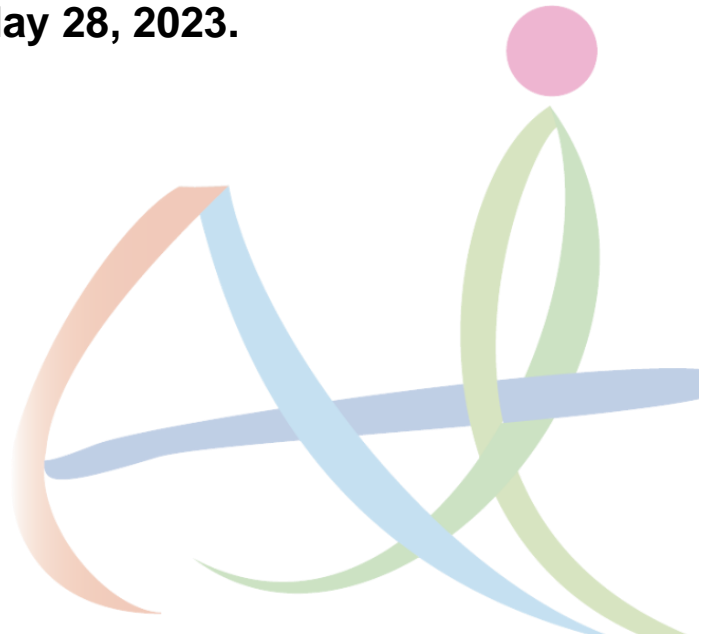


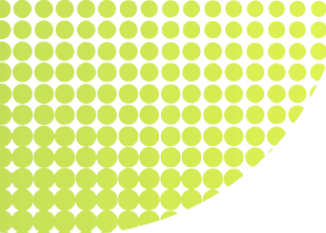


OATA BY-LAWS

**ONCA-Compliant as per Statute
proclamation October 2021.**

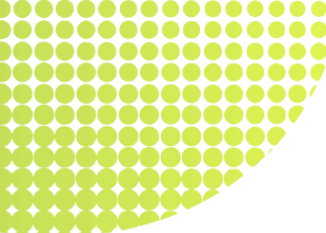
**OATA Member ratified By-Laws at
Special Meeting held May 28, 2023.**





OATA BY-LAWS

SECTION 1 – GENERAL	5
1.01. DEFINITIONS.....	5
1.02. INTERPRETATION	5
1.03. SEVERABILITY AND PRECEDENCE	6
1.04. SEAL.....	6
1.05. EXECUTION OF DOCUMENTS	6
SECTION 2.0 - MEMBERSHIP CLASSES	6
2.01. CERTIFIED MEMBER.....	6
2.02. CERTIFICATION CANDIDATE MEMBER.....	7
2.03. CERTIFIED ASSOCIATE MEMBER.....	7
2.04. STUDENT MEMBER.....	7
2.05. OUT-OF-PROVINCE MEMBER.....	8
2.06. INACTIVE MEMBER	8
2.07. RETIRED MEMBER.....	8
2.08. ACADEMIC MEMBER.....	8
2.09. RECIPROCAL MEMBER	9
2.10. MEMBERSHIP NON-TRANSFERABLE	9
SECTION 3 – MEMBERSHIP DUES	9
SECTION 4 – DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE	10
SECTION 5 – DIRECTORS	10
5.01. ELECTION AND TERM OF DIRECTORS	10
5.02. VACANCIES.....	11
5.03. FILLING VACANCIES	11
5.04. COMPETENCY CRITERIA	12
5.05. ELIGIBILITY	12
5.06. COMMITTEES AND OFFICES	12
5.07. REMUNERATION OF DIRECTORS.....	13



SECTION 6 - BOARD MEETINGS.....13

6.01. CALLING OF MEETINGS13

6.02. REGULAR MEETINGS14

6.03. QUORUM.....14

6.04. NOTICE14

6.05. CHAIR14

6.06. VOTING.....14

6.07. PARTICIPATION BY TELEPHONIC OR ELECTRONIC MEANS.....15

SECTION 7 - FINANCIAL.....15

7.01. BANKING15

7.02. LIMITS ON EXECUTION OF FINANCIAL INSTRUMENTS15

SECTION 8 – FINANCIAL YEAR.....15

8.01. FINANCIAL YEAR15

SECTION 9 - OFFICERS.....16

9.01. OFFICERS16

9.02. OFFICE HELD AT BOARD’S DISCRETION.....16

9.03. DUTIES16

9.04. DUTIES OF THE CHAIR17

9.05. DUTIES OF THE PRESIDENT17

9.06. DUTIES OF THE TREASURER.....17

9.07. DUTIES OF THE SECRETARY17

SECTION 10 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS17

10.01. PROTECTION OF DIRECTORS AND OFFICERS17

SECTION 11 - CONFLICT OF INTEREST.....18

11.01. CONFLICT OF INTEREST.....18

SECTION 12 - MEMBERS’ MEETINGS.....18

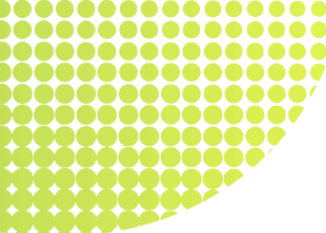
12.01. ANNUAL MEETING18

12.02. ADVANCED VOTING.....19

12.03. SPECIAL MEETINGS.....20

12.04. NOTICE20

12.05. QUORUM21



12.06. CHAIR OF THE MEETING.....21

12.07. VOTING OF MEMBERS21

12.08. ADJOURNMENTS.....22

12.09. PERSONS ENTITLED TO BE PRESENT22

SECTION 13 - NOTICES.....23

13.01. SERVICE.....23

13.02. ERROR OR OMISSION IN GIVING NOTICE23

SECTION 14 - ADOPTION AND AMENDMENT OF BY-LAWS.....23

SCHEDULES25

Schedule A | Position Description of the President.....26

Schedule B | Position Description of the Treasurer29

Schedule C | Position Description of the Secretary31

SECTION 1 – GENERAL

1.01. DEFINITIONS

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Not-for-Profit Corporations Act, 2010 (Ontario)* and, where the context requires, includes the regulations made under it, as may be amended or re-enacted from time to time;

"**Articles**" means the Articles of the Ontario Athletic Therapist Association;

"**Board**" means the Board of Directors of the Corporation;

"**By-Laws**" means this By-Law (including any schedules to this By-Law) and all other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;

"**Chair**" means the Chair of the Board;

"**Corporation**" means the Ontario Athletic Therapist Association that has passed these By-Laws under the Act;

"**Director**" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;

"**Member**" means a Member of the Corporation;

"**Members**" means the collective membership of the Corporation; and

"**Officer**" means an Officer of the Corporation.

1.02. INTERPRETATION

Other than as specified in Section 1.01, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

This By-Law revokes and replaces any and all By-Laws of the Corporation that are or were hitherto in force and effect.

1.03. SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are in conflict or inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04. SEAL

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

SECTION 2.0 - MEMBERSHIP CLASSES

The Board of Directors may, by resolution, admit as a Member of the Corporation any current or past practitioner of Athletic Therapy who is of good character and who fulfils the criteria for membership set out below in any of the following classes:

2.01. CERTIFIED MEMBER

Anyone who has successfully challenged a certification examination or examinations that have been designated by the Board of Directors, who satisfies whatever other criteria that may be set by the certification body for maintenance of said certification, who practises Athletic Therapy in

Ontario and satisfies whatever additional criteria may be set by the Board of Directors and who applies to the Board of Directors for membership, or for renewal of membership, as a Certified Member. Certified Members have all of the privileges of membership in the Corporation.

2.02. CERTIFICATION CANDIDATE MEMBER

Anyone who is eligible, and who intends, to challenge the next available certification examination or examinations designated by the Board of Directors, who satisfies whatever additional criteria may be set by the Board of Directors and has applied for membership, or for renewal of membership, as a Certified Candidate Member. Certified Candidate Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting, or be elected to the Board of Directors.

2.03. CERTIFIED ASSOCIATE MEMBER

Anyone who satisfies the criteria for membership as a Certified Member and any other criteria that may be set by the Board of Directors, but practised Athletic Therapy less than 25% of total practice hours in the year preceding the year which membership is applied and who has applied for membership, or for renewal of membership, as an Associate Member. Associate Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting, or be elected to the Board of Directors.

2.04. STUDENT MEMBER

Anyone who is currently enrolled in a post-secondary degree program recognized by the Board of Directors who has applied for membership, or for renewal of membership, as a Student Member. Student Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting, or be elected to the Board of Directors.

2.05. OUT-OF-PROVINCE MEMBER

Anyone who satisfies the criteria for membership as a Certified Member, but practises exclusively or principally in another Province or Territory and is not regularly domiciled in Ontario, and who has applied for membership, or for renewal of membership, as an Out-of-Province Member. Out-of-Province Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting, or be elected to the Board of Directors

2.06. INACTIVE MEMBER

Anyone who satisfies the criteria for membership as a Certified Member or Associate Member and any other criteria that may be set by the Board of Directors, but has temporarily ceased to practise Athletic Therapy in Ontario for any reason for a period of not less than six months and not more than 24. Inactive Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting and are not eligible for election to the Board of Directors. The Board of Directors may establish criteria for readmission of any Inactive Member to Certified or Associate Member status.

2.07. RETIRED MEMBER

Anyone who has been a Certified Member of the Corporation for no less than 20 years in total, but no longer practises, Athletic Therapy and who fulfils any other criteria that may be set by the Board of Directors. Retired Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting and are not eligible for election to the Board of Directors.

2.08. ACADEMIC MEMBER

Anyone who is a current faculty Member, whether full or part-time, of an academic program in Athletic Therapy, or such other academic program, as may be recognized by the Board of Directors, who is conducting research or is studying in a post graduate program in, or relevant, to

Athletic Therapy, who satisfies any other criteria that may be set by the Board of Directors and who has applied for membership, or for renewal of membership, as an Academic Member. Academic Members have all of the privileges of membership in the Corporation, but may not vote at any Members' Meeting, or be elected to the Board of Directors.

2.09. RECIPROCAL MEMBER

Anyone who has been admitted to membership in the Corporation pursuant to a reciprocal members agreement entered into between the Corporation and an association or associations representing Athletic Therapists, or an equivalent profession in a jurisdiction other than the Province of Ontario. Reciprocal Members have whatever privileges of membership in the Corporation that are specified in the Reciprocal Agreement, but may not vote at any Members' Meeting, or be elected to the Board of Directors.

The Board of Directors may enable reciprocal membership in the Corporation with any other association in Canada or elsewhere and establish criteria or conditions for said reciprocal membership and enter into agreements with other associations to recognize reciprocal membership.

2.10. MEMBERSHIP NON-TRANSFERABLE

No membership in the Corporation is transferable and automatically terminates if the Member resigns, or such membership is otherwise terminated or suspended in accordance with these By-Laws or the Act.

SECTION 3 – MEMBERSHIP DUES

The Board of Directors may set and apply the dues and any other fees that are payable for membership in any membership class and set and apply any levies to be charged to Members for any purpose deemed necessary or appropriate by the Board.

SECTION 4 – DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

The Board, acting in good faith and in a fair and reasonable manner and upon a minimum of 15 days' written Notice to a Member, may, by at least a two-thirds majority of the Directors present, pass a resolution authorizing disciplinary action, or the termination of membership, for violating any provision of the Articles or By-Laws, or for conduct which, in the opinion of the Board or of the Disciplinary Committee, is unprofessional, or has exposed or is likely to expose the Athletic Therapy profession, or the Corporation, to censure.

The Notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the Notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15 -day period. The Board shall consider the written submission of the Member acting in good faith and in a fair and reasonable manner before making a final decision regarding disciplinary action or termination of membership.

SECTION 5 – DIRECTORS

5.01. ELECTION AND TERM OF DIRECTORS

Up to a total of seven (7) Directors shall be elected by the Members at Annual Members' Meetings. The term of office of each Director shall be three years from the date of the meeting at which they are elected or appointed until the next annual meeting, or until their successors are elected or appointed.

No Director, whether elected or appointed, may serve as a Director for more than nine (9) years in succession.

5.02. VACANCIES

The office of a Director shall be vacated immediately:

- If the Director resigns office by written Notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation, or at the time specified in the Notice, whichever is later;
- If the Director dies or becomes bankrupt;
- If the Director is found by the Ethics Commissioner to be guilty of misconduct, or of a breach of the Director's fiduciary or ethical duties, of a nature that in the Board's judgement requires removal from office;
- If the Director is determined to be to be incapable by a court, or determined to be incapable of managing property under Ontario law; or
- If, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

5.03. FILLING VACANCIES

A vacancy on the Board shall be filled as follows and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- If there is not a Quorum of Directors or there has been a failure to elect the number or minimum number of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- A Quorum of Directors may fill a vacancy among the Directors.

5.04. COMPETENCY CRITERIA

The Board may, from time to time, establish criteria setting out the competencies required for election, or appointment, to the Board of Directors and to Committees.

5.05. ELIGIBILITY

A Member who is currently a Member of the Board of Directors, or is an Officer, of an association representing a profession other than Athletic Therapy, or who is currently a Member of a Council or a Board of Directors of a health professions regulatory body, is not eligible for election or appointment to, nor is eligible to serve on, the Board of Directors of the Corporation and is not eligible for election or appointment, nor is eligible to serve, as an Officer of the Corporation. Should a Board Member or Officer of the Corporation be elected or appointed as a Director or Officer of such an association or regulatory body, his position as a Board Member or Officer of the OATA is immediately terminated.

5.06. COMMITTEES AND OFFICES

Committees and offices may be established by the Board as follows:

- The Board may appoint from their number a Managing Director or a committee of Directors and may delegate to the Managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

The Board may from time-to-time appoint one or more individuals to serve as the Commissioner of Ethics, an Ethics Panel, a Disciplinary Panel and as the Ombudsperson for the Corporation under such terms and conditions as the Board may specify.

5.07. REMUNERATION OF DIRECTORS

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- Directors may be reimbursed for reasonable and actual expenses they incur in the performance of their Directors' duties;
- Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - considered reasonable by the Board;
 - approved by the Board for payment by resolution passed before such payment is made; and
 - in compliance with the conflict of interest provisions of the Act.

SECTION 6 - BOARD MEETINGS

6.01. CALLING OF MEETINGS

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on Notice as required by this By-Law.

6.02. REGULAR MEETINGS

The Board may fix the place and time of regular Board Meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other Notice shall be required for any such meetings.

6.03. QUORUM

The Quorum in order to conduct business at meetings of the Board shall be four (4) Directors.

6.04. NOTICE

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this By-Law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived Notice or have otherwise signified their consent to the holding of such meeting. If a Quorum of Directors is present, each newly-elected or appointed Board may, without Notice, hold its first meeting immediately following the annual meeting of the Corporation.

6.05. CHAIR

The Chair shall preside at Board Meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair for that meeting.

6.06. VOTING

Each Director has one vote. Questions arising at any Board Meeting shall be decided by a majority of votes cast. In case of an equality of votes, the Chair shall not have a second or casting vote and the Question shall be deemed not to have been approved.

6.07. PARTICIPATION BY TELEPHONIC OR ELECTRONIC MEANS

If all of the Directors of the Corporation consent, any Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any Director participating by such means is deemed to be present at that meeting.

SECTION 7 - FINANCIAL

7.01. BANKING

The Board shall by resolution from time to time designate the bank or banks in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

7.02. LIMITS ON EXECUTION OF FINANCIAL INSTRUMENTS

Any financial instrument exceeding \$10,000 (ten thousand dollars) in value must be executed by at least two Directors.

SECTION 8 – FINANCIAL YEAR

8.01. FINANCIAL YEAR

The financial year of the Corporation ends on December 31 in each year, or on such other date as the Board may from time to time by resolution determine.

SECTION 9 - OFFICERS

9.01. OFFICERS

The Board shall appoint from among the Directors a Chair, President, a Treasurer and a Secretary at its first meeting following the annual meeting of the Corporation. The person holding the office of President prior to the annual meeting of the Corporation shall, if not reappointed to that office or to another office, serve ex officio as Past President, but shall have no vote. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

9.02. OFFICE HELD AT BOARD'S DISCRETION

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- The Officer's successor being appointed,
- The Officer's resignation, or
- The Officer's death.

9.03. DUTIES

Officers shall be responsible for the duties as are assigned to them by the Board and they may delegate to others the performance of any or all of such duties, but remain responsible and accountable to the Board for the efficient and effective performance of those duties.

9.04. DUTIES OF THE CHAIR

The Chair shall perform the duties described herein and such other duties as may be required by law, or as the Board may determine from time to time.

9.05. DUTIES OF THE PRESIDENT

The President shall perform the duties described in Schedule A and such other duties as may be required by law, or as the Board may determine from time to time.

9.06. DUTIES OF THE TREASURER

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law, or as the Board may determine from time to time.

9.07. DUTIES OF THE SECRETARY

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

SECTION 10 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.01. PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee or agent of the Corporation, or for joining in any receipt, or for any loss, damage or expense accruing to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money 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, firm or Corporation with whom or which any moneys, 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 or her respective office, or trust provided that they have:

- Complied fully with the Act and the Articles and By-Laws; and
- Exercised their powers and discharged their duties in accordance with the Act.

SECTION 11 - CONFLICT OF INTEREST

11.01. CONFLICT OF INTEREST

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall make the disclosure as required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

SECTION 12 - MEMBERS' MEETINGS

12.01. ANNUAL MEETING

The annual meeting shall be held on a day, time and at a place within Ontario fixed by the Board. Any Member, upon written request to the Corporation, shall be provided, not less than five (5) business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements for the year, the auditor's report

or review engagement report for the year and other financial information required by the By-Laws or articles.

The business transacted at the annual meeting shall include:

- Receipt of the agenda;
- Receipt of the minutes of the previous annual and any subsequent special meetings;
- Consideration of the financial statements;
- Report of the auditor or person who has been appointed to conduct a review engagement;
- Reappointment or appointment of the auditor or a person to conduct a review engagement for the coming year;
- Election of Directors; and
- Such other or special business as may be set out in the Notice of Meeting.

No other item of business shall be included on the agenda for an annual meeting unless a Member has given Notice in writing to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the Notice of annual meeting.

12.02. ADVANCED VOTING

Subject to this By-Law and the Act, the Board of Directors may enable all Voting Members who are eligible to vote at any Members' Meeting to record their vote in advance of the Members' Meeting on any matter of business that requires a vote by Members under the Act and has been designated for Advanced Voting by the Board of Directors.

A matter of business thus identified by the Board of Directors may be decided exclusively by an Advanced Vote, or may be decided by a combination of an Advanced Vote and a vote conducted at a Meeting of Members as the Board of Directors' may determine.

Advanced Voting shall be conducted using Electronic Means and all Advanced Voting shall be completed within such time-period as is determined by the Board, but in any event any Advanced

Voting shall be completed no less than twenty-four (24) hours prior to the scheduled start time of the next Members' Meeting, or the start time of the Members' Meeting at which the matter of business identified by the Board is to be discussed (the "Advanced Voting Deadline").

The advanced voting process must ensure the anonymity of voters, but may require confirmation of voting by individual Members. No votes shall be recorded using the Advanced Voting process after the Advanced Voting Deadline. The Board may appoint one (1) or more scrutineers, who need not be Voting Members, to count and report upon the results of the vote.

A certified declaration in writing (the "Scrutineer Declaration") from any appointed scrutineer or scrutineers at the next Members' Meeting that an agenda item has been approved or rejected by the required number of votes, shall be conclusive evidence of the fact, without proof of the number of votes in favour or opposed. A copy of the Scrutineer Declaration, if any, shall be attached to the recorded Minutes of the Members' Meeting.

12.03. SPECIAL MEETINGS

The Directors may call a special meeting of the Members at any time. The Board shall call a special meeting on receipt of a written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting and said meeting shall be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise.

12.04. NOTICE

Subject to the Act, not less than 10 and not more than 50 days written Notice of any annual or special Members' Meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and include the actual text of any special resolution to be submitted to the meeting.

12.05. QUORUM

A Quorum for the transaction of business at a Members' Meeting is 2/10 (20%) of the Members entitled to vote at the meeting. If a Quorum is present at the Called to Order of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a Quorum is not present throughout the meeting.

12.06. CHAIR OF THE MEETING

The Chair shall be the Chair of any Members' Meeting. In the Chair's absence, the Members present at any Members' Meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

12.07. VOTING OF MEMBERS

Business arising at any Members' Meeting shall be decided by a majority of votes unless otherwise required by the Act or this By-Law provided that:

- Each Member shall be entitled to one vote at any meeting;
- Only Members present at the meeting shall be entitled to a vote;
- Votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have one vote;
- An abstention shall not be considered a vote cast;
- Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- If there is a tie vote, the Chair of the meeting shall require a written ballot, and the Chair shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

- Whenever a vote by a show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the motion.

12.08. ADJOURNMENTS

The Chair may, with the consent of the majority of voting Members at any Members' Meeting, adjourn the meeting from time to time and no Notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the Notice calling the same.

12.09. PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a Members' Meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting, or with the majority consent of the Members present at the meeting. Only voting Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and any other person invited to do so by the Chair may speak to any item of business at a Members' Meeting.

SECTION 13 - NOTICES

13.01. SERVICE

Any Notice required to be sent to any Member or Director or to the auditor or to a person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent Notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that Notice may be waived or the time for giving the Notice may be abridged at any time with the consent in writing of the person entitled thereto.

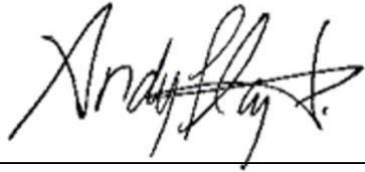
13.02. ERROR OR OMISSION IN GIVING NOTICE

The accidental omission to give any Notice to any Member, Director, Officer, Member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any Notice by any such person where the Corporation has provided Notice in accordance with the By-Laws or any error in any Notice not affecting its substance shall not invalidate any action taken at any meeting to which the Notice pertained or otherwise founded on such Notice.

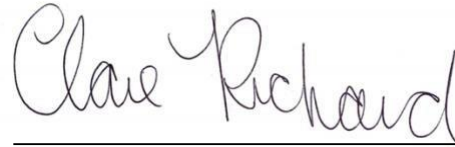
SECTION 14 - ADOPTION AND AMENDMENT OF BY-LAWS

The Board may from time to time in accordance with the Act amend or repeal and replace this By-Law, in whole or in part.

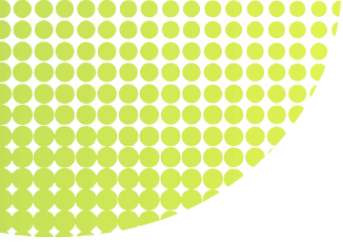
Enacted this 9th day of March in the Municipality of Markham, Ontario pursuant to subsection 18 [1] of the Act.



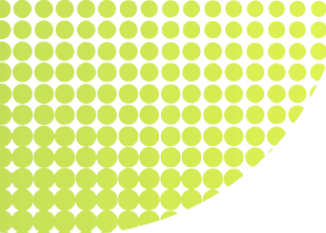
Andy Playter
OATA President



Clare Richard
OATA Chair and Secretary



SCHEDULES



Schedule A | Position Description of the President

Role Statement

The President shall be the Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the business and affairs of the Corporation. The President shall be entitled to receive Notice of and to attend and speak at all meetings of the Board and of Members' Meeting, save and except when the Board is discussing the position, salary or benefits of the President.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board Meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board Meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management of the Corporation or the firm or individuals hired to provide senior management, to Members and to the public and third-parties; provide guidance to senior management regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of the Board and of senior management, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation

Serve as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

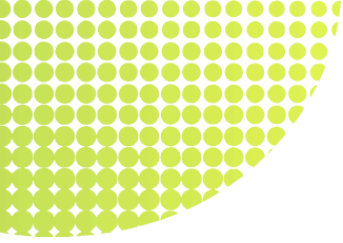
Set a high standard for Board conduct and enforce policies and By-Laws concerning Directors' conduct.

Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.



Committee Membership

Serve as Member on all Board committees.

Schedule B | Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the President and senior management or with the firm or persons retained to manage the Corporation to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds

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. The Treasurer 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 Chair and Directors at the regular Board Meeting, or whenever they may require it, an accounting of all the transactions and a statement of the current financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Directors.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C | Position Description of the Secretary

Role Statement

If appointed, the Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct

Support the President in maintaining a high standard for Board conduct and uphold policies and the By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such Notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.