shall inform the Board of the possible conflict. If the circumstances warrant non-participation, the Board may nonetheless request from the director any appropriate non-confidential information which might inform the Board's decisions. Conflict of interest shall include but shall not be limited to any transaction by or with the Society in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgement or otherwise act in the best interests of the Society.
65. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director belongs, has a personal interest that may be seen as competing with the interests of the Society. Any director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter, and the Board shall make the final determination as to whether the director has a conflict of interest in the matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the affected director.