

Proposed Changes to OPPI By-Laws (August 2023) – Changes where only “the” deleted before “Council” *not* included. Changes where capitalization fixed (i.e., only lower case changed to CAPS or vice versa) *not* included. Changes where “of the Members” changed to “Members” *not* included. Changes where newly defined term “members’ meeting” (please see new Section 1.1.5) used instead of other wording *not* included.

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Existing Language	Proposed Changes	Justification for Change
<p>1.1 Articles</p> <p>In this By-law the powers, provisions, rights, responsibilities, definitions, obligations and privileges afforded the Institute under the <i>Ontario Professional Planners Act</i>, 1994. S.O. 1994, Chapter Pr.44 be and the same are expressly adopted for use, conformity and consistency herein and the words and expressions defined in that Act have the same meaning when used in this By-law, unless the context otherwise requires.</p>	<p>1.1 Articles <u>Interpretation</u></p> <p><u>1.1</u> In this By-law, the powers, provisions, rights, responsibilities, definitions, obligations and privileges afforded the Institute under the <i>Ontario Professional Planners Act</i>, 1994. S.O. 1994, Chapter Pr.44 be and the same are expressly adopted for use, conformity and consistency herein and the words and expressions defined in that Act have the same meaning when used in this By-law, unless the context otherwise requires.</p> <p><u>1.1.2</u> <u>In this By-law, the term “the NFPC Act” shall mean the <i>Not-for-Profit Corporations Act</i>, 2010 (Ontario) and all regulations passed thereunder as they are amended or replaced from time to time.</u></p> <p><u>1.1.3</u> <u>In this By-law, the term “special resolution” means means a resolution that is submitted to a meeting of the members of the Institute duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast.</u></p> <p><u>1.1.4</u> <u>In this By-law, references to “resolutions” contemplate that there will be a motion moved by an individual eligible to vote at the relevant meeting, seconded by an individual eligible to vote at the relevant meeting, and carried by the relevant majority of votes cast by those eligible to vote at the relevant meeting (except for written resolutions contemplated by Section 3.5.4).</u></p>	<p>Defined terms related to the <i>Not-for-Profit Corporations Act</i>, 2010 (“NFPCA”) added in new Section 1.1.2.</p> <p>Clarity regarding process regarding “resolutions” added in new Sections 1.1.3 and 1.1.4.</p> <p>The term “members’ meeting” defined in new Section 1.1.5.</p>

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	<p><u>1.1.5</u> <u>In this By-law, the term “members’ meeting” refers, depending on the context of its use, to an annual meeting of the members of the Institute or to a special meeting of the members of the Institute or to both an annual meeting of the members of the Institute and a special meeting of the members of the Institute.</u></p>	
<p>1.5 Appendices</p> <p>Attached hereto are Appendix I, which includes Parts 1, 2 and 3, and Appendix II, both appendices forming part of this By-law.</p>	<p>1.5 Appendices</p> <p>Attached hereto are Appendix I, which includes Parts 1, 2 and 3, and Appendix II, both appendices forming part of this By-law.</p>	<p>Appendices deleted.</p>
<p>2.1.3 A Retired Member is a Full Member who is not engaged in the activity of planning for gain, who has applied to be placed on the retired list and who has been accepted in writing as retired by the Registrar.</p>	<p>2.1.3 A Retired Member is a Full Member who is not engaged in the activity of planning for gain, who has applied to be placed on the retired list and who has been accepted in writing as retired by the Registrar. <u>(Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)</u></p>	<p>Reference to Lifetime membership – which may be granted to a Retired Member in accordance with Section 2.1.5. – added.</p>
<p>2.1.7 A Full Member, who is a Retired Member, will be issued such identification as the Council may determine to be affixed to the member’s certificate of registration issued under Section 2.1.5.</p>	<p>2.1.7 A Full Member, who is a Retired Member, will be issued such identification as the Council may determine to be affixed to the member’s certificate of registration issued under Section <u>2.1.6. (Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)</u></p>	<p>Reference to Lifetime membership – which may be granted to a Retired Member in accordance with Section 2.1.5. – added.</p> <p>References fixed.</p>
<p>2.1.8 Each certificate of registration issued under Section 2.1.5 is the property of the Institute and shall be returned to the Institute upon the request of the Council.</p>	<p>2.1.18 Each certificate of registration issued under Section 2.1.5 <u>2.1.6</u> is the property of the Institute and shall be returned to the Institute upon the request of the Council <u>Registrar</u>.</p>	<p>References fixed.</p>

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<p>2.1.9 A Full Member, other than a Non-Practicing Member, upon application and subject to Section 2.1.6, may request and use a seal designating that person as a “Registered Professional Planner”. Each seal issued is the property of the Institute and shall be returned on request of the Council.</p>	<p>2.1.9 A Full Member, other than a Non-Practicing Member <u>and other than a Retired Member (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5)</u>, upon application and subject to Section 2.1.6, may request and use a seal designating that person as a “Registered Professional Planner”. Each seal issued is the property of the Institute and shall be returned on request of the Council<u>Registrar</u>.</p>	<p>References to Council changed to Registrar.</p> <p>Clarification added regarding who may use a seal.</p>
<p>2.1.10 Subject to Section 2.1.4 and Section 2.1.10, every Candidate Member shall have a maximum of seven (7) years to attain Full Member status, failing which all rights and privileges in the Institute shall cease.</p> <p>2.1.11 On the effective date of this By-law, any member that enjoys “Provisional Member” status under a previous by-law shall continue hereunder as a “Candidate Member” for all such purposes, but the criteria for becoming a “Full Member” shall continue and be applicable as if no change had occurred but only until the balance of such member’s seven (7) year provisional term expires.</p>	<p>2.1.10 Subject to Section 2.1.4 and Section 2.1.10, every Candidate Member shall have a maximum of seven (7) years to attain Full Member status, failing which all rights and privileges in the Institute shall cease.</p> <p>2.1.11 — On the effective date of this By law, any member that enjoys “Provisional Member” status under a previous by law shall continue hereunder as a “Candidate Member” for all such purposes, but the criteria for becoming a “Full Member” shall continue and be applicable as if no change had occurred but only until the balance of (provided that the Registrar may from time to time in the Registrar’s discretion grant extensions to such member’s seven (7) year provisional term expires<u>time period)</u>.</p>	<p>Provisions combined.</p> <p>References fixed.</p> <p>2.1.11: Reference to “Provisional Member” deleted because there are none.</p> <p>Discretion for Candidate Member extensions provided to Registrar.</p>
<p>2.1.12 The Registrar, with the advice of the Professional Standards & Registration Committee shall administratively determine whether a candidate has met the requirements of admission to a category of membership in accordance with the</p>	<p>2.1.11–2.1.12 The Registrar, with the advice of the Professional Standards & Registration Committee shall administratively determine whether a candidate has met the requirements of admission to a category of membership in accordance with the requirements for membership as specified in this By-law. The</p>	<p>2.1.12: Renumbered to be 2.1.11 and reference to “Professional Standards & Registration Committee” deleted.</p>

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<p>requirements for membership as specified in this By-law. The Registrar shall provide recommendations to Council on membership on a regular and timely basis.</p>	<p>Registrar shall provide recommendations to Council on membership on a regular and timely basis.</p>	
<p>2.2.1 Subject to Section 1.1, to be eligible for membership in the Institute, an applicant for membership must have met the membership criteria established and approved from time to time by Council, and otherwise must be satisfactory to and accepted by resolution of the Council on the further recommendation of the Registrar. No corporation or other entity may be a member.</p>	<p>2.2.1 Subject to Section 1.1, to<u>To</u> be eligible for membership in the Institute, an applicant for membership must have met the membership criteria established and approved from time to time by Council, and otherwise must be satisfactory to and accepted by resolution of the Council on the further recommendation of the Registrar. No corporation or other entity may be a member.</p>	<p>References fixed.</p> <p>The determination as to whether an applicant for membership is made by the Registrar (instead of requiring a Council resolution).</p> <p>“established and approved” changed to “approved” to eliminate redundancy.</p>
<p>2.2.1.1 NEW</p>	<p>2.2.1.1 <u>For greater certainty, such membership criteria approved from time to time by Council may be developed and implemented by a third party approved from time to time by Council.</u></p>	<p>New provision added to clarify that third parties approved by Council can develop and implement membership criteria.</p>
<p>2.2.2 A person who holds membership in any category, unless otherwise specified, is entitled to attend and participate in discussion at general meetings of the Institute, to receive all publications of the Institute, to be considered for appointment to committees and to resign from membership, and is further obligated to support and promote the objects of the Institute and to pay such</p>	<p>2.2.2 A person who holds membership in any category, unless otherwise specified, is entitled to attend and participate in discussion at general meetings of the Institute, to receive all publications of the Institute, to be considered for appointment to committees and to resign from membership, and is further obligated to support and promote the objects of the Institute and to pay such dues, fees or assessments as are provided for in this By-law.</p>	<p>“general” deleted because the NFPCA does not use term “general” in relation to members’ meetings.</p>

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dues, fees or assessments as are provided for in this By-law.		
2.2.3 All Full and Candidate Members are obligated to adhere to and be bound by the Professional Code of Practice of the Institute attached hereto as Part 3 of Appendix I to report any alleged breach of the Professional Code of Practice to the Complaints Committee and to accept the procedures set out and attached hereto as Appendix IIAppendix II, both appendices forming part of this By-law.	2.2.3 All Full <u>Members</u> and Candidate Members are obligated to adhere to and be bound by the Professional Code of Practice of the Institute attached hereto as Part 3 of Appendix I as adopted by Council from time to time and to report any alleged breach of the Professional Code of Practice to the Complaints Committee and to accept the procedures set out and attached hereto as Appendix IIAppendix II, both appendices forming part of this By-law <u>related to complaints and discipline as determined by Council from time to time.</u>	“Full Members” term used in full. Changes made to reflect deletion of Appendices.
2.2.4 Full Members, other than a Retired Member or a Non-Practicing Member, are entitled to be nominated for election as a director. Full Members, other than a Non-Practicing Member, are entitled to use the designations “Registered Professional Planner”, and “R.P.P.” and to use a seal that signifies the designation “Registered Professional Planner”, but only in accordance with this By-law.	2.2.4 Full Members; (other than a Retired Member or a Non-Practicing Member, <u>Lifetime Members), Candidate Members and Student Members</u> are entitled to be nominated for election as a director. 2.2.5 Full Members, other than a Non-Practicing Member, are entitled to use the designations “Registered Professional Planner”, and “R.P.P.” and to use a seal that signifies the designation “Registered Professional Planner”, but only in accordance with this By-law.	Reference to “Retired Member” deleted because Retired Members are now eligible for nomination for election as a director. Other changes made to clarify who are entitled to be nominated for election as a director.

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2.2.7.1 Each Full Member, other than a Retired Member or a Non-Practicing Member, and each Candidate Member shall undertake annual Continuing Professional Learning (CPL) and shall report that CPL to the Institute on an annual basis.	2.2.7.1 <u>2.2.8.1</u> Each Full Member, other than a Retired Member or a Non-Practicing Member, and each Candidate Member shall undertake annual Continuing Professional Learning (CPL) and shall report that CPL to the Institute on an annual <u>a regular</u> basis. <u>(not more frequently than annually) as determined by Council from time to time. (Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)</u>	Discretion given to Council regarding CPL reporting (which can’t be more frequent than annually). Reference to Lifetime membership – which may be granted to a Retired Member in accordance with Section 2.1.5. – added.
2.2.7.3 If a Full Member or Candidate Member is late in completing or reporting required CPL activities, the Institute may establish and require the imposition of a penalty on the member. Such penalty when in the form of a monetary fine or charge shall be deemed a fee for the purposes of Section of 2.2.6.2 of this By-law.	2.2.7.3 2.2.8.3 If a Full Member or Candidate Member is late in completing or reporting required CPL activities, the Institute may establish and require the imposition of a penalty on the member. Such penalty when in the form of a monetary fine or charge shall be deemed a fee for the purposes of Section 2.2.6. <u>2.2.7.2</u> of this By-law.	Reference fixed.
2.2.7.4 Prior to revocation of membership for failure to meet required annual CPL activities, a member shall be provided fifteen (15) days’ written notice, or such further period as the Registrar may allow in the circumstances, to rectify such default	2.2.7.4 2.2.8.4 Prior to revocation of membership for failure to meet required annual CPL activities, a member shall be provided fifteen (15) days’ written notice, or such further period as the Registrar may allow in the circumstances, to rectify such default.	“annual” deleted – please see new 2.2.8.1.

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<p>2.2.7.5 Each Full Member, other than a Retired Member or a Non-Practicing Member, shall purchase professional liability insurance.</p>	<p>2.2.7.5 2.2.8.5 Each Full Member, other than a Retired<u>The following members shall purchase professional liability insurance as required by the Institute from time to time:</u></p> <p><u>2.2.8.5.1 each Full Member (including Non-Practicing Full Members) but not Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5); and</u></p> <p><u>2.2.8.5.2 each Candidate Member or a (including Non-Practicing Candidate Members).</u></p>	<p>Insurance requirements for certain types of members made to be as required by the Institute from time to time.</p>
<p>2.2.9 NEW</p>	<p>2.2.9 <u>Other than matters before the Complaints Committee or the Discipline Committee, imposition of a penalty regarding a member or revocation of membership pursuant to this By-Law may only occur if:</u></p> <p><u>2.2.8.1 the relevant member is given at least fifteen (15) days’ written notice of the proposed penalty or revocation with reasons; and</u></p> <p><u>2.2.8.2 the member is given an opportunity to submit a written statement, not less than five (5) days before the proposed penalty or revocation becomes effective, by the person identified in this By-Law with authority to impose the penalty or revoke the membership.</u></p>	<p>Added because of s. 51 of the NFPCA.</p>

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<p>3.1 Composition of Council</p> <p>3.1.1 The Council shall consist of not less than eleven (11) and not more than thirteen (13) directors who shall be Full Members of the Institute, other than Retired Members and Non-Practicing Members. Directors shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.</p> <p>3.1.2 Despite Section 3.1.1, of the Directors of the Institute there shall be two (2) Directors who are public interest representatives holding no membership qualifications, privileges or office in the Institute but who shall be entitled to attend, participate and vote on matters before the Council. There shall also be one (1) Candidate Member or Student Member who is working towards their professional designation for a two-year term which shall not be renewable.</p>	<p>3.1 Composition of Council</p> <p>3.1.1 The Council shall consist of <u>not less than thirteen (13) and not more than sixteen (16) directors of whom:</u></p> <p><u>3.1.1.1</u> not less than eleventen (11) <u>ten (10)</u> and not more than thirteen (13) directors who shall be Full Members of the Institute, other than <u>including Retired Members and (but not including Lifetime Members or Non-Practicing Members).</u> Directors shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty <u>(Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)</u></p> <p><u>3.1.1.2</u> 3.1.2 Despite Section 3.1.1, of the Directors of the Institute there shall be two (2) Directors who are <u>shall be</u> public interest representatives holding no membership qualifications, privileges or office in the Institute but who shall be entitled to attend, participate and vote on matters before the Council. There shall also be; <u>and</u></p> <p><u>3.1.1.3</u> their professional designation for a two-year term which shall not be renewable <u>at the time of their election.</u></p>	<p>Amended because of:</p> <p>(i) change in numbers;</p> <p>(ii) inclusion of “Retired Member” but exclusion of Lifetime Members as possible directors; and</p> <p>(iii) s. 22 of the NFPCA.</p> <p>Proposed Change in 3.1.1.1: Reference to Lifetime membership – which may be granted to a Retired Member in accordance with Section 2.1.5. – added.</p> <p>In 3.1.2, “by the directors” changed to “by Council” for clarity.</p>
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	<p><u>3.1.2</u> The number of directors referred to in Section 3.1.1.1 shall be determined from time to time by Council.</p> <p><u>3.1.3</u> Directors shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.</p>	
<p>3.2.1 The officers of the Institute are directors on Council and shall consist of: the President, President Elect and the Secretary/Treasurer.</p>	<p>3.2.1 The officers of the Institute are directors on Council and shall consist of: the President, President<u>Chair, Chair</u> Elect and <u>(subject to Section 3.3.1.4)</u> the Secretary/Treasurer.</p>	<p>“President” changed to “Chair”. Reference to 3.3.1.4 added.</p>
<p>3.2.2 The officers and directors of the Council in office on the effective date of this By-law shall continue until replaced in accordance with the provisions of this By-law provided that an election shall be held within two (2) years of the effective date.</p>	<p>3.2.2 The officers and directors of the Council in office on the effective date of this By law shall continue until replaced in accordance with the provisions of this By law provided that an election shall be held within two (2) years of the effective date.</p>	<p>Deleted as obsolete.</p>
<p>3.3.1.1 President. The President shall preside at all meetings of the Council, the Executive Committee and the membership. The President provides leadership to the Council, ensures the integrity of the Council’s process, and represents the Council to outside parties. The President shall be an ex-officio member</p>	<p><u>3.3.1.1</u> President<u>Chair</u>. The President<u>Chair</u> shall preside at all <u>Council</u> meetings of the Council, the Executive Committee and the membership. The President<u>Chair</u> provides leadership to the Council, ensures the integrity of the Council’s process, and represents the Council to outside parties. The President<u>Chair</u> shall be an ex-officio member of all <u>standing</u> committees of the Institute, with voting privileges.</p>	<p>“President” changed to “Chair”. Chair an ex officio member of only all standing committees.</p>

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of all committees of the Institute, with voting privileges.		
3.3.1.2 President Elect. The President Elect shall act as the representative of the President in such matters as the President may assign and shall perform the duties of the President in the event of the President’s death, absence or inability.	3.3.1.2 President <u>Chair</u> Elect. The President <u>Chair</u> Elect shall act as the representative of the President <u>Chair</u> in such matters as the President <u>Chair</u> may assign and shall perform the duties of the President <u>Chair</u> in the event of the President <u>Chair</u> ’s death, absence or inability.	“President” changed to “Chair”.
3.3.1.3 Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the maintenance of the membership register of the Institute in a format prescribed by the Council and shall confirm and distribute such membership register for access by the membership not less than once annually. The Secretary/Treasurer shall also be responsible for the preparation and distribution of all notices and the minutes of all business meeting of the Council, the Executive Committee and the members. The Secretary/Treasurer shall also maintain such books and records as will provide an accurate accounting of all funds received and disbursed by the Institute in accordance with generally accepted accounting principles. The Secretary/Treasurer shall be responsible for the preparation of an annual financial report that shall be submitted to the	3.3.1.2 Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the maintenance of the membership register of the Institute in a format prescribed by the Council and shall confirm and distribute such membership register for access by the membership not less than once annually. The Secretary/Treasurer shall also be responsible for the preparation and distribution of all notices and the minutes of all business <u>Council</u> meetings of the Council , the Executive Committee and the members. The Secretary/Treasurer shall also maintain such books and records as will provide an accurate accounting of all funds received and disbursed by the Institute in accordance with generally accepted accounting principles. The Secretary/Treasurer shall be responsible for the preparation of an annual financial report that shall be submitted to the Council and the members at the annual meeting of the Institute . These duties may be partially delegated to the Executive Director or to the Registrar of the Institute.	Changes made for clarity and brevity.

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<p>Council and the members at the annual meeting of the Institute. These duties may be partially delegated to the Executive Director or to the Registrar of the Institute.</p>		
<p>3.4.1 Council by resolution shall identify and determine for the districts or local chapters recognized under Section 3.4.1 such directions, activities, functions, funding, budgets, limits, approval requirements or such other controls as the Council may from time to time prescribe</p>	<p>3.4.1 Council by resolution shall identify and determine for the districts or local chapters recognized <u>established</u> under Section 3.4.1 <u>3.4.2</u> such directions, activities, functions, funding, budgets, limits, approval requirements or such other controls as the Council may from time to time prescribe.</p>	<p>Reference to “local chapters” deleted.</p>
<p>3.4.2 To afford the members of the Institute in various geographic areas a suitable instrumentality for close co-operation in achieving the Institute’s purposes set forth from time to time, the Council has authority to establish such districts or local chapters as it may deem necessary or desirable</p>	<p>3.4.2 To afford the members of the Institute in various geographic areas a suitable instrumentality for close co-operation in achieving the Institute’s purposes set forth from time to time, the Council has authority to establish such districts or local chapters as it may deem necessary or desirable.</p>	<p>Reference to “local chapters” deleted.</p>
<p>3.4.3 Despite Section 3.4.2, the Council shall have the right to prescribe uniform rules and procedures controlling the business and financial activities of districts or local chapters including, but not restricted to record keeping requirements, reporting requirements and requirements related to the filing of proper tax and information returns.</p>	<p>3.4.3 Despite Section 3.4.2, the Council shall have the right to prescribe uniform rules and procedures controlling the business and financial activities of districts or local chapters including, but not restricted to record keeping requirements, reporting requirements and requirements related to the filing of proper tax and information returns. A district or local chapter may charge an event fee but shall not levy any membership fee, dues charge or any form</p>	<p>“President” changed to “Chair”. Reference to “local chapters” deleted.</p>

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<p>A district or local chapter may charge an event fee but shall not levy any membership fee, dues charge or any form of special assessment upon a member of the Institute within the district or local chapter, without the prior consent of the Council.</p>	<p>of special assessment upon a member of the Institute within the district or local chapter, without the prior consent of the <u>Council</u>.</p>	
<p>3.5.1 A meeting of the Council shall be called by the President or by not less than three (3) directors on Council provided:</p> <p>3.5.1.1 A meeting of the Council may be held on not less than ten (10) nor more than fifty (50) days’ notice by mail or electronic means to each member thereof. A director may attend in person or by a combination of telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. No error, omission or defect in the giving of notice shall invalidate such meeting.</p> <p>3.5.1.2 At all meetings of the Council, every question shall be decided by a majority of votes cast on the question. In case of an equality of votes, the President in addition to</p>	<p>3.5.1 A <u>Council</u> meeting of the Council shall <u>may</u> be called by the President <u>Chair</u> or by not less than three (3) directors on Council provided: <u>that in each case notice of not less than ten (10) days must be given by mail or electronic means to each director. No error, omission or defect in the giving of notice shall invalidate such meeting:</u></p> <p>3.5.2 AIf all directors consent, a Council meeting of the Council or a meeting of a committee of directors may be held on not less than ten (10) nor more than fifty (50) days’ notice by mail or electronic means to each member thereof. A director may attend in person or by a combination of <u>by</u> telephonic or electronic means that permits <u>permit</u> all participants to communicate adequately with each other during the meeting. No error, omission or defect in the giving of notice shall invalidate such meeting, and a director participating in such a meeting is deemed to be present at the meeting.</p> <p>3.5.3 At all <u>Council</u> meetings of the Council, each <u>director is authorized to exercise one (1) vote,</u></p>	<p>“President” changed to “Chair”.</p> <p>Maximum notice re Council notice deleted as unnecessary.</p> <p>Language added regarding virtual Council meetings.</p> <p>3.5.1.3 added to allow for written resolutions in lieu of Council meetings.</p> <p>In accordance with prevailing governance norms, the second or casting vote removed, and a tie results in the defeat of the relevant motion.</p>

Proposed Changes to OPPI By-Laws (August 2023) – Changes where only “the” deleted before “Council” *not* included. Changes where capitalization fixed (i.e., only lower case changed to CAPS or vice versa) *not* included. Changes where “of the Members” changed to “Members” *not* included. Changes where newly defined term “members’ meeting” (please see new Section 1.1.5) used instead of other wording *not* included.

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Existing Language	Proposed Changes	Justification for Change
<p>an original vote shall have a second or casting vote.</p>	<p><u>and</u> every question shall be decided by a majority of votes cast on the question. In case of an equality of votes, the President in addition to an original vote<u>chair of the meeting shall not be entitled to a second or casting vote, and the relevant motion shall be deemed to</u> have a second or casting vote<u>been defeated</u>.</p> <p><u>3.5.4 A resolution, signed by all the directors entitled to vote on that resolution at a Council meeting or of a meeting of a committee of directors is as valid as if it had been passed at a Council meeting or a meeting of a committee of directors. The Institute shall keep a copy of every resolution referred to in the preceding sentence with the minutes of Council meetings or a meeting of a committee of directors.</u></p>	
<p>3.6.2 The President, the President Elect and the directors shall be elected by members holding voting privileges and in a manner permitted by this By-law; such election of directors shall occur at the annual meeting at which an election of directors is required.</p>	<p>3.6.2 The President, the President<u>Chair</u> Elect and the directors shall be elected by members holding voting privileges and in a manner permitted by this By-law; such election of directors shall occur at the<u>an</u> annual meeting at which an election of directors is required.</p>	<p>“President” changed to “Chair”.</p> <p>Other changes made for clarity and brevity.</p> <p>Removed “President” as the “President” (now “Chair”) is not elected by the membership (because the Chair Elect assumes the role of Chair).</p>

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Existing Language	Proposed Changes	Justification for Change
<p>3.6.3 Directors are eligible for re-election for not more than two (2) consecutive terms. The President shall not be eligible for election as President Elect or for re-election as President.</p>	<p>3.6.3 Directors <u>in office</u> are eligible for re-election for not more than <u>one (1) additional term provided that:</u></p> <p><u>3.6.3.1 a Director who has served for one (1) term or for two (2) consecutive terms. The President and who is then elected as Chair Elect shall continue to be a Director throughout their term of office as Chair Elect and throughout their subsequent term of office as Chair;</u></p> <p><u>3.6.3.2 at the end of their initial term as a director, a director who is serving as a Candidate Member shall not be eligible for re-election in that category;</u></p> <p><u>3.6.3.3 at the end of their initial term as a director, a director who is serving as a Student Member shall not be eligible for election as President Elect or for re-election in that category; and</u></p> <p><u>3.6.3.4 the Chair shall not be eligible for election as Chair Elect at the end of the Chair’s term of office as PresidentChair.</u></p>	<p>Wording added to allow for extended office as director of Chair Elect and Chair.</p> <p>Wording added to add clarity about no 2nd term being available to a Director who is a Candidate Member or a Student Member.</p> <p>“President” changed to “Chair”.</p>
<p>3.6.4 Despite Section 3.6.2, the President Elect shall assume the office of the President upon the expiry of the term of the President.</p>	<p>3.6.4 Despite Section 3.6.2 <u>Upon the end of the term of an incumbent Chair, the PresidentChair Elect then in office shall assume the office of the President upon the expiry of Chair. Council shall also appoint the incoming Chair as the termchair of Council at the President first Council meeting after an annual meeting.</u></p>	<p>Clarity added regarding transition of Chair Elect to Chair.</p> <p>Reference to appointment of Chair (as required by the NFPC Act) added.</p> <p>“President” changed to “Chair”.</p>

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<p>3.6.5 The method of election of directors or the determination of any other matter shall be at the direction of Council and conducted by the Executive Director either at a meeting of members called for the purpose which shall include a proxy, or by mail ballot, or by telecopier or electronic means, in accordance with this By-law.</p> <p>3.6.5.1 Despite any other provision of this By-Law, where a director in office dies, resigns or becomes incapacitated, Council on the advice of the Governance and Nominating Committee shall appoint a replacement for the balance of the vacant term.</p>	<p>3.6.5 The method of election of directors or the determination of any other matter shall be at the direction of Council and conducted by the Executive Director either at a meeting of members called for the purpose which shall include a proxy, or by mail ballot, or by telecopiertelephonic or electronic means, in accordance with this By-law.</p> <p><u>3.6.5.1 In the event that an election involves more nominees than the number of the position(s) which is(are) available, voting members shall be entitled to vote for any number of nominees not exceeding the number of the available position(s).</u></p> <p>3.6.5.2 Despite Section 3.6.5any other provision of this By-Law, where a director in office dies, resigns or becomes incapacitated, Council on the advice of the Governance and Nominating Committee shall appoint a replacement for the balance of the vacant term.</p>	<p>“telecopier” changed to “telephonic”.</p> <p>Clarity added regarding voting.</p> <p>3.6.5.2 made to operate notwithstanding any other By-Law provision.</p>
<p>3.6.6.2 mail the ballot to every voting member of the Institute not later than four (4) weeks prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter; and shall</p>	<p>3.6.6.23.6.6.2-mail the ballot to every voting member of the Institute not later than four (4) weeks <u>but not more than seven (7) weeks</u> prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter; and shall</p>	<p>Final sentence added for compliance with s. 55(1) of the NFPCA which creates a <i>maximum</i> notice period of 50 days.</p>
<p>3.6.7 The Executive Director shall ensure that the counting of ballots, proxies, telecopier or electronic votes received</p>	<p>3.6.7 The Executive Director shall ensure that the counting of ballots, proxies, telecopiertelephonic or electronic votes received in the periods specified in</p>	<p>“telecopier” changed to “telephonic”.</p>

Proposed Changes to OPPI By-Laws (August 2023) – Changes where only “the” deleted before “Council” *not* included. Changes where capitalization fixed (i.e., only lower case changed to CAPS or vice versa) *not* included. Changes where “of the Members” changed to “Members” *not* included. Changes where newly defined term “members’ meeting” (please see new Section 1.1.5) used instead of other wording *not* included.

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<p>in the periods specified in the Notice shall be conducted with integrity and good faith and that the recording and reporting of votes is conducted with the care, diligence and skill that a reasonably prudent person would exercise, such counting to made prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter.</p>	<p>the Notice shall be conducted with integrity and good faith and that the recording and reporting of votes is conducted with the care, diligence and skill that a reasonably prudent person would exercise, such counting to made prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter.</p>	
<p>3.6.8 Where voting for the election of directors or other matter is conducted by telecopier or electronic means, the Executive Director shall be responsible to ensure a system of adequate notice and recording and to protect the integrity and privacy of only members entitled to vote but such that the Institute is not able to identify how each member voted, in like manner and with the necessary changes, as provided for in Section 3.6.6.1 and Section 3.6.7.</p>	<p>3.6.8 Where voting for the election of directors or other matter is conducted by telecopier<u>mail, telephonic</u> or electronic means, the Executive Director shall be responsible to ensure a system of adequate notice and recording and to protect the integrity and privacy of only members entitled to vote but such that <u>the votes may be verified as having been made by members entitled to vote and such that</u> the Institute is not able to identify how each member voted, in like manner and with the necessary changes, as provided for in Section 3.6.6.1 and<u>3.6.5</u>, Section <u>3.6.6 and</u> 3.6.7.</p>	<p>“telecopier” changed to “mail, telephonic”.</p> <p>Additional wording added for compliance with s. 67 of the NFPCA which reflects the added wording.</p>
<p>3.6.9 Where the election of directors or other matter is conducted at a meeting of the members, notice thereof by mail or electronic means including a mail ballot and proxy shall be provided to every voting member of the Institute not later than five (5) weeks prior to the meeting</p>	<p>3.6.9 Where the election of directors or other matter is conducted at a <u>members’</u> meeting of the members, notice thereof by mail or electronic means including a mail ballot and proxy shall be provided to every voting member of the Institute not later than five (5) weeks prior to the meeting called for the purpose or otherwise at the time and date set for the</p>	<p>Additional wording added for compliance with s. 64(1.1) of the NFPCA which requires the added wording in order to allow for proxies.</p> <p>“President” changed to “Chair”.</p>

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Existing Language	Proposed Changes	Justification for Change
<p>called for the purpose or otherwise at the time and date set for the determination of the matter. Such determination shall be by show of hands and the counting of mail ballots and proxies as tabulated by the Executive Director and confirmed and announced by the President at the meeting called for the purpose.</p>	<p>determination of the matter. <u>Members may appoint a proxyholder</u>. Such determination shall be by show of hands and the counting of mail ballots and proxies as tabulated by the Executive Director and confirmed and announced by the President<u>Chair</u> at the meeting called for the purpose.</p>	
<p>3.6.10 Other than as may be specifically provided in this By-law or by operation of law, Council may direct that any matter for which it requires the assent of the membership, such consent may be sought through a vote by mail ballot or by telecopier or electronic means in accordance with Section 3.6.6, Section 3.6.7, or Section 3.6.8, as the case may be.</p>	<p><u>3.6.9</u> 3.6.10 Other than as may be specifically provided in this By-law or by operation of law, Council may direct that any matter for which it requires the assent of the membership, such consent may be sought through a vote by mail ballot or by telecopier<u>telephonic</u> or electronic means in accordance with Section 3.6.6, Section 3.6.7, or Section 3.6.8; <u>(as the case may be)</u>.</p>	<p>“telecopier” changed to “telephonic”.</p>
<p>4.1 Attendance The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Executive Director, the Registrar, the accountant of the Institute, and such other persons who are entitled or required by law to be present at the meeting. Any other person may be admitted only on the invitation of the President or by resolution of the members.</p>	<p>4.1 Attendance The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Executive Director, the Registrar, the accountant of the Institute, and such other persons who are entitled or required by law to be present at the meeting. Any other person may be admitted only on the invitation of the President<u>Chair</u> or by resolution of the members.</p>	<p>“President” changed to “Chair”.</p>

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Existing Language	Proposed Changes	Justification for Change
<p>4.3 Voting</p> <p>At any meeting of members every question, unless otherwise provided for in this By-law or by law, shall be determined by a majority of the votes cast on the question by a show of hands. In the case of an equality of votes cast either on a show of hands and proxy count or on a mail ballot or on the result of electronic voting, the President, in addition to an original vote, shall have a second or casting vote.</p>	<p>4.3 Voting</p> <p>At any meeting of members every question, unless otherwise provided for in this By-law or by law, shall be determined by a majority of the votes cast on the question by a show of hands. In the case of an equality of votes cast either on a show of hands and proxy count or on a mail ballot or on the result of electronic voting, the President, in addition to an original<u>chair of the meeting shall not be entitled to a second or casting</u> vote, <u>and the relevant motion shall be deemed to</u> have a second or casting vote<u>been defeated</u>.</p>	<p>In accordance with prevailing governance norms, the second or casting vote removed, and a tie results in the defeat of the relevant motion.</p>
<p>4.4 Annual Meeting</p> <p>4.4.1 The Institute shall hold an annual meeting, such that the annual meeting of the Institute shall be held within fifteen (15) months but no sooner than six (6) months after the last preceding annual meeting, at a time and place to be set by the Council at least nine (9) weeks prior to the annual meeting.</p> <p>4.4.2 The Executive Director shall, at least five (5) weeks prior to the annual meeting, provide notice by mail or electronic means of the time and place of the annual meeting to every voting member on the register of the Institute and shall indicate in the notice that nominations and the election of</p>	<p>4.4 Annual Meeting</p> <p>4.4.1 The Institute shall hold an annual meeting, such that the annual meeting of the Institute shall be held within fifteen (15) months but no sooner than six (6) months after the last preceding annual meeting, at a time and place to be set by the Council at least nine (9) weeks prior to the annual meeting.</p> <p>4.4.2 The Executive Director shall, at least five (5) weeks <u>but not more than seven (7) weeks</u> prior to the annual meeting, provide notice by mail or electronic means of the time and place of the annual meeting to every voting member on the register of the Institute and shall indicate in the notice that nominations and the election of directors at that annual meeting will be received and voted upon in conformity with this By-law.</p>	<p>4.4.2 amended for compliance with s. 55(1) of the NFPCA which creates a <i>maximum</i> notice period of 50 days.</p>

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Existing Language	Proposed Changes	Justification for Change
<p>directors at that annual meeting will be received and voted upon in conformity with this By-law.</p>		
<p>4.5 Special Meeting</p> <p>4.5.1 The Institute shall hold a special meeting of the members where the President calls a special meeting at the President’s discretion or where the President shall call a special meeting on the written request of a least four (4) directors or of at least twenty-five (25) voting members of whom at least fifteen (15) are Full Members.</p> <p>4.5.2 The Executive Director shall, at least four (4) weeks prior to a special meeting, provide notice by mail or electronic means of the time and place of the special meeting to every voting member on the register of the Institute and shall indicate in the notice a statement of the purpose of the meeting and that only those matters specified in the statement of purpose may be considered at the meeting.</p>	<p>4.5 Special Meeting</p> <p>4.5.1 The Institute shall hold a special meeting of the members where the President<u>Chair</u> calls a special meeting at the President<u>Chair</u>’s discretion or where the President<u>Chair</u> shall call a special meeting on the written request of a least four (4) directors or of at least twenty-five (25) voting members of whom at least fifteen (15) are Full Members.</p> <p>4.5.2 The Executive Director shall, at least four (4) weeks <u>but not more than seven (7) weeks</u> prior to a special meeting, provide notice by mail or electronic means of the time and place of the special meeting to every voting member on the register of the Institute and shall indicate in the notice a statement of the purpose of the meeting and that only those matters specified in the statement of purpose may be considered at the meeting.</p>	<p>“President” changed to “Chair”.</p> <p>In 4.5.2, wording added for compliance with s. 55(1) of the NFPCA which creates a <i>maximum</i> notice period of 50 days.</p>
<p>4.6 NEW</p>	<p><u>4.6 Meeting by Telephonic or Electronic Means</u></p> <p><u>4.6.1 If the directors call a meeting of the members, the directors may determine that the meeting be held entirely by telephonic or electronic means that</u></p>	<p>Language added regarding virtual members’ meetings.</p>

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	<p><u>permits all participants to communicate adequately with each other during the meeting.</u></p> <p><u>4.6.2 Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Institute makes such means available. A person so participating in a meeting is deemed to be present at the meeting.</u></p>	
<p>5.1 Standing Committees</p> <p>5.1.1 The standing committees of the Institute are constituted with responsibilities as follows:</p> <p>5.1.1.1 Executive Committee. The Executive Committee shall consist of the President, President Elect and the Secretary / Treasurer. The Executive Committee shall provide advice and recommendations for Council and will be directly responsible for finance, audit and committee functions, risk management and human resources matters. Responsibilities also include recommending performance</p>	<p>5.1 Standing Committees</p> <p>5.1.1 The standing committees of the Institute are constituted with responsibilities as follows:</p> <p>5.1.1.1 Executive Committee. The Executive Committee shall consist of the President, President<u>Chair, Chair</u> Elect and, the Secretary / Treasurer <u>and up to two (2) other Council members (provided that if the position of Secretary / Treasurer is separated as contemplated in Section 3.3.1.4, each of the Secretary and the Treasurer shall be members of the Executive Committee). The Executive Committee shall be chaired by the Chair.</u> The Executive Committee shall provide advice and recommendations for Council and, <u>subject to the NFPC Act,</u> will be directly responsible for finance, audit and committee functions, risk management and human resources matters.</p>	<p>“President” changed to “Chair”.</p> <p>Executive Committee composition clarified.</p> <p>Wording added as a reminder that Executive Committee’s powers are limited by s.36 of the NFPC Act.</p>

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<p>objectives as well as the evaluation and compensation of the Executive Director. In addition, the Executive Committee will have responsibility for: general decisions between Council meetings including financial decisions; leadership on human resources policies and practices of the Institute and the annual performance evaluation of the Executive Director; leading strategic planning, and crisis management. For greater certainty, the Executive Committee is mandated to respond to issues and make decisions between Council meetings that would otherwise be made by Council subject to the limitation that all decisions must be aligned to approved policies and procedures as well as the Institutes mission, core values and strategic directions. Executive Committee may include up to two (2) other Council members not otherwise represented among the officers and shall be chaired by the President.</p>	<p>Responsibilities also include recommending performance objectives as well as the evaluation and compensation of the Executive Director. In addition, <u>subject to the NFPC Act</u>, the Executive Committee will have responsibility for: general decisions between Council meetings—including financial decisions; leadership on human resources policies and practices of the Institute; <u>leading strategic planning, crisis management;</u> and the annual performance evaluation of the Executive Director;—leading strategic planning, and crisis management. For greater certainty, the Executive Committee is mandated to respond to issues and make decisions between Council meetings that would otherwise be made by Council <u>subject to the NFPC Act and</u> subject to the limitation that all decisions must be aligned to approved policies and procedures as well as the Institutes mission, core values and strategic directions. <u>The</u> Executive Committee may include up to two (2)<u>shall also undertake such other duties as may be assigned by Council members not otherwise represented among the officers—and shall be chaired by the President</u>from time to time.</p>	

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Existing Language	Proposed Changes	Justification for Change
<p>5.1.1.2 Governance and Nominating Committee. The Governance and Nominating Committee shall be comprised of the President Elect, three (3) other Full Members of Council and two (2) other Full Members, who are neither Retired Members nor Non-Practicing Members. The Governance and Nominating Committee shall be responsible for the nominating process for directors, including Standing Committee chairs, governance, education, development and evaluation processes. Responsibilities shall also include the reviewing and making of recommendations concerning Council policies and by-law changes, including the effectiveness of governance, development and succession planning, policy development, audit compliance and such other duties as may be assigned by Council.</p>	<p>5.1.1.2 Governance and Nominating Committee. The Governance and Nominating Committee shall be comprised of the President<u>Chair</u> Elect, three (3) other Full Members of Council and two (2) other Full Members, who are neither Retired Members nor<u>not</u> Non-Practicing Members.</p> <p><u>(A)</u> The Governance and Nominating Committee shall be responsible for the nominating process for directors, <u>(including the Chair Elect) and for Standing Committee chairs, governance, education, development and evaluation processes.</u> Responsibilities shall also include the reviewing and making of recommendations concerning Council policies and by-law changes, including the effectiveness of governance, development and succession planning, policy development, audit compliance and such other duties as may be assigned by Council <u>from time to time.</u></p> <p><u>(B)</u> <u>With respect to the nominating process for directors:</u></p> <p><u>(1)</u> <u>the Governance and Nominating Committee shall:</u></p> <p><u>a. from time to time establish standards based on and</u></p>	<p>“President” changed to “Chair”.</p> <p>Reference to “Retired Members” deleted because Retired Members are now eligible for nomination for election as a director.</p> <p>In 5.1.1.2(A), additions made to the list of those to be nominated by the GNC.</p> <p>In 5.1.1.2(B), nominations process set out in detail.</p>

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	<p><u>related to the skills and characteristics considered to be aligned with the strategic direction of the Institute;</u></p> <p><u>b. solicit, receive and consider nominations for the election of directors (including the Chair Elect);</u></p> <p><u>c. require any individual nominated for election as a Director to provide written consent: to the Institute’s nomination process; and to acting as a director of the Institute in the event that the individual is elected as a director of the Institute (such form to be in a form approved by Council from time to time); and</u></p> <p><u>d. report to Council by providing a list of all nominations received, recommending to Council appropriate nominee(s) to stand for election as director(s), and recommending to Council which potential nominee(s) should not be permitted to</u></p>	

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Existing Language	Proposed Changes	Justification for Change
	<p><u>stand for election as director(s). For greater certainty: (i) such recommendations may include a list of nominee(s) for the election of directors less than, equal to or more than the number of director position(s) open at the time of the relevant election; and (ii) if the number of nominee(s) for the election of directors is equal to the number of director position(s) open at the time of the relevant election, such nominee(s) will be acclaimed to such position(s).</u></p> <p>(2) <u>after receiving the Governance and Nominating Committee’s report referred to above, Council shall identify the nominee(s) who will stand for election as director(s) (including the Chair Elect). For greater certainty: all nominations for election of Directors must follow this procedure; and an individual may not be nominated for election as a director from the floor of a members’ meeting. For greater</u></p>	

Proposed Changes to OPPI By-Laws (August 2023) – Changes where only “the” deleted before “Council” *not* included. Changes where capitalization fixed (i.e., only lower case changed to CAPS or vice versa) *not* included. Changes where “of the Members” changed to “Members” *not* included. Changes where newly defined term “members’ meeting” (please see new Section 1.1.5) used instead of other wording *not* included.

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Existing Language	Proposed Changes	Justification for Change
	<p><u>certainty, Council’s identification of such nominee(s) may result in a list of nominee(s) for the election of directors less than, equal to or more than the number of director position(s) open at the time of the relevant election.</u></p>	
<p>5.1.1.3 Professional Standards & Registration Committee. The Professional Standards & Registration Committee shall consist of five (5) to seven (7) Full Members other than Retired Members or Non-Practicing Members. The Professional Standards & Registration Committee shall be responsible for professional standards development, oversight and impact assessment on member related matters. The Professional Standards & Registration Committee shall work on the identification, review and establishment of professional standards nationally with other planning institutes through representation on the Professional Standards Committee established under Agreement with the Institute. The Committee shall provide to Council advice and Ontario specific insight concerning existing practice standards, developing and maintaining continuous professional learning standards, addressing provincial legislation that impacts the practice of</p>	<p>5.1.1.3 Professional Standards & Registration Committee. The Professional Standards & Registration Committee shall consist of five (5) to seven (7) Full Members other than Retired Members or Non-Practicing Members <u>or Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5).</u> The Professional Standards & Registration Committee shall be responsible for <u>oversight of</u> professional standards development, oversight and <u>of</u> impact assessment on member <u>related</u> matters. The Professional Standards & Registration Committee shall work on <u>oversee</u> the identification, and review and establishment of professional standards nationally with <u>third parties (including with</u> other planning institutes through representation on the Professional Standards Committee established under Agreement with <u>relevant committee(s) as approved by</u> the Institute). The <u>Professional Standards & Registration</u> Committee shall provide to <u>the Registrar and/or to</u> Council advice and Ontario <u>specific</u> insight concerning existing practice standards, developing and maintaining of practice, the development and maintenance of continuous professional learning standards, addressing <u>and</u> provincial legislation that impacts <u>may impact</u> the</p>	<p>Role of Professional Standards & Registration Committee updated and clarified.</p> <p>Reference to Lifetime membership – which may be granted to a Retired Member in accordance with Section 2.1.5. – added.</p>

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<p>planning and, at the request of the Registrar, providing advice on issues or applications concerning membership applications, including such other duties as may be assigned by Council.</p>	<p>practice of planning and, at <u>At</u> the request of the Registrar, providing <u>the Professional Standards & Registration Committee shall provide</u> advice on issues or applications concerning membership applications; including <u>The Professional Standards & Registration Committee shall also undertake</u> such other duties as may be assigned by Council <u>from time to time.</u></p>	
<p>5.1.1.4 Discipline Committee. The composition of and other matters related to the Discipline Committee are addressed in Section 6. The Discipline Committee shall have the authority necessary to provide for a process of considering matters referred to it by the Complaints Committee, including making determinations of professional misconduct and orders setting out penalties for professional misconduct. Included in the responsibilities of the Discipline Committee is the provision of advice to the Council, on request, and to the Professional Standards & Registration Committee where there may be a need for practice standards development or clarification. The Discipline Committee has independent decision making authority regarding discipline matters within the scope of the mandate as specifically provided in this By-law.</p>	<p>5.1.1.4 Discipline Committee. The composition of and other matters related to the Discipline Committee are addressed in Section 6. The Discipline Committee shall have the authority necessary to provide for a process of considering matters referred to it by the Complaints Committee, including making determinations of professional misconduct and orders setting out penalties for professional misconduct. Included in the responsibilities of the Discipline Committee is the provision of advice to the Council, on request, and to the Professional Standards & Registration Committee where there may be a need for practice standards development or clarification <u>regarding standards of practice.</u> The Discipline Committee has independent decision <u>making</u> authority regarding discipline matters within the scope of the mandate as specifically provided in this By-law. <u>The Discipline Committee shall also undertake such other duties as may be assigned by Council from time to time.</u></p>	<p>Role of Discipline Committee updated and clarified.</p>

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<p>5.1.1.5 Complaints Committee. The Complaints Committee shall consist of not less than five (5) Full Members, other than Non-Practicing Members, and not less than one (1) lay citizen, none of whom shall be officers or directors of the Institute. The Complaints Committee shall assess, review and respond to every complaint, including a complaint by the Registrar, regarding the conduct of a member of the Institute. The Complaints Committee shall have the authority necessary to provide for a process of considering complaints made against members, including making referrals to the Discipline Committee and requiring a member to appear before the Complaints Committee to be cautioned. The Complaints Committee shall also have the authority necessary to provide for a process of investigating complaints made against members if such complaints contain information suggesting that the member may be guilty of professional misconduct as defined in this By-law. All Complaints Committee proceedings related to the Professional Code of Practice shall be in accordance with the provisions contained in Appendix II.</p>	<p>5.1.1.4 Complaints Committee. The Complaints Committee shall consist of not less than five (5) Full Members, other than Non-Practicing Members, and not less than one (1) lay citizen, none of whom shall be officers or directors of the Institute. The Complaints Committee shall assess, review and respond to every complaint, including a complaint by the Registrar, regarding the conduct of a member of the Institute. The Complaints Committee shall have the authority necessary to provide for a process of considering complaints made against members, including making referrals to the Discipline Committee and requiring a member to appear before the Complaints Committee to be cautioned. The Complaints Committee shall also have the authority necessary to provide for a process of investigating complaints made against members if such complaints contain information suggesting that the member may be guilty of professional misconduct as defined in this By-law. All Complaints Committee proceedings related to the Professional Code of Practice shall be in accordance with the provisions contained in Appendix II <u>procedures related to complaints and discipline as determined by Council from time to time. The Complaints Committee shall also undertake such other duties as may be assigned by Council from time to time.</u></p>	<p>Role of Complaints Committee updated and clarified.</p>
<p>5.2 Council may appoint such special committees and determine their duties as it may</p>	<p>5.2 Council may <u>from time to time</u> appoint such special committees and determine their duties as it may deem</p>	<p>Council authorized to create terms of reference for special committees.</p>

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<p>deem appropriate in the interest of the affairs of the Institute. The members thereof will hold office for the term appointed but not to exceed the term of Council, unless re-appointed.</p>	<p>appropriate in the interest of the affairs of the Institute <u>and shall establish terms of reference for each such special committee including its duties and reporting obligations</u>. The members thereof will hold office for the term appointed but not to exceed the term of Council, unless re-appointed</p>	
<p>5.3 Appointments of Chair and Members</p> <p>Unless as otherwise provided in this By-law, the President with the consent of the Council and the advice of the Governance and Nominating Committee and the Executive Director shall appoint the Chair and each member of a standing committee or a special committee. Such appointments shall be made as soon as possible following the President’s election to office.</p>	<p>5.3 Appointments of Chair and Members <u>Appointment of Committee Chairs</u></p> <p>Unless as otherwise provided in this By-law, the President<u>Chair</u> with the consent of the Council and the advice of the Governance and Nominating Committee and the Executive Director shall appoint the Chair and each member<u>chair</u> of a standing committee or a special committee. Such appointments shall be made as soon as possible following the President’s election to office.</p>	<p>Wording changed to clarify that, while Governance and Nominating Committee does not appoint each member of standing committees or special committees, it does appoint each chair of each such committee.</p> <p>Change made to allow the timing of such chair appointments to be flexible.</p> <p>“President” changed to “Chair”.</p>
<p>6.7 Discipline Proceedings</p> <p>All disciplinary proceedings related to the Professional Code of Practice shall be in accordance with the provisions contained in Appendix II, and shall be generally in accordance with Rules made under Section 6.6.1.5.</p>	<p>6.7 Discipline Proceedings</p> <p>All disciplinary proceedings related to the Professional Code of Practice shall be in accordance with the provisions contained in Appendix II<u>procedures related to complaints and discipline as determined by Council from time to time</u>, and shall be generally in accordance with Rules made under Section 6.6.1.5.</p>	<p>Changes made to reflect deletion of Appendices.</p>
<p>7.1 Executive Director</p> <p>The Executive Director may be an individual, partnership or corporation and shall be appointed by the Council to provide management services to the</p>	<p>7.1 Executive Director</p> <p>The Executive Director may be an individual, partnership or corporation and shall be appointed by the Council to provide management services to the Institute. The terms of the Executive</p>	<p>“premises” used instead of “head office” because the term “head office” no longer used in NFPCA.</p> <p>“President” changed to “Chair”.</p>

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<p>Institute. The terms of the Executive Director’s engagement shall be set forth in writing approved by Council. The Executive Director shall have responsibility for the head office of the Institute and shall administer the business affairs of the Institute under the direction of the President, the Executive Committee and the Council. The Executive Director shall be responsible for operationalizing the Strategic Plan, including the establishment of operational committees and task groups to carry out responsibilities thereunder delegated by Council, maintaining liaison and directing and supporting the districts or local chapters and for keeping accurate records related to the Council, the Executive Committee and the standing and special committees of the Council. The Executive Director shall attend all general or special meetings of the members, the Council and the Executive Committee and shall take the minutes thereof under the direction of the Secretary-Treasurer. The Executive Director shall also perform such other duties as may be assigned to the Executive Director by the President, the Executive Committee, the Council or as may be assigned to the Executive Director by other officers or directors of the Institute with the approval of the President.</p>	<p>Director’s engagement shall be set forth in writing approved by Council. The Executive Director shall have responsibility for the head office of the Institute’s <u>premises</u> and shall <u>financial and human resources to</u> administer the business affairs of the Institute under the direction of the <u>PresidentChair</u>, the Executive Committee and the Council. The Executive Director shall be responsible for operationalizing the Strategic Plan, including the establishment of operational committees and task groups to carry out responsibilities thereunder delegated by Council, maintaining liaison and directing and supporting the districts or local chapters and for keeping accurate records related to the Council, the Executive Committee and the standing <u>committees</u> and special committees of the Council. The Executive Director shall attend all general or special <u>members’</u> meetings of the members, the Council and the Executive Committee, and <u>the Executive Director (or designate)</u> shall take the minutes thereof under the direction of the Secretary-Treasurer. The Executive Director shall also perform such other duties as may be assigned to the Executive Director by the <u>PresidentChair</u>, the Executive Committee, the Council or as may be assigned to the Executive Director by other officers or directors of the Institute with the approval of the <u>PresidentChair</u>.</p>	<p>“general or special” deleted because the NFPCA does not use term “general” in relation to members’ meetings.</p> <p>Executive Director authorized to delegate minute-taking.</p>
<p>7.2 Registrar</p> <p>The Registrar is an individual who shall not be a member of the Institute and who shall be appointed by the Council. The terms of the Registrar’s engagement shall be set forth in writing approved by</p>	<p>7.2 Registrar</p> <p>The Registrar is an individual who shall not be a member of the Institute and who shall be appointed by the Council. The terms of the Registrar’s engagement shall be set forth in writing approved by the Council. The Registrar shall be responsible for all matters</p>	<p>Reference to third party as referred to in 2.2.1.1 added.</p> <p>“general or special” deleted because the NFPCA does not use term</p>

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<p>the Council. The Registrar shall be responsible for all matters related to membership in the Institute including liaison with the Professional Standards Committee and the Professional Standards Board, if any, engaged under contract with the Institute. The Registrar shall maintain a register of members by membership category and shall keep accurate records relating to the current membership. The Registrar shall attend all meetings of the Council, the Professional Standards Committee and all general or special meetings of the members. The Registrar shall make recommendations to the Council on admission to the membership categories in the Institute. The Registrar shall also perform such other duties as may be assigned to the Registrar by the Council.</p>	<p>related to membership in the Institute including liaison with the Professional Standards Committee and the Professional Standards Board, if any, engaged under contract with the Institute<u>third party referred to in Section 2.2.1.1 (if any)</u>. The Registrar shall maintain a register of members by membership category and shall keep accurate records relating to the current membership. The Registrar shall attend all <u>Council</u> meetings of the Council, the Professional Standards Committee and all general or special<u>members’</u> meetings of the members. The Registrar shall make recommendations to the Council on <u>admission eligibility for an individual to the be issued</u> membership categories in the Institute<u>a category</u>. The Registrar shall also perform such other duties as may be assigned to the Registrar by the Council.</p>	<p>“general” in relation to members’ meetings.</p> <p>“admission” deleted and replaced with reference to membership being “issued” because s.49 of the NFPCA now refers to issuance of membership (s.49: “The directors may issue memberships in accordance with the articles and any conditions set out in the by-laws.”).</p>
<p>8.2 Special Assessments</p> <p>The Council may, subject to approval at a meeting of members, levy a special assessment upon all voting members with the exception of Retired Members to create a special reserve fund for a specific purpose or to pay the cost of a specific activity or project, provided that notice of the intention of such special assessment has been given to all voting members in accordance with this By-law prior to the meeting of the voting members at which the levy is to be considered, and provided further that the levy of any such special assessment is approved by fifty percent (50%) of the votes cast at the meeting.</p>	<p>8.2 Special Assessments</p> <p>The Council may, subject to approval at a meeting of members’<u>meeting</u>, levy a special assessment upon all voting members <u>(with the exception of Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5) and of Non-Practicing Members)</u> to create a special reserve fund for a specific purpose or to pay the cost of a specific activity or project, provided that notice of the intention of such special assessment has been given to all voting members in accordance with this By-law prior to the meeting of the voting members at which the levy is to be considered, and provided further that the levy of any such special assessment is approved by fifty percent (50%) of the votes cast at the meeting.</p>	<p>Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5) and of Non-Practicing Members exempted from member-approved levy.</p>

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<p>8.3 Administrative Fees</p> <p>Council may prescribe such fees from time to time as it considers appropriate for administrative services performed by or on behalf of the Institute.</p>	<p>8.3 Administrative Fees</p> <p>Council may prescribe<u>establish or may delegate to staff the establishment of</u> such fees from time to time as it considers appropriate for administrative services performed by or on behalf of the Institute.</p>	<p>Establishment of fees in purview of Council or, as delegated, of staff.</p>
<p>8.4 Rules</p> <p>Council may prescribe rules for the preparation, invoicing and collection of dues, fees and assessments of members</p>	<p>8.4 Rules</p> <p>Council may prescribe<u>establish or may delegate to staff the establishment of</u> rules for the preparation, invoicing and collection of dues, fees and assessments of members.</p>	<p>Establishment of rules in purview of Council or, as delegated, of staff.</p>
<p>9.2 Notice and Meeting</p> <p>The Executive Director shall provide a notice in accordance with the provisions of this By-law of a general meeting called for the purposes of confirming a by-law or amendment, which notice shall include the text of the by-law or amendment together with an explanation of the purpose and effect thereof and specifying the date, time and place of the general meeting called for the purpose.</p>	<p>9.2 Notice and Meeting</p> <p>The Executive Director shall provide a notice in accordance with the provisions of this By-law of a general meeting <u>of the members</u> called for the purposes of confirming a by-law or amendment, which notice shall include the text of the by-law or amendment together with an explanation of the purpose and effect thereof and specifying the date, time and place of the general meeting called for the purpose.</p>	<p>“general” deleted because the NFPCA does not use term “general” in relation to members’ meetings.</p>
<p>9.3 By-Law Amendment by Mail Ballot</p> <p>Despite Section 9.2, the Council may by resolution determine to conduct a mail ballot of all voting members for the purpose of seeking confirmation of any by-law or amendment, in which event the provisions of Section 3.6.6 and Section 3.6.7 shall</p>	<p>9.3 By-Law Amendment by Mail Ballot</p> <p>Despite Section 9.2, the Council may by resolution determine to conduct a mail ballot of all voting members for the purpose of seeking confirmation of any by-law or amendment, in which event the provisions of Section 3.6.6 and, Section 3.6.7, <u>or Section 3.6.8</u> shall apply, with the necessary changes</p>	<p>Cross reference to 3.6.8 added.</p>

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apply, with the necessary changes		
<p>10.1 Rules and Regulations</p> <p>Without limiting its responsibilities and powers, Council by resolution may adopt governance and mandate policies and make rules and regulations for:</p> <p>10.1.1.1 establishing terms of reference for volunteer members to advance the interests of the Institute that are binding upon: volunteer groups; committees; task forces; advisory groups; strategy groups;</p> <p>10.1.2 the identification, recognition and operation of districts or local chapters;</p> <p>10.1.3 practice standards;</p> <p>10.1.4 matters ancillary to responsibilities of the Institute established by law and not contrary thereto;</p> <p>10.1.5 nominations and associated procedures not otherwise specified;</p> <p>10.1.6 student liaison;</p> <p>10.1.7 selection of a public interest representative director of the Institute;</p>	<p>10.1 Rules and Regulations</p> <p>Without limiting its responsibilities and powers, Council by resolution may adopt governance and mandate policies and make rules and regulations for:</p> <p>10.1.1.1 establishing terms of reference for volunteer members to advance the interests of the Institute that are binding upon: volunteer groups; committees; task forces; advisory groups; <u>and strategy and/or policy</u> groups;</p> <p>10.1.1.2 the identification, recognition and operation of districts or local chapters;</p> <p>practice-10.1.1.3 standards <u>of practice</u>;</p> <p>10.1.1.4 matters ancillary to responsibilities of the Institute established by law and not contrary thereto;</p> <p>10.1.1.5 nominations and associated procedures not otherwise specified;</p> <p>10.1.6 ——— student liaison;</p> <p>10.1.7 ——— selection of a public interest representative director of the Institute;</p> <p>10.1.8-10.1.1.6 the conducting of votes by the members at a meeting, by mail ballot or by telecopier <u>telephonic</u> or electronic means;</p>	<p>Scope of rules and regulations updated and clarified.</p>

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<p>10.1.8 the conducting of votes by the members at a meeting, by mail ballot or by telecopier or electronic means;</p> <p>10.1.9 the establishment and execution of an Awards Program;</p> <p>10.1.10 prescribing the content, form and access to the register of members on the advice of the Registrar;</p> <p>10.1.11 prescribing procedures on appeals or Petitions to Council;</p> <p>10.1.12 such further and other matters as the Council may determine appropriate.</p>	<p>10.1.9 — the establishment and execution of an Awards Program;</p> <p>10.1.10 10.1.1.7 prescribing the content, form and access to the register of members on the advice of the Registrar;</p> <p>10.1.11—10.1.1.8 prescribing procedures on appeals or Petitions<u>petitions</u> to Council; <u>and</u></p> <p>10.1.12—10.1.1.9 such further and other matters as the Council may determine appropriate.</p>	
<p>10.2 Rules and Regulations Subject to Confirmation</p> <p>Matters adopted by the Council pursuant to Section 10.1 may include rules and regulations not inconsistent with this By-law relating to the management and operation of the Institute as Council deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Institute when they shall be confirmed and failing such confirmation, shall at and from that time cease to have any force and effect</p>	<p>10.2 Rules and Regulations Subject to Confirmation</p> <p>Matters adopted by the Council pursuant to Section 10.1 may include rules and regulations not inconsistent with this By-law relating to the management and operation of the Institute as Council deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Institute when they shall be confirmed and failing such confirmation, shall at and from that time cease to have any force and effect.</p>	<p>“of the members of the Institute” deleted as redundant.</p>

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	<p><u>11.1</u> <u>Disclosure; Conflict of Interest</u></p> <p><u>11.1.1</u> <u>A director or officer of the Institute who:</u></p> <p><u>11.1.1.1</u> <u>is a party to a material contract or transaction or proposed material contract or transaction with the Institute; or</u></p> <p><u>11.1.1.2</u> <u>is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Institute;</u></p> <p><u>shall disclose to the Institute or request to have entered in the minutes of meetings of Council the nature and extent of their interest.</u></p> <p><u>11.1.2</u> <u>The disclosure required by Section 11.1.1 must be made, in the case of a director:</u></p> <p><u>11.1.2.1</u> <u>at Council meeting at which a proposed contract or transaction is first considered;</u></p> <p><u>11.1.2.2</u> <u>if the director was not then interested in a proposed contract or transaction, at the first Council meeting after they become so interested;</u></p> <p><u>11.1.2.3</u> <u>if the director becomes interested after a contract is made or a transaction is entered into,</u></p>	<p>Detailed “Disclosure; Conflict of Interest” provision added in order to reflect s.41 of the NFPCA.</p>

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	<p><u>at the first Council meeting after they become so interested; or</u></p> <p><u>11.1.2.4 if a person who is interested in a contract or transaction later becomes a director, at the first Council meeting after they become a director.</u></p> <p><u>11.1.3 The disclosure required by Section 11.1.1 must be made, in the case of an officer who is not a director:</u></p> <p><u>11.1.3.1 forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;</u></p> <p><u>11.1.3.2 if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after they become so interested; or</u></p> <p><u>11.1.3.3 if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.</u></p> <p><u>11.1.4 Despite Section 11.1.2 and Section 11.1.3, if Section 11.1.1 applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the Institute’s business, would not require approval by Council or members, the director or officer shall disclose to the Institute or request to have entered in the minutes of meetings of Council, the nature and extent of their interest forthwith after the director or</u></p>	

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Existing Language	Proposed Changes	Justification for Change
	<p><u>officer becomes aware of the contract or transaction or proposed contract or transaction.</u></p> <p><u>11.1.5</u> <u>A director referred to in Section 11.1.1 shall not attend any part of a Council meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is:</u></p> <p><u>11.1.5.1</u> <u>one for indemnity or insurance; or</u></p> <p><u>11.1.5.2</u> <u>with an organization affiliated with the Institute.</u></p> <p><u>11.1.6</u> <u>If no quorum exists at a Council meeting for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at Council meeting by reason of Section 11.1.5, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.</u></p> <p><u>11.1.7</u> <u>A general notice to Council by a director or officer disclosing that they are a director or officer of or has a material interest in a person, or that there has been a material change in the director’s or officer’s interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction for the purposes of this Section 11.1.</u></p>	

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Existing Language	Proposed Changes	Justification for Change
	<p><u>11.1.8</u> <u>A contract or transaction for which disclosure is required under Section 11.1.1 is not void or voidable, and the director or officer is not accountable to the Institute or its members for any profit or gain realized from the contract or transaction, because of the director’s or officer’s interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:</u></p> <p><u>11.1.8.1</u> <u>disclosure of the interest was made in accordance with this Section 11.1;</u></p> <p><u>11.1.8.2</u> <u>Council approved the contract or transaction; and</u></p> <p><u>11.1.8.3</u> <u>the contract or transaction was reasonable and fair to the Institute when it was approved.</u></p> <p><u>11.1.9</u> <u>Despite anything in this Section 11.1, a director or officer, acting honestly and in good faith, is not accountable to the Institute or to its members for any profit or gain realized from any contract or transaction by reason only of their holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the Institute at the time it was approved, is not by reason only of the director’s or officer’s interest in it void or voidable if:</u></p>	

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	<p><u>11.1.9.1</u> <u>the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and</u></p> <p><u>11.1.9.2</u> <u>the nature and extent of the director’s or officer’s interest in the contract or transaction are disclosed in reasonable detail in the notice calling the members’ meeting.</u></p>	
<p>11.3 Indemnification</p> <p>In addition to any statutory protection, the Institute shall indemnify and save harmless any director or officer or committee member of the Institute or their heirs from and against all claims, costs and expenses, including all amounts paid to settle any action or satisfy any judgment, that was reasonably incurred by same in respect of any civil or administrative action or proceeding to which such individual was engaged by reason of being or having been a director or officer or committee member of the Institute, if</p> <p>11.3.1 the person acted honestly and in good faith with a view to the best interests of the Institute, and</p> <p>11.3.2 where there is a monetary penalty, the person had reasonable grounds for believing that such conduct was lawful.</p>	<p><u>11.4</u> 11.3 Indemnification</p> <p><u>11.4.1</u> In addition to any statutory protection, the Institute<u>every director or officer</u> shall indemnify<u>be indemnified</u> and saves<u>save</u> harmless any director or officer or committee member<u>out</u> of the Institute or their heirs’ funds from and against all claims, costs, charges and expenses, including all amounts<u>an amount</u> paid to settle any<u>an</u> action or satisfy any<u>a</u> judgment, that was reasonably incurred by same<u>the individual</u> in respect of any civil or, criminal, administrative, <u>investigative or other</u> action or proceeding to<u>in</u> which such<u>the</u> individual was engaged by reason of being or having been a director or officer or committee member of<u>is involved because of that association with</u> the Institute, if.</p> <p><u>11.4.2</u> <u>The Institute may advance money to an individual referred to in Section 11.4.1 for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the</u></p>	<p>Amendments made to reflect s.46 of the NFPCA.</p>

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	<p>individual does not fulfil the conditions set out in Section 11.4.3.</p> <p>11.4.3 The Institute shall not indemnify an individual under Section 11.4.1 unless:</p> <p>11.4.3.1 11.3.1 the personindividual acted honestly and in good faith with a view to the Institute’s best interests of other entity for which the individual acts or acted at the Institute’s request as a director or officer, or in a similar capacity, as the case may be; and</p> <p>11.4.3.2 11.3.2 where thereif the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the personindividual had reasonable grounds for believing that suchtheir conduct was lawful.</p> <p>11.4.4 Subject to the NFPC Act and applicable laws, the Institute may purchase and maintain insurance for the benefit of an individual referred to in Section 11.4.1, against any liability incurred by that individual in the individual’s capacity as a director or an officer of the Institute.</p>	
<p>12.1 Effective Date</p> <p>12.1.1 Certified to be By-law No. 1 of the Institute effective on the 1st day of</p>	<p>12.1 Effective Date</p> <p>12.1.1. Certified to be By-law No. 1 of the Institute effective on the 1st[INSERT] day of January 2019[INSERT].</p>	<p>Amendments contemplated in relation to dates of approval of new version of the By-laws.</p>

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<p>January 2019 as enacted by Council on the 31st day of July 2018 and confirmed by the members of the Institute as of the 4th day of October 2018.</p>	<p><u>20[INSERT]</u> as enacted by Council on the 31st<u>[INSERT]</u> day of July—2018<u>[INSERT]</u>. <u>20[INSERT]</u> and confirmed by the members of the Institute as of the 4th<u>[INSERT]</u> day of October 2018<u>[INSERT]</u>, <u>20[INSERT]</u>.</p>	
<p>Appendix I: Preamble, Statement of Values, Professional Code of Practice</p> <p>Appendix II: Complaints and Discipline</p>		<p>Both Appendices deleted.</p>