

February 26, 2020

TO: Voting Members

SUBJECT: Bylaw Resolution

Dear Voting Members:

OAO's Board of Directors propose the attached new bylaw to provide transparency and the right for members to decide whether an Annual Meeting may be recorded in part or whole.

Following last year's Annual Meeting, it was brought to the attention of the OAO Board of Directors that the meeting was recorded in part and shared with non-member(s).

It has been recommended by OAO's legal counsel that the membership consider this bylaw to provide them with the right to decide whether the meeting may be electronically recorded in part or whole. As outlined in the OAO Bylaws, attendance at a Members' Meeting is for voting members only. Information that is shared is for the transaction of business of the Association. This new bylaw addition provides governance and transparency permitting members the right to decide on the recording of a Members' Meeting.

If you would like more information or have any questions on this proposed Bylaw prior to the Annual Meeting that takes place on April 30, 2020, please reach out to the Executive Director Serge Micheli at [ed@osteopathyontario.org](mailto:ed@osteopathyontario.org) and copy the President at [president@osteopathyontario.org](mailto:president@osteopathyontario.org).

**Ontario Association of Osteopathic Manual Practitioners – Proposed Bylaw Resolution  
Presented for consideration at the Annual Meeting: Thursday, April 30, 2020**

**Please note that there is no bylaw currently in place to govern electronic recordings at Members’ Meetings. This new bylaw addition is to ensure that recordings, either in whole or part, shall not take place at a Members’ Meeting without the membership agreeing by majority vote at the start of the meeting.**

Current	Proposed	Description of Proposed Change
<p>Currently there is no provision for the governance of recordings at Members’ Meetings in the OAO Bylaws.</p>	<p>Proposed Addition to the OAO Bylaws:</p> <p>26.1 The Executive Director may arrange for the electronic recording of Members’ meetings, for internal use only, to prepare accurate meeting minutes and other records related to such Members’ meeting. The Executive Director shall only share such recording with the staff or agents of the Corporation in order to prepare the draft meeting minutes or other documents for presentation to the membership for ratification or information. Such recording shall not be used for any other purpose. There shall be no other electronic recording permitted at a Members’ Meeting , in whole or part, by any other individual, unless there is a motion approved by an ordinary resolution of the members in attendance at the start of a Members’ Meeting approving such electronic recording. If the members approve the electronic recording of a Members’ meeting, in whole or in part, such recording shall not be shared by a member with any non-members, other than staff or agents of the Corporation.</p>	<p>Purpose of Bylaw Amendment:</p> <p>Attendance at a Members’ Meeting is for voting members only. Information that is shared is for the transaction of business of the Association. Electronic recordings cannot be shared with non-members. This new bylaw addition provides governance and transparency permitting members the right to decide on the recording of a Members’ Meeting.</p>
<p>15. Termination of Membership</p> <p>1. A membership in the Corporation is terminated when:</p> <ul style="list-style-type: none"> <li>• the member dies or resigns;</li> <li>• the member fails to maintain any qualifications for membership described in section 9 of this by-law upon the discretion of the Board;</li> </ul>	<p>15. Termination of Membership</p> <p>1. A membership in the Corporation is terminated when:</p> <ul style="list-style-type: none"> <li>• the member dies or resigns;</li> <li>• the member fails to maintain any qualifications for membership described in section 9 of this by-law upon the discretion of the Board;</li> </ul>	<p>The addition of a violation of the By-laws as a reason for termination of membership makes it clear that members are expected to comply with the by-laws, which would now include refraining from recording Members’ meetings.</p>

<ul style="list-style-type: none"> <li>• the member fails to pay his or her annual dues within thirty (30) days of when the dues are payable;</li> <li>• the member who is an Inactive Member has failed to meet the requirements imposed by the Board, on the recommendation of the Committee responsible to determine whether the Inactive Member has demonstrated current knowledge, skill, judgement and ability sufficient for re-entry to professional practice, within a reasonable time period;</li> <li>• the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws, when:</li> <li>• the Board has reasonable grounds for the belief that the member has failed to meet any applicable membership requirement(s) including, without limiting the generality of the foregoing, adherence to all provisions of the Corporation's Code of Ethics, Standards of Practice or written policies (as these may be amended from time to time);</li> </ul>	<ul style="list-style-type: none"> <li>• the member fails to pay his or her annual dues within thirty (30) days of when the dues are payable;</li> <li>• the member who is an Inactive Member has failed to meet the requirements imposed by the Board, on the recommendation of the Committee responsible to determine whether the Inactive Member has demonstrated current knowledge, skill, judgement and ability sufficient for re-entry to professional practice, within a reasonable time period;</li> <li>• the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws, when:</li> <li>• the Board has reasonable grounds for the belief that the member has failed to meet any applicable membership requirement(s) including, without limiting the generality of the foregoing, adherence to all provisions of the Corporation's By-Laws, Code of Ethics, Standards of Practice or written policies (as these may be amended from time to time);</li> </ul>	
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**MOTION TO BE PASSED BY THE MEMBERS**

1. Bylaw Number 3, being a bylaw relating generally to the transaction of the affairs of the Corporation, amended as set out in these materials, attached as recommended and presented by the Board is hereby confirmed as a bylaw of the Corporation;
2. Bylaw Number 3 shall be submitted to the Minister of Innovation, Science and Economic Development;
3. The President and the Secretary-Treasurer of the Corporation (the "Authorized Signatories") be and are hereby authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing,

including without limitation the execution and delivery to the Minister of Innovation, Science and Economic Development of Bylaw Number 3; and

4. The Authorized Signatories be and are hereby authorized and directed to make such technical changes in the Bylaw Number 3 as may be required by the Minister of Innovation, Science and Economic Development, with no further recourse to the Board of Directors or members to approve or confirm such changes, and any such amendments made by such Authorized Signatories shall be conclusive evidence of the need to make such amendments and are hereby ratified, sanctioned and approved.