

# Bylaws

## The Association of Pest Management Professionals of Ontario

### PART I

#### Interpretation

#### Defined terms

(1) In these bylaws, the following words shall have the following meanings unless the context otherwise requires:

“AGM” means an annual general meeting of the Association;

“Association” means ; The Association of Pest Management Professionals of Ontario.

“directors” means the directors of the society as they may be elected or appointed from time to time;

“EGM” means an extraordinary general meeting of the Association;

“general meeting” means a meeting of members called in accordance with these bylaws;

“proxy” means an executed instrument by which a voting member appoints a person as the member's nominee to attend and unilaterally act on the member's behalf at a general meeting;

“subscribers” shall be the applicants for incorporation of the Association or a predecessor thereof; and  
“registered address” of a member means the member's address as recorded in the register of members.

The definitions found in the Society Act on the date these bylaws become effective apply to these bylaws.

#### 2 Number and gender

Words importing the singular include the plural and vice versa, words importing gender include either gender, and words importing an individual include a partnership, firm, company or other artificial entity and vice versa.

### PART II

#### MEMBERSHIP

#### 3 Members

The members of the Association are the subscribers and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.

#### **4 Classes of members**

There shall be the following classes of members:

- (a) voting members; and
- (b) non-voting members.

#### **5 Persons entitled to become a member**

The following persons are entitled to apply for the following classes of membership:

- (a) Every individual, partnership or corporation that presently operates in the Province of Ontario and specializes in structural general or structural integrated pest management in and around commercial, industrial, institutional and residential structures, and holds a valid Ontario Operators licence and has a structural pest control service license, may apply to become a voting member, **always provided that** any person that is a partner, employee or officer of a partnership or corporation which is a member shall only be entitled to apply to become a non-voting member.
- (b) Every individual, partnership, corporation or government body that manufactures, distributes or sells structural pest control equipment, supplies or products, that regulates any of the foregoing persons or activities, or that the directors may otherwise deem acceptable for membership, may apply to become a non-voting member.
- (c) Notwithstanding the foregoing, any individual, partnership or corporation holding a non-voting membership or Canadian Pest Management Association membership may become a full voting member upon the passing of an ordinary resolution by the voting members, or by a resolution of the directors, but such person must pay the full membership fee as a voting member and abide by any conditions put forward by the directors.

#### **6 Application to become a member**

Upon an application to the directors to become a member and the directors' acceptance thereof, the applicant shall become a voting or non-voting member in accordance with the criteria set out in section 5.

#### **7 Appeal lies to members**

If any applicant is denied membership by the directors, that applicant may appeal the decision of the directors by attending at a general meeting of the members and requesting a vote on the applicant's

admission, and upon the passing of an ordinary resolution by the voting members, the applicant shall have his or her admission approved.

### **PART III**

#### **MEMBERSHIP RESPONSIBILITIES, FEES AND STANDING**

##### **8 Responsibility of members**

Every member must uphold the constitution, comply with these bylaws, and comply with any rules and regulations that may be promulgated by the directors or by the members in a general meeting. For greater clarity, every membership corporation or partnership shall reasonably cause their directors, officers, employees and consultants to act in accordance with the constitution, bylaws, rules and regulations of the Association.

##### **9 Fees**

The amount of the annual membership fees, if any, for each class of member and the date that such fees, if any, shall become payable shall be determined by an ordinary resolution of the voting members at any general meeting of the Association.

##### **10 Maintaining good standing**

All members are in good standing except a member who has failed to pay:

- (a) his or her current annual membership fee, in addition to any such fees which are in arrears, in the amount and on the date determined in accordance with section 9; or
- (b) any other subscription or debt due and owing by the member to the Association, 14 days after being called upon by any director or officer of the Association to do so; and the member is not in good standing so long as his or her fees or the debt remains unpaid.

##### **11 Ceasing to be a member**

- (1) A person ceases to be a member of the Association upon:

- (a) delivering a signed resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association,
  - (b) the member's death or, in the case of a corporation or partnership, on dissolution,
  - (c) on having been a member not in good standing for 12 consecutive months, or
  - (d) on being expelled in accordance with section 12.
- (2) If the person who has ceased to be a member is a corporation or partnership, any of the directors, officers, employees or partners, as the case may be, of the corporation or partnership who are members of the Association in a personal capacity shall continue to hold their membership unless and until they cease to be members in their personal capacities.

## **12 Expulsion of member**

- (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of the general meeting at which the special resolution to expel a member is to be considered must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## **13 Adjustments to fees**

- (1) In the event that a person becomes a new member on a date other than the date set for the payment of fees determined in accordance with section 9, the annual membership fee for that person shall be pro-rated for the remainder of the current year.
  - (2) In the event that a member ceases to be a member by virtue of section 11, the member shall not be entitled to receive any portion of the annual membership fee paid by the member for the current year.

## **14 Association's Logo**

- (1) The directors shall determine the design of the Association's Logo, and may change the design of the Association's Logo at any time, from time to time.
  - (2) Members in good standing may use the Association's Logo to signify their membership in the Association in advertisements, but any other use of the Association's Logo must be expressly approved of in writing by the directors of the Association.

(3) Any member using the Association's Logo acknowledges that the member is doing so only with the permission of the Association (whether express or implied), that the Association's Logo is the exclusive property of the Association, and that the Association has, in addition to any other remedies available to it, the right to injunctive relief (interlocutory or permanent) against the member enjoining any use of the Association's Logo that the directors disapprove of.

(4) Upon ceasing to be a member in good standing, whether such member has completely ceased to be a member or has merely lost his or her good standing, a member shall not in any manner use the Association's Logo, whether such use be of the present or a past form of the Association's Logo.

## **PART IV**

### **MEMBERS' MEETINGS**

#### **15 General meetings**

Every general meeting, other than an AGM, is an EGM.

#### **16 Time and place for general meetings**

General meetings of the Association must be held at such time and place, that the directors decide.

#### **17 Annual general meetings**

- (1) The first AGM of the Association must be held not more than 15 months after the date of incorporation and after that an AGM must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding AGM.
- (2) At every AGM, the members shall:
  - (a) consider the financial statements of the Association;
  - (b) receive the report of the auditor, if any;
  - (c) consider the report of the directors to its members;
  - (d) elect directors for the ensuing year;
  - (e) appoint an auditor, if any;

(f) conduct any business that, under these bylaws, ought to be conducted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

(3) All business transacted at an AGM, other than the adoption of rules of order or items of business provided for under subsection (2) hereof, is special business.

### **18 Extraordinary general meetings**

(1) The directors may, when they think fit, convene an extraordinary general meeting.

(2) Ten percent or more of the voting members of the Association may requisition an extraordinary general meeting.

(3) All business transacted at an EGM, other than the adoption of rules of order, is special business.

### **19 Notice of a general meeting**

(1) Notice of a general meeting must specify the place, day and hour of the meeting, and the general nature of any special business to be conducted or considered.

(2) Notice of a general meeting must be given to

(a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if Part XI applies,

(3) No other person is entitled to receive a notice of a general meeting.

(4) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

(5) Notice of a general meeting shall be given to every member fourteen days before an AGM or twenty-one days before an EGM.

(6) Notice of any general meeting sent by prepaid regular or registered post is deemed to have been given on the fifth day following the day on which the notice was mailed.

### **20 Attendance**

(1) The following persons are entitled to attend at a general meeting:

- (a) members in good standing, whether in person or by proxy,
  - (b) in the case of a member corporation or partnership in good standing, the authorized representative of such corporation or partnership,
  - (c) a person who is appealing a decision pursuant to section 7, and
  - (d) the auditor, if Part XI applies.
- (2) Members in good standing, including member corporations and partnerships, are permitted to bring guests to the general meeting, always provided that the Chair may refuse, in the Chair's sole and unfettered discretion, to admit any person who is not expressly entitled to attend the general meeting under subsection (1) hereof.
- (3) The directors may at any time and from time to time permit such prospective members, other guests, or any other persons to attend at a general meeting.

## **PART V**

### **PROCEEDINGS AT MEMBERS' MEETINGS**

#### **21 Quorum**

- (1) A quorum is three (3) voting members present or represented by proxy at a general meeting, or such greater number that the members may determine by ordinary resolution at a general meeting.
- (2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (4) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to such time and place as the chair of the meeting shall deem advisable, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

#### **22 Chair of the meeting**

- (1) Subject to subsection (2) hereof, the president of the Association, or in the absence of the president, the vice president, or in the absence of both, one of the other directors present, must preside as chair of a general meeting.

(2) If at a general meeting:

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president, vice president and all the other directors present are unwilling to act as the chair, then the members present must choose one of their number to be the chair.

### **23 Adjournment**

- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

### **24 Resolution by chair**

The chair of a meeting may move or propose a resolution.

### **25 Seconding of resolutions**

A resolution proposed at a meeting need not be seconded.

### **26 Voting rights**

- (1) A voting member in good standing is entitled to one vote.
- (2) A voting member that is not in good standing and a non-voting member shall not be entitled to vote at any general meeting of the Association.
- (3) Voting by proxy is permitted.

## 27 Voting procedure

- (1) Voting is by show of hands.
- (2) Upon demand by a voting member, the vote with respect to a particular resolution shall be conducted by secret ballot.
- (3) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

## 28 Proxies

- (1) A valid proxy must:
  - (a) be in the following form,

<p><i>The Association of Pest Management Professionals of Ontario</i></p> <p><i>(the "Association")</i></p> <p><i>The undersigned, being a voting member of the Association, hereby appoints _____, or failing him or her, _____, as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the _____ day of _____, _____, and at any adjournment thereof.</i></p> <p><i>Signed this ____ day of _____, _____</i></p> <p><i>Signature</i></p> <p>_____</p> <p><i>Print name</i></p>
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or,

- (b) be in such other form that states the name of the proxy appointed, identifies the specific meeting (including any adjournments thereof) for which the proxy is appointed and is signed by the member appointing the proxy.
- (2) A proxy shall only be valid for the meeting (including any adjournments thereof) specified on the proxy, and shall not entitle the proxy to vote at other than one meeting and any adjournments thereof.

(3) A proxyholder:

(a) must be a voting member of the Association;

(b) is not restricted in the number of proxies that he or she may hold and vote at a meeting; and

(c) may vote his or her allotted vote (if any), in addition to the votes cast as proxy.

(4) Every proxy may be revoked by an instrument in writing:

(a) executed by the member giving the same or by the member's attorney authorized in writing or, where the member is a corporation, by a duly authorized officer or attorney of the corporation, and

(b) delivered either at the registered office of the Association at any time up to and including 5:00 p.m. on the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjournment thereof **before** any vote in respect of which the proxy is given shall have been taken, or in any other manner provided by law.

(5) A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member giving the proxy or revocation of the proxy or of the authority under which the proxy was executed unless notification in writing of such death, incapacity or revocation shall have been received at the registered office of the Association before 5:00 p.m. on the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjournment thereof **before** the vote is taken.

## PART VI

### DIRECTORS

#### 29 General powers

(1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

(a) all laws affecting the Association,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.

(2) A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

### **30 Eligibility and number of directors**

- (1) An individual is eligible to be a director of the Association if:
  - (a) the proposed director
    - (i) is a voting member of the Association; or
    - (ii) is a director, officer, partner or employee of a voting member of the Association; and
  - (b) the proposed director, or the voting member of the Association referred to in subsection (1)(a)(ii) of which the proposed director is a director, officer, partner or employee, as the case may be, is in good standing.
- (2) Any director who, at any time, ceases to be eligible under subsection (1) hereof ceases to be a director of the Association.
- (3) The number of elected directors shall be six (6) and one non elected director who shall be the immediate Past President, or such greater or lesser number as may be determined from time to time at a general meeting by ordinary resolution.

### **31 Retirement and re-election**

- (1) The directors shall retire from office at each annual general meeting when their successors shall be elected by ordinary resolution.
- (2) Any and all retiring directors shall be eligible for re-election, and there shall be no limit to the number of consecutive terms that a director may hold office.

### **32 Power to fill vacancies**

- (1) Subject to section 34, if a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director, and a director so appointed holds office only until the conclusion of the next AGM.
- (2) The directors may at any time and from time to time appoint a member as a director to fill a casual vacancy in the directors, and a director so appointed holds office only until the earlier of:
  - (a) the date which the director that he or she is acting for resumes his or her duties as a director; and
  - (b) the conclusion of the next AGM.

(3) A director appointed pursuant to subsections (1) and (2) hereof is eligible for re-election at the AGM at which he or she otherwise ceases to be a director.

### **33 Acting without full complement**

An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

### **34 Removal by members**

The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

### **35 Remuneration**

No director shall be paid remunerated for services rendered to the Association in his capacity as a directory but may be reimbursed his reasonable expenses in acting as such.

## **PART VII**

### **DIRECTORS' MEETINGS**

#### **36 Time and place of meeting**

- (1) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- (2) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate the calling of directors' meetings and proceedings, as they see fit.

#### **37 Notice**

- (1) Notice of a directors' meeting shall be provided to every director at least two business days before the meeting.
- (2) A director may waive proper notice of the meeting required under subsection (1) hereof, and any director who does not receive proper notice but attends the meeting is deemed to have waived the requirement for notice under subsection (1) hereof.

(3) The accidental omission to give proper notice of a meeting to, or the non-receipt of proper notice by, any of the directors entitled to receive notice does not invalidate proceedings at that directors' meeting.

### **38 Written consent resolution**

A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **PART VII**

### **PROCEEDINGS AT DIRECTORS' MEETINGS**

#### **39 Quorum**

The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

#### **40 Chair**

The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if at that time neither is present the directors present may choose one of their number to be the chair at that meeting.

#### **41 Resolution by chair**

The chair of a meeting may move or propose a resolution.

#### **42 Seconding of resolutions**

A resolution proposed at a meeting need not be seconded.

#### **43 Voting**

- (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.

#### **44 Committees**

- (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
  - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
  - (3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
  - (4) The members of a committee may meet and adjourn as they think proper.

#### **45 Absentee director**

- (1) A director who may be absent temporarily from Ontario may send or deliver to the address of the Association a written waiver of notice of any meetings of the directors, which may be sent by letter, facsimile, e-mail, or any other manner of communication which leaves a permanent written record of the communication, and until the waiver is revoked,
  - (a) a notice of meeting of directors is not required to be sent to that director, and
  - (b) any and all meetings of the directors of the Association, notice of which has not been given to that director, are valid and effective if a quorum of the directors was otherwise present.
- (2) If a director provides a waiver in accordance with subsection (1) hereof, any written consent resolutions of the directors made pursuant to section 38 while such a waiver is in effect shall not require the signature of such absentee director to be valid.

#### **46 Notice of first meeting for new directors**

For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at

which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

## **PART VIII**

### **OFFICERS**

#### **47 Election and appointment of officers**

- (1) The directors and officers consisting of a President, Vice-President, Secretary, Treasurer and such officers as the directors shall deem necessary or advisable shall be elected at the Annual General Meeting.
- (2) The directors shall at any time and from time to time appoint and remove the officers of the Association, which shall consist of a president, vice president, secretary, treasurer, and such other officers as the directors shall deem necessary or advisable.
- (3) The immediate Past President shall be an assumed position with voting rights.
- (4) The President, Vice President, Secretary, Treasurer, and any other officers who are elected or appointed by the directors and who are designated as senior officers by the directors must be directors of the Association.

#### **48 President**

- (1) The president presides at all general meetings of the Association and meetings of the directors.
- (2) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.

#### **49 Vice President**

The vice president must carry out the duties of the president during the president's absence.

#### **50 Secretary**

The secretary must do the following:

- (a) conduct the correspondence of the Association;

- (b) issue notices of meetings of the Association and of the directors;
- (c) keep minutes of all meetings of the Association and of the directors;
- (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Association;
- (f) maintain the register of members.

### **51 Treasurer**

The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the directors, members and others when required.

### **52 Combining offices of Secretary and Treasurer**

The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.

### **53 Absentee Secretary**

In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **PART IX**

### **SEAL**

### **54 Form of Seal**

The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

## **55 Use of Seal**

The common seal must be affixed only when authorized by a resolution of the directors.

## **PART X**

### **BORROWING**

## **56 General borrowing power**

In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

## **57 Debentures require special resolution**

A debenture must not be issued without the authorization of a special resolution.

## **58 Members may restrict borrowing powers**

The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

## **PART XI**

### **AUDITOR**

## **59 Application**

This Part applies only if the Association is required or has resolved to have an auditor.

## **60 First auditor and vacancies**

The first auditor must be appointed by the directors, who must also fill all vacancies occurring in the office of auditor.

## **61 Appointment of auditor**

At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

## **62 Removal of auditor**

An auditor may be removed by ordinary resolution.

## **63 Notice of position**

An auditor must be promptly informed in writing of the auditor's appointment or removal.

## **64 Director and employee restriction**

A director or employee of the Association must not be its auditor.

## **65 General meetings**

The auditor may attend general meetings.

## **PART XII**

### **NOTICES TO MEMBERS**

## **66 Transmission**

A notice may be given to a member, either personally or by prepaid mail to the member at the member's registered address.

### **67 Deemed receipt**

A notice sent by prepaid regular or registered mail is deemed to have been given on the fifth day following the day on which the notice was mailed, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

## **PART XIII**

### **BYLAWS**

### **68 Copy to new members**

On being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the constitution and bylaws of the Association.

### **69 Alterations to bylaws**

These bylaws must not be altered or added to except by special resolution.