



# Society of Public Insurance Administrators of Ontario

## **CORPORATE BY-LAWS**

(As amended , December 5, 2008)

**By-law Number 1  
(as amended)  
A By-law Relating Generally to the  
Transaction of the Affairs of the  
Society of Public Insurance Administrators of Ontario**

BE IT ENACTED as a By-law of Society of Public Insurance Administrators of Ontario as follows:

**1. Name**

The Society of Public Insurance Administrators of Ontario shall hereinafter be referred to as the "Society".

**2. Purposes**

The purposes of the Society shall be to:

- a) exchange knowledge, encourage educational pursuits and explore in greater depth all matters dealing with risk and insurance management.
- b) promote co-operation among all public entities which have interests in the field of risk and insurance management.
- c) collect and disburse information relative to risk and insurance management.
- d) Encourage the development of educational training programs in the field of risk and insurance management.

**3. Remuneration of Directors**

The Society is not organized for profit and no part of the earnings shall inure to the benefit of any member or director. Compensation for services rendered or for necessary expenditures incurred is subject to approval by the Board of Directors. Notwithstanding the above provision, the Board of Directors may authorize expenditures of a prudent and reasonable nature for the purchase of restaurant meals following regular meetings of the Board of Directors.

**4. Fiscal Year**

The fiscal year of the Society shall be the calendar year.

**5. Membership**

Membership in the Society shall be open to any public entity within Canada. Each such member shall be represented by an employee or official who is engaged or interested in the field of insurance and risk management. Each public entity may elect to have more than one representative in the Society.

The privileges of voting and holding office are limited to representatives of the public entity members of the Society.

It is understood and agreed that membership is also conditional upon payment of membership fees as defined in Section 6.

## **6. Membership Fees**

The annual fees for membership shall be determined from time to time by the Board of Directors, subject to the approval of the members at the Annual General Meeting. Fees are payable annually in advance. Non-payment of fees shall be treated as equivalent to resignation, with the forfeiture of all Society benefits.

## **7. Board of Directors**

a) The governing body of the Society shall be the Board of Directors, consisting of:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Public Relations Officer
- f) Director at Large, and
- g) Past President.

The Board of Directors shall be responsible to the membership for the management of the affairs of the Society and for the promotion of the Society's purposes.

b) The Board of Directors may, at the discretion of the Board, establish an Ad Hoc Committee from time to time to address specific issues and/or draw upon the specialized skills of other members.

c) The position of Past President shall provide transitional advice and guidance to the Board of Directors for a period of 12 months following his/her term as President.

## **8. Election of the Board of Directors**

The Directors shall be elected from the representatives of the members of the Society at the Annual General Meeting in accordance with the Procedure for Election of Board of

Directors attached as Schedule "A" to and forming part of this By-law. The Board of Directors shall appoint a Nominating Committee of three representatives from member public entity bodies who will submit their slate of candidates at the Annual General Meeting. The Chairman of the Nominating Committee will call for further nominations from the floor and after declaring nominations closed, a vote will be held.

Elections will be held for each office of the Board. The nominations will be taken for one office at a time and the elections held for that office before proceeding to take nominations for the next office.

Polling shall be by secret ballot where each elector shall vote for the candidate of his/her choice on a blank ballot form provided. The counting of the ballots shall be undertaken by the Nominating Committee, and the announcement of the results shall be made by the Chairman of the Nominating Committee.

In the event of a vacancy occurring on the Board of Directors, the remaining members of the Board may appoint a temporary replacement to complete the term of office.

#### **9. Term of Office**

The term of office of the Board of Directors shall be the Fiscal Year. No member shall serve more than three (3) consecutive years in any position without the express approval of the Board of Directors.

#### **10. Duties of the Board of Directors**

The President shall preside at meetings of the members. He/she shall be in charge of and administer the affairs of the Society subject to provisions of this by-law.

The Vice-President shall have and exercise all of the powers and duties of the President in the event of his/her absence or inability to act. In the event of a vacancy occurring in the office of President, unexpired term shall be filled by the Vice-President.

The Secretary shall record the minutes of all meetings of the Board of Directors and the Annual General Meeting; shall keep copies of all correspondence relating to Society business; shall maintain a membership list and shall prepare the agendas for all meetings of the Board of Directors.

The Treasurer shall exercise authority in all financial matters in accordance with this by-law and any resolutions as may be adopted. The Treasurer shall provide the Board of Directors with an audited Annual Report within three months of the fiscal year end and present the audited Annual Report and a current Interim Financial Statement at the Annual General Meeting and any other Financial Statements which may be required. The Treasurer shall deposit all funds to the credit of the Society in a bank account approved by the Board of Directors for which they have signing authority.

The Public Relations Officer shall develop and administer the public relations and advertising program of the Society; co-ordinate the promotional activities of the Society and encourage the recruitment of new members. The Public Relations Officer shall

serve as a central source of information about the Society and as the official channel of communication with the media; provide overall direction in the preparation of articles, photographs, advertisements, brochures, displays and exhibits. The Public Relations Officer shall also be responsible for purchase and presentation of gifts to speakers; coordination of promotional packages for the Annual General Meeting and selection of the Nominating Committee for the annual election of the Board of Directors.

Director-at-Large to aid and assist the Board in varied tasks on an 'as required' basis. The Board of Directors shall be responsible for authorizing the expenditure of funds. The signatures of the Treasurer and one other Board Member will be required on all cheques.

#### **11. Schedule of Meetings**

There shall be a minimum of three meetings inclusive of the Annual General Meeting to be called at the discretion of the President throughout the Fiscal Year.

#### **12. Order of Business**

The Board of Directors shall prepare and forward a proposed Agenda to the members three weeks in advance of each regularly scheduled meeting. Items to be placed on the Agenda will be submitted to the Secretary with a request for their inclusion.

#### **13. Quorum**

A quorum shall consist of three Directors and 25% of the members of record of the Society.

#### **14. Amendments to the By-law**

Amendments to this By-law may be proposed either by initiatory petition submitted to the Board of Directors in writing and signed by not less than three active members, or by resolution of the Board of Directors. The proposed amendment(s) shall be submitted to the membership at least thirty days prior to the Annual Meeting with a recommendation from the Board of Directors for its acceptance or rejection.

All proposed amendments will be presented at the Annual Meeting for adoption. An affirmative vote of two-thirds of the active members in attendance and voting at the Annual Meeting shall be necessary for the adoption of any proposed amendment.

#### **15. Appointment of Auditor**

An Auditor shall be appointed annually by the membership to audit the Financial Statements and Records of the Society.

#### **16. Discrimination Policy**

The Society hereby declares that discrimination on the grounds of race, creed, colour, national origin, political or religious affiliation, sex, sexual orientation, age, marital status, family relationship and disability is prohibited by or within the organization.

Enacted and Passed this 5<sup>th</sup> day of December, 1976

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

Amended and Passed this 5<sup>th</sup> day of December, 2008

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

**SCHEDULE 'A' TO BY-LAW NUMBER 1  
PROCEDURE FOR ELECTION OF BOARD OF DIRECTORS**

1. The President of the Society turns the meeting over to the Chairman of the Nominating Committee who then informs the members of the term of office of the Board of Directors and that they are required to perform their duties in accordance with By-Law Number 1 of the society.
2. The Chairman of the Nominating Committee presents the Committee's slate of candidates for the Board of directors' positions for the coming year.
3. The Chairman declares that he will now accept nominations from the floor for each office, one at a time, for President, Vice President, Public Relations Officer, Treasurer, Secretary and Director at Large. Following nominations from the floor, the Chairman of the Nominating Committee will request confirmation that each nominee is willing to stand for office.
4. The Chairman shall ask once "Are there any further nominations?" If there are no further nominations the Chairman moves that nominations be closed and calls for a seconder to the motion. He then calls for a vote of the members. If the vote is in the affirmative the Chairman declares the nominations closed.
5. If there is no more than one nominee, the Chairman moves that the nominee be declared to the office and calls for a seconder to the motion. He then calls for a vote of the members. If the vote is in the affirmative the Chairman declares the candidate elected.
6. Where there is more than one nominee, polling shall be by secret ballot where each elector shall vote for the candidate of his/her choice on a blank ballot form provided. The counting of the ballots shall be undertaken by the Nominating Committee, and the announcement of the results shall be made by the Chairman of the Nominating Committee.
7. Following confirmation of the count, the Chairman shall declare that the nominee receiving the greatest number of votes be elected to the office on the Board of Directors.
8. In the event of a tie, the Nominating Committee Chairman shall place the names of each nominee on equal size pieces of paper, then draw one from a container and that nominee shall be declared elected by the Chairman.

9. Elections will be held for each office of the Board in accordance with 3 to 8 above. The nominations will be taken for one office at a time and the election held for that office before proceeding to take nominations for the next office.
  
10. Following the election, a motion shall be presented by the Chairman of the Nominating Committee to the members of the Society to ratify the results of the election.