

**Vision**

**To be a valued health and wellness resource for Manitobans**

**Mission**

**To support the professional interests of occupational therapists**

**Values**

**Connect – Engaging through participation**

**Enable - Health and wellness through occupation**

**Grow – Success through continued learning**

**Objects**

The objects of the Society are:

- to promote the profession of occupational therapy in the province of Manitoba
- to represent the interests of members to governments, educational institutions, other professions, business and to the public
- to support the professional needs of occupational therapists in Manitoba, including professional development and research
- to enhance the development and maintenance of liaison with other groups such as unions, regulators, educators, and provincial and national organizations.

## BY-LAWS

### PREAMBLE

#### 1. Incorporation

The Manitoba Society of Occupational Therapists was established in 1961 and incorporated under *The Corporations Act* of Manitoba in 1964.

#### 2. Name of Organization

The name of the organization is Manitoba Society of Occupational Therapists or MSOT or M.S.O.T. herein also referred to as “the Society”.

#### 3. Index

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### PART I: INTERPRETATION

#### 1.1 DEFINITIONS

In these by-laws,	
“Agent”	means a person authorized to act on behalf of the Society through employment, by contract or by other authority;
“Board”	means the Board of Directors of the Society;
“Bylaws”	means the Bylaws of the Society;
“Chairperson”	means the individual appointed to chair general meetings of members;
“CAOT”	means the Canadian Association of Occupational Therapists;
“Director”	means a member of the Board of the Society pursuant to these Bylaws;
“Executive Committee”	means the Executive Committee of the Society;
“Ex-officio”	means by virtue of one’s position;
“General Meeting”	means a meeting of the membership;
“Good Standing”	means having paid the membership dues payable under these Bylaws and having agreed in writing on the

	application form to abide by the mission and constitution of the organization;
"In camera"	means that a portion of the council or committee meeting is held in private, without observers, to deal with matters of a confidential nature or a personal nature concerning an individual;
"Majority"	means more than one-half (1/2) of the total number of votes, excluding abstentions, cast on a motion;
"Officer"	means a person appointed or elected to serve as an Officer of the Society pursuant to these Bylaws;
"Ordinary Resolution"	means (1) a resolution passed in a General Meeting by the Voting Members of the Society by a majority of the votes cast; <u>OR</u> (2) a resolution adopted by the Voting Members of the Society by a majority of the votes cast in a mail ballot;
"Proxy"	means the authority provided by a member to another eligible voting member to act on his/her behalf at a meeting of the members of the college;
"Quorum"	means the number of individuals needed to be present to convene a meeting;
"Scrutineers"	means the individuals appointed at a member meeting to determine the results of a vote;
"Special Resolution"	means (1) a resolution passed in a General Meeting by the Voting Members of the Society by a majority not less than three-quarters (3/4) of the votes cast, and of which not less than fourteen (14) days notice specifying the intention to propose it as a Special Resolution has been given; <u>OR</u> (2) a resolution adopted by the Voting Members of the Society by a majority not less than three-quarters (3/4) of the votes cast in a mail ballot;
"Two-thirds vote"	means at least two-thirds (2/3) of the total number of votes, excluding abstentions, cast on a motion;
"Voting Members"	means all Active Members, Life Members and Associate Members;
"WFOT"	means World Federation of Occupational Therapists.

## 1.2 HEADINGS & INTERPRETATION

The division of the by-laws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and do not affect the interpretation of the by-laws.

In this By-law, unless the context otherwise requires, words referring to the singular number shall include the plural number, and vice versa. Reference to persons shall include firms and corporations.

## PART II - MEMBERSHIP

### 2.1 CATEGORIES OF MEMBERS

- A. Active Member
- B. Life Member
- C. Out of Province Member
- D. Student Member
- E. Associate Member
- F. Affiliate Member

### 2.2 APPLICATION OF THE BY-LAW

1. Any person who was a member when the by-law became effective shall continue to be a member by continuous payment of prescribed fees, even if the person does not otherwise fulfil the membership criteria in the by-laws.
2. All memberships are renewable annually.

### 2.3 MEMBERSHIP CRITERIA

#### A. Active Membership

Active membership will be granted to individuals, upon application, when the following criteria are met:

- i. the applicant is a graduate from an occupational therapy educational program in Canada accredited by the Canadian Association of Occupational Therapists (CAOT), or
- ii. the applicant is a graduate from a non Canadian occupational therapy educational program recognized by the World Federation of Occupational Therapists (WFOT).

Applications which do not meet the criteria for Active Membership shall be referred to the MSOT Coordinator of Member Services.

#### B. Associate Membership

Associate membership may be granted to:

- i. an individual who previously has been an Active Member of the Society but who has now retired from practice.

Applications which do not meet the criteria for Associate Membership shall be referred to the MSOT Coordinator of Member Services.

#### C. Life Membership

Life memberships were awarded following nomination and granted by the Executive of the Society. To be considered for Life Membership, a nominee satisfied the following criteria:

- i. a current Active Membership, and had been an Active Member for 25 years,
- ii. completed 25 years of practice in occupational therapy,
- iii. made an outstanding contribution to the Society or to the profession of occupational therapy in the opinion of the membership.

The Category of Life Membership is no longer available to MSOT members and has been replaced by a recognition and acknowledgement of long standing members of MSOT; this process is coordinated by the MSOT Nominations and Awards Committee with the assistance of the Archives Committee and the office registration services. Current Life Memberships are not affected by this change.

- D. Out of Province Membership  
Out of Province membership may be granted to an Occupational Therapist or an Occupational Therapy Student when the following criteria are met:
- i. the applicant is a graduate and / or student from an occupational therapy educational program in Canada accredited by the Canadian Association of Occupational Therapists (CAOT) or from a non Canadian occupational therapy educational program recognized by the World Federation of Occupational Therapists (WFOT), and
  - ii. the applicant resides and practises outside the province of Manitoba.

Applications which do not meet the criteria for Out of Province Membership shall be referred to the MSOT Coordinator of Member Services

- E. Student Membership  
Student membership may be granted to:
- i. Students at the University of Manitoba School of Medical Rehabilitation enrolled in the entry-level occupational therapy program.

- F. Affiliate Membership  
Affiliate membership may be granted to:
- i. individuals who work in a role of assisting occupational therapists in their practice;
  - ii. groups, organizations, or individuals that have an interest in the profession of occupational therapy according to the terms and conditions determined from time to time by the Executive.

Applications which do not meet the criteria for Affiliate Membership shall be referred to the MSOT Coordinator of Member Services.

## 2.4 MAINTENANCE OF MEMBERSHIP

- A. Active membership  
Active members shall pay annual membership dues and will support the objects of the Society.
- B. Associate Membership  
Associate members shall pay annual membership dues and shall support the objects of the Society.
- C. Life Membership  
Life members shall pay no annual membership dues and will have all the rights and privileges of active membership. Life membership will continue for the life of the member.
- D. Out of Province Membership  
Out of Province members shall pay annual membership dues and will support the objects of the Society.
- E. Student Membership  
Student members shall pay no annual membership dues and will support the objects of the Society.
- F. Affiliate Membership  
Affiliate members shall pay annual membership dues and shall support the objects of the Society.

## 2.5 RIGHTS OF MEMBERSHIP

- A. Active Members.
- i. may attend meetings of members, and shall be entitled to vote,

- ii. may hold office in the Society,
  - iii. are eligible to serve on committees of the Society, and vote as committee members.
- B. Associate Members.
- i. may attend meetings of the members, and shall be voting members,
  - ii. may hold office in the Society,
  - iii. are eligible to serve on committees of the Society and vote as committee members.
- C. Life Members.
- i. may attend meetings of the members, and shall be entitled to vote,
  - ii. may hold office in the Society,
  - iii. are eligible to serve on committees of the Society, and vote as committee members.
- D. Out of Province Members.
- i. may attend meetings of the members, and shall be non-voting members,
  - ii. may not hold office in the Society,
  - iii. are eligible to serve on committees of the Society, and vote as committee members.
- E. Student Members
- i. may attend meetings of the members, and shall be non-voting members,
  - ii. are eligible to serve on committees of the Society, and vote as committee members,
  - iii. are members of MSOT for the duration of the academic (September to June) program,
  - iv. will elect a representative from the O.T. student body, who may attend Board of Director meetings, vote at these meetings but may not hold office.
- F. Affiliate Members
- i. may attend meetings of the members, and shall be non-voting members,
  - ii. may not hold office in the Society,
  - iii. are eligible to serve on committees of the Society and vote as committee members.

## 2.6 CESSATION OF MEMBERSHIP

1. Membership privileges shall be suspended automatically if dues are not paid, within 30 days of the due date.
2. Any member may withdraw from the Society by sending a letter of resignation to the Society office.
3. Members may be suspended or have their rights and privileges of membership in the Society terminated in accordance with conduct procedures established from time to time by the Board of Directors.
4. In the event of termination of membership, there shall be no refund of fees for the current year.

## **PART III - MEETINGS**

- 3.1 Meetings of the membership shall be called General Meetings and shall be held within the Province of Manitoba at such times and places as the Executive determines.

General meetings shall include Annual General Meetings and Special General Meetings, and any adjournments thereof.

The Annual General Meeting shall be held once in every calendar year.

Special General Meetings may be called by the President or any four active members of the Society.

#### Notices of General Meetings

- 3.2 A written notice of a General Meeting shall be sent to the membership not less than fourteen (14) days prior to the date of such meeting. Such notice may be sent by mail, fax, email or personal delivery, or included in any official publication of the Society. If a General Meeting is adjourned to a future date due to lack of quorum or for any other reason, the Society shall not be required to send a new notice for the adjourned meeting.
- 3.3 Notice of a General Meeting shall specify the place, day and time of such meeting, and the nature of the business to be transacted.
- 3.4 The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the membership shall not invalidate the proceedings at that General Meeting.

#### Agendas for General Meetings

- 3.5. The agenda for an Annual General Meeting shall include the presentation of reports from the Board of Directors, the appointment of an accountant to conduct the financial review, any business initiated by the Board of Directors, and resolutions initiated by the membership.
- 3.6 The agenda for a Special General Meeting shall be limited to the items which are specified in the notice of the meeting, and no additional items or resolutions may be considered.
- 3.7 The Board of Directors shall act on all resolutions adopted during a General Meeting, but the Board shall have the authority to adjust the actions proposed in such resolutions based on circumstances which may arise after such a General Meeting, and shall report to the membership on its actions at the next Annual General Meeting.

#### Voting Procedures

- 3.8 A vote may be taken by ballot or by a show of voting cards at the discretion of the chair.
- 3.9 The chair of the meeting shall appoint from amongst those assembled, two scrutineers who shall tabulate the vote for and against in the show of voting cards or, in the event of a ballot vote, shall distribute, collect and count the ballots and report the results to the chair.

- 3.10 A majority vote of those eligible members who are present shall be required for adoption of any motion at an annual, general or special general meeting, with exception of situations specified in the current edition of *Call to Order*<sup>1</sup>.

Perry, Herb (1989). *Call to Order*. Owen Sound, ON: Big Bay Publishing.

- 3.11 In the event of a tie vote, either by a count of voting cards or ballot vote, the chair of the meeting shall cast the deciding vote, or shall request a second vote at his/her discretion.
- 3.12 The Board can elect to have members return a vote on an issue, via regular mail, electronic mail, or facsimile provided that the question has been put to the member in a notice, via regular mail, to the member's last recorded address. If the motion is passed, the issue shall be considered resolved effective retro-active to the date of notice.

### Quorum

- 3.13 A quorum at a general Meeting shall be five percent (5%) of Voting Members, present at such a general Meeting but shall not be less than 25 members.
- 3.14 At a general meeting, members shall be considered to be present if participating in person, through proxy or via teleconference.
- 3.15 At any general meeting, should the number of members present fall below quorum after the meeting has been called to order, the valid transaction of business can still continue.

### Proxies

- 3.16 Any member of the Society who has the right to vote shall be able to hold a proxy for no more than one (1) voting member of the Society. The member who wishes to vote by proxy shall fulfill the proxy requirements as determined by the Board of Directors and outlined with the notification of the meeting.
- 3.17 A proxy shall be valid only for the meeting for which it was specifically given and for any adjournment thereof.

## **PART IV – BOARD OF DIRECTORS**

### General

- 4.1 The Board of Directors shall be the governing body of the Society and may exercise such powers and do such acts and things as the Society may do, pursuant to the Objects and the Bylaws.
- 4.2 Each Director shall be required to act in the best interests of the Society in preference to any interests of such member.
- 4.3 No Director will be remunerated for being or acting as a Board Director, but shall be entitled to be reimbursed for all expenses necessarily and reasonably

incurred by the Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Board of Directors.

- 4.4. The Board of Directors may establish Conflict of Interest standards and policies to govern the participation of the Directors in its decision-making, and may require that a person resign as a Director for conflict of interest.

#### Composition

- 4.5 The membership of the Board of Directors shall be as follows:
- a) the officers;
  - b) the CAOT Board Director as a voting ex-officio member;
  - c) chairpersons of all standing committees are voting ex-officio members;
  - d) one student member from each of the 1<sup>st</sup> and 2<sup>nd</sup> year classes of the Masters of Occupational Therapy program at the University of Manitoba, for a total of two student Board members who shall together comprise one vote; if only one student member is in attendance, s/he will vote on behalf of the two student Board members.

#### Election of Board Directors

- 4.6 Active members, Life members, and Associate members in good standing are eligible to be appointed or elected to the Board of Directors, and to be eligible to continue to serve on the Board.
- 4.7 The Board Directors shall be appointed or elected for terms of two (2) years or until their successors are appointed or elected, with such terms commencing and ending upon the conclusion of the relevant Annual General Meeting. Each year approximately one-half (1/2) of the Board positions shall be filled, as determined by the Board.
- 4.8 Pursuant to Section 5.6(d), the Student Board Directors shall each be appointed for a two (2) year term by the Board from persons nominated by the students of the Masters of Occupational Therapy program at the University of Manitoba.
- 4.9 A person may not serve as a Board Director for more than three (3) consecutive terms, but this restriction may be suspended by the Voting Members at a General Meeting for specific cases by a two-thirds (2/3) vote. A Board Director who has completed three (3) consecutive terms shall, upon the expiry of one (1) year thereafter, be eligible for election or appointment to the Board for up to three (3) consecutive terms.

#### Nominations

- 4.10 The Nominations and Awards Committee shall issue, in a form approved by the Board of Directors, a call for nominations to the Voting Members no later than one hundred and twenty (120) days prior to the Annual General Meeting.
- 4.11 The deadline for the submission of nominations by Voting Members shall be fifty (50) calendar days prior to the Annual General Meeting.

### Election of Board Directors

- 4.12 The elections of Board Directors will take place at the Annual General Meeting by those considered present, in person or by proxy, unless a mail in ballot procedure has been instituted by the Board of Directors.
- 4.13 All Voting Members shall be entitled to vote in the election of Board Directors.
- 4.14 If there is only one (1) nominee for each position no ballot shall be required and the nominee(s) shall be declared elected by acclamation.
- 4.15 If there are more nominations than positions open for election, the vote shall be by mail, fax or email ballot with the nominee(s) receiving the largest number of votes being elected.
- 4.16 Nominations for Board Directors for which no nominations are received pursuant to Section 4.11 may be moved and seconded at the Annual General Meeting and elections conducted during the Annual General Meeting.

### Ceasing to hold Office as a Board Director

- 4.17 A person shall cease to hold office as a Board Director upon:
- a) submitting a written resignation from the Board of Directors to the office of the Society; or
  - b) removal from the position of Board Director by the Voting Members at a General Meeting by a Special Resolution; or
  - c) a majority vote of the Board of Directors where the Director has been absent from two consecutive meetings for reasons deemed unacceptable to the Board of Directors.

### Vacancies

- 4.18 In the event of a vacancy on the Board of Directors, the Board of Directors shall be entitled to appoint a Voting Member to the vacancy until the next Annual General Meeting at which time an election shall be held pursuant to Part IV.

## **PART V - OFFICERS**

- 5.1 The Officers of the Society shall be the President, Vice-President or President-elect, Secretary, Treasurer, Co-ordinator of Member Services, and Communications Co-ordinator.
- 5.2 No person may hold more than one Officer position at the same time, with the exception of the position of Vice President.
- 5.3 An Officer shall be appointed to serve for a term of two years or until such Officer is replaced by the Board. An Officer may serve a maximum of two (2) consecutive terms in any one Officer position.

- 5.4 The Officers shall perform such duties as are stipulated in these Bylaws and the Act and as further directed by the Board of Directors through adoption of Position Descriptions:
- a) the President shall preside at all meetings of the Society and perform such other duties as the Board may assign;
  - b) the Vice-President shall assume the duties of the President in the case of the President's absence;
  - c) the Treasurer shall be responsible for ensuring the proper maintenance of the financial records of the Society
  - d) the Secretary shall be responsible for ensuring the proper maintenance of the the minutes of Executive Committee Meetings and General Meetings.
- 5.5 If an Officer's position becomes vacant, the Board of Directors may appoint one (1) of its members to serve for the remainder of the term, except that if the vacated office is that of the President, the Vice-President shall assume the office of President for the remainder of the term.

#### Executive Officer

- 5.6 The Board of Directors shall be entitled to appoint or remove the Executive Officer, who shall be responsible for for carrying out such other duties as are assigned by the Board of Directors from time to time. The Executive Officer shall report regularly to the President on policy implementation and administrative activities.

### **PART VI – BOARD OF DIRECTORS MEETINGS**

- 6.1 There shall be at least eight (8) Regular Meetings of the Board of Directors in each calendar year. The schedule of the Meetings of the Board of Directors shall be approved by the Executive Committee each year, but the schedule may be changed by the Executive Committee from time to time provided that all Board Directors have been advised of such changes.
- 6.2 Special Meetings of the Board of Directors may be called by the President and shall be called if the President of the Society receives a written request for such a meeting signed by five (5) or more Board Directors, not including Student Directors.
- 6.3 Meetings of the Board of Directors may be held by teleconference call, video-conference or other electronic means, provided that all the Board Directors have been so notified and provided that a quorum of the Board of Directors participates in such proceedings.
- 6.4 A quorum for Board of Directors meetings shall be a majority of the Board Directors not including Student Directors.
- 6.5 At least seven (7) days notice of a Board Director shall be given to all Board members. In the case of Regular Meetings, such notice shall be deemed to have been given upon the approval of the schedule of meetings under Section 6.1.

- 6.6 Notice of a Board of Directors meeting may be waived or reduced by the unanimous consent of the Board of Directors. A Board Director who is present when quorum is established at a Board meeting shall be deemed to have consented to waive the notice requirement.

## **PART VII – COMMITTEES AND TASK GROUPS**

- 7.1 The Board of Directors may delegate its responsibilities to committees and task groups from time to time.
- 7.2 The Board of Directors shall be entitled to establish and appoint committees and task groups as the Board of Directors deems necessary. The duties and powers, membership and chairs of such committees and task groups shall be established by the Board of Directors from time to time through Committee Terms of Reference.
- 7.3 The President of the Society shall be a non-voting member of all committees or task groups, except on any committee or task group to which he or she is appointed pursuant to Section 7.2.
- 7.4 The chair of a committee or task group may, and shall at the request of two (2) or more members of the committee or task group, call a meeting of the committee or task group.
- 7.5 Unless prohibited from doing so pursuant to Section 7.2, a committee or task group may conduct its meetings by teleconference call, video-conference or other electronic means, provided that all of its members have been notified, and provided that a quorum of the committee or task group participates in its meetings.
- 7.6 The quorum for a meeting of a committee or task group of the Society shall be a majority of its then current members.

## **PART VIII - FINANCIAL POLICY**

- 8.1 The fiscal year of the Society shall commence each year on the first day of June and end on the last day of May of the following year.
- 8.2 The dues payable by members of the Society shall be:  
a) fixed annually at the Annual General Meeting by a vote of the membership.  
b) payable by a date established by the Board  
c) may be prorated, waived or reduced in specific cases at the discretion of the Board.
- 8.3 The budget is determined annually by the Treasurer in consultation with the President. Individual committee budgets are prepared, with the exception of MSOTRF Committee, which prepares its own budget.

- 8.4 An auditor shall be appointed by members each year at the Annual General Meeting of the Society. The Board may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.
- 8.5 Contracts with the College of Occupational Therapists of Manitoba (COTM) shall be renewed annually.
- 8.6 Non-budgetary expense limits shall be \$1,000 for associated projects of the Society and \$500.00 for donations and sponsorships per fiscal year.
- 8.7 The Society shall not have the power to borrow money, except that Voting Members may, by Special Resolution at a General Meeting or by mail ballot, allow the Board, on behalf of and in the name of the Society, to raise and secure the repayment of money on terms to be set forth in the Special Resolution.
- 8.8 The Board may appoint or employ such agents, consultants, specialists, or employees as necessary to assist the Board in the performance of its duties in accordance with these by-laws and shall establish duties and remuneration for these persons as necessary.
- 8.9 The signing authorities of the Society shall be determined by the Board. All contracts, documents and instruments in writing so signed by two of the signing authorities shall be binding on the Society.
- 8.10 The Society may invest surplus revenues that may accrue and such investment shall be registered in the name of the Society.
- 8.11 The Board shall prepare, and at each annual general meeting of the Society submit a financial statement of operations of the college for the past year, duly certified by the auditor.

## **PART IX: PARLIAMENTARY AUTHORITY**

- 9.1 Perry's *Call to Order*, latest edition, shall govern in all matters not covered by these by-laws. The chair, at his or her own discretion, or the Voting Members, by a majority vote, may decide to suspend the formal rules of order to facilitate informal debate and decision-making.

## **PART X - GENERAL**

### **Notice**

- 10.1 Whenever the by-laws of the Corporation require notice to be given, such notice may be given either personally, by fax, by electronic mail or by prepaid mail, addressed to the Director, officer, or member at her/his address recorded on the books of the Corporation. A notice or other document sent by mail is considered to be received 4 days after it was placed in a post office or public mailbox.

## **Head Office**

- 10.2 The head office of the Society shall be located within the City of Winnipeg in the Province of Manitoba.

## **Branches**

- 10.3 Branches of the Society may be organized and established in other areas of the province provided the members of any proposed Branch satisfy the criteria of membership in the Society and provided that the proposed Branch shall adopt the by-laws of the Society.

## **Signing of Documents and Seal**

- 10.4 The Treasurer, and any other two Officers shall be signing officers. All cheques must be signed by 2 signing officers, at least one of whom shall be a Director. Officers must never sign a blank cheque. Before signing a cheque, the officers must make sure that the expense has been properly approved.
- 10.5 All other documents to be signed by the Corporation must be signed by two signing officers. This includes any written commitment of the Corporation, such as a contract for work to be done. Before signing a document, the officers must make sure that the document has been properly approved.
- 10.6 Signing officers must have Board approval before making any commitments, or entering into contracts of obligations, for the Society.
- 10.7 Anyone who has the authority to sign documents can also put the corporate seal on a document.
- 10.8 The name of the Society shall not be used to endorse any publication or activity or action without approval from the Board.
- 10.9 The seal, stamped in the margin, is the corporate seal of the Society.

## **Books and Records**

- 10.10 The Directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.
- 10.11 The Minute Book of the Corporation shall contain a copy of the Letters Patent of the Corporation, all extraordinary and ordinary resolutions passed, a copy of the by-laws of the Corporation and copies of originals of all documents, registers and resolutions as required by law. The books of the Corporation shall record all money received and expended by the Corporation and the matters in respect of which the receipt and expenditure takes place, all revenues and purchases and all assets and liabilities of the Corporation as well as all other transactions affecting the financial position of the Corporation.
- 10.12 The Minute Book and books of account shall at all times be open to inspection by the Directors and the auditors. No member not being a Director, shall have any right to inspect any account or book or document of the Corporation except as

conferred by law or authorized by the Board or by resolution of the members, whether previous notice thereof has been given or not.

### **By-laws Amendments and Enactment**

- 10.13 Any member in good standing shall have the right to examine the Society's by-laws and obtain a copy of same at his or her sole expense upon giving written notice to the Secretary.
- 10.14 Any by-law of the Society may be amended or enacted by a decision of the Board, confirmed by a two-thirds majority of the votes cast at a general meeting of the members, properly called to make such changes. All by-law changes proposed will be included in the notice of the meeting at which the change will be decided upon. A by-law passed by the Directors has effect unless, at the next members' meeting, it is not confirmed.

### **Indemnification and Insurance**

- 10.15 MSOT will indemnify all Directors and Officers, and their heirs and legal personal representatives except such costs, charges or expenses as are occasioned by her/his own willful neglect or default. This includes paying for any judgment or costs against Directors and Officers less any costs that result from failing to comply with their duties to the Corporation.
- 10.16 MSOT shall purchase and maintain such insurance for the protection of the Directors and Officers of the Corporation, as the Board may from time to time determine.

## **PART XI - DISSOLUTION**

- 11.1 In the event that the Society is dissolved, and after payment of all indebtedness of the Society, the remaining funds, investments or other assets shall be donated to support the SMR Endowment Fund at the University of Manitoba.

Effective Date – This By-Law shall come into force without further formality upon its enactment.

Enacted as the By-laws by the Board of Directors at a meeting duly called and regularly held and at which a quorum was present on the \*\*\*\* day of \*\*\*\*\*, \*\*\*\*\*.

_____ —	President	_____ —	Vice-President
_____ —	Secretary	_____ —	Treasurer

The foregoing by-law as enacted by the directors is hereby ratified, sanctioned, confirmed, and approved without variation by the affirmative vote of all members entitled to vote at the Annual General Meeting of members duly called and held at the **Royal Canadian Mint**, in the **City of Winnipeg** and at which a quorum was present on the **26th** day of **October**, **2010**.