

**BY-LAWS OF THE ONTARIO FEDERATION OF
OSTEOPATHIC PROFESSIONALS**

BY-LAW NO. 1

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ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law, the following words and phrases shall have the following meanings:

- (a) "Act" means the *Canada Corporations Act*, as amended from time to time, and where the context requires, includes the regulations made under it.
- (b) "Board" means the board of directors of the Corporation.
- (c) "By-law" means a by-law of the Corporation.
- (d) "Corporation" means the Ontario Federation Of Osteopathic Professionals, a non-profit corporation incorporated under the laws of Canada.
- (e) "Director" means a voting member of the board of directors.
- (f) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation.

1.2 Interpretation

This By-law shall be interpreted in accordance with the following unless the context otherwise requires:

- (a) All terms which are contained in the By-laws of the Corporation and which are defined in the Act or the regulations made thereunder, shall have the meanings given to such terms in the Act or the regulations thereunder.
- (b) The use of the singular number shall include the plural and vice versa. The use of gender shall include masculine, feminine and neuter genders. The word "person" shall include an individual, a trust, a partnership, a body corporate or public body, an association or other incorporated or unincorporated organization or entity.
- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be taken into account in construing the By-laws.
- (d) Any reference to any law, by-law, rule, regulation, order or act of any government, governmental body, or other regulatory body shall be construed as a reference to that law, by-law, rule, regulation, order or act as amended or re-enacted from time to time, or to any successor thereto.

ARTICLE 2 NAME, LOCATION, SEAL

2.1 Name

The name of the Corporation is the "Ontario Federation Of Osteopathic Professionals".

2.2 Location

The head office of the Corporation shall be located in Toronto, Ontario, or in such other location as may be determined by a resolution of the Board.

2.3 Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt. The seal shall be entrusted to the secretary of the Corporation for its use and safekeeping.

ARTICLE 3 OBJECTS

3.1 Objects

The objects of the Corporation shall be:

- (a) to promote the practice of osteopathic health care in the province of Ontario;
- (b) to set standards of practice for osteopathy in Ontario in order to protect the public;
- (c) to seek public support in Ontario for the enactment of legislation by the government dealing with the regulation of the practice of osteopathy in Ontario under the *Regulated Health Professions Act, 1991*;
- (d) to make representations and submissions to the Health Professions Regulatory Advisory Council and the Government of Ontario for the enactment of such legislation;
- (e) to represent the members and to advocate the position of the members before administrative tribunals, health institutions, other professional organizations, the Ontario Ministry of Health, the provincial and federal governments and to the public;
- (f) to provide continuing educational programs in order to advance the knowledge of osteopathy in Ontario; and
- (g) to promote the common interest and activities of the members of the Corporation.

ARTICLE 4 MEMBERSHIP

4.1 Admission

Members of the Corporation shall be those individuals who have met the qualifications listed below and who have been admitted to membership by resolution of the Board. Membership shall be for one calendar year, from 1 January to 31 December.

4.2 Qualifications

Every member shall:

- (a) be a graduate of a Canadian osteopathic college approved by the Board, or
- (b) be a graduate of an osteopathic college or other educational institution considered by the Board to be equivalent to a Board approved osteopathic college, or
- (c) be a student at an institution in Ontario providing an osteopathic education approved by the Board, and
- (d) be admitted to membership by resolution of the Board.

4.3 Categories of Membership

(a) Active members shall:

- (i) be a graduate of a Board approved Canadian osteopathic college or a student at an institution in Ontario providing an osteopathic education approved by the Board;
- (ii) be admitted to membership by resolution of the Board; and
- (iii) have paid the annual membership fee to the Corporation.

Active members may vote, hold office, serve on committees and in other capacities as the Board deems useful or necessary.

(b) Affiliate members shall:

- (i) be a graduate of an osteopathic educational institution in a jurisdiction other than Canada, whose educational programme has been approved by the Board;
- (ii) be admitted to membership by resolution of the Board; and
- (iii) have paid the annual membership fee to the Corporation.

Affiliate members may be appointed to committees but shall not have voting rights. They may apply for active membership if they are a Canadian citizen.

(c) Supporting Members

In addition, the Board may, at its discretion, maintain a list of persons who are not members but who are interested in the objects of the Corporation and who make annual contributions equal to the fees paid by active and affiliate members. Such persons shall be called supporting members. They shall have no rights or privileges of membership, but shall be entitled to any notice, publications or reports on the same basis as active and affiliate members.

(d) Amendments to Membership

Membership criteria and categories may be amended by a special resolution of the Board passed by at least two-thirds (2/3) of the votes cast at a meeting called for such purpose.

4.4 Membership Dues

- (a) Membership dues shall be established by resolution of the Board and members will be notified in writing of the amount and date payable.
- (b) Any member who is delinquent in paying dues for a period of thirty (30) days from the time dues are payable shall have his or her membership terminated.
- (c) All dues shall be non-refundable.
- (d) Persons who have had their membership terminated may be reinstated upon payment of a reinstatement fee in additions to their dues. The Board shall from time to time determine the reinstatement fee.

4.5 Termination of Membership

Membership in the Corporation is not transferable, and shall lapse and cease to exist:

- (a) upon death of the member;
- (b) when the member ceases to be a member by resignation;
- (c) when the member has failed to pay his or her annual dues within thirty (30) days of when the dues are payable;
- (d) when in accordance with the terms of the By-laws, a resolution is passed to remove the member by the board of Directors; or
- (e) when the member's period of membership expires, provided, however, that the membership of any Director shall not be terminated unless such Director has first been removed as a Director pursuant to section 6.6 of this By-law.

ARTICLE 5 MEETINGS OF MEMBERS

5.1 Annual Meeting

Within eighteen (18) months of incorporation, the first annual meeting of members shall be held at such a date, time and place within Ontario as determined by the Board. Subsequent annual meetings will be held within fifteen (15) months of the previous annual meeting. The comparative financial statements, auditor's report and a report of the affairs of the Corporation shall be presented to the members at each annual meeting of members.

5.2 General Meetings

Other general meetings of members may be held by order of the President or the Board at any date, time and place in Ontario. In addition, the President shall call a general meeting upon receipt of a written request of no less than five percent (5%) of members entitled to vote at such meeting.

5.3 Notice

- (a) At least thirty (30) days' written notice of the annual meeting or a general meeting shall be sent by pre-paid mail to each member and the auditor at their last known address. This notice will state the day, time, place and general nature of the business to be transacted at the meeting.
- (b) The accidental omission to give notice of any meeting, or the non-receipt of any notice by any member, shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
- (c) Notice of any meeting of members shall include a statement of the right of such a member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting.
- (d) Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

5.4 Proxies

At any meeting of members, a person may hold no more than two (2) proxies.

5.5 Chair

In the absence of the President, the members present at any meeting of members shall appoint another Director to act as chair of the meeting. If no Director is present or if all Directors present

decline to act as chair, the members shall choose one of their number to chair the meeting.

5.6 Voting

- (a) Each active member present at a general meeting shall have the right to exercise one vote.
- (b) Votes will be cast by hand held voting card, handed out at the door to each member and for each signed proxy notice. Every question submitted to any meeting of members shall be decided by a majority of votes.
- (c) The chair shall have a vote.
- (d) If voting results in a tie, the motion will be defeated.
- (e) A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

5.7 Quorum

A quorum for the transaction of business at any meeting of members shall consist of the presence in person of ten percent (10%) of active members.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Composition

- (a) The Corporation shall be governed by a Board consisting of Directors.
- (b) The persons named in the Letters Patent shall be the first Directors of the Corporation until the first annual meeting of members at which time their successors shall be elected.

6.2 Qualifications of Directors

- (a) Every Director shall be an active member in good standing of the Corporation.
- (b) No undischarged bankrupt shall become a Director.

6.3 Manner of Election and Term

- (a) The Directors shall be elected by ballot by the members of the Corporation at annual meetings.

- (b) There may be nominations for Directors from the floor at the annual meeting. All nominees shall be consulted as to their willingness to serve before their names are placed in nomination.
- (c) At subsequent annual meetings the expired terms will be filled by elections for two (2) year terms.
- (d) In the case of a tie vote, the final decision shall be decided by lot, conducted by the chair of the meeting.
- (e) No person may be a Director for more terms than will constitute twelve (12) consecutive years of service, provided however that following a break in continuous service of at least one (1) year, the same person may be re-elected as a Director.

6.4 Student Representatives

Osteopathic students may serve as student representatives for one-year terms of office. They shall be entitled to attend all regular and special meetings of the Board and enter into discussions on any matters before the Board, but shall not have the right to make motions or to vote. The student representatives will serve as a liaison between the Board and osteopathic students. There will be no fewer than three (3) student representatives and no more than six (6). They will be elected by the students who they represent. The numbers and the constituencies of the student representatives will be determined by the Board from time to time.

6.5 Authority of Board

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation so long as such powers, acts or things are not, by the By-laws, a resolution or by statute, required to be exercised or done by the Corporation at a meeting of members. Further, the Board:

- (a) is responsible for the governance and management of the Corporation;
- (b) shall delegate the management of the day-to-day affairs of the Corporation to the Executive Committee;
- (c) shall have power to authorize expenditures on behalf of the Corporation and from time to time may delegate, by resolution, to an officer of the Corporation, the right to employ and pay salaries to employees;
- (d) shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe;
- (e) may by special resolution from time to time:
 - (i) borrow money on the credit of the Corporation;

- (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes, or other like liabilities whether secured or unsecured of the Corporation); and
- (iii) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable, or immovable property of the Corporation to secure any debt obligations, or other debt or liability of the Corporation;
- (f) shall take such steps to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the purposes of the Corporation; and
- (g) may appoint agents and engage employees as required from time to time. Such persons shall have such authority and shall perform such duties as prescribed by the Board.

6.6 Vacancy and Removal

- (a) A person ceases to be a Director:
 - (i) if he or she becomes a bankrupt;
 - (ii) if he or she is found by a court to be mentally incompetent or of unsound mind;
 - (iii) if by, notice in writing to the president of the Corporation, he or she resigns his or her office; or
 - (iv) if he or she ceases to be an active member.
- (b) The active members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of the members of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his or her term; and may, by majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of the term.
- (c) In the event of any vacancy on the Board however caused (except by an increase in the number of Directors), the Directors may fill such vacancy, so long as there is a quorum of Directors, and any Director appointed to fill such vacancy shall hold office for the remaining unexpired term of the Director who caused such vacancy; otherwise, such vacancy shall be filled at the next meeting of members.

6.7 Appointments

The president may appoint two (2) affiliate members to serve as advisors to the Board. Such advisors shall be entitled to attend all regular and special meetings of the Board and to enter into

discussions on any matters before the Board, but shall not have the right to make motions or vote.

6.8 Remuneration of Directors

The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

ARTICLE 7 MEETINGS OF DIRECTORS

7.1 Place of Meetings and Notice

- (a) Meetings of the Board may be held at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the president or any three (3) Directors at any time by giving notice to the secretary who shall then give notice to the Directors.
- (b) Notice of any meeting of the Board shall be delivered by mail, telephone (voice or facsimile) or E-mail not less than fourteen (14) days before the meeting is held.
- (c) No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting.
- (d) Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.
- (e) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

7.2 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a specified place and hour and a copy of this information shall be sent to each Director, and no other notice shall be required for any such regular meetings.

7.3 Special Meetings

Special meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived formal notice to such meeting being held in their absence.

7.4 First Meeting of Board Immediately Following Annual Meeting of Members

For the first meeting of the Board to be held immediately following the election of Directors at an annual meeting of the members, no notice need be given to the new Directors.

7.5 Telephone Participation

If all of the Directors consent, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other.

7.6 Quorum

A quorum at any meeting of the Board shall be a majority of the Directors.

7.7 Voting

- (a) Voting rights of a Director shall not be delegated to another nor exercised by proxy.
- (b) Questions arising at any meeting of the Board shall be decided by a majority of votes.
- (c) The president will have a vote.
- (d) If voting results in a tie, the motion will be defeated.

7.8 Chair

The president shall, when present, preside at all meetings of the Board and of the members. In the absence of the president at a meeting of the Board, the Directors present shall choose one (1) of their numbers to chair the meeting.

ARTICLE 8 OFFICERS

8.1 Officers

- (a) The president, two (2) vice-presidents, the secretary and the treasurer shall be appointed annually from and by the Board.
- (b) The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- (c) The Board may delegate all or any duties of an officer to any other officer in the event of absence or inability of an officer to act.

8.2 Remuneration of Officers

- (a) Members of the Corporation shall not receive remuneration for serving as officers. The Board may fix the remuneration, if any, to be paid to officers of the Corporation for those officers who are not members of the Corporation.
- (b) All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the duties of their respective offices.

8.3 Duties of Officers

- (a) The president shall:
 - (i) chair all meetings of the Board and of the members;
 - (ii) have general supervision of the affairs of the Corporation;
 - (iii) be an ex-officio member of all standing committees;
 - (iv) be an ex-officio member of all special committees;
 - (v) if appropriate, delegate to a vice-president the ex-officio membership on any one (1) or more of the special or standing committees;
 - (vi) represent the Corporation at public and official functions;
- (vii) sign such documents as require his or her signature;
- (viii) be responsible for appointing Directors to committees where committee membership has not otherwise been provided for in the By-laws of the Corporation; and
- (ix) perform such other duties as may from time to time be determined by the Board.
- (b) In the absence of or inability of the president to act, one (1) of the vice-presidents shall be elected by the Board to act and perform all the duties of the president. The vice-president shall perform such other duties as may from time to time be determined by the Board.
- (c) The secretary shall:
 - (i) when present act as secretary of all meetings of the Board and members;
 - (ii) have charge of the minute books of the Corporation and the documents and registers referred to in the Act; and
 - (iii) have such other powers and duties as may from time to time be determined by the Board.
- (d) The treasurer shall:

- (i) have the care and custody of all the funds and securities of the Corporation and deposit the same in the name of the Corporation in financial institutions as directed by the Board;
- (ii) ensure that an accurate accounting is made of all monies, credits, or properties of any and every nature which may come into the possession of the Corporation and all disbursements;
- (iii) ensure all dues, assessments, and other monies due to the Corporation are collected;
- (iv) sign such documents as require his or her signature;
- (v) periodically make reports to the Board;
- (vi) serve under bond in an amount to be determined by the Board; and
- (vii) have such other powers and duties as may from time to time be assigned to him or her by the Board.

8.4 Removal and Vacancy

- (a) All officers shall be subject to removal by resolution of the Board at any time with or without cause.
- (b) If the office of the president, vice-president, secretary or treasurer shall become vacant by reason of death, resignation, disqualification or otherwise, the Board shall elect one (1) of the Directors to fill the vacancy.

8.5 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred while acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 9 COMMITTEES

9.1 Establishment of Committees

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing committees:
 - (i) Executive Committee;
 - (ii) Governance Committee; and

- (iii) Registration Committee.
- (b) Special committees may be established by the president, with the approval of the Board from time to time, for such objects and purposes and with such powers as may be determined by the Board. The objects, purposes and powers of special committees shall be set out in administrative policies. Committee members including the chair shall be appointed by the president and approved by the Board.
- (c) The president may appoint with the approval of the Board, additional active members, affiliate members or Directors to any standing or special committees.

9.2 Executive Committee

The Executive Committee

shall: (a) consist of:

- (i) the president;
 - (ii) two (2) vice-presidents;
 - (iii) the secretary; and
 - (iv) the treasurer; and
- (b) conduct the business of the Corporation between meetings and report to the Board.

9.3 Governance Committee

The Governance Committee

shall:

- (a) consist of at least:
 - (i) the president;
 - (ii) the immediate past president or a Director if there is no immediate past president; and
 - (iii) two (2) other Directors;
- (b) assume responsibility for orientation and education of new Board members and the ongoing education of existing Board members;

- (c) establish, maintain and evaluate structures, polices and processes which will improve Board functioning;
- (d) develop performance indicators and implement monitoring practices to evaluate the performance of the Board and Board members;
- (e) develop and recommend By-law changes to the Board for approval;
- (f) report to the Board on matters concerning tenure of Directors and ongoing succession planning for officer positions of the Board;
- (g) report to the Board the names of those persons whom it feels appropriate to nominate for election to the Board at the annual meeting to fill any vacancies on the Board; and
- (h) perform such other duties as may be directed by the Board.

9.4 Registration Committee

The Registration Committee

shall: (a) consist of at least:

- (i) the immediate past president or president if there is no past president; and
- (ii) two (2) other Directors;
- (b) annually review policies regarding membership qualifications and categories and present this to the Board for approval at least two (2) months before the annual meeting of the Corporation;
- (c) maintain a list of osteopathic institutions in the world and their standards of education;
- (d) review applications of persons who do not meet the categories outlined in the By-laws and make recommendations to the Board regarding such applications; and
- (e) perform such other duties as may be directed by the Board.

ARTICLE 10 FINANCE

10.1 Financial Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

10.2 Auditors

The members of the Corporation shall appoint an auditor at each annual meeting to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The auditor shall make such examinations as will enable the auditor to report to the members. The remuneration of the auditor shall be fixed from time to time by the Board.

10.3 Cheques, Drafts, Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the treasurer and another Director designated from time to time by the Board for this duty.

10.4 Executions of Documents

- (a) Documents requiring the signature of the Corporation shall be signed by the president and the treasurer.
- (b) The Board may appoint from time to time a person and a Director on behalf of the Corporation to sign specific documents.

ARTICLE 11 Rules of Order

11.1 Rules of Order

Any question or procedure at or for any meeting of the Corporation, the Board, or any committee, which has not been provided for in this By-law or in the Act or regulations made thereunder, shall be governed by the rules of procedure set out in the "Procedures for Meetings and Organizations".

ARTICLE 12 CONFLICT OF INTEREST

12.1 Conflict of Interest

No member of the Board, nor the spouse, dependent, child, parent, brother or sister, nor person living in the same household of a member of the Board shall enter into any business arrangement with the Corporation in which he or she is interested directly or indirectly, except:

- (a) on a written and competitive sealed quotation basis; and
- (b) directors must declare any such conflicts of interest and refrain from voting thereon.

The chair of any meeting of the Board or of any committee of the Board shall request any Director who has declared an interest in any business or other financial arrangement with the

Corporation which is being discussed, to absent himself or herself during the discussion of and the vote upon the matter, and the event shall be recorded in the minutes.

ARTICLE 13

INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

13.1 Indemnities to Directors, Officers and Others

Every Director, officer or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from and against,

- (a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own wilful neglect or default.

13.2 Idem

No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation as a result of the execution of the duties of such Director's, officer's or Employee's respective office or trust or in relation thereto unless the same shall happen by or through such Directors or officer's own wrongful and wilful act or through his or her or her own wrongful and wilful neglect or default.

13.3 Idem

The Directors shall not be under any duty in respect of any contract, act or transaction, except such as shall be submitted to and authorized and approved by the Board.

13.4 Idem

If any Director or officer is employed by or performs services for the Corporation otherwise than as a Director or officer or is a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a Director or officer of the Corporation shall not disentitle such person or such company from receiving proper remuneration for such services.

ARTICLE 14 Legal Counsel

14.1 Legal Counsel

The president of the Corporation with the approval of the Board may appoint legal counsel from time to time. Such legal counsel's services shall not be used by any member, officer or committee without the prior written consent of the Board.

ARTICLE 15 DISTRIBUTION OF ASSETS ON DISSOLUTION

15.1 Distribution of Assets on Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property or part thereof shall be disposed of to another organization or organizations whose objects are similar to those of the Corporation.

ARTICLE 16 AMENDMENTS

16.1 Amendments

By-laws of the Corporation may be enacted, repealed or amended by a resolution of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting called for such purpose, provided that the enactment, repeal or amendment shall not be acted upon until the approval of Industry Canada has been obtained.

Enacted as By-law No. 1 this 09 day of November, 2009.

Jacob Brainis President of OFOP

Natalia Sattarova Secretary of OFOP