



Ontario Council of Technologies Society

Bylaws

Article One - Interpretation

- 1.01 Definitions Generally - When construing these bylaws, reference shall be made to the Societies Act, and words and expressions used in these bylaws shall, so far as the context does not otherwise require, have the same meaning, as would be the case when used in that Act.
- 1.02 Definitions - The following words, when used in the bylaws shall mean as stated hereinafter:
- a) "Annual General Meeting" means a meeting of the members held once per year and designated by the President as the Annual General Meeting;
 - b) "Board" means the Board of Directors of the Ontario Council of Technologies Society;
 - c) "Bylaws" means these bylaws;
 - d) "Ontario Council of Technologies" means the Ontario Council of Technologies, or similar organization within the Province of Ontario which is registered pursuant to the Societies Act;
 - e) "Chapter of the Ontario Council of Technologies" means an Ontario Council of Technologies. or other similar organization within the Province of Ontario, which is accepted as an affiliate of the Ontario Council of Technologies (i.e. The Edmonton Chapter of the Ontario Council of Technologies);
 - f) "Director" means a member of the Board of the Ontario Council of Technologies;
 - g) "Executive" means the President, Past-President, Vice President, Secretary, and Treasurer;
 - h) "First Meeting of the Board" means a meeting of the Board called in conjunction with and immediately following the Annual General Meeting;
 - i) "Member" means a member of the Ontario Council in good standing as set out in Article Four;
 - j) "Officer" means a member of the Executive;
 - k) "Past President" means the individual who last held the role of President in the immediately preceding year; and
 - l) "Special Resolution" means a resolution which must be passed by seventy-five (75%) percent of the members of the Ontario Council of Technologies (or the Board) present at a meeting where prior notice of such resolution has been given.
 - m) "Deferred Policy" means a policy presented at the Annual General Meeting, which is referred back to the Executive Committee for additional research, rewording or other changes.
- 1.03 Masculine and Feminine - Words importing the masculine shall include the feminine and neuter gender.

- 1.04 Parliamentary Procedure – In all matters of interpretation or procedure not specifically addressed by these bylaws, Robert’s Rules of Order (Newly Revised), as amended from time to time, shall apply in the same manner and have the same force and effect as if they were a part of these bylaws.

Article Two - Business Matters

- 2.01 Head Office - The head or principal office of the Ontario Council of Technologies shall be located in the Province of Ontario, at such place as the Directors of the Ontario Council of Technologies, may from time to time, by resolution determine.
- 2.02 Seal - The seal, circular in form and bearing the name of the Ontario Council of Technologies shall be the corporate seal of the Ontario Council of Technologies provided however, that the Directors may by resolution from time to time adopt another seal as the seal of the Ontario Council of Technologies.
- 2.03 Affix Seal - Any two of the President, Past President, Vice-President, Secretary, or the Treasurer are hereby authorized to affix the seal. Any contracts, documents or any instruments in writing requiring the signature of the Ontario Council of Technologies may be signed by any two of the President, Past President, Vice-President, Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Ontario Council of Technologies without any further authorization or formality.
- 2.04 Special Signing Authority - The Directors shall have power from time to time by resolution to appoint any person or persons on behalf of the Ontario Council of Technologies either to sign contracts, documents, and instruments in writing generally.

Article Three - Financial

- 3.01 No Benefit to Member - No part of the income of the Ontario Council of Technologies shall inure to the personal profit of or be paid or payable to, any member of the Ontario Council of Technologies by reason only of his membership therein or by reason only of his position as Director or Officer of the Ontario Council of Technologies.
- 3.02 Financial Year - the financial year of the Ontario Council of Technologies shall be the twelve (12) month period ending November 30th in each year.
- 3.03 Preparation of Financial Statements - The Ontario Council of Technologies shall appoint a Financial Advisor (may, but not necessarily, be an Auditor) at each Annual General Meeting to report on the financial statements of the Ontario Council of Technologies for the fiscal year. The Financial Advisor be qualified to prepare financial statements in the Province of Ontario as outlined in the Regulated Accounting Professions Act.
- 3.04 The Financial Advisor shall prepare financial statements of the Ontario Councils of Technologies and ensure that they are presented in accordance with generally accepted accounting standards, and shall report their findings to the Finance

- Committee. The Financial Advisors Report and Financial Statements shall be presented at the Annual General Meeting immediately following the end of the fiscal year.
- 3.05 Access to Books by Members - The books and records of the Ontario Council of Technologies may be inspected by any member of the Ontario Councils of Technologies at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arraigning a time satisfactory to the officer or officers having charge of such books and records. Each member of the Board should at all times have access to such books and records.
- 3.06 Access to Books by Others - The books of account shall be kept at the Head Office or such place or places as the Board shall think fit, and no person (other than a Director, Financial Advisor, member, officer, accountant or person whose duty to the Ontario Council of Technologies requires him to do) shall have any right of inspecting any account or book or document of the Ontario Council of Technologies except as conferred by statute or authorized by the Board or by a resolution of the Ontario Council of Technologies in general meeting.
- 3.07 True Accounts - The Board shall cause true accounts to be kept of the sums of money received and expended by the Ontario Council of Technologies and the matter in respect of which said receipts and expenditures take place, of all sales and purchases of property by the Ontario Council of Technologies and of assets and liabilities of the Ontario Council of Technologies.
- 3.08 Banking - Any two (2) of the President, Past President, Vice-President, Secretary, Treasurer and Executive Director/CEO and such other persons as the Board may from time to time designate by a banking resolution of the Board are hereby authorized for and in the name of the Ontario Council of Technologies:
- a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and other orders for payment of money;
 - b) to receive all monies and account for the same;
 - c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
 - d) subject to the approval of the Board, from time to time to borrow money from a bank by concurring an overdraft or otherwise;
 - e) to negotiate, deposit, endorse or transfer to a bank, but for the credit of the Ontario Council of Technologies only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable papers;
 - f) from time to time to arrange, settle, balance and certify all books and accounts between the Ontario Council of Technologies and the Ontario Council of Technologies' bank;
 - g) to receive all paid cheques and vouchers;
 - h) to sign the bank forms of settlement of balances and release: and,
 - i) generally, in the name and on behalf of the Ontario Council of Technologies, to transact with a bank any business they may think fit.

- 3.09 General Borrowing Provision - The Board of the Ontario Council of Technologies by special resolution of the members:
- a) borrow money upon its credit;
 - b) issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and.
 - c) hypothecate or mortgage its immovable property, or pledge or otherwise affect the movable property, or give all such guarantees, to secure payment of its loans or the carrying out of its obligations.
- 3.10 Annual Budget - The Executive Committee shall approve the budget prepared by the Finance Committee, such approved budget shall be forwarded to the Board no later than one month following the beginning of the fiscal year.
- 3.11 Non-Budget Expenditure - Any expenditure not included in the Annual Budget may be approved by a special resolution of the Executive as long as such expenditures does not exceed one (1%) percent of the total budgeted expenditures. Any expenditure in excess of such amount and not included in the Annual budget may be approved by a special resolution of the Board.
- 3.12 Distribution of Assets on Dissolution of the Ontario Council of Technologies - Any profits that may accrue to the Ontario Council of Technologies during the time it is in operation shall be used for the purposes of the Ontario Council of Technologies as the Directors may see fit. In the event of the winding up of the affairs of the Ontario Council of Technologies, all assets of the Ontario Council of Technologies, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity or non-profit organization as determined by a resolution passed by the Board.

Article Four - Membership

- 4.01 Eligibility - Membership in the Ontario Council of Technologies shall be open to any person residing in Ontario, being of the full age of 18 years, and upon payment of the fee.
- 4.02 Membership Fee - Chapter of the Ontario Council of Technologies - The membership fee shall be set by the Board.
- 4.03 Special Levies - Other assessments may be levied against all members upon the recommendation of the Board and approved by a special resolution of the members at an Annual General Meeting.
- 4.04 Register of Members - The Ontario Council of Technologies shall keep a register of its members which is admitted as a member of the Ontario Council of Technologies, together with the following particulars:
- a) the full name and address;
 - b) the date on which the member is admitted as a member; and
 - c) the date on which the member ceases to be a member.
- 4.05 Honourary Members - A person who distinguishes himself by some meritorious or

public service may be appointed an Honourary Member for life by a majority vote of the membership at a general meeting. Such Honourary Member shall not be subject to payment of annual dues but shall have all other privileges associated with membership.

- 4.06 Termination - A membership may be terminated in the following manner:
- a) a member may resign in writing, which shall be effective upon acceptance thereof by the Board. In the case of resignation a member shall remain liable for payment of any assessment of other sum levied or which may become payable by him to the Ontario Council of Technologies prior to the acceptance of his resignation;
 - b) a member may be expelled on a three-quarters vote of the Board for any cause which the Board may deem reasonable. However, no member shall be expelled without first having been notified of the complaint against him and without first having been given the opportunity to be heard by the Board at a meeting called for the purpose;
 - c) membership automatically ceases if payment of the membership fee has not been made within three months of the due date.

Article Five - Meetings of Members

- 5.01 Annual General Meeting - The Ontario Council of Technologies shall convene a general meeting at least once each year which shall be known as the Annual General Meeting. The date of the Annual General Meeting shall be fixed by the Board but shall generally be during the month of May but in any event shall not be less than 340 not more than 400 days after the last Annual General Meeting. Any references to event occurring before or after the Annual General meeting in these bylaws shall refer to the day of the Annual Officers for the ensuing year are elected.
- 5.02 Notice - Notice of the date and place of the Annual General Meeting shall be distributed no less than thirty (30) days before the date of the Annual General Meeting.
- 5.03 Quorum - An Annual General Meeting quorum shall consist of accredited representatives of not less than twenty (20) Members.
- 5.04 Voting-Ontario Council of Technologies-Every Member shall be entitled to vote, and shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
- 5.05 Voting - Others - Members of the Executive shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
- 5.06 Voting by Proxy - Proxy votes will be accepted at Board Meetings and not at the Annual General Meetings.
- 5.07 Decisions - At all meetings of members every question shall be decided by a majority of the votes of the members present in person or proxy unless otherwise required

by the bylaws of the Ontario Council of Technologies. Every question shall be decided in the first instance by a show of hands 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 Ontario Council of Technologies shall be sufficient evidence 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 members present in person, 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 Ontario Council of Technologies 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 casting vote in addition to such other vote as he may have as a member.

- 5.08 Special General Meetings - Special General Meetings of the Ontario Council of Technologies may be called at the discretion of the Board. or when at least 10% of the Members sponsor a petition directed to the President requesting a Special General Meeting, such petition shall set out the matters to be addressed at the Special General Meeting. Such a Special General Meeting shall be called within forty-five (45) days of the receipt by the President of such petition. A Special General Meeting quorum shall consist of the accredited representatives of not less than twenty (20) Members. A Special General Meeting may be called when notice of the date, time, location and agenda for such meeting is distributed to all Ontario Councils of Technologies at least twenty-one (21) days before the date for which the meeting is called.
- 5.09 Adjournment of Meetings - Any meeting of members of the Ontario Council of Technologies may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.
- 5.10 Chairman - The Chairman of a meeting of the members shall be the President or in his absence, the Vice-President or, in his absence, the Treasurer or, in his absence the Past President or in the absence of all of them a chairman shall be elected by the members present.

Article Six - Board of Directors

- 6.01 Composition of Board - The affairs of the Ontario Council of Technologies shall be managed by a Board consisting of no less than 7 and no more than 13 persons each of whom shall be members in good standing. The Board shall remain properly constituted notwithstanding one or more vacancies in the Board or Executive positions. The Board may fill any vacancy which occurs during the year for the time up to the next Annual General Meeting.
- 6.02 Election and Term - The Board members who are members of the Executive shall hold office from the time of their election at the Annual General Meeting until the next Annual General Meeting. The term of the Directors shall be staggered and shall be for three year terms. No director may hold office for more than three

consecutive terms.

The term of the officers shall be one year with two consecutive terms maximum however an officer may be eligible for a further term after one year absence as being an officer.

- 6.03 Oath of Office - The President shall, at the Annual General Meeting, take and subscribe before a Justice of the Peace, Notary Public, or Commissioner for Oaths, an oath in the following form:
- “I swear that I will faithfully and truly perform my duty as President of the Ontario Council of Technologies, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Ontario Council of Technologies was constituted according to the true intent and meaning of the same. So help me God.”
- 6.04 Filling Vacancy - Should a vacancy occur in the position of President, the Vice-President shall fill that position, and should a vacancy occur in the position of the Vice-President, the Treasurer shall fill that position, and if a vacancy should occur in the position of Treasurer, a candidate shall be selected by the Nominating Committee and upon ratification by the Board shall assume that position.
- 6.05 Duties of the Directors - The duties of the Directors shall be as follows:
- a) to use their best efforts at all time to promote the objects of the Ontario Council of Technologies and to exercise all of their duties in the best interest of the Ontario Council of Technologies;
 - b) to provide direct liaison with the Chapters of the Ontario Council of Technologies and their members and to bring to the attention of the Board the concerns of such members;
 - c) to advise the Executing on matters of policy which arise during the course of the year provided that such are not inconsistent with policies arrived at by the Annual General Meeting;
 - d) to manage the affairs of the Ontario Council of Technologies;
 - e) to safeguard and ensure the exercise of due diligence in the management of the funds held by the Ontario Council of Technologies;
 - f) to attend meetings as and when called; and,
 - g) no member of the Board shall enter into any business arrangement in which he has a direct or indirect interest with the Ontario Council of Technologies except on a competitive basis and having declared any interest therein he shall refrain from voting thereon.
- 6.06 Meeting of Directors - Meetings of Directors shall be chaired by the President or, in his absence, such meeting shall be chaired by, in order of succession, the Vice-President, the Treasurer or the Past President. At least one meeting, the First Meeting of the Board, shall be held immediately following the Annual General Meeting and, in addition thereto, there shall be a minimum of two additional

- meetings, neither of which shall be in conjunction with the Annual General Meeting. All meetings of the Board shall be open to all members of the Ontario Council of Technologies who may take part in discussions but may not vote on any motions before the Board.
- 6.07 Removal of Directors - Any Director or member of the Executive may be subject to removal by special resolution of the Board in the following manner:
- a) a Director may resign in writing, which shall be effective upon acceptance thereof by the Board.
 - b) a member may be expelled on a three-quarters vote of the Board, however, no member shall be expelled without first having been notified of the complaint against him and without first having been given the opportunity to be heard by the Board at a meeting called for the purpose.
- 6.08 Duties of Officers - In addition to the duties of a Director an Officer shall have the following additional duties;
- a) the President shall promote and support the objects of the Ontario Council of Technologies. The President shall preside at all meetings of the Ontario Council of Technologies and Board. He shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he may think concerns the Ontario Council of Technologies. The President shall be the spokesperson for the Ontario Council of Technologies on matters of policy and shall lead delegations and chair meetings with provincial and federal representative and others as required. The President shall be responsible for the day to day functioning of all aspects of the Ontario Council of Technologies' operations and shall undertake such activities as determined by the Executive and the Board to best serve the needs of the Ontario Council of Technologies;
 - b) the Past President shall render such other assistance as may be requested by the President;
 - c) the Vice-President shall perform such duties as are assigned to him by the President;
 - d) the Treasurer shall act as Chairman of the Finance Committee and shall report all activities of the Finance Committee to the President, Executive, Board, and Annual General Meeting. The Treasurer shall ensure that all of the duties and responsibilities of the Finance Committee are carried out in an honest, diligent, and responsibilities of the Committee are carried out in timely fashion.
- 6.09 Notice of Meetings - Notice of meetings of the Directors may be given by telephone (e-mail) and shall be given at least forty-eight (48) hours in advance of the meeting. No notice need be given of regular or special meetings held at time fixed by resolution of the Board. The statutory declaration of the President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

- No accidental error or omission in giving notice for a meeting of the Board shall invalidate such meeting or any proceedings taken at such meeting.
- 6.10 Keeping of Minutes - Minutes shall be kept of all meetings of the Board by the Secretary of the Executive Director/CEO, if one has been appointed.
- 6.11 Voting at Meetings - Questions at any meeting of the Board shall be decided by a majority of votes. The Chairman shall not have a vote except that in the case of an equality of votes the Chairman shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demands be made, the vote shall be taken in the usual way be assent or dissent. A declaration by the Chairman that a resolution have been carried and an entry to that effect in the minutes of the meeting shall be *prima facie* proof of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution. No delegate at a Board meeting shall have more than one vote.
- 6.12 Quorum - A majority of the Board members personally present shall constitute a quorum for the transaction of business at meetings of the Board.
- 6.13 Adjournment - Any meeting of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as may have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.
- 6.14 General Powers of the Directors - The affairs and business of the Ontario Council of Technologies shall be managed between Annual General Meetings by the Board. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board may exercise all such powers of the Ontario Council of Technologies and do all such lawful acts and things as are not by statute or by these bylaws directed or required to be exercised or done by the members of the Ontario Council of Technologies in general meeting.
- 6.15 Specific Powers of the Directors - without limitation to the general powers conferred by the last preceding paragraph and the powers other-wise conferred by statute, by the objects of the Ontario Council of Technologies and by other bylaws of the Ontario Council of Technologies, it is hereby expressly declared that the Board shall have the following powers:
- a) from time to time to make and change rules and regulations consistent with these bylaws, for the management of the Ontario Council of Technologies' affairs and business;
 - b) to purchase or otherwise acquire for the Ontario Council of Technologies any property, rights, privileges, stocks, bonds, debentures or other securities, which the Ontario Council of Technologies is authorized to acquire, at such price of consideration and generally on such terms and conditions as they think fit;
 - c) at their discretion to pay for any property, rights, privilege, stocks, bonds, debentures, or other securities acquired by the Ontario Council of Technologies, either wholly or partly in money, bonds, debentures or

- other securities of or owned by the Ontario Council of Technologies;
- d) to sell, lease or otherwise dispose of any property, real or personal, undertakings, franchises, business, assets, interest or effects which the Ontario Council of Technologies is authorized to sell, lease or otherwise dispose of, for such price or consideration and generally on such terms and conditions as the Directors may think consideration fit;
 - e) to appoint any person or corporation to accept and hold in trust for the Ontario Council of Technologies any property belonging to the Ontario Council of Technologies, or in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust;
 - f) to authorize and to determine who shall, in the name and on behalf of the Ontario Council of Technologies. draw, accept. make endorsement. sign or otherwise sign execute and deliver bills of exchange, cheques, promissory notes, bills of lading warehouse or other receipts, mortgage, hypothecs. pledges, securities under the Bank Act, bonds, debentures or other securities for the payment of money, releases, contracts or other documents; and
 - g) delegate any of the powers of the board to any standing or Special Committee, or to delegate to any manager or other officer, attorneys or agent, and to appoint any person to be the attorney or agent of the Ontario Council of Technologies, with such powers including the powers to sub-delegate, and upon such terms as they think fit.

Article Seven - Committees

- 7.01 Standing Committees - The following *Standing Committees* shall be established at the first Meeting of the Board to be held in conjunction with the Annual General Meeting. The tenure of the Committees shall be for a term of one (1) year until the next Annual General Meeting. The Committees shall be as follows:
- a) Executive Committee; and
 - b) Finance Committee.
- 7.02 Ad Hoc Committees - The Board or Executive may, at any meeting, appoint any Special Committee, name the Chairman and prescribe the terms of reference, and dissolve any Special Committee. The Chairman of each Committee shall be a member of the Board. The Chairman of each Committee shall have the power to add additional members to the Committee.
- 7.03 Meetings - Meetings of any Standing or Special Committee shall be held at such place, time and date as the Chairman of the Committee shall determine.
- 7.04 President Ex-Officio - The President shall be an *ex-officio* voting member of all Committees.
- 7.05 Report to Board - All Standing Committees shall, from time to time, report their activities to the Board and Executive and shall make recommendations

directly to the Board on matters referred to them or failing within their respective fields of interest.

7.06 The Executive shall:

- a) meet at least monthly during the months September through June and otherwise as required;
- b) exercise the powers of the Board given to the Executive reporting all significant action at the next meeting of the Board;
- c) inform and advise the Board on all property matters, as directed;
- d) make recommendations on the purchase of all capital equipment not foreseen in the approved Annual Budget;
- e) study and advise or make recommendations to the Board on any matter as directed by the Board; and,
- f) manage them day to day operations and administration of the Ontario Council of Technologies.

7.07 Finance Committee - The Finance Committee shall consist of:

- a) the Chairman, who shall be the Treasurer of the Ontario Council of Technologies; and,
- b) two other members as appointed by the Board at the First Meeting of the Board.

The Finance Committee shall:

- a) Meet at the call of the Chairman;
- b) Ensure compliance with all financial matters contained in these bylaws and in particular those matters contained in Article 3;
- c) Recommend to the Board the appointment of Financial Advisers for ratification of the Annual General Meeting, ensuring that the financial advisers are qualified to prepare financial statements in the Province of Ontario as outlined in the Regulated Accounting Professions Act, and that they are independent of the Ontario Councils of Technologies;
- d) Ensure that annual financial statements are prepared and reviewed;
- e) Meet with the financial advisers to receive the financial statements and to discuss the findings of the financial advisers. These findings shall include, at a minimum, disclosure of:
 - Significant weaknesses in internal control, including management's comments;
 - Illegal or possibly illegal acts and evidence indicating that they may have occurred;
 - Fraud or possible fraud and evidence that it may have occurred;
 - Related party transactions which are not in the normal course of operations and/or involve significant judgment by management concerning measurement or disclosure;
 - Significant accounting policies including changes;
 - Management's judgment and estimates; and,
 - Significant unadjusted misstatements.
- f) Report to the Board on the financial statements, together with any

- recommendations as to required actions;
- g) Ensure that financial statements are submitted to the Annual General Meeting;
- h) Ensure that financial statements are reviewed by the Treasurer and distributed and reported to the Board at such frequency as may be decided upon by the Board;
- i) Ensure that an annual budget is prepared no later than one month prior to the beginning of the next fiscal year, review the budget, and make recommendation to the Board on the adoption of the budget; and.
- j) Make recommendations to the Board on any financial matters that come to their attention.

Article Eight - Policy

- 8.01 Establishing Policy - Resolutions become policy of the Ontario Council of Technologies when approved by a majority of those attending the Annual General Meeting, or a Special General Meeting of the Ontario Council of Technologies, or approved in a referendum by Community Chambers of Technologies who hold, in the aggregate, the right to not less than 50% of the voting delegates at the Annual General Meeting immediately preceding the referendum.
- 8.02 Interim Policy - Notwithstanding Article 8.01, the Executive is empowered by the Board, between Annual General Meetings, to make policy submissions of its own on emergent issues to the provincial or federal governments, provided that such submissions are not inconsistent with existing policy.

Article Nine - Miscellaneous Provisions

- 9.01 Amendment by Bylaws - The bylaws and objects of the Ontario Council of Technologies shall not be rescinded, altered or added to except by special resolution of the members.
- 9.02 Executive Director/CEO - An Executive Director/CEO may be appointed, or dismissed by the Executive Committee, and if appointed, shall be the Chief Executive Officer of the Ontario Council of Technologies.
- The Executive Director/CEO shall:
- a) be responsible to the Board for the Administration, organization and management of the Ontario Council of Technologies in accordance with policies established by the Board;
 - b) attend all meetings of the Members, the Board, Executive, and of other committees as required, and shall keep records of the proceedings of all such meetings;
 - c) supervise all employees of the Ontario Council of Technologies;
 - d) under the direction of the President or Treasurer, be responsible for the safekeeping of Ontario Council of Technologies funds and for the payment of all salaries and amounts due and owing by the Ontario

Council of Technologies which fall within the purview and scope of the approved Annual Budget or otherwise as may be established from time to time by resolution of the Board;

- e) report to the Board any matter about which it should have knowledge;
- f) retain custody and use of the corporate seal;
- g) do all other things requested by the President and authorized by the Board or Executive that pertain to the activities of the Ontario Council of Technologies,
- h) serve as Secretary of the Ontario Council of Technologies; and,
- i) guide the Ontario Council of Technologies with respect to these bylaws.

- 9.03 Spokesperson – No public statement of Ontario Council of Technologies policy may be made by any person other than the President, or in his absence, a person who has been designated by the President or is properly acting in his stead.
- 9.04 Conflict of Interest - No Director or Officer shall enter into any business arrangement in which he has direct or indirect interest with the Ontario Council of Technologies except on a competitive basis and having declared any interest therein, he shall refrain from voting thereon but may participate in discussion thereof.
- 9.05 Impartiality - The Ontario Council of Technologies shall be nonsectarian and shall not promote or seek to advance, nor shall it adopt views or policies against any religious or ethnic group. The Ontario Council of Technologies shall not lend its support to or work against any candidate for any public office.
- 9.06 Indemnity of Directors and Officers - Every Director or Officer of the Council of Technologies or other person acting in good faith who has undertaken or is about to undertake any liability on behalf of the Ontario Council of Technologies 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 Ontario Council of Technologies from and against: all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office.
- 9.07 Protection of Directors and Officers - No Director or Officer for the time being of the Ontario Council of Technologies shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or act of conformity or for any loss, damage or expense happening to the Ontario Council of Technologies or for or on behalf of the Ontario Council of Technologies or for the insufficiency or deficiency of any security in or upon which any of the monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through the own wrongful and willful

neglect or default.

- 9.08 Remuneration of Directors and Officers - The Directors or Officers may be paid out of the funds of the Ontario Council of Technologies by way of indemnification for expenses incurred incidental to the services as Directors or Officers, such reasonable sums as the Board may determine, but no Directors or Officer shall be paid any salary, wages or compensation for acting as a Director or Officer; provided, however, that nothing herein shall limited the right of the Ontario Council of Technologies to pay salary, wages, bonus or other compensation or payment to any Director or Officer for service other than as a Director or Officer or for the transfer of assets or property to the Ontario Council of Technologies.
- 9.09 Telephone Meetings - A meeting of the Executive or any Committee may be held by conference telephone at the discretion of the Chairman. In emergency situations where the Chairman does not feel the issue requires full discussion, a matter may be decided by a telephone poll conducted of all the Members of the Executive or Committee as the case may be. A motion so passed shall be ratified at the next meeting of the Executive or Committee as the case may be.
- 9.10 Whenever, under the provision of the bylaws of the Ontario Council of Technologies, notice is required to be given, and these bylaws do not specify a particular method or time of such notice, such notice may be given by e-mail, mail, fax or phone addressed to the Director, Officer or member at his or their address as appears on the books of the Ontario Council of Technologies. For the purpose of sending any notice the address of any Director, Officer or member shall be his last address as recorded on the books of the Ontario Council of Technologies. No accidental error or omission in giving notice of any meeting or any adjourned meeting of the Directors or the members of the Ontario Council of Technologies shall invalidate such meeting or make void any proceedings taken thereat and any Director or member may, at any time, waive notice of such proceedings taken or had thereat.

Date: _____