

**THE ASSOCIATION OF HEARING INSTRUMENT
PRACTITIONERS OF ONTARIO**

BY-LAWS

Mission Statement

The Mission of the Association of Hearing Instrument Practitioners of Ontario is to represent and guide its Members in their practice which include, the testing and selecting, fitting and dispensing of hearing instruments and associated devices in the best interests of the Hard of Hearing, and may include the removal of cerumen from the external ear canal.

Be it Enacted as a By-Law of the Association of Hearing Instrument Practitioners of Ontario (“the Association”) as follows:

Article I Objects of the Association

- 1.1 To promote the welfare, insofar as hearing health care is concerned, of the hearing impaired;
- 1.2 To co-ordinate, promote and advance the programs of the Association and others in a similar work;
- 1.3 To provide a unified voice for those actively and principally engaged in testing of hearing, selection of hearing instruments, the fitting of hearing instruments, counseling, and the dispensing of hearing instruments and other associated devices;
- 1.4 To provide communications and co-operation with other professions involved in hearing health care;
- 1.5 To improve methods of testing of hearing, selection of hearing instruments, fitting, counseling, dispensing and using hearing instruments and other associated devices;
- 1.6 To establish and maintain standards of education, equipment and techniques in the testing of hearing, selection of hearing instruments and fitting of hearing instruments and other associated devices, and the removal of cerumen from the external ear canal where a Member’s practice includes it;
- 1.7 To sponsor a code of ethical practice among Hearing Instrument Practitioners and improve the business standards, to inculcate among the Members ethical principles and to promote public confidence;
- 1.8 To foster and encourage the development of a closer relationship among the general public, Hearing Instrument Practitioners, the professions of medicine, audiology, especially by the co-ordination of professional and non-professional efforts, services and assistance;

- 1.9 To promote and encourage an effective program of public education as to an awareness of hearing conservation and the benefits of the use of hearing instruments;
- 1.10 For the objects aforesaid, to encourage the establishment of a specialized educational course of training;
- 1.11 To foster the trade and interest of all Hearing Instrument Practitioners in the Province of Ontario; and
- 1.12 To facilitate the accreditation of Hearing Instrument Practitioners according to the standards of educational preparation and practical competence established for the Members;

The objects of the Association shall be carried on without the purpose of gain for its Members and any profit or other accretions to the Association shall be used in promoting its objects.

Article II Interpretation

2.1 Meaning of Words

- 2.1.1 **Act** means the Ontario *Corporations Act*, as amended from time to time (provided that, upon the coming into force of the *Not-for-Profit Corporations Act, 2010* (Ontario), the term shall refer to the *Not-for-Profit Corporations Act, 2010* (Ontario) as amended from time to time or any act that may be substituted therefore) and the regulations passed thereunder.
- 2.1.2 **AGM** means Annual General Meeting of the Association.
- 2.1.3 **Association** and **AHIP** means The Association of Hearing Instrument Practitioners of Ontario.
- 2.1.4 **Board** means board of directors of the Association.
- 2.1.5 **By-Laws** means the By-Laws of AHIP.
- 2.1.6 **Code** means Code of Professional Conduct which are set out in schedule 1 of these By-laws.
- 2.1.7 **Hearing Instrument Practitioners** means collectively Hearing Instrument Dispensers (H.I.D.) and Hearing Instrument Specialists (H.I.S.).
- 2.1.8 **H.I.D.** means Hearing Instrument Dispenser as defined pursuant to these By-Laws.
- 2.1.9 **H.I.S.** means Hearing Instrument Specialist as defined pursuant to these By-Laws.
- 2.1.10 **Members** means all members of the Association.

- 2.1.11 **person** includes, without limiting the generality of the term, individuals, corporations, partnerships, associations, legal representatives, trustees, trustees in bankruptcy, and receivers.
- 2.1.12 The singular shall include the plural and the plural the singular, and the masculine gender shall include the feminine gender. The format of these By-Laws shall not affect the interpretation.

Article III Membership

- 3.1 The Association will be comprised of two (2) classes of Certified Members; Hearing Instrument Specialists (H.I.S.) and Hearing Instrument Dispensers (H.I.D.).

3.1.1 Hearing Instrument Specialist (H.I.S.)

Those who have met the educational requirements leading to a provincial certificate or diploma in the field of audiometric evaluation and hearing instrument provision and have successfully completed the International Licensing Examination (ILE) effective July 1, 2007 and who abide by the Code of Professional Conduct. The applicant must furnish a copy of their certificate or diploma. The applicant shall have successfully completed one thousand hours (1,000) of Internship as established in policy and governed by the Association. The Hearing Instrument Specialist (H.I.S.) shall be certified in the practice of testing hearing, selection, fitting, counseling and dispensing of hearing instruments and associated devices, and the removal of cerumen from the external ear canal where a member's practice includes it. Hearing Instrument Specialists whose practice includes the removal of cerumen from the external ear canal shall have successfully completed the educational requirements of AHIP for the removal of cerumen from time to time. Those who have met the previous educational requirements established by the Ontario Ministry of Health and Long Term Care, Assistive Devices Program will also be eligible for certification.

3.1.2 Hearing Instrument Dispenser (H.I.D.)

Those who have achieved a level 1 as outlined in the amalgamation proposal of Ontario Hearing Aid Association and Association of Hearing Aid Dispensers October 17, 1987 and have met the educational requirements as established by the Ontario Ministry of Health, Assistive Devices Program, or those who have met the educational requirements leading to a provincial and AHIP recognized certificate or diploma in the field of hearing instrument dispensing and abide by the Code of Professional Conduct. The applicant must furnish a copy of their certificate or diploma. The Hearing Instrument Dispenser (H.I.D.) shall be certified in the practice of fitting, counseling and dispensing of hearing instruments and associated devices, and the removal of cerumen from the external ear canal where a member's practice includes it. Hearing Instrument Dispensers whose practice includes the removal of cerumen from the external ear canal shall have successfully completed the educational requirements of AHIP for the removal of cerumen from time to time.

- 3.1.3 Hearing Instrument Specialist (H.I.S.) and Hearing Instrument Dispenser (H.I.D.) both have full voting privileges providing they are not delinquent in dues or assessments and have satisfied the requirements of the Education Committee.
- 3.1.4 In these By-Laws the French terminology for Hearing Instrument Specialist (H.I.S) shall be Audioprothesiste.
- 3.1.5 In these By-Laws the French terminology for Hearing Instrument Dispenser (H.I.D.) shall be Dispensateur en Protheses Auditives (masculine) and Dispensatrice en Protheses Auditives (feminine).

3.2 **Inactive Member**

A person who has been an active certified member who became inactive in his/her respective field and has, in writing requested Inactive Membership. Inactive Members may remain inactive for a maximum of two (2) years. If, within two (2) years such an inactive Member wishes to become actively engaged in the practice of providing hearing instruments, and has continued in the interval to meet the continuing education requirements as set out in Article IX 9.1.2. The Inactive Member shall apply in writing to the Membership Committee to be reinstated as an active Certified Member. The Committee shall consider on such application at its next meeting and if approved acceptable, the applicant shall be required to pay full dues as imposed on each member, such payment to be due at once and to be pro-rated from the date of granting such active Membership to the end of the current fiscal year. Failure to apply for reinstatement as an active Member within the two (2) years from the time inactive status was granted shall be reason for revocation of certification. Inactive Members have no voting privileges.

3.3 **Associate Member**

Those persons not actively engaged in the province of Ontario as a Hearing Instrument Specialist (H.I.S.) or Hearing Instrument Dispenser (H.I.D.) as defined in sections 2.12 and 2.13 may, upon payment of dues to the Association, become an Associate Member of the Association. Associate Members have no voting privileges.

3.4 **Honorary Member**

Any person who may be deemed suitable to receive an Honorary Membership may be designated an honorary non-voting Member with a 2/3 vote approval of the Board.

3.5 **Student Member**

Those persons working to achieve Hearing Instrument Dispenser (H.I.D.) or Hearing Instrument Specialist (H.I.S.) Certification, but have not met all the requirements of the terms as set out in sections 3.1.1. and 3.1.2. of the By-Laws. Student Members have no voting privileges.

3.6 **Retired Member**

Those persons who have been active Certified Members and have become permanently inactive due to retirement. Retired Members shall be required to pay dues as established by the Board. The Retired Member has no voting privileges.

3.7 **Good Standing**

3.7.1 Discretionary – A Member shall, in the discretion of the Board, be deemed by the Board not to be in good standing in the event that:

3.7.1.1 the Member owes outstanding dues, assessments or other debts to the Association; or

3.7.1.2 the Member has failed to comply with the Code, any letters patent, articles, by-laws, policies or rules of the Association.

3.7.2 Non-Discretionary – A Member shall be deemed not to be in good standing in the event that:

3.7.2.1 the Member has ceased to be a Member; or

3.7.2.2 the Member has been suspended or expelled from Membership or had other membership restrictions or sanctions imposed on him or her.

3.7.3 Members who cease to be in good standing shall not be entitled to vote at meetings of Members and, at the discretion of the Board, may lose some or all Member privileges until such time as the Board is satisfied that the Member is in good standing. A Member who is not in good standing may not be a director.

3.7.4 A Member who is subject to consideration of any action referred to in Section 3.7 ‘Good Standing’ shall be given at least 15 days’ notice of consideration of such action and will be given an opportunity to make written submissions through the Executive Director to the Board regarding same not less than 5 days before the action becomes effective.

Article IV Business of the Association

4.1 The Association is a professional association incorporated as a non-share capital corporation under the Ontario *Corporations Act* by letters patent dated April 15, 1988.

4.2 The seal shall be the seal of the Association.

4.3 Trade Marks Act

4.3.1 A Hearing Instrument Specialist Member of the Association shall use the Certification Mark 'H.I.S.' as registered by the Association on October 15, 1997 under the *Trade-Marks Act* and duly renewed October 15, 2012 for a further term of fifteen years.

4.3.2 A Hearing Instrument Dispenser Member of the Association shall use the Certification Mark 'H.I.D.' as registered by the Association on October 20, 1997 under the *Trade-Marks Act* and duly renewed October 20, 2012 for a further term of fifteen years.

4.3.3 The Association's first logo design was duly registered on September 25, 1997 under the *Trade-Marks Act* and was duly renewed on July 12, 2011 for a further term of fifteen years. The Association's second logo design was duly registered on December 22, 2011. Both marks have been adopted by the board and may only be used by Members or with permission from the Board.

4.3.4 The Association Domain Name "helpmehear.ca" was duly registered on December 15, 2010 and has been adopted by the Association.

4.4 Execution of Documents

Deeds, bonds, debentures, mortgages or other securities shall be signed by any two of the following: President, Vice President, Treasurer or Executive Director.

4.5 Banking and Finance

4.5.1 Cheques, bills of exchange, drafts, promissory notes, documents pertaining to the Association's bank account or amounts up to \$1,000 may be signed by the Executive Director.

4.5.2 Cheques, bills of exchange, drafts, promissory notes, documents pertaining to the Association's bank account or amounts of \$1,000 or more shall be signed by any two (2) of the following: President, Vice President, Treasurer or Executive Director.

4.6 Financial Year and Audit

4.6.1 The financial year of the Association shall be the calendar year ending December 31st in each year. The Members at each AGM shall appoint a chartered accountant or a firm of chartered accountants to audit the books and prepare a financial statement for each fiscal

year, such appointment to be made by the Members in the year for which the books are to be audited.

4.6.2 **Indemnities to Directors and Others**

4.6.3 No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of such monies of the Association shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any of the monies, securities or effects of the Association shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same is occasioned by his or her own willful neglect or default provided nothing herein shall relieve any director or officer from the duty to act in accordance with the By-laws or from liability for any breach thereof.

4.6.4 Subject to Section 4.8, the Association:

4.6.4.1 shall from time to time and at all times indemnify each director or officer of the Association, each former director or officer of the Association, and each individual who acts or acted at the Association' request as a director or officer, or in a similar capacity, of another entity,

- (1) in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Association or other entity as described above, if the individual,
 - a. was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - b. fulfils the conditions set out in Section 4.8;
- (2) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association or other entity;

4.6.4.2 may advance money to a director, officer or other individual referred to in Section 4.7.2.1(2) for the costs, charges and expenses of an action or proceeding referred to in

that Section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 4.8.

4.7 Limitation

4.7.1 The Association shall not indemnify an individual under Subsection 4.7.2.1 unless,

4.7.1.1 the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and

4.7.1.2 if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

4.8 Insurance

4.8.1 The Association may purchase and maintain insurance for the benefit of each director or officer of the Association, each former director or officer of the Association, and each individual who acts or acted at the Association' request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual,

4.8.1.1 in the individual's capacity as a director or officer of the Association; or

4.8.1.2 in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association' request.

4.9 Other Indemnity

4.9.1 Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

4.10 Grants

The Board may set aside in the budget each year such funds as are deemed appropriate for grants for any purpose that may advance the science of hearing instruments in education, or to maintain or improve the standards of practice of the profession.

Article V Member Fees

5.1 The fees payable by a Hearing Instrument Specialist (H.I.S.), Hearing Instrument Dispenser (H.I.D.), Inactive Member, Associate Member, Student Member, or Retired Member, shall be those fees established by the Board from time to time.

Article VI Office of the Association

- 6.1 The principal office of the Association shall be located at such address as may be directed by the Board.
- 6.2 All files of the Association shall be confidential and shall be available only to the Board and persons authorized by them, in writing to examine same.

Article VII Board of Directors

- 7.1 The Board shall have the control and general management of the affairs and business of the Association.
- 7.2 No person shall hold office on the Board unless that person is a member in good standing, and must have been actively engaged as an active Member for a minimum of two (2) years preceding the date of election.

Article VIII Election of the Board

8.1 Nomination Committee

The Board shall at its first meeting appoint a Nominating Committee of at least three (3) members. It shall be the duty of the Nominating Committee to select persons willing to stand as a Board Member. The Committee shall report to the Membership their slate of nominees forty-five (45) days preceding the Annual General Meeting. Nominations may also be made by voting Members attending the AGM when a call for nominations from the floor is made.

8.2 Composition of the Board

- 8.2.1 The Board shall consist of the Past-President, President, Vice-President, Treasurer, Secretary, and five (5) other elected directors.

The Board has the ability to set the current number of Directors from a minimum seven (7) to a maximum of ten (10) from time to time.

- 8.2.2 The Board shall transact the business of the Association and perform the duties as defined in these By-Laws.

8.3 Executive Officers

- 8.3.1 The Executive Officers consists of the President, Past President, Vice-President, Treasurer and Secretary.
- 8.3.2 The Executive Officers are elected by the voting Membership for a one (1) year term provided that a Member may not be nominated for or elected to an Executive Officer

position unless that Member: (i) has served as a director for a minimum of two (2) terms; and (ii) is otherwise eligible to be a director in accordance with these By-laws.

8.3.3 The President and Vice President shall hold these offices for no more than three (3) consecutive years.

8.3.4 The Treasurer and Secretary shall hold these offices for no more than three (3) consecutive years.

8.3.5 The Past-President is an acclaimed position held by the immediate Past-President for up to three (3) years. The Past-President shall be allowed to introduce motions and vote at all meetings.

8.3.6 At the first Board meeting after the AGM, the Board shall appoint the President as the Chair of the Board.

8.4 **Vacancy of Office**

Should the office of any director or the Executive Officer become vacant, the Board shall appoint another Member of the Association to serve until the next AGM.

8.5 **Eligibility to be a Director**

8.5.1 The following persons are disqualified from being a director of the Association:

8.5.1.1 An individual who has been a Full Member for less than two (2) years;

8.5.1.2 An individual who is not a Member in good standing of the Association;

8.5.1.3 A person who is not an individual;

8.5.1.4 An individual who is under 18 years old;

8.5.1.5 An individual who has been found under the Ontario *Substitute Decisions Act, 1992* or under the Ontario *Mental Health Act* to be incapable of managing property;

8.5.1.6 An individual who, having been elected as a director of the Association, fails, without reasonable cause in the opinion of two-thirds of the directors, to attend three (3) meetings of the Board in a calendar year;

8.5.1.7 An individual who has been found to be incapable by any court in Canada or elsewhere;
or

8.5.1.8 An individual who has the status of bankrupt.

8.5.2 Any director will be removed from office automatically if he/she becomes ineligible to be a director.

8.6 Duties of the Executive Officers

8.6.1 Duties of the President

The President shall be the Chief Executive of the Association and shall be charged with the supervision of the affairs and operations of the Association. The President shall preside at all meetings of the Association and shall preserve order and decide all questions of order. Challenge of a ruling of the President shall be subject to an immediate, non-debatable vote of the Board, in which event a majority shall decide. The President shall appoint all Committees with the approval of the majority of the Board. The President may vote on any question before the Board, but if by doing so there is an equality of votes, the question shall be decided in the negative.

8.6.2 Duties of the Vice-President

The Vice-President shall preside at all meetings of the Association when the President is absent.

8.6.3 Duties of the Secretary

The Secretary shall keep and maintain all records of the Association and the Board and keep minutes the affairs of the Association as often as shall be required by the Board, but not less than once a year.

8.6.4 Duties of the Treasurer

The Treasurer shall cause to have the collection and retain in a depository designated by the Board, all dues or other monies received by the Association. The Treasurer shall pay or cause to have paid all obligations approved by the Board. All financial statements made by the Treasurer shall be reviewed by a chartered accountant and audited as directed by the Board.

The Treasurer shall cause to be maintained an official register of all Members and not less than once a year, cause to be published, a list of all Members in good standing of the Association.

8.6.5 Executive Director

An Executive Director may be employed by the Board for such term and at such salary and under such contract provisions that the Board may set. The Board may from time to time, hire such other persons as they shall deem necessary.

Article IX Mandatory Committees

9.1 The President shall nominate a Chair and at least three (3) active, Certified Members for the following committees. The Board at the first Board meeting following the Annual General Meeting will appoint the Committees.

9.1.1 **Membership Committee**

Terms of Reference: To establish and maintain policies and procedures to ensure qualifications for Membership are met. The Association reserves the right to accept or deny application for Membership or renewal of annual Membership.

9.1.2 **Education Committee**

Terms of Reference:

- (i) To report and make recommendations to the Board regarding the formal education of Hearing Instrument Specialists (H.I.S.) and Hearing Instrument Dispensers (H.I.D.), consistent with Article 1.6 of the Objects of the Association.
- (ii) To establish and maintain policies, procedures and guidelines for continuing education requirements.
- (iii) To establish and maintain policies and procedures for the Hearing Instrument Specialist (H.I.S.) Internship program.

9.1.3 **Quality Assurance Committee**

Terms of Reference: To establish policy requirements to ensure high standards of equipment and techniques in the testing of hearing, selection and fitting of hearing instruments and where the practice includes it, in the removal of cerumen from the external ear canal.

9.1.4 Professional Practice Committee

9.1.4.1 Terms of Reference: To establish and maintain policies and procedures; to hear all complaints concerning Members of the Association and report its findings to the Board. The Code as set out in Schedule 1 is interpreted and administered by the Professional Practice Committee. The Board shall have the final authority.

9.1.4.2 Terms of Reference: Individuals making complaints of a criminal nature shall be encouraged to report their complaint to the police and to notify the Association of the result, at which time appropriate action will be taken.

9.1.5 Public Relations Committee

Terms of Reference: To foster and encourage the development of a closer relationship among the general public, Hearing Instrument Practitioners and other hearing health care professionals.

9.1.6 Professional Relations Committee

Terms of Reference: To provide a unified voice in communication with the government and negotiations with third party payors.

Article X Meetings

10.1 The rules contained in Perry's Call to Order shall govern the affairs of the Association except in instances of conflict between the said rules and the Association's By-laws, in which case the By-laws of the Association shall prevail. In instances of conflict between the Association's By-laws and provisions of law, the law shall prevail.

10.2 Board Meetings of this organization shall be held at a time and place to be determined by the President.

10.3 The Annual General Meeting of this organization shall be held at a time and place to be determined by the Board.

10.4 Special meetings of the Membership may be called by a majority of the directors which call shall fix the time and place of such meeting, together with the purpose or purposes of such meeting, (only such business as conforms with the announced purpose or purposes of the special meeting may be transacted at such meeting), notice of any special meeting shall be mailed to the Membership not less than thirty (30) days preceding the date fixed for such meetings.

10.5 A majority of not less than fifty percent (50%) of voting registrants to any annual or special meeting shall be necessary to constitute a quorum at any such meeting.

10.6 Notice of AGM shall be given to all Members not less than thirty (30) days preceding the date of such meetings.

10.7 The business meeting shall be attended only by Members in good standing and guests approved by a majority of the voting Members present.

Article XI Conflict of Interest

11.1 A director or officer of the Association who,

11.1.1 is a party to a material contract or transaction or proposed material contract or transaction with the Association (“**Contract**” and “**Transaction**”); or

11.1.2 is a director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction, shall disclose to the Association or request to have entered in the minutes of meetings of the Board the nature and extent of his or her interest.

11.2 The disclosure required by Section 11.1 must be made, in the case of a director,

11.2.1 at the Board meeting at which a proposed Contract or Transaction is first considered;

11.2.2 if the director was not then interested in a proposed Contract or Transaction, at the first Board meeting after he or she becomes so interested;

11.2.3 if the director becomes interested after a Contract is made or a Transaction is entered into, at the first Board meeting after he or she becomes so interested; or

11.2.4 if a person who is interested in a Contract or Transaction later becomes a director, at the first Board meeting after he or she becomes a director.

11.3 The disclosure required by Section 11.1 must be made, in the case of an officer who is not a director,

11.3.1 forthwith after the officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a meeting of directors;

11.3.2 if the officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after he or she becomes so interested; or

11.3.3 if a person who is interested in a Contract or Transaction later becomes an officer, forthwith after he or she becomes an officer.

11.4 Despite Sections 11.2 and 11.3, if Section 11.1 applies to a director or officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Association’s business, would not require approval by the Board or Members, the director or officer shall disclose to the Association or request to have entered in the minutes of meetings of the Board, the nature and extent of his or her interest forthwith after the director or officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.

- 11.5 A director referred to in Section 11.1 shall not attend any part of a Board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is,
- 11.5.1 one relating primarily to his or her remuneration as a director of the Association or an organization affiliated with the Association;
 - 11.5.2 one for indemnity or insurance; or
 - 11.5.3 an organization affiliated with the Association.
- 11.6 If no quorum exists at a board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a director is not permitted to be present at the Board meeting by reason of Section 11.5, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- 11.7 A general notice to the board by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any Contract made or any Transaction entered into with that person is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of this Article XI.
- 11.8 A Contract or Transaction for which disclosure is required under Section 11.1 is not void or voidable, and the director or officer is not accountable to the Association or its members for any profit or gain realized from the Contract or Transaction, because of the director's or officer's interest in the Contract or Transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the Contract or Transaction, if,
- 11.8.1 disclosure of the interest was made in accordance with this Article XI;
 - 11.8.2 the Board approved the Contract or Transaction; and
 - 11.8.3 the Contract or Transaction was reasonable and fair to the Association when it was approved.
- 11.9 Despite anything in this Article XI, a director or officer, acting honestly and in good faith, is not accountable to the Association or to its members for any profit or gain realized from any Contract or Transaction by reason only of his or her holding the office of director or officer, and the Contract or Transaction, if it was reasonable and fair to the Association at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,
- 11.9.1 the Contract or Transaction is confirmed or approved by special resolution at a meeting of the Members duly called for that purpose; and

11.9.2 the nature and extent of the director's or officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the Members' meeting.

Article XII Making, Amending and Revoking By-Laws

12.1 These By-laws may only be amended, revised, repealed or added to in accordance with the Act. The Executive Director shall, at least thirty days before a General Meeting of Annual General Meeting at which time confirmation of a repeal amendment or other reenactment of a By-law is to be considered, provide written notice of the proposed change to the By-law, sent by telephonic or electronic means or mailed to every Member.

Article XIII Revocation of Former By-Law

13.1 Subject to the provision of Article XII of these By-laws becoming effective, all prior By-laws of the Association are revoked; provided that such revocation shall not affect the previous operation of such By-laws so revoked or affect the validity of any act done or right privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreements made pursuant to any such By-laws prior to their repeal.

Article XIV Effective Date

14.1 These By-laws shall come into force when passed by the Board subject to confirmation of the Membership in the manner set out in Article XII.

[Code of Professional Conduct – Schedule 1 follows on next page]

PASSED by the Members and Sealed with the Corporate Seal of the Association the 22nd day of April, 2005.

Revised by the Members of the Association the 5^h day of May 2006.

Revised by the Members of the Association the 18th day of April 2008.

Revised by the Members of the Association the 6th day of May 2011.

Revised by the Members of the Association the 4th day of May 2012.

Revised by the Members of the Association the 2nd day of May 2014.

Revised by the Members of the Association the 6th day of May 2016.

Revised by the Members of the Association the 5th day of May 2017.

Revised by the Members of the Association the 10th day of May 2024.

Revised by the Members of the Association the 9th day of May 2025.

Revised by the Members of the Association the 8th day of May 2026.