



## PART 1: GUIDING PRINCIPLES

### Statement of Purpose

- 1.1 To make the community at large aware of the heritage of the province of Ontario as interpreted through museums in the province, to enhance the educational role of museums generally and to facilitate the public function of museums by promoting the interests of the museum community, including museums, museum volunteers and museum staff by:
  - a. Disseminating information to them.
  - b. Implementing training programmes to upgrade the quality of museum work and develop professional practice and procedures.
  - c. Making representation to government and other agencies as required and cooperating with organizations of related interests, regional, national or international.
  - d. Providing assistance on request to the museum community and to the public at large on museum matters.
  - e. Generally, aiding in the improvement of museums as collecting, educational, exhibiting and research institutions; and by promoting the public understanding of museums.
- 1.2 The Ontario Museum Association strengthens capacity among institutions and individuals active in Ontario's museum sector, facilitates excellence and best practices, and improves the communication and collaboration of its membership. The Association advocates for the important role of Ontario's museums, galleries and heritage organizations to society, working with all stakeholders, related sectors and industries, and other professional organizations.

### Interpretation

- 1.3 The By-laws shall be interpreted using the following guidelines:



- a. The By-laws shall always be interpreted in harmony with the goals of OMA as laid out in its Statement of Purpose and Mission Statement and Letters of Patent;
- b. The By-laws shall always be interpreted in harmony with all Relevant Legislation;
- c. The By-laws shall be interpreted using common sense and goodwill;
- d. If a word is not defined in the By-law but is defined in Governing Legislation, the definition in the Governing Legislation is to be used;
- e. If the By-laws are inconsistent with either Relevant Legislation or the Articles, the Legislation or Articles is to be followed; and
- f. The bold headings and italicized introductions are included for reference purposes only. They do not form part of the By-laws, and they are not intended to modify the text of the By-laws themselves.

1.4 The following definitions apply to this By-law, any other By-laws, and to Directors Resolutions and Policies:

- a. "Articles: means articles of incorporation, articles of amendment, articles of continuance, articles of dissolution, letters patent, or supplementary letters patent;
- b. "By-laws" means this and any other By-law which has not been repealed;
- c. "Board of Directors" means the Board of Directors of the Corporation;
- d. "Corporation", "Association", or "OMA" mean Ontario Museum Association;
- e. "Director" means a Member of the Board of Directors of the Corporation;
- f. "Governing Legislation" means the Ontario law which allows for the creation and maintenance of not-for-profit corporations, which at the time of drafting is the Ontario *Not-For-Profit Corporations Act*;
- g. "Member" means a member of the Association; and
- h. "Relevant Legislation" means any law which has a bearing on a matter.



## **PART 2: MEMBERSHIP**

### **Joining the OMA**

2.1 All members must be interested in furthering the purposes of the Association.

Membership in the Association shall consist of 3 classes of Members, namely, Individual, Institutional and Corporate members, as described in the Articles of the Association. The Board of Directors may, by resolution, approve the admission of Members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board of Directors by resolution or policy.

The following conditions of Membership shall apply:

#### **Individual Members**

Individual Members shall be persons who have applied and been accepted for Individual Membership in the Association. As set out in the articles, each Individual Member shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Individual Member shall be entitled to one (1) vote at such meetings.

#### **Institutional Members**

Institutional Members shall be organizations which have applied and been accepted for Institutional Membership in the Association. Subject to the Act and the articles, each Institutional Member shall be entitled to receive notice of, attend, and vote at all meetings of Members and each such Institutional Member shall be entitled to one (1) vote at such meetings. The person who will exercise the vote for an institution shall be designated by the institution in writing prior to the Annual General Meeting or any meeting of Members of the Ontario Museum Association, and notice shall be presented to the Secretary of the Board of Directors prior to such meeting.

#### **Corporate Members**

Corporate Members shall be corporations who have applied and been accepted for Corporate Membership in the Association. Subject to the Act and the articles, a Corporate Member shall not be entitled to vote at meetings of the Members of the Association.

### **Term**



- 2.2 The term of Membership of all individual, institutional and corporate members shall be one year from payment of membership dues, subject to renewal in accordance with the policies of the Association.

### **Payment of Dues**

- 2.3 Member dues shall be set by Resolution of the Board of Directors.

### **Automatic termination:**

- 2.4 A Member's Membership shall be terminated if:
- a. The Member resigns in accordance with Section 2.5;
  - b. The Member fails to pay dues within 90 days of it becoming due, unless the Board of Directors decides otherwise, at its sole discretion;
  - c. The Association dissolves; or
  - d. In accordance with sections 2.7-2.9 of this by-law.

### **Resignation**

- 2.5 Members may resign at any time by delivering their resignation in writing to the Board of Directors.
- a. The resignation will be effective on the date given in the resignation, or if no date is given, immediately. No one can resign retroactively.
  - b. Members will still have to pay dues or other fees owing (if any) at the time of resignation, and will not be reimbursed for dues already paid.
- 2.6 The interest of a Member in OMA is non-transferrable.

### **Suspension and Termination**



- 2.7 The Board may, in exceptional circumstances, suspend or terminate memberships and may bar anyone from applying or reapplying at its discretion, in accordance with OMA policy.
- 2.8 Any action taken under section 2.7 will follow these steps, as may be elaborated in OMA policy:
- a. If the Board of Directors issues a suspension, it shall communicate that suspension to the suspended party. Such communication shall include the reason for the suspension and provide an opportunity for the suspended party to reply.
  - b. If in the opinion of the Board, the suspended party adequately responds, it may lift the suspension.
  - c. If the Board determines that the suspended party does not adequately respond, it may terminate the member's membership.
- 2.9 Any decision made under section 2.7 and 2.8 is final and binding on the parties without any further right of appeal, beyond what is set out in the policy.

## **PART 3: MEETINGS OF THE MEMBERS**

### **Meetings**

- 3.1 Meetings of the Members shall include the Annual Meeting and any Special Meetings of the Members.
- 3.2 Meetings of the Members may take place in person, or by telephone or electronically if a majority of Board of Directors agree.
- 3.3 The Board of Directors shall call an Annual Meeting of Members within fifteen (15) months of holding the last Annual Meeting of Members, and within six (6) months of the end of the fiscal year. The date and time of such a meeting will be determined by the Board of Directors.
- 3.4 The location of the meetings may be any place within the Province of Ontario as determined by the Board of Directors.



- 3.5 The Board of Directors may call a special meeting of Members at any time.
- 3.6 The Board of Directors must call a special meeting if requested in writing by not less than ten percent (10%) of the Members entitled to vote.
- 3.7 Members may vote by proxy, in accordance with the policies of the Association.

### **Notice of Meetings**

- 3.8 Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote. Notice can be given by telephone, mail, or electronically but it must be given between ten (10) and fifty (50) days before the day on which the meeting is to be held.
- 3.9 If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

### **Chair of the meeting**

- 3.10 The Chair of meetings shall be the Board of Directors President or Vice-President, or if they are not present, the Secretary.
- 3.11 In the event that the President, Vice-President, and Secretary of the Board of Directors are absent, those who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **Quorum**

- 3.12 A quorum at any meeting of Members shall be a minimum of thirty (30) Members in good standing, whether appearing in person or virtually or by proxy.

### **Agenda**

- 3.13 The business transacted at the annual meeting shall include:
  - a. receipt of the agenda;
  - b. receipt of the minutes of the previous annual and subsequent special meetings;



- c. consideration of the financial statements;
  - d. report of the auditor or person who has been appointed to conduct a review engagement;
  - e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
  - f. election of Directors; and
  - g. such other or special business as may be set out in the notice of meeting.
- 3.14 No other item of business shall be included on the agenda for annual meeting unless a Member's proposal in writing has been given to the Board of Directors prior to the giving of notice of the annual meeting in accordance with the Governing Legislation, so that such item of new business can be included in the notice of annual meeting.

## **Voting**

- 3.15 Each Individual and Institutional Member is entitled to one vote as described by the Articles of the Association. At any meeting of members every question shall be determined by a majority of the votes cast on the questions, unless otherwise provided by the articles or By-laws or by law (for example, a significant change to a By-law, as set out in the Governing Legislation).
- 3.16 Except where demanded by a Member, voting shall be by show of hands. A declaration by the President that a motion carries or fails shall be evidence of that result, even absent proof of the actual number or proportion of votes.
- 3.17 Where demanded by a person entitled to vote, a question shall be determined by ballot, as directed by the President of the meeting. Such a demand can be made even after a vote by show of hands.
- 3.18 In case of a tie, there shall be a second vote, by ballot. If the second vote is also a tie, the motion fails. The Chair of the meeting shall not have second or casting vote.

## **Entitlement to Attend**



- 3.19 The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the President of the meeting or with the majority consent of the Members present at the meeting.

### **Errors or Omissions**

- 3.20 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 shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

## **PART 4: BOARD OF DIRECTORS**

### **Powers**

- 4.1 Board of Directors shall be chosen by the Members to manage or supervise the management of the affairs of the Corporation.

### **Number**

- 4.2 There shall be between 6 (six) and fourteen (14) Directors.

### **Term**

- 4.3 The Directors' term of office shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

### **Qualifications**

- 4.4 Directors shall be Members of the Association. Each Director shall be an individual who meets the legal requirements for being a Director and must have primary residency in Ontario.

### **Election**





4.5 Directors elections shall be concluded at an Annual Meeting.

4.6 In the event of a tie, a second ballot shall be taken. In the event of a second tie, the result shall be determined by a coin toss.

### **Consent**

4.7 A Director elected or appointed must consent to hold office by any combination of:

- a. Not verbally refusing to hold office at the meeting in which that person was elected;
- b. Not refusing to hold office in writing within 10 days, if such a person was not present at the meeting at which that person was elected; or
- c. By acting as a Director.

### **Vacation of Office**

4.8 A Director ceases to hold office automatically when the Director:

- a. Dies;
- b. Resigns in writing by notifying the Board of Directors President, on the date stipulated in the resignation, or where no date is given, immediately;
- c. Becomes ineligible to hold office at law (for example, by becoming bankrupt or mentally incompetent);
- d. Misses three (3) consecutive meetings, unless the Board of Directors grants the Director an exemption to this provision; or
- e. Is removed from Office in accordance with this By-Law.

### **Removal of Director**



- 4.9 Any four (4) Members may demand that the Members consider removing a Director from office at a Meeting of Members.
- 4.10 Such a demand must be received prior to a Notice of Meeting being sent to Members. OMA is then required to notify the Members in the Notice of Meeting that Members will be considering a resolution to remove a Director.
- 4.11 If proper notice is given, Members may by resolution of at least 2/3rds of the votes cast at a meeting remove a Director from office. If such a resolution is passed, the person ceases to be a Director. The Members may elect a qualified individual to replace the removed Director for the remainder of the Director's term. If not, the vacancy may be filled by the Board of Directors.

### **Filling Vacancies**

- 4.12 Where there is a vacancy on the Board of Directors, the Board of Directors may appoint a person to complete the remainder of the term of office.
- 4.13 Where there are fewer than six (6) Directors in office, the Board of Directors cannot appoint new Directors and instead may only call a Meeting of the Members to fill vacancies. If there are no Directors in office, any Member or paid staff member can call such a meeting.

## **PART 5: MEETINGS OF BOARD OF DIRECTORS**

### **Place of Meetings**

- 5.1 Meetings of the Board of Directors may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board of Directors may determine.

### **Regular Meetings**

- 5.2 Meetings shall ordinarily be scheduled monthly, but there shall be at least six (6) regular meetings per year, one of which may be held immediately following the Annual Meeting. The Board of Directors may choose the day and time, as well as the location, of such meetings.



## **Special Meetings**

- 5.3 Special Meetings may be called by the President of the Board of Directors. The Secretary shall call a special meeting on the written request of any three (3) or more Directors.

## **Notice of the Meetings**

- 5.4 The President shall provide Board of Directors with one week's notice of meetings, by ordinary mail, telephone, or electronic means.
- a. No notice is required for a meeting of the Board of Directors held immediately following the Annual Meeting.
  - b. No notice of an adjourned meeting is required, if the time and place of the adjourned meeting is announced at the original meeting.

## **Quorum**

- 5.5 Quorum for a Meeting of the Directors is fifty (50) percent of the Directors then in office, or three (3), whichever is greater. A Director must be present in person, by telephone, or electronically in order to count toward quorum.

## **Meetings by Telephone or Electronically**

- 5.6 The Board of Directors may meet by telephone or electronically if permitted by policy or if a majority of Directors agree.

## **Votes to Govern**

- 5.7 Each Director is entitled to one (1) vote. Every question shall be answered by either the consent of those present or by a majority of votes. In the event of a deadlock, the Chair of the meeting shall cast an additional vote, in addition to their original vote.

## **Delegation**



- 5.8 The Board of Directors may delegate to a Director or committee any of the powers of the Board of Directors.

### **Board of Directors Policies**

- 5.9 The Board of Directors may adopt, amend or repeal by resolution any Board of Directors Policies, so long as those policies don't conflict with the By-laws. Any policy adopted by the Board of Directors shall continue to have force and effect until amended, repealed or replaced by a subsequent resolution of the Board of Directors.

### **Committees**

- 5.10 The Board of Directors may choose to create committees of the Board of Directors. Those committees shall only have the powers conferred on them by the Board of Directors, except as set out in Section 5.11.

- 5.11 An Executive Committee of the Board of Directors shall be created. Its members shall be the President, Past President Vice-President, the Secretary, and the Treasurer.

- a. The Executive Committee shall, subject to any restriction imposed from time-to-time by the Board of Directors, exercise all the powers of the Board of Directors between meetings, and report to the Board of Directors any actions taken pursuant to those powers.
- b. The quorum of the Executive Committee shall be a majority of voting members, unless another quorum is set by the Board of Directors.

- 5.12 The Board of Directors may choose to create committees for specific projects undertaken by the Ontario Museum Association. The Board sets their terms of reference and can dissolve them upon completion of their task.

## **PART 6: OFFICERS**

### **Appointment**

- 6.1 At the first Board of Directors meeting following the Annual Meeting of Members, the Board of Directors will elect:

- a. A President;



- b. A Vice President;
- c. A Treasurer; and
- d. A Secretary.

The President shall be Chair of the Board of Directors.

### **Term**

6.2 The term of Office for all Officers shall be set by the Board of Directors. If no term is set, the Officer's term expires at the first meeting of Board of Directors following an Annual General Meeting.

### **Vacancy**

6.3 An Officer shall hold office until any of the following events occurs:

- a. The expiry of their term of office;
- b. The Officer's successor being appointed;
- c. The Officer's resignation;
- d. The Officer ceasing to be a Director;
- e. The Officer's death; or
- f. A resolution passed by majority of Board of Directors removing the Officer from Office.

### **Remuneration**

6.4 No Officer who is a Director shall receive remuneration for acting as such.

### **Duties**

6.5 The Board of Directors may set policies outlining the duties of the Officers by resolution or policy.



## **PART 7: DIRECTORS' LIABILITY**

### **Limitation of Liability**

7.1 To the extent allowable at law, no Director or Officer for the time being of the Corporation shall be liable for:

- the acts (or failures to act) of any other Director or Officer or employee;
- any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested;
- any loss or damage arising from the bankruptcy, or insolvency;
- any tortious act of any person including any person with whom or which any moneys, securities, or effects shall be lodged or deposited;
- losses or damages which arise;

which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

### **Indemnity of Board of Directors and Officers**

7.2 The Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or has acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual because of that association with the Corporation or other entity if:

- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity



- for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- b. In the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the conduct was lawful.
- 7.3 The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by law. 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.

### **Insurance**

- 7.4 The Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section, provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of Board of Directors and Officers liability insurance.

### **Advances**

- 7.5 With respect to the defence by a Director or Officer of any claims, actions, suits, or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation 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 the Corporation disclosing the particulars of such claims, actions suits or proceedings and requesting such advance.

## **PART 8: MISCELLANEOUS**

### **Registered Office**

- 8.1 The head office shall be in the Province of Ontario.



## **Corporate Seal**

- 8.2 The seal (if any), an impression of which is stamped in the margin of this document, shall be the Corporate Seal.

## **Fiscal Year**

- 8.3 The end of the fiscal year end is March 31 unless changed by Board of Directors Policy.

## **Execution of Documents**

- 8.4 The Board of Directors may direct who and how legal documents are signed on behalf of OMA. If the Board of Directors has not directed how a legal document is to be signed, it must be signed by two of the following: Board of Directors President, Vice-President, Treasurer, Secretary, Executive Director, or any Director assigned by the Board of Directors.
- 8.5 Any person authorized to sign a document may affix the Corporate Seal.

## **Dissolution of the Corporation**

- 8.6 Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of, to Registered Charities supporting museums and galleries in Ontario or which further the purposes of the Association.

## **Computation of Time**

- 8.7 For the purposes of providing notice under Governing Legislation, notice shall be deemed on the date it was delivered personally or by courier, or delivered electronically or by facsimile, provided there was no error notification.
- 8.8 Notification by regular mail shall be deemed delivered on the fifth (5th) business day after it was mailed.
- 8.9 Where By-laws require the calculation of a period of time, the day of service, posting, or other delivery shall not be counted.





## **PART 9: AMENDMENT OF THE BY-LAWS**

### **Generally**

- 9.1 By-laws may only be enacted, amended, or repealed (“Changed”) only by following the procedure outlined below.
- 9.2 A proposal must be presented to the Board of Directors for review.
- 9.3 The Board of Directors must pass a resolution by a majority of votes cast to accept the proposal. If passed, the Change takes full effect immediately, unless the Resolution says otherwise.
- 9.4 The Change must then be included in a Notice of Meeting of Members.
- 9.5 The Members must vote by a majority of votes cast to affirm the Change.
  - a. If passed, the Change is confirmed and continues to have full force and effect.
  - b. If the Change is passed with amendments, then the amended Change takes effect immediately.
  - c. If rejected, the Change ceases to have any effect.
- 9.6 Any rejection, amendment or refusal to approve the By-law or part of the By-law made in accordance with this Section 9.5 shall not invalidate any act done or right acquired under any such By-law prior to its rejection, amendment, or refusal of approval.
- 9.7 A special resolution is required to change certain fundamental aspects about the operation, such as the statement of purpose or mission statement, method of transferring membership, the manner of giving notice to members, and the method by which members can vote at a meeting if they are not present.

### **Transitional terms**

- 9.8 The document titled “Constitution and By-laws” is repealed and replaced with this By-law (By-law 2).



9.9 Directors' and Members' Resolutions will remain in effect except to the extent of inconsistency with this By-law.

9.10 The Directors and Officers in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective terms.

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