

Technical Standards and Safety Authority

GENERAL OPERATING BY-LAW NO. 12

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A by-law relating generally to the conduct of the affairs of
the Technical Standards and Safety Authority

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GENERAL OPERATING BY-LAW NO. 12

A By-law relating generally to the conduct of the affairs of
the Technical Standards and Safety Authority

WHEREAS the *Technical Standards and Safety Statute Law Amendment Act, 2009* amending the *Technical Standards and Safety Act, 2000* (“TSS Act”) was proclaimed into force as of May 1, 2010 with the effect of continuing TSSA as a corporation without share capital under the name Technical Standards and Safety Authority in English and Office des normes techniques et de la sécurité in French;

AND WHEREAS the TSS Act provides for certain matters concerning the governance of TSSA and provides the Board of TSSA with authority to make by-laws governing the conduct and management of the affairs of TSSA;

AND WHEREAS TSSA and the Minister have entered into a memorandum of understanding, which includes terms, *inter alia*, relating to the governance of TSSA;

AND WHEREAS TSSA is subject to the *Not-for-Profit Corporations Act, 2010* (Ontario) and the regulations made under it, as amended from time to time (“ONCA”);

AND WHEREAS it is determined necessary to update General Operating By-law No. 11 to reflect changes required by ONCA and to make other minor revisions;

NOW THEREFORE BE IT ENACTED that the following is the General Operating By-law of Technical Standards and Safety Authority, replacing General Operating By-law No. 11:

SECTION I **INTERPRETATION**

1.01 Definitions

In this By-law and all other by-laws and resolutions of TSSA, unless the context otherwise requires:

- (a) “Appointed Director” means a Director who is appointed by the Minister.
- (b) “Board” or “Board of Directors” means the board of directors of TSSA.
- (c) “By-laws” means all by-laws governing the conduct and management of the affairs of TSSA;
- (d) “Directors” means a member of the Board and includes Appointed Directors and Elected Directors.
- (e) “Elected Director” means a Director elected into office by the Members of TSSA
- (f) “Member” means a member of TSSA.
- (g) “Minister” means the minister responsible for the administration of the TSS Act.
- (h) “Officers” means an officer of TSSA.
- (i) “ONCA” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time.

- (j) “Ordinary Resolution” means a resolution that, is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney.
- (k) “telephonic or electronic means” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.
- (l) “TSS Act” means the *Technical Standards and Safety Act, 2000* and where the context requires, includes the regulations made under it, as amended from time to time.

1.02 Interpretation

By-laws, unless the context otherwise requires, shall be construed and interpreted in accordance with the following:

- (a) words importing the singular number include the plural and vice versa; words importing any gender include all genders; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations;
- (b) headings are for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in anyway to clarify, modify or explain the effect of any such terms or provisions;
- (c) in the event of any dispute, the intent or meaning of any word shall be that given by the Board;
- (d) any reference to any statute shall, unless otherwise expressly stated, be deemed a reference to such statute as the same may from time to time be amended, restated, re-enacted or replaced; and
- (e) if any of the provision contained in any By-law is inconsistent with the TSS Act, a policy direction or order issued by the Minister or the memorandum of understanding with the Minister, the provisions contained in any of those documents shall prevail; and if any of those documents are inconsistent with each other in a manner not resolved by legislation, the order of descending precedence shall be as follows:
 - (i) the TSS Act and regulations thereunder;
 - (ii) an order issued by the Minister;
 - (iii) the memorandum of understanding with the Minister or a policy direction issued by the Minister.

SECTION II **GENERAL**

2.01 Fiscal Year

Until otherwise changed by resolution of the Board, the financial year of TSSA shall end on April 30 in each year.

2.02 Execution of Instruments

Deeds, transfers, licenses, assignments, contracts, obligations, certificates and other instruments and engagements may be signed on behalf of TSSA by any two (2) Officers together. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

2.03 Banking Arrangements

The banking business of TSSA shall be transacted with such banks, trust companies or other financial institutions as may from time to time be designated by or under the authority of the Board. Banking business or any part of it shall be transacted under the agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.04 Borrowing Arrangements

The Board may from time to time:

- (a) borrow money on the credit of TSSA;
- (b) issue, sell or pledge securities of TSSA;
- (c) charge, mortgage, hypothecate or pledge all or any of the property of TSSA, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of TSSA; and
- (d) delegate the powers under this clause to an Officer or Officers of TSSA as the Board considers appropriate to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by TSSA.

2.05 Electronic Signatures

The signature of any Director or Officer may be printed or otherwise mechanically or electronically affixed or reproduced under such conditions as the authorized by the signer and such signatures have the same force and effect as if signed in the handwriting of such Director or Officer.

2.06 Registered Office

The registered office of TSSA shall be situated in the Province of Ontario at such address as the Board may, by resolution, determine.

SECTION III **DIRECTORS**

3.01 Role

The affairs of TSSA shall be governed by the Board of Directors.

3.02 Powers

The Board shall oversee the affairs of TSSA in all things, and may perform or direct the performance of all such acts as may be necessary or of advantage to the attainment of the objects and proper operation of TSSA and may make or cause to be made for TSSA, in its name, any kind of contract which TSSA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as TSSA is by the legislation and documents set out in Section 1.02(e) or otherwise authorized to exercise and do. Subject to ONCA, the Board may delegate such powers and authority as it may from time to time deem proper and appropriate.

3.03 Number

The following shall apply:

- (a) The Board of Directors of TSSA shall consist of thirteen (13) Directors, unless changed by order of the Minister.
- (b) The Board shall be comprised of a minority of Appointed Directors and a majority of Elected Directors, without regard to vacancies on the Board.
- (c) The Minister may appoint such number of Appointed Directors as established by order of the Minister from time to time, provided that the number of Appointed Directors shall constitute a minority of the Directors.
- (d) The remaining Directors shall be Elected Directors.
- (e) The President and Chief Executive Officer (CEO) of TSSA shall not be a Director.
- (f) If there are vacancies on the Board, the remaining Directors may continue to act if they constitute a quorum of the remaining directors.

3.04 Qualifications

- (a) Each Director shall satisfy the following requirements:
 - (i) is an individual who:
 - (A) is not less than 18 years of age;
 - (B) has not been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - (C) has not been found to be incapable by a court in Canada or elsewhere; and
 - (D) does not have the status of a bankrupt; and
 - (ii) must meet the competency criteria set out in the memorandum of understanding with the Minister or otherwise established by the Minister from time to time.
- (b) The Appointed Directors may include representatives of consumer groups, business, government organizations or such other interests as the Minister determines.

3.05 Appointed Directors – Appointment and Term

- (a) The Appointed Directors shall be appointed by the Minister from time to time.

- (b) The Appointed Directors shall hold office at the discretion of the Minister.

3.06 Elected Directors - Election and Term

- (a) The term of office of each Elected Director shall be two (2) years calculated from the date of the meeting at which they are elected until the second annual meeting next following or until their successor is elected.
- (b) As much as possible, the Elected Directors shall be elected and shall retire in rotation.
- (c) No Elected Director may serve more than five (5) consecutive full two (2) year terms in office as an Elected Director. An Elected Director will be eligible for re-election to the Board at the end of their term up to the maximum number of terms provided that such person continues to meet the qualification requirements to be an Elected Director. Notwithstanding the foregoing, if an Elected Director is appointed to the position of Chair during their fifth (5th) term as an Elected Director, such person may serve as an Elected Director for one (1) additional two (2) year term. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election as an Elected Director is restored.
- (d) The nomination of qualified persons for consideration by the Members in the election of Elected Directors shall be undertaken by the Nominating Committee or such other committee as the Board considers appropriate.

3.07 Termination of Office

- (a) The position of a Director shall automatically be terminated if:
 - (i) the Director has the status of a bankrupt;
 - (ii) the Director is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property or is found to be incapable by a court in Canada or elsewhere;
 - (iii) the Director dies;
 - (iv) by notice in writing to TSSA, the Director resigns their office (which resignation shall be effective at the time it is received by the Board Chair, CEO or Secretary, or otherwise in accordance with the terms set out in the written resignation, whichever is later);
 - (v) the Elected Director is removed from office by Ordinary Resolution at a special meeting of the Members before the expiration of their term of office; or
 - (vi) the Appointed Director ceases to hold office upon receipt by TSSA of a notice from the Minister that such person has ceased to be an Appointed Director.
- (b) Where an individual is no longer a Director, then such person shall be deemed to have also automatically resigned as a Member, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

3.08 Filling Vacancies

- (a) A vacancy of an Elected Director on the Board, howsoever caused, may be filled for the remainder of the term by a qualified individual by resolution of the Board.
- (b) A vacancy of an Appointed Director on the Board, howsoever caused, may be filled by the Minister appointing another Appointed Director.

3.09 Remuneration

- (a) All Elected and Appointed Directors of TSSA may be paid remuneration for their services, and be paid reasonable expenses properly incurred by them in the performance of their duties, including attending meetings of the Board and any committee thereof or meetings of Members, according to the following provisions:
 - (i) The Directors may by resolution determine the remuneration to be paid to each Director to attend meetings of the Board or a committee of the Board personally or by telephonic or electronic means.
 - (ii) The Directors may by resolution determine that the Board Chair, Vice Chair, chairs of Board committees and Directors shall receive an annual payment in addition to any remuneration paid pursuant to Section 3.09(a)(i).
 - (iii) Any Director may decline any remuneration payable under Section 3.09(a)(i) and Section 3.09(a)(ii) by advising an Officer of TSSA.
 - (iv) The Directors may by resolution approve special remuneration to any Director in undertaking any TSSA Board or committee related services (not to include the provision of consulting or other professional services to TSSA) at the request of the Board Chair on TSSA's behalf other than attending a regularly scheduled Board or committee of the Board meeting.
 - (v) The Directors shall be entitled to be paid their travel and other reasonable out-of-pocket expenses properly incurred by them in performance of their duties, including attending meetings of the Board and any committee thereof or meetings of Members in connection with the affairs of TSSA.
 - (vi) The Directors may by resolution determine travel fees to be paid to each Director as remuneration for time travelling to and from meetings of the Board or committees of the Board.

3.10 Board Policies

The Board may adopt, amend, or repeal by resolution such Board policies relating to the management and operation of TSSA from time to time. Any Board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION IV

MEETINGS OF DIRECTORS

4.01 Meetings of the Board

Meetings of the Board shall be held from time to time at the call of the Board Chair, the CEO or not less than one-third of the Directors on the Board. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

4.02 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board so fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

4.03 Place of Meeting

Meetings of the Board shall be held at the registered office of TSSA or elsewhere in Ontario or if the Board so determines, at some place outside Ontario.

4.04 Persons Entitled to be Present

Subject to the following, only Directors of TSSA are entitled to attend a Board meeting. The CEO shall be entitled to receive notice of, as well as to attend, participate and speak at, all Board meetings, without the right to vote thereat, pursuant to Section 5.03(c). Any other person may be admitted only on the invitation of the Chair of the Board, the chair of the meeting or with the consent of those entitled to be and present at the meeting.

4.05 Electronic Meetings

Subject to any applicable law, a meeting of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such meeting by such means is deemed to be present at that meeting.

4.06 Quorum

A majority of the Board shall constitute a quorum, provided that vacancies on the Board of Directors shall not be included when establishing the requisite quorum for Board meetings. For the purpose of determining quorum for Board meetings, a Director may be present in person, or by teleconference and/or by other telephonic or electronic means.

4.07 Chair of Meeting

The chair of Board meetings shall be the Chair of the Board, or the Vice Chair of the Board if the Chair of the Board is absent or unable to act. In the event that both the Chair and the Vice Chair of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

4.08 Votes to Govern

At all meetings of the Board, every question shall be determined by a majority of the votes cast on the motion. In case of any equality of votes, the chair of the meeting shall not be entitled to a second or casting vote. Voting may be by a show of hands or by voice vote unless a ballot is demanded by any Director. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. No Director may vote by proxy at any meeting of the Board.

4.09 Resolution in Writing in Lieu of Meeting

Any By-law or resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose. Section 2.5 'Electronic Signatures' is applicable to such signings. A copy of every such By-law and resolution shall be kept with the minutes of Board meetings.

4.10 Errors in Notice

The accidental omission to give notice to any Director or the non-receipt of any notice by a Director or an error in any notice not affecting the substance thereof shall not invalidate any action taken at or resulting from a meeting held pursuant to such notice.

4.11 Members Confirmation

The Board shall have full power with respect to all affairs of TSSA and no resolution passed by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind TSSA, unless such confirmation or ratification is required by statute.

4.12 Validity of Actions

No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reasons of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or the Board.

SECTION V OFFICERS

5.01 Corporate Officers

- (a) Chair and Vice-Chair

The Minister shall appoint a Chair and a Vice Chair from among the Directors.

- (b) Other officers

The Board shall appoint a CEO, Secretary and such other Officers as the Board may determine from time to time, none of whom are required to be members of the Board. One person may hold more than one office.

5.02 Duties of Officers May be Delegated

In case of the absence or inability to act of any Officer of TSSA or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

5.03 Powers and Duties

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may from time to time be determined by the Board. In particular, the duties of such of the following Officers shall include:

- (a) **Chair of the Board** - The Chair shall not hold any other office of TSSA. The Chair shall perform the duties customarily borne by a chair of a board, as well as such other duties as may be determined by the Board.
- (b) **Vice Chair of the Board** - If the Chair of the Board is absent or is unable or refuses to act, the Vice Chair of the Board shall, when present, perform the duties customarily borne by the Chair, as well as such other duties as may be determined by the Board.
- (c) **CEO** - Unless otherwise determined by resolution of the Board, the CEO shall perform any or all duties customarily borne by a chief executive officer of a corporation, as well as such other duties as may be determined by the Board. The CEO shall be deemed to be the President of TSSA.
- (d) **Secretary** - The Secretary shall give or cause to be given notices for all meetings of the Board of Directors, its committees, if any, and of Members when directed to do so and have charge of the minute books of TSSA and of the documents and registers referred to in ONCA, as well as such other duties as may be determined by the Board.

5.04 Vacancy in Office

- (a) Chair and Vice-Chair
 - (i) The Chair and Vice-Chair shall hold office until the earlier of:
 - (1) the Officer's resignation;
 - (2) the Officer's successor being appointed;
 - (3) the Officer's removal by the Minister;
 - (4) the Officer ceasing to be a Director; or
 - (5) the Officer's death.
 - (ii) If the office of the Chair or the Vice-Chair is vacant, the Minister may appoint another Director to fill such vacancy.
- (b) Other Officers
 - (i) All Officers, except the Chair and the Vice-Chair, shall hold office until the earlier of:
 - (1) the Officer's resignation;
 - (2) the Officer's successor being appointed;

- (3) the Officer's removal by the Board whether for cause or without cause, in the absence of a written agreement to the contrary;
- (4) the Officer's employment with TSSA terminates for any reason;
- (5) the Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (6) the Officer's death.

(ii) If the office of any Officer of TSSA, except the Chair and the Vice-Chair, is vacant, the Board may, by resolution, appoint a person to fill such vacancy.

5.05 Agents, Employees and Consultants

The Board may appoint such agents and engage such employees and consultants as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or from time to time, provided that such powers shall be subject to the memorandum of understanding with the Minister.

SECTION VI **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

6.01 Limitation of Liability

No Director or Officer of TSSA shall be liable for acts, receipts, neglects or defaults of any other Director or Officer or person, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to TSSA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of TSSA, or for the insufficiency or deficiency of any security in or upon which any of the moneys of TSSA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of TSSA shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same are occasioned by their own lack of good faith, wilful neglect or default.

6.02 Indemnities to Directors and Officers

- (a) Every Director or Officer shall be indemnified and saved harmless out of TSSA's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with TSSA.
- (b) TSSA shall not indemnify an individual under subparagraph 6.02 (a) unless:
 - i. the individual acted honestly and in good faith with a view to TSSA's best interests; and
 - ii. if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

6.03 Advances

With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil, criminal, administrative or investigative, for which TSSA is liable to indemnify a Director or Officer pursuant to this By-law, TSSA may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to TSSA disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance but the Director or Officer shall repay such advanced funds if the Director or Officer does not fulfil the conditions set out in subsection 6.02(b).

6.04 Right of Indemnity Not Exclusive

Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

6.05 Director's Reliance

Any Director or Officer may rely upon the accuracy of any statement or report prepared by TSSA's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

6.06 Directors and Officers Insurance

TSSA may purchase and maintain insurance for the benefit of any Director, Officer, employee, agent, volunteer or other person acting on behalf of TSSA against any liability incurred in such capacity on behalf of TSSA, except where the liability relates to the individual's failure to act honestly and in good faith with a view to the best interests of TSSA.

SECTION VII **MEMBERS**

7.01 Members

The Members shall consist of the Directors from time to time. All Directors shall, effective upon their election, appointment or taking office, be deemed to be Members of TSSA.

7.02 Termination

Membership in TSSA is not transferable and lapses and ceases to exist:

- (a) upon the death of the Member; or
- (b) if the Member ceases to be a Director for any reason.

SECTION VIII **MEETINGS OF MEMBERS**

8.01 Meeting of Members

A “meeting of Members” or “Members’ meetings” shall include an annual meeting of Members and a special meeting of Members.

8.02 Annual Meetings

The annual meeting of the Members shall be held at such time and on such day in each year as the Board may from time to time determine for the purpose of receiving the reports and statements required by the TSS Act and by ONCA to be placed before the annual meeting, electing Elected Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

8.03 Meetings of Members

The Board or the Chair of the Board shall have power to call a meeting of Members at any time.

8.04 Place of Meetings

Meetings of Members shall be held at the registered office of TSSA or elsewhere in the municipality in which the registered office is situate or, if the Board shall so determine, at some other place in Ontario.

8.05 Notice of Meetings

Notice of the time and place of each meeting and the general nature of the business to be transacted at the meeting shall be given by mail to each Member not later than the close of business 10 days before the day on which the meeting is to be held and not more than 50 days before the day on which the meeting is to be held. The auditors of TSSA are entitled to receive all notices and other communications relating to any meetings that any Member is entitled to receive. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business. Notice of a meeting of Members must remind Members that they have the right to vote by proxy.

8.06 Meetings without Notice

A meeting of Members may be held at any time and place without notice if all the Members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy either before or after the meeting waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which TSSA at a meeting of Members may transact provided that a quorum of the Members is present.

8.07 Persons Entitled to be Present

Subject to the following, the only persons entitled to attend a meeting of Members shall be Members of TSSA, the auditors of TSSA and others who, although not entitled to vote, are entitled or required under any provision of the legislation and documents set out in Section 1.02(e) to be present at the meeting. The CEO shall be entitled to receive notice of, as well as to attend, participate and speak at, all Board meetings, without the right to vote thereat, pursuant and subject to Section 5.03(c). Any

other person may be admitted only on the invitation of the Chair of the Board, the chair of the meeting of Members or with the consent of the Members.

8.08 Quorum

A quorum for the transaction of business at any meeting of Members shall consist of not less than two persons representing (including by proxy) not less than 50% of the Members. No business shall be transacted at any meeting of Members unless a quorum is present at the commencement of and throughout the meeting.

8.09 Right to Vote

At any meeting of Members every Member shall be entitled to one vote which may be by proxy.

8.10 Votes to Govern

At any meeting of Members every question shall, unless otherwise required by the TSS Act, by ONCA or by the By-laws, be determined by a majority of the votes duly cast on the motion.

8.11 Proxies

Votes at meetings of the Members may be given either personally or by proxy. A Member may appoint a proxyholder who must be a Member. A proxy shall be executed by the Member or the Member's attorney authorized in writing. At every meeting at which a Member is entitled to vote, every Member appointed by proxy to represent one or more Members who is present in person shall have one vote on a show of hands. Upon a poll, every Member who is entitled to vote at the meeting and who is present or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxyholder. Every proxy must be in a form which complies with ONCA.

8.12 Deposit of Proxies

The Board may from time to time make regulations regarding the deposit of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and for particulars of such proxies to be sent electronically or in writing for the meeting or adjourned meeting to TSSA or any agent of TSSA for the purpose of receiving such particulars and providing that proxies so deposited may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulation shall be valid and shall be counted. The Board may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, before any meeting of Members or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with TSSA or an agent of TSSA, and any period of time so fixed must be specified in the notice calling the relevant meeting of Members. The chair of any meeting of Members may, subject to any regulations made aforesaid, in the chair's discretion accept electronic or written communication as to the authority of any person claiming to vote on behalf and to represent a Member notwithstanding that no proxy conferring such authority has been deposited with TSSA, and any votes given in accordance with such electronic or written communication accepted by the chair of the meeting shall be valid and shall be counted.

8.13 Show of Hands

Every question at a meeting of Members shall be decided by a show of hands or voice vote unless a poll is required or demanded as hereinafter provided. Upon a show of hands or voice vote, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands

or voice vote shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

8.14 Polls

After a show of hands has been taken on any question, the chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each Member present or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the Members upon the said question.

8.15 No Casting Vote

In case of an equality of votes at any meeting of Members, either upon a show of hands or voice vote or upon a poll, the chair of the meeting shall not be entitled to an additional or casting vote.

8.16 Chair and Secretary of Meeting of Members

The Chair of the Board, or in their absence the Vice Chair, shall preside as chair at all meetings of the Members. If both of such persons are absent without notice fifteen minutes after the time fixed for holding a meeting of Members, the Members present shall choose one of their number to be a chair. The Secretary of TSSA or their representative shall act as secretary of the meeting. In the Secretary's absence, the chair of the meeting shall appoint such person to act as secretary of the meeting.

8.17 Adjournment

The chair of any meeting of the Members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made notwithstanding that no quorum is present. No notice shall be required of any such adjournment of less than thirty (30) days.

8.18 Resolution in Writing in Lieu of Meeting

Any resolution signed by all the Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose.

8.19 Electronic Meetings and Voting by Mail

Subject to any applicable law, a meeting of Members may be held by such telephonic or electronic means that permit all persons participating in the meeting to reasonably participate and to communicate with each other simultaneously and instantaneously and a Member participating in such meeting by such means is deemed to be present at that meeting. In addition to voting in person or by proxy, TSSA may arrange for Members to vote by mail or by telephonic or electronic means.

SECTION IX COMMITTEES

9.01 Power to Establish Committees

The Board may from time to time establish or dissolve any committee as it deems necessary or appropriate for such purposes and, subject to the legislation and documents set out in Section 1.02(e), with such powers as the Board may see fit.

9.02 Committee Terms of Reference and Procedure

The Board may adopt terms of references in relation to the operations, administration and governance of any committee, provided that such terms of reference are not inconsistent with this By-law or ONCA. A committee may formulate its own rules of procedure, subject to such terms or reference or directions as the Board may from time to time make. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members. The auditor of TSSA shall have the right to receive notice of, attend, be heard at, and call meetings of TSSA's audit committee (if any).

9.03 Committee Membership

The Board Chair shall appoint the members of each committee and may remove or replace committee members from time to time. The Board Chair shall select a committee chair from the members of a committee from time to time.

SECTION X ADVISORY COUNCILS

10.01 Industry Advisory Councils

The CEO may establish one or more Industry Advisory Councils as may be necessary from time to time for the purpose of providing a forum for TSSA to obtain advice and input from industry stakeholders related to safety strategies and general enhancements to service delivery by TSSA.

The CEO may adopt terms of references for each Industry Advisory Council which shall provide for the following matters:

- (a) the purpose and responsibilities of the council;
- (b) the composition of the members of the council, which shall, as much as possible, reflect the stakeholders that are impacted by TSSA's administration of the TSS Act and its regulations;
- (c) the appointment of council members and their term, so long as members are appointed jointly by the CEO and the chair of the council;
- (d) the process for the selection of the chair and vice chair of the council;
- (e) rules of procedure and policies applicable to the meetings, conduct and affairs of the council, and

- (f) such other matters related to the governance of the council considered advisable.

Council members shall serve as such without remuneration and no council members shall directly or indirectly receive any profit from his or her position as such, nor shall any council member receive any direct or indirect remuneration from TSSA, except that council members may be reimbursed by TSSA for reasonable expenses properly incurred by them in the performance of their duties where expenses are not reimbursed or paid by third parties.

10.02 Consumers Advisory Council

The CEO shall establish a Consumers Advisory Council for the purpose of providing a forum for TSSA to obtain independent, nonpartisan advice and guidance on any aspect of TSSA which has an impact on the public or on consumers who are purchasers or users of products or devices regulated by TSSA and affects public safety of activities regulated by TSSA.

The CEO may adopt terms of references for the Consumers Advisory Council which shall provide for the following matters:

- (a) the purpose and responsibilities of the council;
- (b) the composition of the members of the council;
- (c) the appointment of council members and their term, so long as members are appointed jointly by the CEO and the chair of the council;
- (d) the process for the selection of the chair and vice chair of the council;
- (e) rules of procedure and policies applicable to the meetings, conduct and affairs of the council, and
- (f) such other matters related to the governance of the council considered advisable.

Council members will receive a per diem remuneration for attendance at meetings as a council member, including attending meetings of the Industry Advisory Councils as assigned, and be reimbursed for reasonable expenses properly incurred by them in attending meetings.

SECTION XI **RESTRICTIONS ON DIRECTORS, OFFICERS AND MEMBERS**

11.01 Conflicts of Interest

- (a) Every Director or Officer who is in any way directly or indirectly interested in a proposed contract or a contract with TSSA shall declare their interest at a meeting of the Directors. Any Director or Officer who:
 - (i) is a party to a contract or transaction or proposed contract or transaction with TSSA; or
 - (ii) is a director or officer of, or has a material interest in, any person who is a party to a contract or transaction or proposed contract or transaction with TSSA;

shall disclose to TSSA or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.

- (b) The disclosure required to be made, pursuant to subsection 11.01(a), by a Director shall be made:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.
- (c) The disclosure required to be made, pursuant to subsection 11.01(a), by an Officer who is not a Director shall be made:
 - (i) 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 Board meeting;
 - (ii) if the Officer becomes interested after a contract is made or transaction is entered into, forthwith after they become so interested; or
 - (iii) if a person who is interested in a contract or transaction later becomes an Officer, forthwith after they become an Officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 11.01(a) is one that, in the ordinary course of TSSA's business, would not require Directors' or Members' approval, then the Director or Officer shall disclose to TSSA or request to have entered in the Board meeting minutes the nature and extent of their interest forthwith after the Director or Officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by ONCA, a Director referred to in subsection 11.01(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 11.01(e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) A contract or transaction for which disclosure is required under subsection 11.01(a) is not void or voidable, and the Director or Officer is not accountable to TSSA 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 Board or committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this paragraph;

- (ii) the board of directors approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) For the purposes of this section 11.01, a general notice to the Directors by a Director or Officer declaring that the Director or Officer is 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 or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.
- (i) The provisions of this section 11.01 are in addition to any conflict of interest policy adopted by the Board from time to time.

11.02 Purchases and Loans

Notwithstanding Section 11.01, TSSA shall not knowingly, directly or indirectly, purchase from or lend money to any Directors, Officer or Members, or any persons who are in a non-arm's-length relationship with the Director, Officer or Member.

11.03 Confidentiality

Every Director, Officer, Advisory Council member, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of TSSA.

11.04 Code of Conduct

The Board shall adopt a code of conduct for Directors to prevent the possibility of any Directors advancing their personal or business interests or the interests of another organization, ahead of the interests of TSSA. Such code of conduct shall be in accordance with the memorandum of understanding with the Minister

SECTION XII **NOTICES**

12.01 Notices

Any notice, communication or other document required to be given by TSSA to a Member, Director, Officer, or auditor of TSSA pursuant to the legislation and documents set out in Section 1.02(e) or otherwise shall be sufficiently given to such person if:

- (a) delivered personally, in which case it shall be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it shall be deemed to have been given when so delivered,

- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it shall be deemed to have been given on the day it is deposited in a post office or public letter box, or
- (d) delivered to such person by telephonic or electronic means in which case it shall be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of TSSA and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director or Officer known to the Secretary. A declaration by the Secretary or the Chair that any such notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

12.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

12.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof of any meeting or any adjourned meeting shall not invalidate such meeting or any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.04 Waiver of Notice

Any Member, Director, Officer or auditor may waive any notice required to be given to any of them under any provision of the TSS Act, of ONCA or of the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION XIII **AUDITORS**

13.01 Auditors

The Members shall at each annual meeting, appoint an auditor to audit the accounts of TSSA and to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor may not be a Director, Officer or employee of TSSA.

**SECTION XIV
AMENDMENT OF BY-LAWS**

14.01 Amendment of By-laws

By-laws of TSSA may be enacted, and may be repealed or amended by further By-law enacted, by a majority of the Directors at a meeting of the Board and sanctioned by an Ordinary Resolution of the Members at a meeting duly called for the purpose of considering the said By-law.

**SECTION XV
EFFECTIVE DATE AND REPEAL OF FORMER BY-LAW**

15.01 Effective Date and Repeal of Former By-law

This By-law shall come into force upon adoption by the Members at which time General Operating By-law No. 11 is repealed; the repeal of which shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to General Operating By-law No. 11 prior to its repeal. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

RECOMMENDED FOR ADOPTION by the Directors of TSSA this 19th day of September, 2024

ADOPTED by the Members of TSSA this 19th day of September, 2024