

CONSTITUTION

ADULT PROTECTIVE SERVICES ASSOCIATION OF ONTARIO **INCORPORATED**

1. The Corporation will be called "The Adult Protective Services Association of Ontario" hereafter referred to in this document as A.P.S.A.O.

2. The purpose of the APSAO is:
 - a) To provide a mechanism for advocacy on behalf of people supported by it's members (Section 3.La) by acting as a collective voice and lobbying group.

 - b) To provide a professional support system for its members by:
 - 1) offering professional development opportunities.
 - 2) establishing a professional identity on a regional and provincial level.
 - 3) providing orientation to new and potential new members as to structure and purpose of the A.P.S.A.O.
 - 4) offering verbal and written support to an individual and/or groups who advocate on behalf of our client population with agencies or a Provincial Ministries.
 - 5) acting as a political lobbying group to effect systems changes.
 - 6) providing a current Directory of Adult Protective Service Workers and other similar mandated positions in Ontario.

3. In the document and in all other documents of the A.P.S.A.O. hereafter passed, unless the context otherwise requires. Words importing masculine gender will include the feminine gender, as the case may be, and vice versa and reference to persons will include firms and corporations.

PART 1 - FORMALITIES

1.1 Head Office

- a) The head office of the APSAO will be located within the province of Ontario.
- b) The APSAO may establish and maintain, in addition to its head office, other offices as the Board of Directors may determine from time to time.

1.2 Seal

See Appendix 1 for APASO Seal. **PART 2 -**

STRUCTURE AND ORGANIZATION

- 2.1 The Province of Ontario will be divided into no more than five(5) and no less than three(3) Regional Chapters. These Chapters may be geographically reviewed and revised by a 2/3rd-majority vote of the members at large at an Annual General Meeting or General Meeting of the members subject to 30 days written notification to all members of intent.
- 2.2 Each Chapter will be geographically divided into areas and will duly elect a Chairperson, Vice-chair (optional), Treasurer, Secretary, two provincial representatives at the annual conference.
- 2.3 Two provincial representatives from each Regional Chapter will assume a seat on the Provincial Board of Directors, which is responsible for governing the APSAO.
- 2.4 The Regional Chapter boards and members operate under the jurisdiction of the Provincial Board of Directors.

PART 3 - MEMBERSHIP

3.1 Who May Be a Member

There will be two categories of members:

- a) **Voting Members** - persons who are actively employed as an Adult Protective Service Worker, and other titled positions which adhere to the same mandate specifically supporting people with a developmental disability, who live in the community, and such supervisors who carry an active caseload. Membership dues must be paid in full in order to exercise the privilege of voting at any general or annual meeting of the members.
- b) **Non - voting Members** - may be of the following categories: **Associate Member** - a membership of a person who is not actively employed as an Adult Protective Service Worker or similar mandated position. This person may or may not be a consumer of Adult Protective Services. **Honourary Member** - a person who has been awarded a lifetime status by the majority of the voting members at an Annual General Meeting.

3.2 Voting Rights of Members

Every member has only one vote at every general or annual meeting of the members, either personally or by proxy provided that no member holds more than two proxies and all membership dues are paid in full.

3.3 Membership Dues

- a) The Provincial Board of Directors may set membership dues.
- b) Before any changes in the amount of dues becomes effective, the Provincial Board must give official notice to each member 30 days prior to a general or annual meeting. The members must approve the amount of the dues at the meeting by a two-thirds majority of the votes cast.
- c) Membership dues will be due and payable on June 30 of each year effective for the following calendar year.
- d) Membership dues will be payable directly to the Membership Secretary of the Provincial Board of Directors.

- e) The Membership Secretary will give members notice of the dues payable. If a member does not pay the dues within sixty days of receiving a notice that person automatically ceases to be a member. That person can be reinstated as a member upon payment of dues owing.

3.4 **Liability of Members**

Members are not liable or responsible for any act, debts or obligations of the APSAO or for any claims, injuries, losses, transactions or other things relating to the APSAO.

3.5 **Revocation of Membership**

As the A.P.S.A.O. is neither an employer, accredited nor a union in whole or in part, the Board of Directors will have no right to revoke any membership of the APSAO except if the person ceases to meet the criteria of 3.1.a.

3.6 **Resignation of Membership**

- a) To resign, a member should give notice of the resignation to the Membership Secretary of the Board of Directors.
- b) The Provincial Board will accept the member's resignation at the next Board meeting following receipt of the notice.
- c) A resignation is effective on acceptance by the Provincial Board.
- d) A person who has resigned his/her membership or has had it revoked (3.1 .a) is still liable to the APSAO for any dues or other debts he or she owed the APSAO while a member.

PART 4 - THE PROVINCIAL BOARD OF DIRECTORS

4.1 **Who May Be a Director**

- a) Any member in good standing may be a director.
- b) A person who is not a member in good standing may be nominated as a Director and must meet the criteria of 3.1 .a prior to the election.
- c) A director who ceases to be a member ceases to be a director.
- d) A director must be at least 18 years of age.

4.2 Number and Quorum of Directors

- a) The Provincial Board of Directors will consist of a minimum of nine(9) to a maximum of fifteen(15) directors including Offices of Chairperson, Vice-chairperson, Treasurer, Secretary and Membership Secretary.
- b) A quorum of the Provincial Board of Directors will be a majority of the Directors including the Officers but excluding the Chairperson except in the case of a tie where upon the Chairperson will vote to break the tie.

4.3 Election of Provincial Board

- a) Refer to PART 2 Structure and Organization
- b) The Provincial Board of Directors will appoint from within itself, at its first meeting, which will take place no less than 60 days after the Annual General Meeting, a Chairperson, Vice-Chairperson, Treasurer, Secretary and a Membership Secretary who will be known as the Officers of the APSAO.
- c) A director holds office until the next Annual General Meeting or until a successor is elected or appointed.
- d) Resignation of a directorship will follow as in Section 3.6.

4.4 Meetings of the Provincial Board

- a) **Quorum Needed** - The Board will transact the business of the APSAO only at meetings Adhere a quorum (51 %) of directors is present.
- b) **Place of Meetings** - The Board may hold its meeting where it wishes provided the meetings are held within Ontario, Canada.
- c) **Regular Meetings** - The Board of Directors will meet at least quarterly and these meetings are open to voting members. No notice need be given for such regular meetings providing a place. Date and time are set and noted in the minutes of the previous meeting.
- d) **Special Meetings**
 - 1) Special meetings of the Board may be called by the Officers of the Board on request of any two Officers and/or directors.

- 2) Notice of such a meeting may be communicated to each director personally or by telephone, email, fax or hand delivery at least one day before the proposed meeting or by mail provided that the notice is posted five working days prior to the proposed meeting.
- 3) Business of the APSAO may be transacted via a teleconference provided that 51% of the Directors participate.

e) **Extra Meetings**

- 1) The directors may hold a meeting immediately after the Annual General meeting of the APSAO without having to give formal notice.
- 2) If all the directors are present or if those absent consent to a meeting being held in their absence the directors may hold a meeting without having to give formal notice.

Voting

- a) Motions will be carried by a majority vote (51%> of votes cast) subject to Section 4.4.a. Voting will be by a show of hands, or if requested, by ballot.
- b) The Chairperson may vote only in the case of a tie.

Powers of the Board - Transactions

Contracts -

- 1) The Directors may administer and run the APASO business in all respects and may enter into contracts on behalf of the APASO and do any other acts authorized by its letter of patent or constitution.
- 2) Any two Officers of the APSAO may enter into contracts on behalf of the APSAO.
- 3) Contracts required by law to be under seal, such as long-term leases and real estate transactions may be made on behalf of the APSAO under the APSAO seal.
- 4) Contracts in waiting are not required to be under seal, may be signed by any person authorized to enter into contracts on behalf of the APSAO. The person or persons so signing should sign their names and write beside it "on behalf of the Adult Protective Services Association of Ontario."
- 5) Business transacted by tele-fax will be considered legal.

- 6) The Treasurer and one other Officer as appointed by resolution will be considered signing officers of the APSAO specific to financial transactions.
- 7) Any two officers of the APSAO have the power to sign contracts on behalf of the APSAO subject to approval of the Provincial Board of Directors.

Resolutions

- 1) The Board will carry on its business by resolution moved, seconded and carried by a majority of the votes cast (51%).
- 2) The Chairperson will count the votes on a resolution and declare it carried or defeated.
- 3) The Secretary will keep an accurate record of the minutes of all meetings including the Annual General Meeting, which will include all resolutions, passed. A record of the votes for and against does not need to be made, except, at the call of a director.
- 4) A declaration by the Chairperson that a resolution has passed and an entry to that effect in the minutes will be admissible in evidence as Prima facie proof that the resolution has passed.

Cheques and Bank Accounts

The Board of Directors may appoint any two officers of the APSAO to be signing officers for any of the bank accounts of the APSAO.

Borrowing

- 1) The Directors may from time to time:
 - borrow money on the credit of the APSAO
 - issue, sell or pledge securities of the APSAO;
 - charge, mortgage, hypothecate or pledge all or any of the real or personal property of the APSAO, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt, or any other obligation, liability of the APSAO, subject to the terms of the Letters Patent and Supplementary Letters Patent of the APSAO.

- 2) No such borrowing power is effective until it has been confirmed by a majority vote cast at a meeting of the Board of Directors called to consider said Section.
- 3) The directors may authorize any Director or Officer to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.

Remuneration of Directors

Limited funds within the APSAO budget will be provided for expenses as designated by the Board of Directors. The Board of Directors will receive no remuneration.

Vacancies

- a) As long as there is a quorum of directors, they may appoint from within, any director to fill the vacated Office(s) of the Provincial Board of Directors until the next Annual General Meeting.
- b) Each Regional Chapter will be responsible for ensuring that they are represented on the Provincial Board of Directors via the positions of elected two Provincial representatives. (PART 2)
- c) If there is no quorum of directors in office, then the remaining directors must contact the Regional Chapters in writing to inform them that the positions of Chapter Chairperson and/or Provincial Representative(s) must be filled.
- d) If, following 4.8.C, no response is received within thirty days, the remaining directors must call a general meeting as soon as possible to fill the vacancies by election. If there are no directors left in office or the remaining directors fail or refuse to call such a general meeting, any member may call the general meeting in writing to its members.

Removal of Directors

- a) The members may revoke any director or Officer by a two-thirds majority of votes cast at a general meeting and may elect by a simple majority vote, within the Regional Chapter member, a new director to replace the director removed.

- b) Notice must be given by at least 10 days prior to a meeting to the members before a general meeting of intention to remove a director.

4.10 **The Position of Director/Officer of the APSAO will be Vacated if:**

- a) He/she is found to misrepresent the financial status or administers the funds of the APSAO without a formal resolution passed as stated in PART 4, Section 6.
- b) He/she ceases to be a member of the APSAO.
- c) He/she misses two consecutive General Board meetings. The Secretary of the Provincial Board must contact the Regional Chapter Board of the member to advise of absenteeism. Said Regional Chapter Board is thereafter responsible for rectifying the situation. Absenteeism does not include regrets.

4.11 **Legal requirements**

- a) The APSAO must keep with the Secretary:
 - 1) Approved minutes of all meetings of the Board of directors, general and annual meetings of the members.
 - 2) Copy of the letters' patent and any supplementary letters patent.
 - 3) Copy of the constitution and all BY-LAWS or special resolutions.
 - 4) Membership information as provided by the Membership Secretary.
- b) The APSAO must keep with the Treasurer a proper book of accounts and financial transactions including but not limited to:
 - 1) All money spent or received by the APSAO including when, where and how the money was spent or received.
 - 2) All sales and purchases by the APSAO.
 - 3) All assets and liabilities of the APSAO.
 - 4) All other transactions affecting the financial position of the APSAO.
 - 5) An annual financial statement reviewed by an independent body, duly motioned and accepted at the Annual General Meeting.

- 6) The Treasurer must provide updated financial statements to the Executive at every Executive meeting.
- c) The APSAO must keep with the Membership Secretary a current list of members of the APSAO.

4.12 Minutes

- a) The minutes of the previous meeting of the Board will be approved at the next board meeting.
- b) Once the minutes are approved, the minutes are admissible in evidence as prima facie proof of the proceedings of the APSAO.
- c) The minutes of an annual meeting of the members will be approved at the next general or annual meeting of the members and Section 4.12.b, above is to be followed.

PART 5 - OFFICERS OF THE APSAO

5.1 Officers

- a) The Officers of the APSAO will be the Chairperson, Vice-Chairperson, Treasurer, Secretary and Membership Secretary.
- b) The Chairperson must have served at least one year as a Director or other Officer prior to assuming the Chair.
- c) Each Officer will serve for a two-year term or more.

5.2 Duties of the Chairperson

- a) The Chairperson will oversee the general management and administration of the APSAO and its business.
- b) The Chairperson will chair the meeting of the Provincial Board of Directors as well as the Annual General Meeting and/or any general meeting of the members.

- c) The Chairperson will prepare a written report of actions of the Board for presentation at the Annual General Meeting.
- d) The Directors may give other duties and powers to the Chairperson from time to time.

5.3 Duties of the Vice-Chairperson

- a) The Vice-Chairperson will assist the Chairperson in the performance of his/her duties.
- b) The Vice-chairperson will preside as Chairperson in the absence of the Chairperson or at the request of the Chairperson.
- c) The Vice-chairperson will oversee and ensure members are receiving such information as is pertaining to the APSAO.
- d) The directors may give other duties and powers to the Vice-Chairperson from time to time.

5.4 Duties of the Secretary

- a) The Secretary will keep the corporate seal and all the books, records correspondence, contracts and other papers of the APSAO.
- b) The Secretary will keep the Minutes of all Provincial Board Annual General or General Meetings.
- c) The Secretary will give all required notices to the members, directors and officers of the APSAO.
- d) The Secretary will prepare a written report for presentation at the Annual General Meeting. This will include number and dates of Provincial Board Meetings as well as a list of correspondence.
- e) The Secretary will keep all records as indicated in PART 4.11 .a.
- f) The Directors may give other duties and powers to the Secretary from time to time.

5.5 Duties of the Treasurer

- a) The Treasurer will keep a full and accurate account of all receipts and disbursements of the APSAO.
- b) The Treasurer or delegate will deposit all monies or valuables belonging to the APSAO in the bank or banks names by the Directors under the name of A.P.S.A.O. Provincial Board of Directors.
- c) The Treasurer will deposit pay out money as directed by the Board of directors by resolution.

- d) The Treasurer will give a financial report at each meeting of the Board and a full financial statement at the Annual General Meeting.
- e) The Treasurer will ensure that the financial records of the APSAO are reviewed on an annual basis by a body independent of the APSAO.
- f) The Treasurer will keep all records as indicated in PART 4.11 .b.
- g) The directors may give other duties or powers to the Treasurer from time to time.

5.6 Duties of the Membership Secretary

- a) The Membership Secretary will collect from each member, before July 1, dues payable to the APSAO.
- b) The Membership Secretary will notify by mail or by electronic transmission (email), all members and prospective members in the Province of Ontario who have not forwarded dues as of July 1.
- c) The Membership Secretary shall keep full and accurate accounts of all members of the APSAO.
- d) The Membership Secretary will, upon receipts of dues, distribute the Orientation kits and the Membership Directory to all members
- e) The Membership Secretary will transfer all monies received to the Treasurer of the APSAO.
- f) The Membership Secretary will prepare a report for presentation at the Annual General Meeting of the status of membership as of said meeting.
- g) The directors may give other duties or powers to the Membership Secretary from time to time.

Duties of Directors Without Portfolio

- a) All other Directors will attend the Provincial Board of Directors for the purpose of:
 - 1) Transacting the business of the APSAO.
 - 2) Addressing concerns of Regional Chapters.
 - 3) Reporting to their respective Regional Chapters all decision and actions of the Provincial Board of Directors.
- b) All other Directors will perform others duties as requested by a majority vote resolution of the Board of Directors.

Part 6 - ANNUAL GENERAL MEETING

6.1 Time and Place

- a) Annual General Meetings will be held during the Annual Conference of A.P.S.A.O. or, in the absence of said Conference, in the fall.
- b) The exact time, date and place of the Annual General Meeting will be determined by the Fall Conference Committee and will be listed as part of the Agenda of the Annual Fall Conference. In the absence of said Conference, the Board of Directors will notify each member, at least thirty days prior, of time, date and place of the Annual General Meeting.
- c) Any Special meetings of the General membership will require at least ten working days notice, to be mailed, and/or emailed, and/or tele-faxed, and/or telephoned to each member.

6.2 Calling General Meetings

- a) The Provincial Board of Directors may call a general meeting at any time subject to Part 6.1 .c.
- b) Members may request a General Meeting by presenting the Provincial Board of Directors with a petition that states the general business to be considered at the meeting. The petition must be signed by 25% of the members in good standing.

6.3 Voting at General and Annual General Meetings

- a) Only members who meet the criteria of Sections 3.7 may vote at general or annual meetings.
- b) Each member has only one vote and may vote by proxy, provided that no one member may hold more than two proxies.
- c) Voting will be by a show of hands unless a member requests a ballot in which case the vote will be by ballot.
- d) The members of the Board of Directors of the APSAO, excluding the chair, will receive a vote.
- e) A member may demand a recorded vote, even on a vote by ballot, in which case the Secretary will record the vote of each member or proxy in the minutes.

- f) A proxy need not be a member, provided that he or she may not represent more than two members. To vote, the proxy must deposit with the Secretary, a written statement from the absent member or members that he/she is their authorized proxy. A proxy may only vote on those issues, which have been specified on the above written authorization.

6.4 Chair of General and Annual General Meetings

- a) The chairperson of the A.P.S.A.O. will chair the General and Annual General Meetings.
- b) In the absence, or upon request of, the chairperson of the A.P.S.A.O., the Vice-chairperson will chair said meetings.
- c) If neither the Chairperson nor the Vice-chairperson is present within 15 minutes of an official and duly called General or Annual General Meeting, the Board of Directors will name, from amongst them, a presiding chair.

6.5 Quorum of General and Annual General Meetings

- a) A quorum of a General or Annual General Meeting will be 51% of members in good standing and present at the Annual General Meeting, subject to each part and section within the Constitution regarding the calling of Annual General Meetings for the purpose of establishing a quorum and voting.

6.6 Conduct of General and Annual General Meetings

- a) At any General or Annual General Meeting of the members subject to section 6.5, the members may consider and transact business of the APASO including the removal of a Director under section 4.9.
- b) At any General or Annual General Meeting of the members, Constitutional changes may be addressed subject to notification of the membership thirty days prior to the meeting. Refer to part 10.
- c) All motions must be submitted to the Chairperson of the Corporation prior to the meeting. No motions will be heard from the floor during the meeting except in the form of amendments and/or motions to accept minutes and reports.
- d) A majority of votes cast (51%) carries and motion unless otherwise specified in this Constitution.

- e) A two-thirds majority of votes cast will be necessary to pass Constitutional changes subject to Part 10.
- f) The Chair may only vote in the case of a tie.
- g) The Secretary will keep the minutes of the meeting. An entry in the minutes that the chairperson has declared a motion carried is admissible in evidence as prima facie proof that the motion passed. The Secretary must record the names of those for and against if requested by a member.

6.7 Business at Annual General Meetings

At every Annual General Meeting, in addition to any other business, the following must be considered:

- a) The Chairperson's report
- b) The Secretary's report
- c) The Treasurer's report
- d) The Membership Secretary's report
- e) The Treasurer's motion to appoint a reviewer of the financial records as distributed to the membership, for the previous year.
- f) The Treasurer's motion to accept the reviewed financial records as distributed to the membership, for the previous years.
- g) A report from each Regional Chapter Chairperson.
- h) Identification of Regional Chapter Boards of Directors.
- i) Identification of Provincial Board of Directors. Officer position to be filled at the first meeting of the Provincial Board of Directors. j) A motion to accept the minutes, as read and distributed to the membership of the previous Annual General Meeting. k) Appoint of Fall Conference Committee for the following year.

Part 7 - TECHNICALITIES

7.1 Notice by Mail

Notice by mail or electronic transmission (email) will be sent to the last address of the member, Director or Officer concerned as recorded in the APASO's Directory.

- a) No error or omission in giving notice of any meeting of Directors of members will invalidate the meeting or any proceedings at the meeting. However any person who failed to attend a meeting because of such an error or omission may re-open any matter considered at that meeting at the next meeting of the members of the Board.

- b) No error or omission in any proceedings of any meeting of Directors or members will invalidate the meeting or any of the proceedings at the meeting. However, any member or Director may re-open the proceedings affected at the next such meeting.

Part 8 - FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the APASO will terminate on the 30th of June.

Part 9 - DISSOLUTION OF THE APSAO

Part 10 - REPEAL AND AMENDMENT OF CONSTITUTION IN WHOLE OR IN PART

The Directors of the APSAO will have the power, from time to time to make an additional by-law or to repeal, amend or enact any by-law, but every such by-law and every such repeal, amendment or re-enactment will, unless in the meantime confirmed at a meeting of the members of the APSAO duly called for the purpose, have force only until the next Annual General Meeting of the members of the APSAO, and in default at and from that time only ceases to have force. The aforementioned also exists for any Constitutional changes. The membership will receive a thirty-day notice that the Board of Directors will be reviewing the Constitution or BY-LAWS for change and any specific change must be communicated to the membership before coming into effect until the next Annual or General Meeting. Any such changes will not come into effect until thirty days after specific notification.

Part 11 - STANDING COMMITTEES

There still be the following standing Committees that will report to the provincial Board of Directors:

a) **The Conference Committee**

This Committee will organize and manage the Annual Fall Conference of tile A.P.S.A.O. This committee will provide professional development for A.P.S.A.O. members. The committee will turn over financial records of the conference by March 31st of the following year.

b) **The Newsletter Committee (The Advocate)**

This committee will create and distribute a regular newsletter for the membership of the A.P.S.A.O.

c) **Ad Hoc Committee**

From time to time the Board of Directors will constitute a committee to deal with assigned tasks. The Chairperson of the Ad Hoc Committee will report to the Provincial Board of Directors.

Part 12 - Chapters

This provides the names of the Chapters which are as follows:

North Chapter
Southwest Chapter
Southeast Chapter
Central Chapter

APPENDIX 1

Herein affixed is the legal seal of the Adult Protective Services Association of Ontario Incorporated.

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BY-LAWS AND STRUCTURE

In the BY-LAWS and in all other of the Principal Association hereafter passed, unless the context otherwise requires, words importing and singular number of the masculine gender, will include the plural number or the feminine gender, as the case may be and vice-versa, and reference to persons will include forms and corporations. In the BY-LAWS and in all other BY-LAWS of the corporation, all references to "Association" will mean "ADULT PROTECTIVE SERVICE ASSOCIATION OF ONTARIO."

1. MEMBERSHIP

- A. There will be one type of membership in the Provincial Association. This will be a full membership.
- B. 1) Full members will be employed as Adult Protective Service Workers during the calendar year for which membership has been applied.
2) Chapter Associate and Honourary members will not have voting privileges in the Provincial A.P.S.A.O. of Ontario

C. Resignations and Expulsions

Members may resign by a written letter of resignation communicated to any officer of the Provincial Association. Such resignation will be effective upon acceptance thereof by the Executive of the Association.

In case of a resignation, a member will remain liable for payment of any dues payable by him to the Provincial Association prior to the acceptance of his resignation.

A majority of the whole Provincial Executive may terminate the membership of any member who has:

- 1) Failed to pay annual dues and fires within ninety days of notice, or
- 2) Acted in public in a manner prejudicial to the Association, or
- 3) Acted in a manner that does not conform to the standard of the Adult Protective Services Association.

2. FEES AND DUES

The fees for members of the Association will be determined annually by the Executive Committee.

3. EXECUTIVE COMMITTEE

The affairs of the Association will be managed by an Executive Committee composed of two representatives from the South Eastern Chapter, two representatives from the South Western Chapter, two representatives from the North Chapter and two representatives from Central Chapter respectively. At the time of their election or within ten days thereafter and throughout the term of office, each member will be a full member of the Association. Each officer will be elected to hold office for two terms. After he or she has been elected or until his/her successor will have been duly elected and qualified, each chapter is responsible for electing their representatives to the Provincial Executive Committee. The election must be by ballot. The members of the Chapter may, by resolution passed by at least two-thirds of the votes cast at a general chapter meeting of which notice specifying the intention to pass such resolutions has been given, remove any officer before the expiration of his term of office. In addition as a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of his/her terms. The members may make such votes personally or by their duly appointed proxy.

4. VACANCIES, EXECUTIVE COMMITTEE

Vacancies on the Executive Committee, however caused, may be filled by the officers from the qualified members of each chapter, if they will see fit to do so. Otherwise such vacancy will be filled at the next annual meeting of the Executive at which the officers for the ensuing year are elected but if there is not a quorum of officers, the remaining officers will forthwith contact the members of the relevant chapter to will the vacancies.

5. QUORUM AND MEETINGS, EXECUTIVE COMMITTEE

A majority (51%) of the officers shall form a quorum for the transaction of business, except as otherwise required by law, the Executive Committee may hold it's meeting at such places as it may from time to time to determine. The Executive Committee will meet at least quarterly. Executive meetings are open to members at large. Minutes must be circulated to full executive members within fourteen(14) days. No formal notice of any such meeting will be necessary if all officers are present or if those absent have signified their consent to the meeting being held in their absence. The Chairperson or Secretary may formally call officers meetings. Notice of such meetings will be delivered, telephone or telegraphed to each officer not less than three working days before

the meeting is to take place. The statutory declaration of the Chairperson or the Secretary that notice has been given pursuant to the By-Law will be sufficient and conclusive evidence of the giving of such regular meeting no notice immediately following the annual meeting of the Association.

6. **VOTING. EXECUTIVE COMMITTEE**

A majority (51%) of votes will decide all questions arising at any meeting of the Provincial Executive. In the event of a tie, the Chairperson will have a second or casting vote. A ballot will take all votes at any such meeting, if so demanded by any officer present or if no demand is made, the vote will be taken by a show of hands signifying assent or dissent. A declaration by the Chairperson that the minutes will be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairperson, the Vice-chairperson or any officer as the Executive Committee may appoint may perform the Chairperson's duties. Any person must abstain from voting and declare their conflict of interest.

7. **POWERS**

The Executive of the Provincial Association may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and generally may exercise all such other powers and so all such other acts and things as the Association is by its objectives and Standards or otherwise authorized to exercise and do.

8. **REMUNERATION OF EXECUTIVE**

Limited funds will be provided for extraordinary costs designated by the Provincial Executive, but normally Executive will receive no remuneration for acting as such.

9. **OFFICERS OF THE PROVINCIAL ASSOCIATION**

There will be a Chairperson, Vice-chairperson, Secretary, Past Chairperson and Treasurer and other such officers as the Executive may determine from time to time. The term "Officers" refer to Chairperson, Vice-chairperson, Past-Chairperson, Secretary and Treasurers and Chapter representatives. Only full members will be officers.

10.DUTIES OF CHAIRPERSON

The Chairperson will when present, preside at all meetings of the members of the Association. The Chairperson will also be charged with the general management and supervision of the affairs and operations of the Association. The Chairperson with the Secretary and Treasurer or other officer appointed by the Executive for the purpose will sign all By-Laws. The Chairperson will also have such powers and duties as may from time to time be assigned to him by the Executive.

11.DUTIES OF THE VICE-CHAIRPERSON

The Vice-chairperson will preside at all meetings of the Executive when the Chairperson is absent. During the absence or inability of the Chairperson, the Vice-chairperson may exercise duties and powers of the Chairperson.

12.DUTIES OF SECRETARY

The Secretary will be ex-officio clerk of the Executive. The Secretary will attend all Executive meetings and record all facts and minutes of all proceedings in the books kept for that purpose. He or she will be the custodian of all books, papers, records, correspondence, contracts and all documents belonging to the Association which he or she will deliver only when authorized by a resolution of the Executive to do so and to such people or persons as may be named in the resolution. He or she will perform any other duties as may from time to time be determined by the Executive. The Secretary will have the authority to call member meetings.

13.DUTIES OF THE TREASURER

The Treasurer will keep full and accurate accounts of all receipts and disbursements. All monies will be deposited in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Executive. He or she will disburse funds of the Association under the direction of the Executive, taking proper vouchers thereof and whenever required of him/her an account of all transactions as Treasurer, and of the financial position of the Association.

14.DUTIES OF CHAPTER REPRESENTATIVES

The Chapter representatives will attend the Executive Meetings for the purpose of addressing regional concerns and to report to the membership of their designated areas all decisions and proposals of the Executive.

15.DUTIES OF THE PAST-CHAIRPERSON

On completion of the two-year term as Chairperson, this person will sit on the Executive Committee for a further one-year term as Past-chairperson. In this capacity he or she will act as a consultant with the new Executive and complete such tasks that are assigned. The Past-chairperson will have one vote.

16.EXECUTION OF DOCUMENTS

The Executive will see that all necessary books and records of the Association required by the By-Laws of the Association or any applicable statute or laws are regularly and properly kept. Any position or policy papers must be approved by two-thirds of the full membership for submission to any other body.

17.ANNUAL AND OTHER MEETINGS OF MEMBERS

At any annual meeting, in addition to any other business that may be transacted, the report of the Executives, the financial Statement and the report by the Independent Corporation appointed for the ensuing year and the enumeration of the Independent Corporation will be fixed. The members may consider and transact any business, either special or general without any notice thereof at any meeting of the members. The Executive or such other officer as shall be empowered to do so by the Executive shall have the power to call at any time a general meeting of the members of the Association. No public notices of member's meetings, annual or general will be required, but notice of the time and place of every Annual General Meeting will be given to each member by electronic transmission at least 10 days before the meeting date.

Annual General Meetings of members will be held a minimum of once a year. Chapters and working committees of the Association will meet at their discretion. Chapter Representatives will be responsible for keeping their districts informed of Association Business and developments; they will also represent their Chapter concerns and interests on the Executive Committee.

18. QUORUM OF MEMBERS

A quorum for the transaction by the business at any meeting of members will consist of two-thirds of full members present or of members duly appointed by proxy.

19. FINANCIAL YEAR

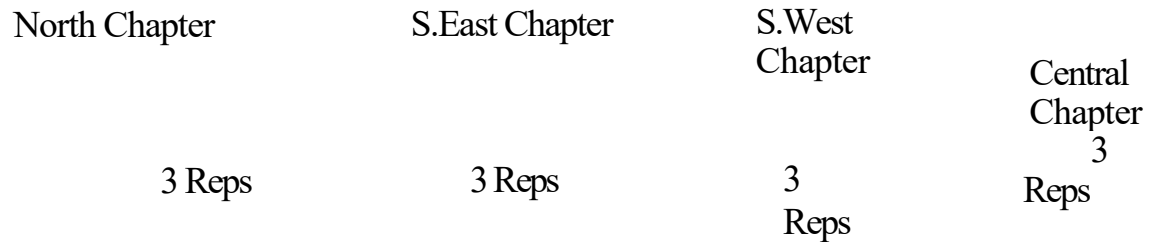
Unless otherwise ordered by the Executive, the fiscal year of the Association will terminate on the thirtieth (30th) day of June in each year.

20. AMENDMENTS OF BY-LAWS

The By-Laws of the Association may be repealed or amended by a By-Law enacted by a majority of the officers at a meeting of the Executive and sanctioned by an affirmative vote or proxy of at least two-thirds of the members at a meeting called for the purpose of considering the said By-Laws. The Executive Committee is responsible for a review of the By-Laws annually.

ADULT PROTECTIVE SERVICE ASSOCIATION OF ONTARIO

ORGANIZATIONAL CHART



PROVINCIAL EXECUTIVE

PROVINCIAL COMPOSITION:

- Chairperson (or Past Co-Chairperson)
- Past Chairperson (or Past Co-Chairperson)
- Treasurer
- Secretary
- Membership Secretary
- All Chapter Representatives
- Conference Representatives

CHAPTER COMPOSITION:

- Chairperson
- Vice Chairperson (optional)
- Past Chairperson (optional)
- Treasurer
- Secretary

