

**By-Law No. 2
of the By-Laws of
The Professional Practice Network of Ontario**

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By-Law No. 1 relating generally to the transaction of business and affairs of the Corporation is hereby repealed in its entirety without any prejudice to any actions heretofore taken thereunder, and is replaced by this By-Law No. 2.

1.0 Definitions and Interpretations

1.1 In this By-law, the following terms shall have the meaning set out opposite them:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010*, SO 2010, c 15 and any amending or successor legislation from time to time;
- (b) “**Board**” means the Board of Directors of the Corporation;
- (c) “**By-law**” means this By-law as enacted, amended and re-enacted and in force from time to time and By-laws shall mean all by-laws of the Corporation in force from time to time;
- (d) “**Corporation**” means PROFESSIONAL PRACTICE NETWORK OF ONTARIO, a corporation without share capital incorporated by Letters Patent dated January 11, 2002 under the *Corporations Act*, R.S.O. 1990, c.C.38 (being the predecessor to the Act);
- (e) “**Documents**” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings; and
- (f) “**Letters Patent**” means the Company’s Letters Patent of incorporation dated January 11, 2002.

1.2 In all By-laws of the Corporation, the singular shall include the plural and the plural the singular; the word “**person**” shall include firms and corporations. Wherever reference is made in the By-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The headings in this By-law are for solely for convenience and are not to be used as an aid in the interpretation of this By-law. Wherever reference is made in the By-law to any section or subsection, unless otherwise provided, such reference shall be deemed to be a section or subsection, as applicable, of the Act.

2.0 Registered Office

2.1 Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Toronto in the Province of Ontario.

3.0 Conditions of Membership

- 3.1 Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of the Corporation or who shall otherwise qualify for membership according to requirements established from time to time by the Board.
- 3.2 Membership in the Corporation is non-transferable and shall be automatically terminated on the death or resignation of the member. The Board may also terminate the membership of any member who is in arrears for more than three months in payment of membership fees if such arrears are not paid within one month after the posting of a notice to such member by ordinary mail at their address as last recorded on the Corporation's records.
- 3.3 The Board shall establish membership fees or dues from time to time. Membership fees are subject to change and may be re-evaluated yearly.
- 3.4 Any member may resign from the Corporation by notifying the Corporation.
- 3.5 Subject to compliance with Section 51, the membership of any member may be terminated by a vote of at least seventy-five per cent (75%) of the members at an annual meeting; provided that no motion of the members to require a member to resign may be initiated without prior approval by a resolution of the Board; and provided that any such member shall be granted an opportunity to be heard at such meeting. The termination of membership must be done in good faith and in a fair and reasonable manner as described in subsection 51(3).

4.0 Board of Directors

- 4.1 The property and business of the Corporation shall be managed by the Board which shall consist of seven (7) directors or such other number as may from time to time be determined by a special resolution of the members, but a decrease shall not shorten the term of an incumbent director. A majority of the number of directors on the Board, from time to time, shall constitute a quorum.
- 4.2 Subject to the Act and this by-law, directors shall continue until their successors are elected.
- 4.3 The directors may be elected and retired in rotation. At each annual meeting of members at which an election of directors is required, the members, by ordinary resolution, shall elect that number of directors to ensure that following that meeting, there shall be four directors for a three-year term, two directors for a two-year term, and two directors for a one-year term. For clarity, at each annual meeting of members, two directors shall be elected except in every third year when three directors shall be elected. If a director is elected or appointed to fill a vacancy in the Board, the director shall be

elected or appointed for the unexpired term of the director who has ceased to be a director and thus created the vacancy.

- 4.4 For the Purpose of this clause, a “year” shall commence on the date of election or appointment as director and shall end on the date of the next annual meeting of members at which directors are to be elected.
- 4.5 From amongst the directors, the President, President-Elect, Secretary, and Treasurer of the Corporation shall be elected by the directors. Any vacancy in the office of President, President-Elect, Secretary, or Treasurer occurring prior to an annual meeting shall be filled by an appointment (who is also a director) by a quorum of the Board.
- 4.6 Directors shall be elected for a term of 3 years by the members at an annual meeting of members.
- 4.7 The following persons are disqualified from being a director of the Corporation:
- (a) a person who resigns as a director by delivering a written resignation to the Secretary of the Corporation.
 - (b) a person who is not an individual.
 - (c) a person who is under 18 years old.
 - (d) a person who has the status of bankrupt.
 - (e) a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
 - (f) A person who has been found to be incapable by any court in Canada or elsewhere.
- 4.8 Meetings of the Board may be held at any time and place to be determined by the directors. The President or any two directors may call a meeting. All meetings shall be held at the municipality in which the registered office of the Corporation is located, unless otherwise determined by the Board. 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one meeting per year of the Board. No error or inadvertent omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote. The person chairing the meeting shall have the right to vote in the first

instance, but shall not have the right to cast a second or casting vote at meetings of the Board.

- 4.9 Provided all of the directors present at or participating in a meeting of the Board or a committee of the Board consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting; provided that any Board meeting conducted in this manner shall at all times be open to the members and be in accordance with the requirements of the Act.
- 4.10 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.
- 4.11 Provided a quorum of directors is present, each newly-elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.
- 4.12 The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 4.13 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of their duties. Subject to the Letters Patent and the remaining provisions of this By-law, nothing contained in this Section 4.13 shall be construed to preclude any director from servicing the Corporation as an officer or in any other capacity and receiving compensation therefor.
- 4.14 Except as otherwise provided in the Act or this By-law, a retiring director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and their successor is elected.
- 4.15 The Board 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 Board, subject to the provisions of the Act.
- 4.16 A reasonable remuneration (if any) for all officers, agents and employees and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next meeting of members,

when such resolution shall be confirmed by resolution of the members, or 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 such meeting of members.

- 4.17 Subject to Section 4.18 of this By-law, no director shall be disqualified by their office from contracting with the Corporation, nor shall any contract or arrangement entered into by or on behalf of the Corporation, with any director or in which any director is in any way interested, be liable to be voided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.
- 4.18 It shall be the duty of every director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

5.0 Powers of Directors

- 5.1 The directors 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 or in the Act, generally may exercise all such other powers and do all such other acts and things as the Corporation is by the Letters Patent or otherwise authorized to exercise and do.
- 5.2 The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors 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 made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

6.0 Appointment and Duties of Officers

- 6.1 Additional officers of the Corporation may be appointed by resolution of the Board following the annual meeting of members in which the directors are elected and from time to time thereafter. Two or more such offices may be held by the same person. The directors may from time to time appoint such other officers as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by the Board. The officers of the Corporation shall hold office from the date of their appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by

resolution of the Board at any time, with or without cause.

- 6.2 The President shall be the chief executive officer of the Corporation. They shall preside at all meetings of the Corporation and of the Board. They shall have the general and active management of the affairs of the Corporation. They shall see that all orders and resolutions of the Board are carried into effect.
- 6.3 The President-Elect shall assist the President in the performance of their duties and, in order of seniority as determined by the board of directors, may perform and exercise the powers of the President during the absence or inability to act of the President. If the President-Elect exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The President-Elect shall perform such other duties as shall from time to time be imposed on him or her or by the Board.
- 6.4 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 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 Board from time to time. They shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. They shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. They shall give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the board or President, under whose supervision they shall be. They shall be custodian of the seal of the Corporation, if any.
- 6.5 They shall also perform such other duties as may from time to time be directed by the Board.
- 6.6 The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.
- 6.7 The Board may appoint officers from time to time to fill the vacancy of any officer who vacates their position.

7.0 Indemnities to Directors and Others

7.1 *Indemnity of Directors and Officers:* Subject to the Act, every director and officer of the Corporation and their heirs and legal personal representatives, respectively, shall from time to time and at all times, be indemnified and saved harmless, from and against:

- (a) all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses which the director or officer may sustain or incur in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

7.2 *Indemnity of others:* Subject to the Act and Section 7.1 of this By-law, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that they are or were an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if they acted honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable ground for believing that their conduct was lawful.

7.3 *Right of indemnity not exclusive:* The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and

shall enure to the benefit of the heirs and legal personal representatives of that person.

7.4 *Protection of Directors and Officers:* Every director and officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by law, no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

7.5 *Responsibility for Acts:* The directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

8.0 Execution of Documents

8.1 Contracts or other documents requiring the signature of the Corporation, shall be signed by either the Secretary, Treasurer or the President of the Corporation. All contracts or documents so signed shall be binding on the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts or other documents. The directors 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 if any, may be affixed to such contracts or documents, if required.

9.0 Meetings

- 9.1 The annual or any other general meeting of the members shall be held at the municipality of the registered office of the Corporation or at such other place in Ontario as the Board may determine and on such day as the Board shall appoint, all as required by the Act.
- 9.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and, subject to Section 14.1 of this By-law, 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 Board or the President or President-Elect shall have power to call, at any time, a general meeting of the members of the Corporation. Fifty per cent (50%) of the total number of members, present in person or by proxy at a meeting, will constitute a quorum.
- 9.3 At least fourteen days' and not more than fifty days' written notice shall be given to each member, each director and the auditor of the Corporation of the time and place 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 judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting. Notice of each meeting must remind the member that they have the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by form of proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the members. Every proxy shall be in the form that complies with the Act.
- 9.4 Subject to the Act, no error or omission in giving notice of 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 ratify, approve and confirm any or all proceedings taken or had thereat. Notice to any member, director or officer for any meeting or otherwise, shall be sufficiently given if sent to the last address of the member, director or officer recorded on the books of the Corporation, by electronic mail or other method of transmitted or recorded communication. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Corporation directly or when

it is delivered to the appropriate communication company or agency or its representative for dispatch.

9.5 A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members.

10.0 Minutes of the Board

10.1 Subject to subsection 95(1), the minutes of the Board shall not be available to the members but shall be available to the Board, each of whom shall receive a copy of such minutes.

11.0 Financial Year

11.1 Unless otherwise approved by the Board, the financial year of the Corporation shall end on March 31 in each year.

12.0 Committees of the Board

12.1 The Board may appoint committees whose members will hold their offices at the will of the Board. The Board shall establish the duties of such committees.

13.0 Auditors

13.1 At each annual meeting, the members shall appoint an auditor to audit 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 directors may fill any casual vacancy in the office of the auditor. The Board shall fix the remuneration of the auditor. The auditor shall be entitled to receive all notices and other communications relating to meetings of members that any member is entitled to receive and to attend, but not vote, at all such meetings. Provided, however, that if the Act exempts the Corporation from the requirement for appointment of an auditor, the Corporation may, if it complies with the conditions for such exemption, dispense with the performance of an audit. In such event, the Board shall make such provision for preparation and review of annual financial statements as it may determine to be in the best interests of the Corporation.

14.0 Books and Records

14.1 The directors 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.

15.0 Deposit of Securities for Safekeeping

15.1 The securities of the Corporation 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 on the written order of the Corporation

signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16.0 Rules and Regulations

16.1 The Board 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, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and, failing such confirmation at such annual meeting of members, shall at and from time to time cease to have any force and effect.

17.0 Amendment of By-Laws

17.1 The by-laws of the Corporation may be repealed or amended by the Board with the required approval of the members, as provided and effective in accordance with the Act.

Passed by the directors of the Corporation at a meeting duly called and held on the 30th day of October 2024, and confirmed without variation at a meeting of the members of the Corporation held on the 22nd day of November 2024.



President – Anthony Danial



Secretary – Marika Bishop