
**HEALTH AND SAFETY ASSOCIATION FOR
GOVERNMENT SERVICES**

BY-LAW NO. 1

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BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of

HEALTH AND SAFETY ASSOCIATION FOR GOVERNMENT SERVICES

(Hereinafter called "**HSAGS**" or the "**Corporation**")

WHEREAS it is recognized that government, clients, employees, employee organizations, and the public share a common interest in preventing and reducing workplace injuries and occupational diseases;

AND WHEREAS the Government of Ontario has enacted laws which provide for the creation and funding of organizations dedicated to promoting workplace health, safety and prevention of injuries and occupational diseases;

BE IT ENACTED as a By-law of HSAGS as follows:

ARTICLE 1.1 - DEFINITIONS AND INTERPRETATION

1.1.1 In this By-law of HSAGS, unless the context otherwise specifies or requires:

- (a) "Act" means the *Corporations Act*, R.S.O. 1990, c. C.38 or any statute which may be substituted therefor, including regulations thereunder as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of HSAGS to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Associate Member" means a member described in Section 1.5.4;
- (c) "Board" means the Board of Directors of HSAGS;
- (d) "By-law" means any By-law of HSAGS from time to time in force and in effect;
- (e) "C.E.O." means Chief Executive Officer;
- (f) "Chair" means the Chair of the Board of HSAGS;
- (g) "Director" means a Voting Director or an Ex Officio Non-Voting Director;

- (h) “Director Member” means a Member described in Section 1.5.5;
- (i) “Director’s Term” shall have the meaning described in Section 1.9.3(b);
- (j) “Ex Officio Non-Voting Director” means an ex officio director of HSAGS who is entitled to attend a meeting of Directors but is not entitled to vote thereat;
- (k) “Governing Policies” means HSAGS’s Board Governance Policy Manual, as may be amended by the Board from time to time;
- (l) “Letters Patent” means the letters patent incorporating HSAGS and any supplementary letters patent of HSAGS;
- (m) “Members” means collectively, the Voting Members, the Non-Voting Members, the Associate Members and the Director Members of HSAGS, all as further described in Article 1.5 of the By-laws, and “Member” means any one Member of HSAGS;
- (n) “Non-Voting Member” means a Member described in Section 1.5.3;
- (o) “Officer” means a Chair, Vice-Chair, Treasurer or Secretary elected or appointed pursuant to Article 1.14.1 of this By-Law by the Directors;
- (p) “Officer’s Term” means:
 - (i) in the case of an Officer who is elected to serve as an Officer at a Directors’ meeting that coincides in time with an annual general meeting of the Members, the period from such election until the first annual general meeting of the Members thereafter; and
 - (ii) in the case of an Officer who is elected at any other time, the period from such election until the second annual general meeting of the Members thereafter.
- (q) “President” means the president of HSAGS as appointed pursuant to Article 1.14.1(b);
- (r) “Regulations” means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of HSAGS to provisions of the Regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (s) “special resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes

cast at a general meeting of the Members of HSAGS duly called for that purpose;

- (t) "Terms of Reference" means the functions to be carried out by a Committee as authorized by the Board;
- (u) "Voting Director" means a Director of HSAGS who is entitled to attend and vote at a meeting of Directors;
- (v) "Voting Member" means a Member described in Section 1.5.2;
- (w) "Workplace Safety and Insurance Board" and "WSIB" means the Workplace Safety and Insurance Board and any successor organization;
- (x) except as expressly otherwise stated, all terms contained in the By-laws of HSAGS and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or the Regulations;
- (y) words importing the singular number only shall include the plural and *vice versa* and words importing a specific gender shall include the other gender and the word "person" shall include individuals, corporations, governments (or any agency or department thereof), companies, partnerships, proprietorships, syndicates, associations, trusts and any number or aggregate of persons;
- (z) the headings used in the By-laws are inserted 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 any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 1.2 - GENERAL

- 1.2.1 HSAGS shall at all times comply with the WSIB Standards for Designated Entities in accordance with subsection 6(1) of the *Workplace Safety and Insurance Act, 1997*, to the extent such standards do not conflict with applicable laws and regulations.
- 1.2.2 Notwithstanding any provisions in the By-Laws, in the event of the dissolution of HSAGS, all of its remaining assets after payment of its debts and liabilities shall be distributed to the Workplace Safety and Insurance Board.

ARTICLE 1.3 - HEAD OFFICE

- 1.3.1 The head office of HSAGS shall be at such place in the province of Ontario as specified in the Letters Patent or Supplementary Letters Patent or as specified by special resolution.

ARTICLE 1.4 - SEAL

- 1.4.1 The seal, an impression of which is stamped in the margin hereof, shall be the seal of HSAGS.
- 1.4.2 The President shall be the custodian of the seal of HSAGS and shall deliver such seal pursuant to a resolution of the Board.

ARTICLE 1.5 - CLASSES OF MEMBERS

- 1.5.1 There shall be four classes of membership in the Corporation:
1. Voting Members
 2. Non-Voting Members;
 3. Associate Members; and
 4. Director Members.
- 1.5.2 **Voting Members.** The Voting Members of HSAGS shall be the following persons and where applicable, their successors:
1. Ontario Public School Boards' Association;
 2. Ontario Catholic School Trustees' Association;
 3. Council of Ontario Universities;
 4. Association of College of Applied Arts and Technologies of Ontario;
 5. Ontario Library Association;
 6. Ontario Museums Association;
 7. Independent School Associations of Ontario;
 8. Association des conseillers(ères) des écoles publiques de l'Ontario;
 9. Association franco-ontarienne des conseils scolaires catholiques;
 10. Canadian Union of Public Employees;
 11. Ontario Municipal Health and Safety Representative Association;
 12. Association of Municipal Managers Clerks and Treasurers of Ontario;
 13. Police Association of Ontario;
 14. Association of Municipalities of Ont.;

15. Ontario Municipal Administrators Association;
16. Municipal Engineers Association;
17. Ontario Professional Firefighters Association;
18. Ontario Municipal Human Resource Association;
19. Emergency Medical Services;
20. Ontario Long Term Care Association;
21. Ontario Association of Non-Profit Homes and Services for Seniors;
22. Ontario Retirement Communities Association;
23. Ontario Hospital Association;
24. Council of Academic Hospitals of Ontario;
25. Ontario Association of Community Access Centres;
26. Ontario Community Support Association;
27. Association of Local Public Health Agencies;
28. Ontario Home Care Association;
29. Ontario Dental Association;
30. Ontario Mental Health Association;
31. Ontario Association of Medical Laboratories;
32. Ontario Agencies Supporting Individuals with Special Needs;
33. Ottawa-Carlton Association for Persons with Developmental Disabilities;
34. Ontario Medical Association;
35. Ontario Association of Medical Radiation Technologies;
36. Ontario Nurses Association;
37. Ontario Public Service Employees Union; and
38. Service Employees International Union.

The Board may from time to time add additional Voting Members whose application for admission as a Voting Member has been approved by the Board.

1.5.3 **Non-Voting Members.** The Non-Voting Members shall be comprised of those employers:

- (a) identified by WSIB with an alpha, numeric or such other identifier as may be used by WSIB from time to time set out in employer classes or rate groups in Schedule 1 or Schedule 2 of *Workplace Safety and*

Insurance Act, as amended and replaced from time to time (“**WSIA**”) (or such other identifier as used by the WSIB from time to time); and

(b) designated by WSIB in writing as employers to be serviced by HSAGS.

1.5.4 **Associate Members.** The Associate Members of HSAGS shall be comprised of any person whose admission as an Associate Member has received the approval of the Board. The Associate Members shall be comprised of any person interested in furthering the objectives of HSAGS that is not eligible for status as a Voting or Non-Voting Member, whose application for admission as an Associate Member has received the approval of the Board, from time to time.

1.5.5 **Director Members.** Upon becoming a director of HSAGS, the director shall automatically be a Director Member during the period such person serves as a director of HSAGS. Director Members shall not have the right to vote at any meetings of Members.

1.5.6 **Voting Classes.** Only Voting Members shall be entitled to one vote at meetings of Members of HSAGS. Voting Members may vote through a duly authorized proxy. If amounts owed by a Voting Member to HSAGS are past due in accordance with relevant HSAGS corporate policies, such Voting Member shall not be entitled either in person or by proxy to vote at meetings of HSAGS until such past due amounts have been paid to the Corporation.

1.5.7 The interest of a Member is not transferable.

1.5.8 A Member ceases to be a Member:

- (a) upon the dissolution of the Member;
- (b) when the Member resigns his/her/its membership;
- (c) if and when at a special meeting of the Members, a resolution to remove the Voting Member is approved by at least two-thirds (2/3) of the votes cast thereat, provided that the Voting Member is granted the opportunity to be heard at such meeting; and provided that the right to remove Voting Members pursuant to Article 1.5.8(c) shall only be used in circumstance where: (i) the Voting Member, in the opinion of the Board, does not represent or reflect the interests of its members in relation to health and safety matters; and (ii) the Voting Member is granted the opportunity to be heard at such meeting before a decision is made by the Board;
- (d) in the case of a Director Member, immediately upon ceasing to be a director; or

- (e) when the Member otherwise ceases to qualify as a Member in accordance with the By-Laws.

ARTICLE 1.6 - PRIVILEGES OF MEMBERS

- 1.6.1 Voting Members are entitled to put forth to the Governance Committee the names of candidates for the Board, in accordance with Article 1.9 of this By-Law.
- 1.6.2 Voting Members shall elect the Directors of HSAGS and may remove Directors so elected, in accordance with Article 1.9 of this By-Law.
- 1.6.3 Voting Members and Non-Voting Members are entitled to receive services from HSAGS, in accordance with HSAGS's objects and priorities, and subject to terms and conditions set by HSAGS.
- 1.6.4 Voting Members and Non-Voting Members are entitled to notice of and to attend at the annual general meetings and special meetings of HSAGS, but Non-Voting Members shall not be entitled to vote at any meeting of Members.

ARTICLE 1.7 - ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

- 1.7.1 The Members shall conduct an annual general meeting, which may be held at any place in Ontario, at such place, date and time as determined by resolution of the Board. In the absence of such determination, the meeting shall be held at the head office of HSAGS.
- 1.7.2 The annual general meeting of the Members shall be held for the purposes of hearing and receiving the reports and statements required by the Act and By-laws to be placed before the Members at the annual general meeting, the election of Directors (provided that for greater certainty that it is anticipated that the first annual general meeting for the election of directors will not occur until 2011), the appointment of auditors, and for the transaction of such other business as may properly be brought before the meeting.
- 1.7.3 Special meetings may be called in the following circumstances:
 - (a) by the Chair; or
 - (b) by a simple majority of the Board, or by a two-thirds vote of the Voting Members, for the purpose of removing any or all elected Directors, or such other purpose as they may deem fit.
- 1.7.4 A request for a special meeting must be in writing and must state the reason for calling the meeting and shall be forwarded to the President at the head office of HSAGS. The President shall cause the special meeting to be held.

- 1.7.5 The President shall send written notice to each Member, Director and auditor at least ten (10) days prior to any annual general meeting or special meeting of the Members. Such notice shall be given in the form and manner specified at Article 1.25. No error or omission in giving notice of any annual general meeting or special meeting of the Members shall invalidate any resolution passed or any proceedings taken thereat.
- 1.7.6 A notice of annual general meeting or special meeting shall state the nature of the business to be considered in sufficient detail to allow a Member to make a reasoned decision thereon.
- 1.7.7 Minutes of the proceedings of annual general meetings and special meetings of the members shall be kept by the Secretary.
- 1.7.8 A majority of Voting Members shall constitute a quorum at an annual general meeting or special meeting. No business shall be transacted at any annual general meeting or special meeting unless the requisite quorum is present at the beginning of the meeting. If a quorum is not present at the specified meeting time or within such reasonable time thereafter as the Members present may determine, the present Voting Members may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Article 1.25 with regard to notice apply to such adjournment.
- 1.7.9 At all annual general meetings and special meetings of Members of HSAGS, every question shall be determined by a simple majority of the votes cast, unless otherwise specifically provided in the Act or by these By-laws. On matters where an equal number of votes are cast for and against, the matter shall be determined by a vote cast by the chairperson of the meeting. At all meetings of Members every question shall be decided by a show of hands of the Voting Members unless otherwise required by a By-Law or unless a ballot is required.
- 1.7.10 At all annual general meetings and special meetings of the Members, each Voting Member shall have one (1) vote.
- 1.7.11 Votes at annual general meetings and special meetings of Members may be given either personally or by proxy or, in the case of a Voting Member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of that body corporate or association to represent it at meetings of Members of HSAGS. A proxy shall be executed by the Member or the Member's attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney thereof duly authorized.

- 1.7.12 A resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

ARTICLE 1.8 - FUNDING

- 1.8.1 HSAGS is a not-for-profit corporation.
- 1.8.2 A portion of funding for HSAGS may be in the form of grants and financial assistance provided by the Workplace Safety and Insurance Board.
- 1.8.3 HSAGS may also raise funds through the charging of fees for services, products and programs provided to any class of Member.

ARTICLE 1.9 - DIRECTORS

- 1.9.1 The affairs of the Corporation shall be managed by a Board which, unless changed by special resolution, shall consist of sixteen (16) directors (including one (1) ex officio director who shall be a director by virtue of being the Chief Executive Officer of the Corporation). The Chief Executive Officer, if any, shall be ex officio a director of the Corporation.
- 1.9.2 Every Director shall:
- (a) be a Director Member of HSAGS pursuant to Article 1.5.5, or shall become a Director Member of HSAGS within ten (10) days after his/her election as a Director;
 - (b) be at least eighteen (18) years of age;
 - (c) not be an undischarged bankrupt; and
 - (d) not have been convicted of an indictable offence.
- 1.9.3
- (a) Subject to the provisions of the Letters Patent and these By-Laws, Directors, other than Ex Officio Non-Voting Directors, shall be elected by the Voting Members.
 - (b) Election and Retirement in Rotation. The directors shall be elected and shall retire in rotation as hereinafter set forth: at the first meeting of Members for the election of directors following the enactment of this By-law:
 - (i) five (5) directors shall be elected to hold office from the date of their election until the third annual general meeting of Members thereafter;

- (ii) five (5) directors shall be elected to hold office from the date of their election until the second annual general meeting of Members thereafter; and
- (iii) the remaining number of directors shall be elected to hold office from the date of their election until the first annual general meeting of Members thereafter.

(each of the foregoing being a “Director’s Term”)

Thereafter, at each annual general meeting of Members, directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term from the date of their election until the third annual general meeting of Members thereafter (the foregoing also being a “Director’s Term”).

- (c) An incumbent Director, if qualified pursuant to Article 1.9.2, is eligible for re-election, but no Director other than Ex Officio Non-Voting Directors may serve more than two (2) consecutive Director’s Terms.
- (d) A former Director, if qualified pursuant to Article 1.9.2, is eligible for re-election after the expiry of at least three years since such former Director last served as a Director.

1.9.4 The Ex Officio Non-Voting Directors shall consist of the C.E.O.

- 1.9.5
- (a) As soon as is practical after its establishment, the Governance Committee shall solicit a list of candidates for election to the Board, and shall request profiles from the candidates for nomination.
 - (b) In assessing the candidates submitted to it, the Governance Committee shall ensure that the proposed candidates meet the composition criteria set out in the Governing Policies.
 - (c) Candidates for the office of Director shall include:
 - (i) the slate of candidates for office proposed by the Governance Committee; and
 - (ii) persons nominated by a Voting Member at any time before nominations are closed at the meeting of Members at which the election of directors is held, provided such person meets the criteria set out in Section 1.9.2.

1.9.6 Election Method. Where:

- (a) the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- (b) the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

1.9.7 The office of a Director shall be automatically vacated:

- (a) if such Director provides a written resignation to the President. Such resignation shall be effective at the time it is received by the President or at the time specified in the resignation, whichever is later;
- (b) if such Director has been declared by a court order to be mentally incompetent or of unsound mind;
- (c) if such Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (d) if such Director is absent without leave of the Board for two (2) regular meetings of the Board in any calendar year;
- (e) if such Director ceases to have the qualifications required by this Article 1.9.2; or
- (f) if, at a special meeting of Members called for the purpose of removing a Director, a resolution authorizing such removal is passed by at least two-thirds (2/3) of the votes cast by the Voting Members provided that the Director shall be granted the opportunity to be heard at such meeting.

1.9.8 So long as there is a quorum of Voting Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Voting Directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual general meeting of the Members. If there is not a quorum of Voting Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Voting Member. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase shall thereby deemed to have occurred, which may be filled in the manner above provided.

ARTICLE 1.10 - REGULAR MEETINGS OF THE BOARD

- 1.10.1 The Board shall hold at least four (4) regular meetings in every fiscal year, with at least one (1) meeting in each fiscal quarter year, at a place, date and time specified by Board resolution. No further notice of the regular meetings need be given.
- 1.10.2 Meetings of the Board may be held at any time and place in the province of Ontario.
- 1.10.3 A meeting of the Board may be convened by the Chair or by the majority of the Voting Directors at any time. Notice in writing of any such meeting shall be given by the President in the manner specified in Article 1.25.1 of this By-Law not less than fourteen (14) days before the Board meeting is to take place. A Director may waive notice of a Board meeting and attendance of a Director at a Board meeting shall constitute a waiver of notice except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. Board meetings may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meeting.
- 1.10.4 If the first Board meeting following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected Director in order to legally constitute the meeting, provided that a quorum of Directors is present.
- 1.10.5 No error or omission in giving notice of any meeting of Directors shall invalidate such meeting or make any proceedings at such meeting void.
- 1.10.6 Any Board meeting may be adjourned from time to time by the chairperson of the meeting, with the consent of the Directors present, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present.

If all the Directors consent, one Director or all of the Directors may participate in a meeting by means of such telephone, electronic or other communications facilities as to permit all persons in the meeting to communicate with each other simultaneously, and any Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board. For the purpose

hereof, participation in a meeting by such means shall be deemed to be such consent.

- 1.10.7 Additional Board meetings beyond those set out in Article 1.10.1 may be held at the call of the Chair or by the majority of the Voting Directors, where he/she considers there to be a need for the Board to meet.
- 1.10.8 A majority of Voting Directors shall form a quorum for the transaction of business.
- 1.10.9 Each Director shall be entitled to one (1) vote at all meetings of the Board, save and except for the Ex Officio Non-Voting Directors, who shall have no vote. Questions arising at any meeting of the Board shall be decided by a simple majority of votes cast. In the event of a tie, the Chair (or the Vice Chair if he/she is the chair of the meeting) shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chair of such meeting or requested by a Voting Director.
- 1.10.10 The Board shall keep minutes of the proceedings of its meetings.
- 1.10.11 A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of the Board.

ARTICLE 1.11 - FUNCTIONS AND DUTIES OF THE BOARD

- 1.11.1 The Board shall:
 - (a) govern the affairs of HSAGS in all things and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as HSAGS is authorized to exercise and do in accordance with the Act, the objects and provisions contained in the Letters Patent, this By-law and the Governing Policies;
 - (b) ensure all necessary books and records of HSAGS required by these By-laws, the Act or by any other applicable statute or law are properly stored;
 - (c) review and approve the organization's strategic plan and annual corporate goals and objectives;
 - (d) appoint a Chief Executive Officer of HSAGS, and who shall be an *Ex-Officio* Non-Voting Director on the Board;
 - (e) ensure that an audit of the accounts of HSAGS is conducted each year by an external public accountant licensed under the *Public Accounting Act, 2004, S.O. 2004, c.8*;

- (f) elect a Chair and make such other elections as may be necessary;
- (g) appoint persons to committees; and
- (h) perform such other duties as set forth in the Governing Policies.

1.11.2 The Board has the power to, and may

- (a) make all Governing Policies, subject to the Act, the Letters Patent and the By-Laws;
- (b) exercise all such powers of the organization that are not required by the Act or by this By-Law to be exercised by the Members at general meetings;
- (c) review these By-laws and recommend amendments or revisions to them for approval by the Voting Members, provided that, unless in the meantime confirmed at a general meeting of Members duly called for that purpose, any new By-Law, amendment, repeal or re-enactment shall be effective only until the next annual general meeting of the Members unless confirmed thereat by the Voting Members.

1.11.3 The Board may from time to time:

- (a) borrow money on the credit of HSAGS;
- (b) issue, sell or pledge debt obligations of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of HSAGS, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of HSAGS; and
- (d) delegate the powers conferred on the Board under this paragraph to such officer or officers of HSAGS and to such extent and in such manner as the Directors may determine.

1.11.4 Where a Director, either personally or through another person or organization, has any pecuniary or personal interest, direct or indirect, in any matter relating to the business of HSAGS, or otherwise has a conflict of interest, the Director shall:

- (a) disclose his or her interest fully at a meeting of the Directors in the manner described in the Act;
- (b) disclose his or her interest and the general nature thereof prior to any consideration of the matter in the meeting;

- (c) not take part in the discussion of or vote on any question in respect of the matter; and
- (d) not in any way, whether before, after or during the meeting, influence the voting on any such question.

1.11.5 Pursuant to clause 1.11.4(a) above, a pecuniary or personal interest includes the direct or indirect pecuniary or personal interest of an immediate family member of the Director, if the interest is, or reasonably ought to be known to the Director.

ARTICLE 1.12 - REMUNERATION OF DIRECTORS

1.12.1 The Directors (other than an ex officio Director who is also the C.E.O.) shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties, and the performance of any other activities for which reimbursement of reasonable expenses has been authorized by the Board. These expenses shall be the expenses of HSAGS. Notwithstanding anything in the foregoing to the contrary, any Director may be reimbursed for the actual wages lost or forfeited by virtue of work time lost in carrying out any duties on behalf of HSAGS authorized or directed by the Board from time to time provided that such reimbursement is in compliance with the Governing Policies.

ARTICLE 1.13 - ACCOUNTABILITY OF THE BOARD

1.13.1 Should any Voting Member be of the opinion that the Board has failed to function in accordance with its mandate or that the Board has fundamentally breached its rules of operation, then that Voting Member may request a special meeting of the Members pursuant to Article 1.7.4 for the purpose of considering a resolution to submit a written request to the President and Chief Executive Officer of the Workplace Safety and Insurance Board to undertake a review of the functioning of the Board.

1.13.2 Should the resolution described in Article 1.13.1 be passed, the Chair shall so notify the President and Chief Executive Officer of the Workplace Safety and Insurance Board, and invite that person to undertake a review of the functioning of the Board.

ARTICLE 1.14 - OFFICERS

1.14.1 (a) The Board shall annually or often as may be required elect a Chair, a Vice-Chair and a Treasurer from among the Voting Directors. The Board's election of Officers shall take into account the duties of the

Office for which the election is being made and the skills and experience of the Voting Director seeking appointment as an Officer. To be eligible for office, the Chair must be a Director of the Corporation. The Chair, Vice-Chair or Treasurer may serve more than one (1) Officer's Term subject to being re-elected as a Voting Director, but shall not serve more than two consecutive Officer's Terms.

- (b) The Board shall hire and appoint a C.E.O., who need not be a director, but who, once appointed, shall automatically become an Ex Officio Non-Voting Director, and may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. There shall be a President, who shall be elected by the Board from among their number. If Chief Executive Officer exists, the Board shall appoint the Chief Executive Officer as the President.
- (c) All Officers must be Voting Directors of HSAGS except for the President and C.E.O. who shall be an Ex-Officio Non-Voting Director.
- (d) Two or more of the aforesaid offices may be held by the same person.
- (e) The Board shall annually or often as may be required elect a Secretary of HSAGS.
- (f) If the second consecutive Officer's Term of more than fifty percent (50%) of the Officers will expire at or before the next election of Officers, the Board may, by simple majority of votes cast, extend the Officer's Term of one or more of such affected Officers provided:
 - (1) the Board does not so extend the Officer's Term of all incumbent Officers; and
 - (2) an affected Officer may only have his/her Officer's Term so extended once and by only one (1) year.

1.14.2 Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earliest of:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of HSAGS or at the time specified in the resignation, whichever is later;
- (b) the appointment or election of a successor;
- (c) that Officer ceasing to be a Director;
- (d) that Officer's removal in accordance with Article 1.14.4; or

- (e) that Officer's death.

If the office of any Officer of HSAGS shall become vacant, the Directors by resolution may appoint a person to fill such vacancy for the remainder of the vacating Officer's term of office.

- 1.14.3 All officers, except the President and C.E.O., shall serve without remuneration. The remuneration of the President and C.E.O. shall be determined from time to time by the Board as stated under the Terms of Reference. Notwithstanding the foregoing, any officer who is a Voting Director may be reimbursed for the actual wages lost or forfeited by virtue of work time lost in attending meetings of the Board or carrying out any duties on behalf of HSAGS authorized or directed by the Board, provided that such reimbursement is in compliance with the Governing Policies.
- 1.14.4 All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

ARTICLE 1.15 - DUTIES OF OFFICERS

- 1.15.1 If an Officer of HSAGS is unable to fulfill or perform his/her duties or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such Officer to any other Officer or to any Director.
- 1.15.2 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 incident to their respective offices and such other powers and duties as may be assigned to them by the Board.
- 1.15.3 The duties of the Chair are to:
 - (a) preside at annual general meetings and special meetings of Members and meetings of the Board;
 - (b) in circumstances where it is impossible or inappropriate to exercise the powers and discharge the duties of his/her office, delegate such powers and duties to the Vice-Chair or failing that to the Treasurer;
 - (c) perform such other duties as may from time to time be assigned to him/her by the Board; and
 - (d) appoint chairpersons of Board committees.
- 1.15.4 The duties of the Vice-Chair are to:
 - (a) assist the Chair in conducting the business of HSAGS;

- (b) exercise the powers of and discharge the duties of the Chair in the Chair's absence;
- (c) perform such duties as may be assigned by the Chair; and
- (d) exercise the powers of and discharge the duties of the Chair in the Chair's absence until such time as the Chair resumes the duties of the office of Chair or, if the Chair is unable to resume those duties, until the Board, in accordance with Article 1.14.1, elects a new Chair to complete the Chair's original Term of office.

1.15.5 The duties of the Treasurer are to:

- (a) ensure full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account and that all moneys or other valuable effects in the name and to the credit of the Corporation are deposited in such bank or banks as may from time to time be designated by the Board;
- (b) ensure disbursement of the funds of the Corporation under the direction of the Board, taking proper vouchers therefore;
- (c) render to the Board at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation;
- (d) be a member of the Audit Committee;
- (e) assist the Chair in conducting the business of HSAGS; and
- (f) perform such duties as may from time to time be assigned to him/her by the Board.

1.15.6 The duties of the Secretary are to:

- (a) act as an ex officio clerk of the Board;
- (b) attend all meetings of the Board and Board Committees and record all facts and minutes of all proceedings in the books kept for that purpose;
- (c) give all notices required to be given to Members and to Directors;
- (d) be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution; and

- (e) perform such other duties as may from time to time be determined by the Board.

1.15.7 The duties of the President are those established by the Board through Governing Policies, from time to time.

ARTICLE 1.16 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

1.16.1 Except as otherwise provided in the Act, no Director or Officer shall be liable for the acts or omissions of any other Director or Officer or employee of HSAGS or for any loss, damage or expense of HSAGS unless such loss, damage or expense can also be attributable to that Director's, Officer's or employee's own negligence.

ARTICLE 1.17 - INDEMNITIES TO DIRECTORS AND OTHERS

1.17.1 Every Director or Officer of HSAGS or other person who has undertaken or is about to undertake any liability on behalf of HSAGS, or any entity controlled by it, and their heirs, executors, administrators, successors or assigns, shall be indemnified and saved harmless out of the funds of HSAGS, from and against:

- (a) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for, or in respect of, any lawful act, deed, matter of thing whatsoever made, done or permitted by him/her, in good faith, in or about the execution of the duties of his/her office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he/she sustains, or incurs, in the execution of the duties of his/her respective office or trust or in relation thereto, except such costs, charges or expenses as are occasioned by his/her own negligence.

1.17.2 HSAGS shall maintain appropriate liability insurance to fund the obligations set out under Article 1.17.1.

1.17.3 The Board shall take actions reasonably necessary to ensure that advantage is taken by the immunity conferred upon persons employed by HSAGS by the *Workplace Safety and Insurance Act*, 1997, S.O. 1997, c. 16, Sched. A.

ARTICLE 1.18 - STANDING COMMITTEES, AD HOC COMMITTEES AND SUB-COMMITTEES, AND ADVISORY COUNCILS

1.18.1 The Board shall appoint the following standing committees of the Board.

- (a) Governance Committee;

- (b) Audit and Finance Committee;
 - (c) Human Resources Committee; and
 - (d) such other committees as the Board may from time to time approve.
- 1.18.2 The functions of the Governance Committee, Audit/Finance Committee, Human Resources Committee and such other committees as the Board may from time to time approve, are those that are delegated in writing by the Board and/or are stated under the Terms of Reference or the Governing Policies.
- 1.18.3 Governance Committee. The Governance Committee shall:
- (a) prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;
 - (b) accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chairperson of the annual meeting from accepting further nominations from the floor at the time of the election;
 - (c) make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on committees that occur throughout the year; and
 - (d) perform such other responsibilities as set forth in the Corporation's Governing Policies or as directed by the Board from time to time.
- 1.18.4 The Board may from time to time establish and constitute standing committees, ad hoc committees, external advisory bodies, and sub-committees to standing committees, as it deems necessary or appropriate for such purposes and with such powers as it shall see fit.
- 1.18.5 Committees of the Board may establish and constitute sub-committees and external advisory bodies, as required from time to time, subject to the approval of the Board.
- 1.18.6 Appointments to committees shall be made in accordance with the terms of the Governing Policies and these By-laws. Committee members shall be appointed by the Board from any of the classes of Members and Directors as defined herein, and shall hold their office at the will of the Board. The Board shall determine the powers and duties of such committees.
- 1.18.7 HSAGS may establish advisory councils to serve as a forum providing sector specific expertise. The terms of the reference for the advisory councils shall

be as determined from time to time by the Board and shall be included in the Governing Policies.

ARTICLE 1.19 - CONFIDENTIALITY

1.19.1 Every Director and Officer of HSAGS shall respect the confidentiality of matters brought before the Board or before any committee of the Board and may be required by the Board to sign a confidentiality agreement in a form satisfactory to the Board.

ARTICLE 1.20 - FISCAL YEAR

1.20.1 The fiscal year of HSAGS shall end on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

ARTICLE 1.21 - AUDITORS

1.21.1 At each annual general meeting, the Members shall appoint an auditor to audit the accounts of HSAGS who shall hold office until the next following annual general meeting or until a successor is appointed. If the office of the auditor becomes vacant prior to the next following annual general meeting, the Directors may fill the vacancy. Upon authorization by resolution of the Members, the remuneration of the auditor shall be fixed by the Directors. The Members may remove any auditor before the expiration of the auditor's term of office pursuant to a special resolution to that effect provided that proper notice of the intention to pass such resolution has been provided. By a majority of the votes cast at that meeting the Members may appoint another auditor in such auditor's stead for the remainder of the term.

ARTICLE 1.22 - EXECUTION OF DOCUMENTS

1.22.1 Contracts, documents or any instruments in writing requiring the signature of HSAGS, shall bear the signature of at least one of the Officers, and all such contracts, documents and instruments in writing so signed shall be binding upon HSAGS without any further authorization or formality.

1.22.2 Cheques, drafts or orders for the payment of money, notes, acceptances and bills of exchange, may be drawn, accepted, endorsed and signed by such Officers and administrative personnel of HSAGS in such manner as the Board may from time to time designate by resolution.

1.22.3 The Board may from time to time appoint any Officer or Officers or any person or persons on behalf of HSAGS, either to sign documents generally or to sign specific documents.

ARTICLE 1.23 - AMENDMENT PROCEDURES

- 1.23.1 HSAGS shall have the power to repeal, alter or amend its By-laws by special resolution.

ARTICLE 1.24 - RULES AND REGULATIONS

- 1.24.1 The Board may prescribe such rules and regulations consistent with these By-laws relating to the management and operation of HSAGS as it deems expedient.

ARTICLE 1.25 - NOTICES

- 1.25.1 Any notice or other document required by the Act, the regulations, the Letters Patent, or the By-Laws to be sent to any Voting Member, Director or auditor shall be delivered personally, sent by prepaid mail, facsimile or other electronic means (where there is a record that the notice has been sent) to any such Voting Member, Director or auditor, as the case may be, at their latest address (including electronic addresses, such as e-mail addresses) as shown on the records of HSAGS or if no address is given therein then to the last address of such Voting Member, Director or auditor known to the Secretary (including electronic addresses such as e-mail addresses). Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to such notice.
- 1.25.2 Where a given number of days for notice are required to be given under the By-Laws, Letters Patent or supplementary Letters Patent of HSAGS the day of service or posting of the notice shall not be counted in such number of days.
- 1.25.3 With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed as provided in Article 1.25.1 of this By-Law and put into a post office or into a post office box. A certificate of an Officer as to facts in relation to the sending or delivery of any notice or any document to any Member, Director, Officer or auditor shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of HSAGS as the case may be.
- 1.25.4 Any notice or other document required by the Act, the regulations, the Letters Patent or the By-Laws to be sent to any Non-Voting Member, Associate Member or Director Member may be delivered by posting such notice or other document in a designated public area on the HSAGS website.

ENACTED effective the 1st day of January, 2010