



BY-LAWS of the **MANITOBA SOCIETY OF OCCUPATIONAL THERAPISTS**

APPROVED by the Board May 2024

January 16th 2025 ANNUAL MEMBERS MEETING MEMBER VOTE

Previous amendments approved by membership:

ORIGINAL October 1964
AMENDED May 1978
AMENDED October 1979
AMENDED May 1980
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AMENDED May 1985
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Preamble

A by-law relating generally to the conduct of the affairs of Manitoba Society of Occupational Therapy (the "Society").

The Manitoba Society of Occupational Therapists was established in 1961 and incorporated as a Not-for-Profit Organization under [The Corporations Act](#) of Manitoba on 13 November 1964 as the professional organization for occupational therapists in Manitoba

The name of the organization is the Manitoba Society of Occupational Therapists or MSOT or M.S.O.T. herein also referred to as "the Society".

**BY-LAWS OF
THE MANITOBA SOCIETY OF OCCUPATIONAL THERAPISTS NOVEMBER 2024**

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Article One

INTERPRETATION

A by-law relating generally to the conduct of the affairs of **Manitoba Society of Occupational Therapists**

In the interpretation of this by-law, words in the singular include the plural and vice- versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

BE IT ENACTED as a by-law of the Society as follows:

1. Definitions

In this by-law and all other by-laws of the Society, unless the context otherwise requires:

- 1.1. **"Act"** means *The Corporations Act* of Manitoba C.C.S.M. c. C225 (2022) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 1.2. **"Agent"** means a person authorized to act on behalf of the Society through employment, by contract or by other authority;
- 1.3. **"AGM"** means the Annual General Meeting of Members;
- 1.4. **"Articles"** means the original or restated articles of the society or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- 1.5. **"Board"** means the board of directors of the Society;
- 1.6. **"By-law"** means this by-law and any other by-law of the Society as amended and which are, from time to time, in force and effect;
- 1.7. **"CAOT"** means the Canadian Association of Occupational Therapists;
- 1.8. **"Committee"** means only the Working Committee of the board as listed in Article 8
- 1.9. **"Director"** means a member who is elected by the Membership to the Board;
- 1.10. **"Executive Committee"** has the meaning attributed hereto in Article 7;
- 1.11. **"Executive Director"** means the chief administrative officer who is hired by the Society and who is responsible for conducting the day-to-day business and affairs of the Society according to Article 6;
- 1.12. **"Ex-Officio"** means by virtue of one's position;
- 1.13. **"Fee Schedule"** is a schedule of fees prescribed and regulated by the Board;

- 1.14. **“Good Standing”** means having paid the membership dues payable under these by-laws and having agreed on the membership application form to abide by the vision, values and mission of the Society
- 1.15. **“In Camera”** means that a portion of the board or committee meeting is held in private, without observers to deal with matters of a confidential nature or a personal nature concerning an individual. Documentation of In Camera meetings will occur as per MSOT policy.
- 1.16. **“Member”** means a Member of the Society who is an occupational therapist, an occupational therapy student, and others who meet the membership requirements and conditions as defined in Article 2, Section 2.2
- 1.17. **“Meeting”** means a coming together of a group of people for a defined purpose and may take various forms including face-to-face, teleconferencing, videoconferencing, correspondence over the Internet, etc. The form chosen will be reasonable for all participants to access;
- 1.18. **“Meeting of Members”** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 1.19. **“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1.20. **“Proposal”** means a proposal submitted by a member of the Society that meets the requirements of the Act;
- 1.21. **“Policies”** are the written expression of goals and direction of the Society and are set by the Board; xviii.
- 1.22. **“Procedures”** are the means for implementing the Policies of the Society; xix
- 1.23. **“Proxy”** means the authority provided by a member to another eligible voting member to act on his/her behalf at a meeting of the members of the Society;
- 1.24. **“Quorum”** means the number of individuals needed to be present to convene a meeting
- 1.25. **“Scrutineer”** means a person, not necessarily a voting member of the Society, enlisted to assist in the conduct of a vote through the collection, verification, and counting of votes or ballots, as well as verification of proxies;
- 1.26. **“Society”** or **“MSOT”** - means the Manitoba Society of Occupational Therapists, the provincial professional association of occupational therapists in Manitoba;
- 1.27. **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

- 1.28. “**Terms of Reference**” define the mandate, functions, and responsibilities of each standing Committee, Network and Team and are defined by the Board

Article Two

MEMBERSHIP

2.1 The Classes of Membership shall be:

- 2.1.1. Active Member Public Practice (V)
- 2.1.2. Active Member Private Practice (V)
- 2.1.3. Student Member (V)
- 2.1.4. Associate Member (NV)
- 2.1.5. Affiliate Member (NV)

2.2 Membership Requirements and Conditions

2.2.1 Active Members must meet the following requirements and conditions:

- a. The member must live and/or work in the Province of Manitoba
- b. The member must be eligible to practice Occupational Therapy in the Province of Manitoba or another province pursuant to [*The Occupational Therapists Act, 2002 \(Manitoba\)*](#) or the applicable legislation that regulates the profession of Occupational Therapy in another province

2.2.2 Associate Member must meet the following requirements and conditions:

- a. Applicants who have previously been an Active Member of the Society but who has now retired from practice, OR
- b. Applicants who have graduated from an occupational therapy educational program in Canada accredited by CAOT or from a non-Canadian occupational therapy educational program recognized by the World Federation of Occupational Therapists (WFOT), and the applicant resides and practices outside the province of Manitoba.

2.2.3 Student Member must meet the following requirements and conditions:

- a. Applicants who are currently enrolled in a CAOT accredited, entry level educational program in Manitoba leading to a degree in Occupational Therapy.

2.2.4 Affiliate Member must meet the following requirements and conditions:

- a. Applicants who work in a role of assisting occupational therapists in their practice;
- b. Groups, organizations, or individuals that have an interest in the profession of occupational therapy according to the terms and conditions determined from time to time by the Board

2.3 Fees

- 2.3.1 It is a requirement that all Members pay an annual fee in accordance with the Fee Schedule. The Board may waive fees for individual Members or groups of Members at its discretion.

2.4 Rights of Members

- 2.4.1 All Members may attend Meetings of Members.
- 2.4.2 At any Meeting of Members of the Society every Active Member and Student Member shall be entitled to one vote.
- 2.4.3 Any Active Member and Student Member can be elected to the Board and hold office in the Society upon meeting the qualifications as set out in Article 2, Section 2.2.1
- 2.4.4 All Members are eligible to serve on Working Committee of the Society.
- 2.4.5 All Active Members and Student Member shall be entitled to vote to elect officers and Directors of the Society

2.5 Renewal of Membership

- 2.5.1 All Members, must renew Membership annually and pay the annual Membership fee in accordance with the Fee Schedule. Evidence of continuing eligibility for the Membership may be required.
- 2.5.2 Student membership are members of MSOT for the duration of their academic program.

2.6 Termination of Membership

- 2.6.1 A Membership in the Society is terminated when
 - a. A Member resigns their membership in writing to the Society.
 - b. A Member does not meet Membership requirements and conditions and/or does not abide by the Code of Ethics of the Society.
 - c. The Member's term of membership expires
 - d. The Society is liquidated and dissolved under *The Corporations Act* of Manitoba.
- 2.6.2 In the event of termination of Membership, Membership fees for the year will not be refunded.

Article Three

MEETINGS OF MEMBERS

3.1 Annual General Meeting

- 3.1.1 The AGM of Members shall be held at such time and on such day in each year as the Board may determine but not more than fourteen (14) months after the date of the last AGM.

3.2 Special General Meetings

- 3.2.1 Special General Meetings may be called by the President or any four active members of the Society

3.3 Place of Meetings

- 3.3.1 Meetings of the members shall be held within the Province of Manitoba at such times and

places as the Board of Directors determines.

- 3.3.2 Telephonic, electronic, virtual or other communication facility that permits all participants to communicate adequately with each other during a meeting of members may be considered by the Board as an alternative or addition to in person meetings.
- a. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

3.4 Notices of General Meetings

- 3.4.1 A written notice of a General Meeting shall be sent to the membership not less than twenty-one (21) days prior to the date of such meeting.
- 3.4.2 Such notice may be sent by mail, fax, email or personal delivery, or included in any official publication of the Society.
- 3.4.3 Notice shall include date, time, location and agenda or matters to be discussed.
- 3.4.4 If a General Meeting is adjourned to a future date due to lack of quorum or for any other reason, the Society shall not be required to send a new notice for the adjourned meeting.
- 3.4.5 Errors and omissions in the notice or the non- receipt of a notice by, any of the membership shall not invalidate the proceedings at that General Meeting.
- 3.4.6 No public notice or advertisement of any Meeting s of Members shall be required. The statutory declaration of the Executive Director that notice has been given in accordance with this By-law shall be sufficient and conclusive evidence of the giving of such notice.

3.5 Agendas for Meetings

- 3.5.1 The agenda for an Annual General Meeting shall include but not be limited to:
 - a. approval of minutes of the previous AGM;
 - b. approval of financial statements;
 - c. appointment of auditor(s) and/or accountants for financial review or compilation;
 - d. election of Directors and Officers;
 - e. President's report and other reports as deemed appropriate;
 - f. other business as deemed appropriate;
 - g. presentation of special awards;
 - h. new business initiated by the Executive Committee and general membership,
 - i. the transfer of the office of President, as appropriate
- 3.5.2 The agenda for a Special General Meeting shall be limited to the items which are specified in the notice of the meeting, and no additional items or resolutions may be considered.
- 3.5.3 The Board of Directors shall act on all resolutions adopted during a General Meeting, but the Board shall have the authority to adjust the actions proposed in such resolutions

based on circumstances which may arise after such a General Meeting, and shall report to the membership on its actions at the next Annual General Meeting.

3.6 Meetings Requested by Members

Not less than ten per cent (10%) of the Members of the Society entitled to vote may request the Directors to call a Meeting of the Member for any purpose connected with the affairs of the Society that is not inconsistent with the Act.

- 3.6.1 The requisition shall state the general nature of the business to be transacted at the Meeting and shall be signed by the requisitionists and deposited at the head office of the Society and may consist of several documents in like form signed by one or more requisitionists.
- 3.6.2 Upon deposit of the requisition, the Board shall call forthwith a Meeting of the Members for the transaction of the business stated in the requisition or affect an appropriate alternative resolution that is satisfactory to the requisitioners. If the Board does not, within twenty-one (21) days from the date of the deposit of the requisition, call and hold such Meeting or affect an appropriate alternative resolution, any requisitionists may call such Meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.
- 3.6.3 A Meeting called under this section shall be called as nearly as possible in the same manner as Meetings of Members are called under this By-law. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call such Meeting shall be repaid to the requisitionists by the Society and any amount so repaid shall be retained by the Society out of any moneys due or to become due from the Society by way of fees or other remuneration in respect of their services to such of the Directors as were in default, unless at such Meeting the Members, by a majority of the votes cast, reject the repayment of the requisitionists.

3.7 Chairperson and Secretary

- 3.7.1 The President or in this person's absence the Vice-President/Secretary shall be the chairperson of any Meeting of Members. If neither officer is present within fifteen (15) minutes after the time fixed for holding the Meeting, the persons present and entitled to vote thereat shall choose one of their members to be chairperson for the Meeting. The chairperson shall appoint a person, who need not be a Member, to act as secretary of the Meeting.

3.8 Voting

- 3.8.1 A vote may be taken by ballot, by a show of hands, voting cards or electronic poll at the discretion of the chair.
- 3.8.2 The chair of the meeting shall appoint from amongst those assembled, two scrutineers who shall tabulate the vote for and against in the show of hands or voting cards or, in the event of a ballot vote, shall distribute, collect and count the ballots and report the results to the chair.
- 3.8.3 A majority vote of those eligible members who are present shall be required for adoption of any motion at an annual, general or special general meeting.
- 3.8.4 In the event of a tie vote, either by a show of hands, count of voting cards or ballot vote, the chair of the meeting shall cast the deciding vote, or shall request a second vote at his/her

discretion.

3.8.5 The Board can elect to have members return a vote on an issue, via regular mail, electronic mail, or facsimile provided that the question has been put to the member in a notice, via regular mail, to the member's last recorded address.

3.8.6 If the motion is passed, the issue shall be considered resolved effective retroactive to the date of notice.

3.9 Quorum

3.9.1 A quorum at a general meeting shall consist of twelve (12) Voting Members.

3.9.2 At a general meeting, members shall be considered to be present if participating in person, through proxy, via teleconference or any other electronic means that permits all participants to communicate adequately with each other during the meeting.

3.9.3 At any general meeting, should the number of members present fall below quorum after the meeting has been called to order, the valid transaction of business can still continue.

3.10 Proxies

3.10.1 Any member of the Society who has the right to vote shall be able to hold a proxy for no more than one (1) Voting Member of the Society. The member who wishes to vote by proxy shall fulfill the proxy requirements as determined by the Board of Directors and outlined with the notification of the meeting.

3.10.2 A proxy shall be valid only for the meeting for which it was specifically given and for any adjournment thereof.

Article Four

BOARD OF DIRECTORS

4.1 General

4.1.1 The Board of Directors shall be the governing body of the Society and may exercise such powers and do such acts and things as the Society may do, pursuant to the Objects and the By-laws.

4.1.2 Each Director shall be required to act in the best interests of the Society in preference to any interests of such member.

4.1.3 No Director will be remunerated for being or acting as a Board Director, but shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Board of Directors.

4.1.4 All Directors are required to sign and abide by MSOT Code of Ethics, Conflict of Interest and Privacy Policies

4.2 Composition

4.2.1 The affairs of the Society shall be managed by the Board which shall consist of:

- a. A minimum of (3) and a maximum of seven (7) members.
- b. President, Vice President, and Secretary and Treasurer, which may be separate roles or combined as Secretary-Treasurer, depending on the availability of volunteers.
- c. two (2) Directors who are not officers

4.3 Qualifications

- 4.3.1 be an active Member of the Society.
- 4.3.2 shall hold no more than one office.
- 4.3.3 It shall be the duty of every Director of the Society who may benefit in any way, directly or indirectly, from decisions made by the Board or any of the Society's committees and/or other representatives, to declare such a conflict of interest and to refrain from the discussion and voting on any matter with which a conflict of interest exists and follow the Code of Ethics of the Society.
- 4.3.4 All Directors shall be elected by the Members of the Society in accordance with the nomination and election process as set out in the Society's Policies and Procedures for a term commencing at the next AGM.
- 4.3.5 Student Board Directors shall each be appointed for a two (2) year term by the Board from student volunteers of the Masters of Occupational Therapy program at the University of Manitoba.
- 4.3.6 In the event of a vacancy on the Board of Directors, the Board of Directors shall be entitled to appoint a Voting Member to the vacancy until the next Annual General Meeting at which time an election shall be held in accordance with the nomination and election process as set out in the Society's Policies and Procedures.

4.4 Terms of Office

- 4.4.1 The term of office for all Directors, including Officers, shall be three (3) years except for the President-Elect who shall be elected for a one (1) year term in advance of assuming the Presidency.
- 4.4.2 The term of office for all Directors will commence at the annual General Meeting of Members further to the presentation of the elected slate of Directors.
- 4.4.3 A one (1) year term shall be described as a term beginning and ending at subsequent Annual General Meetings.
- 4.4.4 A three (3) year term shall be described as a term beginning and ending at the Annual General Meetings held approximately 2 years apart.
- 4.4.5 It is noted that the one (1) year term and three (3) year term may be more or less than 365 days or 1095 days respectively depending on the dates of the Annual General Meetings in Question.
- 4.4.6 Directors who assume a position in mid-term shall complete the term of office designated for the position.
- 4.4.7 A person may not serve as a Board Director for more than three (3) consecutive terms, but this restriction may be suspended by the Voting Members at a General Meeting for specific

cases by a Special Resolution.

- 4.4.8 A Board Director who has completed three (3) consecutive terms shall, upon the expiry of one (1) year thereafter, be eligible for election or appointment to the Board for up to three (3) consecutive terms.

4.5 Removal of Directors

- 4.5.1 A Director of the Board shall cease to be a Director by resolution of the Board, under the following circumstances:
- a. The Director has been absent from a minimum of two (2) or more Meetings of the Board per annum, unless there are extenuating circumstances acceptable to the Board;
 - b. The Director has misrepresented the society in a way deemed harmful to the society by the Board;
 - c. The Director has failed to disclose a conflict of interest;
 - d. The Director has failed to disclose any convictions of criminal offenses such as fraud, embezzlement, sexual abuse/assault, harassment and any other criminal offense or undischarged bankruptcy deemed by the Board to affect the Director's ability to perform that person's duties and responsibilities;
 - e. The Director has breached one of the policies of the Society, including but not only the Conflict of Interest, Code of Conduct, or Privacy Policy.
 - f. The Director has failed to fulfill the roles and responsibilities of that person's position as determined by the Board.
 - g. The Director has allowed their membership in the Society to lapse.
- 4.5.2 The Director will be given notice and an opportunity to appear before the Executive Committee and/or Board to make representation in regard to possible termination of position.
- 4.5.3 Members of the society shall be informed, in whatever manner the Board deems appropriate, of the termination of office of such a Director, if termination is deemed appropriate by a majority of votes of the Board.
- 4.5.4 All MSOT materials held by the member need to be returned to the Society within 30 days of removal.

4.6 Resigning as Director

- 4.6.1 In the event a director is unable to complete the term of office, the resigning director must submit a written resignation from the Board of Directors to the office of the Society.
- 4.6.2 All MSOT materials held by the member need to be returned to the Society within 30 days of resignation.

4.7 Meetings of the Board

- 4.7.1 There shall be a minimum of two (2) meetings per year, with additional meetings to be held as deemed necessary for the conduct of the Society's business.
- 4.7.2 Special Meetings of the Board of Directors may be called by the President and shall be called

if the President of the Society receives a written request for such a meeting signed by five (5) or more Board Directors.

- 4.7.3 Meetings of the Board of Directors may be held by teleconference call, videoconferences or other electronic means, provided that all the Board Directors have been so notified and provided that a quorum of the Board of Directors participates in such proceedings.
- 4.7.4 At all Meetings of the Board, every question to be decided by the Board shall be decided upon by a majority (50% plus 1) of the votes; and in the case of an equality of votes the chairperson shall be entitled to a deciding vote.
- 4.7.5 All votes cast at any such Meeting shall be taken by poll (written or verbal) if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by a show of hands.
- 4.7.6 A declaration by the chairperson, that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 4.7.7 A quorum for Board of Directors meetings shall be a majority (50% plus 1) of the Board Directors & Officers.
- 4.7.8 At least seven (7) days' notice of a Board Director shall be given to all Board members. In the case of Regular Meetings, such notice shall be deemed to have been given upon the approval of the schedule of meetings.
- 4.7.9 Notice of a Board of Directors meeting may be waived or reduced by the unanimous consent of the Board of Directors.
- 4.7.10 A Board Director who is present when quorum is established at a Board meeting shall be deemed to have consented to waive the notice requirement.
- 4.7.11 The President or in this person's absence the Vice-President/Secretary shall act as the chairperson of any Meeting of the Board. If neither Officer is present, the Directors present shall choose one (1) of their number to be chairperson of the Meeting.
- 4.7.12 The Executive Director shall normally attend all meetings of the Board of Directors.

4.8 Duties and Powers

- 4.8.1 The affairs of the Society shall be managed by the Board.
- 4.8.2 The Board shall be responsible for all matters of By-laws, policy, operations, and standards with regard to the Society.
- 4.8.3 Duties and Powers shall include:
 - a. The Board shall develop a strategic plan and review it on a regular basis to ensure that the Society is meeting its mandate and mission.
 - b. The Board shall regularly consult the Members on matters of strategic direction.
 - c. The Board shall establish and review Policies as required, in accordance with the Society's strategic plan, mandate, and mission.

- d. The Board shall ensure the Procedures are established and reviewed, as required, to enact Policies.
- e. The Board shall direct and have supervision over all the business and affairs of the Society and have such other duties and powers as are set forth in the Policies and Procedures of the Society.
- f. The Board shall establish, review, and regulate annually a membership Fee Schedule.
- g. The Board or its delegate shall review and approve all position papers or it may choose to delegate this task to the Executive Committee who will then recommend to the Board approval or rejection of position papers.
- h. The Board shall have the power to appoint agents, attorneys or auditors for the Society in or out of the Province of Manitoba with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Article Five

OFFICERS

5.1 Positions

- 5.1.1 The following are officer positions: President, Vice President, and Secretary and Treasurer, which may be separate roles or combined as Secretary-Treasurer, depending on the availability of volunteers.

5.2 Election

- 5.2.1 The position of President shall be filled by the Vice President who was duly elected by Members and whose term commenced at the previous AGM unless the Vice President is unable to seek or hold the office of President, then the office shall be filled as per the nomination and election process as outlined in the Policies and Procedures of the Society.
- 5.2.2 The positions of Vice President/Secretary, Treasurer, and President shall be elected in accordance with the nomination and election process as outlined in the Policies and Procedures of the Society.
- 5.2.3 Officers must meet qualifications as outlined in section 4.

5.3 Vacancies

- 5.3.1 A vacancy of an office by an Officer and/or the President-Elect shall be filled for the remainder of the term of office of the person vacating from among persons eligible to become Officers of the Society by election of the Board.

5.4 Removal of Officers

- 5.4.1 The Members may, by resolution passed by at least two-thirds of the votes cast at a general Meeting of the members of which notice specifying the intention to 15 present such resolution has been given, remove any Officer(s) and /or President Elect before the expiry of the individual's term of office.

5.4.2 The Members may, by a majority of votes cast at that meeting, elect any Member(s) for the remainder of the term of office of the removed Officer(s) and/or President-Elect.

5.4.3 Removal of Officers will follow process at outlined in 4.5 Removal of Directors

5.5 Vacating Office

5.5.1 An Officer and/or the President-Elect may resign from office by notice in writing to the Board which resignation shall be effective in accordance with its terms.

5.5.2 An Officer shall be deemed to have vacated office upon the same concerns as outlined in 4.5 Removal of Directors.

5.6 Duties

5.6.1 The Officers shall perform such duties as are stipulated in these by-laws and the Act and as further directed by the Board of Directors through board approved Position Descriptions:

- a. the President shall preside at all meetings of the Society and perform such other duties as the Board may assign;
- b. Vice President or President Elect shall assume the duties of the President in the case of the President's absence;
- c. the Treasurer shall be responsible for ensuring the proper maintenance of the financial records of the Society
- d. the Secretary shall be responsible for ensuring the proper maintenance of the minutes of all meetings of the Society.

5.6.2 The Board may vary, add to or limit the powers and duties of any Officer or the President-Elect.

5.7 Vacancies

5.7.1 If an Officer's position becomes vacant, the Board of Directors may appoint one (1) of its members to serve for the remainder of the term, except that if the vacated office is that of the President, the Vice-President shall assume the office of President for the remainder of the term.

Article Six EXECUTIVE DIRECTOR

6.1 Appointment of Executive Director

6.1.1 The Board shall retain or employ an individual to assume the role of Executive Director. Contract or employment terms shall be reviewed regularly and in accordance with the annual performance review process

6.2 Roles and Responsibilities

6.2.1 The Executive Director shall be responsible for conducting the day-to-day business and affairs of the society in keeping with the Policies of the Society.

- 6.2.2 The Executive Director shall perform such duties and functions as the Board may determine from time to time and as defined in a regularly reviewed role description which details responsibilities to:
- a. facilitate effective communications within the Society;
 - b. participate in the development of Policies and Procedures;
 - c. provide assistance and input to all Standing Committees as required;
 - d. represent the Executive, Board, and Members of the Society to promote the Society's visibility and its positions to Members, the public, the Government, other health professions, and other organizations;
 - e. manage the head office as a resource to the Board and the Members of the Society.
 - f. The Board may vary, add to or limit the powers and duties of the Executive Director

Article Seven

EXECUTIVE COMMITTEE

7.1 Composition

The Executive Committee shall be composed of the Officers of the Society, and the Executive Director

- 7.1.1 The Executive Director shall attend meetings of the Executive Committee but not have a vote

7.2 Meetings

- 7.2.1 The Executive Committee shall meet as required.
- 7.2.2 The President, with agreement of another Member of the Executive Committee, may invite guests to attend Meetings of the Executive Committee.
- 7.2.3 A quorum requirement for the Executive Committee meetings shall be a majority of the Executive Committee members.

7.3 Duties and Powers

- 7.3.1 The Executive Committee shall:
- 7.3.1.1 Act on behalf of the Board between Board meetings as the Executive Committee deems it necessary;
 - 7.3.1.2 Manage and administer actions taken to further the objectives of the Society;
 - 7.3.1.3 Act in the best interest of the Society in conducting such affairs in which specific direction has/or has not been given by the Board;
 - 7.3.1.4 Appoint a new Director when a vacancy has occurred. This appointment must be presented at the next Board Meeting, for approval;
 - 7.3.1.5 Provide input and direction in the establishment of Working Committees as necessary;
 - 7.3.1.6 When delegated by the Board, review and/or approve all position papers of the society for publication.

- 7.3.1.7 Perform the annual performance appraisal of the Executive Director, in conjunction with members of the board as appropriate, and make recommendations to the Board on remuneration, hours of work, benefits, removal, and other related matters;
- 7.3.1.8 Provide input into the hiring or contracting process for the securement of an Executive Director;
- 7.3.1.9 Recommend removal of Director(s);
- 7.3.1.10 Take such measures as it deems necessary to fulfill its responsibilities to and as delegated by the Board.

Article Eight

WORKING COMMITTEES

8.1 The Board of Directors may delegate its responsibilities to working committees from time to time.

Members will be appointed to lead and attend working committee to support the work of the organization, this may include, but not limited to:

- a. Member Services Committee
- b. Communications Committee
- c. Awards and Events Committee
- d. Advocacy and Policy Committee
- e. Professional Development Committee
- f. Or any other committee so established by board motion

8.2 Duties and tasks of each of the Working Committees will be as per individual committee terms of reference as approved by the Board.

8.3 The Board of Directors shall be entitled to establish and appoint working committees and as the Board of Directors deems necessary.

8.4 The duties and powers, membership and chairs of working committees shall be established by the Board of Directors from time to time through Working Committee or Task Groups Terms of Reference.

8.5 Committees can be composed of Directors, Officers, staff, Members of the Society, and/or external consultants or others as deemed necessary to accomplish the tasks.

8.6 Working committee may conduct its meetings by teleconference call, video-conference or other electronic means, provided that all of its members have been notified, and provided that a quorum of the working committee or task group participates in its meetings.

8.7 The quorum for a meeting of a working committee of the Society shall be a majority of its then current members.

Article Nine

FINANCIAL POLICIES

- 9.1** The fiscal year of the Society shall commence each year on the first day of April and end on the last day of March of the following year.
- 9.2** The dues payable by members of the Society shall be:
- a. Fixed annually at the Annual General Meeting by a vote of the membership.
 - b. Payable by the individual's anniversary date of becoming a member.
- 9.3** The budget is Drafted annually by the Executive committee and then presented to the Board for approval, prior to the end of each fiscal year and presented to the Members at the subsequent AGM determined
- 9.4** Individual working committee budgets are prepared by board members
- 9.5** Non-budgetary expense limits shall be \$1,000 for associated projects of the Society and \$500 for donations and sponsorships per fiscal year.
- 9.6** The Society shall not have the power to borrow money, except that Voting Members may, by Special Resolution at a General Meeting or by mail ballot, allow the Board, on behalf of and in the name of the Society, to raise and secure the repayment of money on terms to be set forth in the Special Resolution.
- 9.7** The Board may appoint or employ such agents, consultants, specialists or employees as necessary to assist the Board in the performance of its duties in accordance with these by-laws and shall establish duties and remuneration for these persons as necessary.

9.8 Annual Financial Statements

- 9.8.1** The Society shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Society reproducing the information contained in the documents. Instead of sending the documents, the Society may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Society is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.
- 9.9** The Society may invest surplus revenues that may accrue and such investment shall be registered in the name of the Society.
- 9.10** The Board shall prepare, and at each annual general meeting of the Society submit a financial statement of operations of the college for the past year, duly certified by the auditor.

9.11 Banking Arrangements

- 9.11.1** The banking business of the Society shall be transacted at such bank, trust company or other firm or society carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

9.12 Annual Financial Review

- 9.12.1 The Members at each annual Meeting shall appoint an accounting firm that is familiar with accounting practices for Corporation without share capital.
- 9.12.2 The accounting firm shall hold office until the next annual Meeting, and, if an appointment is not made, the accounting firm in office shall continue until a successor is appointed.
- 9.12.3 The accounting firm shall have access to the books, records, documents, accounts, and vouchers of the Society and may require from the Directors and officers such information and explanations as may be necessary for the performance of auditing duties.
- 9.12.4 The accounting firm shall make a report to the Members on the financial statement to be laid before the Society at each AGM during her term of office and shall in her report indicate whether in her opinion the financial statement referred to therein presents fairly the financial position of the Society and the results of its operation for the period under review.

Article Ten EXECUTION OF INSTRUMENTS

10.1 Seal

- 10.1.1 The seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the Society until changed in accordance with the Act.
- 10.1.2 The seal will be kept in the custody of the Executive Director.

10.2 Execution of Documents

- 10.2.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society 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 or persons 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

10.3 Signing Authority

- 10.3.1 The Treasurer, the Executive Director and any other Officer shall be signing officers.
- 10.3.2 All cheques must be signed by two (2) signing officers.
- 10.3.3 All electronic payments must be approved by two (2) signing officers
- 10.3.4 Officers must never sign a blank cheque.
 - 10.3.4.1 Before signing a cheque or approving electronic payments, the Officers must make sure that the expense has been properly approved.
- 10.3.5 Deeds, transfers, assignments, contracts, obligations, Certificates and other documents and instruments that require the Corporate Seal of the Society to be affixed thereto may be signed on behalf of the Society by any two (2) of the signing officers.

10.3.5.1 Before signing a document, the officers must make sure that the document has been properly approved.

10.3.5.2 Signing officers must have Board approval before making any commitments, or entering into contracts of obligations, for the Society.

10.4 Endorsements

10.4.1 The name of the Society shall not be used to endorse any publication or activity or action without approval from the Board.

Article Eleven

NOTICE

11.1 Method of Giving Notice

11.1.1 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

11.1.1.1 if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

11.1.1.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

11.1.1.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

11.1.1.4 if provided in the form of an electronic document in accordance with Part 17 of the Act.

11.1.2 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Article Twelve

POLICY & PROCEDURE

12.1 Invalidity of Provisions of this By-law

12.1.1 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

12.2 Omissions and Errors

12.2.1 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Society 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.

12.3 Mediation and Arbitration

12.3.1 Disputes or controversies among members, directors, officers, committee members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

12.4 Dispute Resolution Mechanism

- 12.4.1 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Society arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Society is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Society as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 12.4.2 If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 12.4.3 All costs of the mediators appointed in accordance with this section shall be borne equally by

the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

12.5 By-laws and Effective Date

- 12.5.1 Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Society.
- 12.5.2 Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.
 - a. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed.
 - b. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

12.6 Any member in good standing shall have the right to examine the Society's by-laws which are available publicly on MSOT's Website

12.7 Any member in good standing shall have the right to examine the Society's policies and procedures, which shall be made available on the member's section of the MSOT website.

Article Thirteen

PROTECTION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS, AND EXECUTIVE DIRECTOR

13.1 Limitation of Liability

- 13.1.1 No Director, Officer, Committee Member, or Executive Director or former Director, Officer, Committee Member or Executive Director or any other person who acts or has acted on behalf of the Society at the Society's request shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Committee Member, , Executive Director, employee or any other person, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Society with whom or which any monies, securities of 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 Society, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of that person's respective office or trust or in relation thereto unless the same shall happen through the individual's own wrongful and willful neglect or default

13.2 Indemnification

- 13.2.1 To the maximum extent permitted by law, the Society shall indemnify and save harmless out of the funds of the Society, every Director, Officer, Committee Member, and Executive Director, every former Director, Officer, Committee Member, Team Member, and Executive Director and

ever person who acts or has acted on behalf of the Society at the Society's request and their heirs, executors and administrators, and estate and effects, respectively, from and against all costs, charges and expenses whatsoever which any such Director, Officer, Committee Member, Team Member, or Executive Director or other person sustains or incurs in or about any action, suite or proceedings that is brought, commenced or prosecuted against that person, including any amount required to settle any action or satisfy a judgement, reasonably incurred by this individual in respect of any civil, criminal, administrative action, suite or proceeding to which this person is made a party by reason of being or having been a Director, Officer, Committee Member, or Executive Director or otherwise of the Society or in respect of any act, deed, matter or thing whatsoever made, done or permitted by this person, in or about the execution of the duties of this individual's office or in respect of any such liability, and shall indemnify each such person in respect of an action by or on behalf of the Society to procure a judgement in its favour to which this person is made party by reason of being a Director, Officer, Committee Member, or Executive Director, or otherwise of the Society, against all costs, charges and expenses reasonably incurred by this individual in connection with such action and against all other costs, charges and expenses that the individual sustains or incurs in or about or in relation to the business and affairs thereof, except such costs, charges or expenses as are occasioned by this person's own willful neglect or default.

Article Fourteen

DISSOLUTION

- 14.1** In the event that the Society is dissolved, and after payment of all indebtedness and liabilities of the Society, the remaining funds, investments or other assets shall be distributed to support the College of Rehabilitation Sciences Endowment Fund at the University of Manitoba.

Article Fifteen

AMENDMENTS

- 15.1** Amendments to By-laws the Board, by a two-thirds (2/3s) majority of the votes cast, may enact, amend or repeal the By-laws when the Board considers it necessary or appropriate for the benefit of the Corporation. Any enactment, amendment or repeal of the By-laws is only effective until the next AGM of Members unless it is confirmed at such annual Meeting or at a Meeting of Members prior to such AGM by a two-thirds (2/3s) majority of the votes cast at such Meeting. The Secretary must cause to be sent to the Members of the Corporation a notice setting forth the proposed amendment to the By-laws at least one (1) month prior to the next AGM of Meeting of Members or special Meeting of Members.

Appendix A
Approval of Amended Bylaws

These Bylaws shall come into force without further formality upon its enactment. Enacted as the By-laws by the Board of Directors at a meeting duly called and regularly held and at which a quorum was present on the _____ day of May 2024.

The foregoing Bylaws as enacted by the Directors is hereby ratified, sanctioned, confirmed, and approved without variation by the affirmative vote of all members entitled to vote at the Annual General Meeting of members duly called and held at, in the City of Winnipeg and at which a quorum was present on the _____ 16th _____ day of January, 2025.

C. Mathison

Charlene Mathison, OT Reg (MB)
MSOT President

J. Monton

Justin Monton, OT Reg (MB)
MSOT Vice President