

# Society of Public Insurance Administrators of Ontario

By-law Number 1

(As amended, December 5, 2014)

A By-law Relating Generally to the Transaction of the Affairs of the Society of Public Insurance Administrators of Ontario

BE IT ENACTED as a By-law of the Society of Public Insurance Administrators of Ontario as follows:

## 1. Name

The Society of Public Insurance Administrators of Ontario shall hereinafter be referred to as the “Society.”

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## 2. Purposes

The purposes of the Society shall be to:

- a) Exchange knowledge, encourage educational pursuits and explore in greater depth all matters dealing with risk and insurance management.
- b) Promote cooperation among all public entities which have interests in the field of risk and insurance management.
- c) Collect and disburse information relative to risk and insurance management.
- d) Encourage the development of educational training programs in the field of risk and insurance management.
- e) Provide an environment for professional development and leadership.

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## 3. Remuneration of Directors

The Society is not organized for profit and no part of the earnings shall inure to the benefit of any member or director. Compensation for services rendered or for necessary

expenditures incurred is subject to approval by the Board of Directors. Notwithstanding the above provision, the Board of Directors may authorize expenditures of a prudent and reasonable nature for the purchase of restaurant meals following regular meetings of the Board of Directors.

Further, all board members, current and past, shall be indemnified and defended from and against all actions, claims, demands, losses, costs, damages, suits or proceedings whatsoever which may be brought against or made upon the board or individuals of the board and against all losses, liabilities, judgments, claims, suits, demands or expenses whether direct or indirect which the individual may sustain, suffer or be put to resulting from or arising out of their role as an executive member of the SPIAO board. This indemnification shall include any and all litigation for any and all claims, including bodily injury, personal injury, property damage, financial loss or any alleged wrongful acts against any member or third party.

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## 4. Fiscal Year

The fiscal year of the Society shall be the calendar year.

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## 5. Membership

Membership in the Society shall be open to any public entity within Canada. Each such member shall be represented by an employee or official who is engaged or interested in the field of insurance and risk management. Each public entity may elect to have more than one representative in the Society. The privileges of voting and holding office are limited to representatives of the public entity members of the Society. It is understood and agreed that membership is also conditional upon payment of membership fees as defined in Section 6.

The membership shall be expanded to include an “associate membership” option. The associate membership shall be open to non-public entities engaged or interested in the field of insurance and risk. Such associate members will be represented by an employee or official of the non-public entity and shall have no voting rights. The associate membership annual fee shall be the same as the membership fee, payable by January 31st of the membership year.

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## 6. Membership Fees

The annual fees for membership shall be determined from time to time by the Board of Directors, subject to the approval of the members at the Annual General Meeting. Fees are payable annually in advance. Non-payment of fees shall be treated as equivalent to resignation, with the forfeiture of all Society benefits.

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## 7. Board of Directors

The governing body of the Society shall be the Board of Directors, consisting of:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Public Relations Officer
- f) Director at Large, and
- g) Past President
- h) Director of Information Technology

The Board of Directors shall be responsible to the membership for the management of the affairs of the Society and for the promotion of the Society's purposes.

The Board of Directors may, at the discretion of the Board, establish an Ad Hoc Committee from time to time to address specific issues and/or draw upon the specialized skills of other members.

The position of Past President shall provide transitional advice and guidance to the Board of Directors for a period of 12 months following his/her term as President.

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## 8. Election of the Board of Directors

The Directors shall be elected from the representatives of the members of the Society at the Annual General Meeting (AGM) in accordance with the Procedure for Election of Board of Directors attached as Schedule "A" to and forming part of this By-law. The Board of

Directors shall appoint a Nominating Committee of three representatives from member public entity bodies who will submit their slate of candidates at the Annual General Meeting. The Chairman of the Nominating Committee will call for further nominations from the floor and after declaring nominations closed, a vote will be held. Elections will be held for each office of the Board. The nominations will be taken for one office at a time and the elections held for that office before proceeding to take nominations for the next office. Polling shall be by secret ballot where each elector shall vote for the candidate of his/her choice on a blank ballot form provided. The counting of the ballots shall be undertaken by the Nominating Committee, and the announcement of the results shall be made by the Chairman of the Nominating Committee. In the event of a vacancy occurring on the Board of Directors, the remaining members of the Board may appoint a temporary replacement to complete the term of office.

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## 9. Term of Office

The term of office of the Board of Directors shall be the Fiscal Year.

No member shall serve more than four (4) consecutive years in any position without the express approval of the Board of Directors and membership. The maximum number of years a member can hold office is ten (10) cumulative years regardless of position(s) held. Notwithstanding the above provision under Section 9, the following terms of office are limited to the following:

President – Not permitted to hold his/her position on the Board of Directors for more than five years.

Treasurer – Not permitted to hold his/her position on the Board of Directors for more than five years.

Exception to Section 9: Should there be an occasion where a member wishes to extend their term beyond the maximum number of years outlined in Section 9, this must be approved by the Board AND members from a resolution put forth prior to or on the day of the AMG meeting when the Board are elected. If there is a need to enact this exception, the standing President will highlight the concepts of Section 9 from By-law 1 to attending members at the AGM and explain the reasoning for the Exception to Section 9, which may include, but is not limited to:

- Continuity of operations.
- Minimize the possibility of dishonest acts.

- Provide personal development opportunities for members.
- Provide an environment for leadership opportunities for members.
- Inject new thoughts, ideas and perspectives into the Board of Directors.
- Introduce new ideas while developing future strategic plans for the Society.

Once reviewed and discussed, the resolution will be voted on by members, and the results will be recorded by the Secretary, either making them eligible to run for a position on the Board of Directors or not. A 2/3 majority of the voting members at the AGM meeting will be required to qualify for this exception.

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## 10. Duties of the Board of Directors

The President shall preside at meetings of the members. He/she shall be in charge of and administer the affairs of the Society subject to provisions of this by-law.

The Vice-President shall have and exercise all of the powers and duties of the President in the event of his/her absence or inability to act. In the event of a vacancy occurring in the office of President, the unexpired term shall be filled by the Vice-President. The Vice-President will provide support and work closely with the President to administer the functions required under this by-law and the day-to-day operation of the Society.

The Secretary shall record the minutes of all meetings of the Board of Directors and the Annual General Meeting; shall keep copies of all correspondence relating to Society business; shall maintain a membership list and shall prepare the agendas for all meetings of the Board of Directors.

The Treasurer shall exercise authority in all financial matters in accordance with this by-law and any resolutions as may be adopted. The Treasurer shall provide the Board of Directors with an audited Annual Report within three months of the fiscal year-end and present the audited Annual Report and a current Interim Financial Statement at the Annual General Meeting and any other Financial Statements which may be required. The Treasurer shall deposit all funds to the credit of the Society in a bank account approved by the Board of Directors for which they have signing authority.

The Public Relations Officer shall develop and administer the public relations and advertising program of the Society, coordinate the promotional activities of the Society, and encourage the recruitment of new members. The Public Relations Officer shall serve as a central source of information about the Society and as the official channel of communication with the media; provide overall direction in the preparation of articles, photographs, advertisements, brochures, displays and exhibits. The Public Relations

Officer shall also be responsible for the purchase and presentation of gifts to speakers, coordination of promotional packages for the Annual General Meeting, and selection of the Nominating Committee for the annual election of the Board of Directors.

Director-at-Large to aid and assist the Board in varied tasks on an 'as required' basis.

The Director of Information Technology will manage all computers, computer software, sound systems, mics, computer projectors and websites under the control of the Society for all workshops, conferences, executive meetings or as required. The Director of IT will be responsible for setting up all mics to sound systems, computers and projectors required for workshops and conferences. In addition, they must liaise with the assigned personnel at those locations to ensure compliance and compatibility. In addition, the Director of IT will be responsible for posting all workshop and conference information, presentations, updating the SPIAO website with current information, and aiding and assisting the Board in varied tasks on an 'as required' basis.

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## 11. Authorization of Expenditures

The Board of Directors shall be jointly responsible for authorizing the expenditure of all funds. The signatures of two Board Members with signing authority will be required on all cheques. Where practicable, the Treasurer will be one of those Board Members signing.

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## 12. Schedule of Meetings

There shall be a minimum of three meetings, inclusive of the Annual General Meeting, to be called at the discretion of the President throughout the Fiscal Year.

*The Board of Directors is authorized to decide how meetings will take place, whether in person or via electronic platform.*

*Amended and passed this 4th day of December 2020.*

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## 13. Order of Business

The Board of Directors shall prepare and forward a proposed Agenda to the members at least three weeks in advance of each regularly scheduled meeting. Items to be placed on the Agenda will be submitted to the Secretary with a request for their inclusion.

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## 14. Quorum

A quorum shall consist of three Directors and 25% of the members of record of the Society.

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## 15. Amendments to the By-law

Amendments to this By-law may be proposed either by initiatory petition submitted to the Board of Directors in writing and signed by not less than three active members or by resolution of the Board of Directors. The proposed amendment(s) shall be submitted to the membership at least thirty days prior to the Annual Meeting with a recommendation from the Board of Directors for its acceptance or rejection. All proposed amendments will be presented at the Annual Meeting for adoption. An affirmative vote of two-thirds of the active members in attendance and voting at the Annual Meeting shall be necessary for the adoption of any proposed amendment.

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## 16. Appointment of Auditor

An Auditor shall be appointed annually by the membership to audit the Financial Statements and Records of the Society.

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## 17. Discrimination Policy

The Society hereby declares that discrimination on the grounds of race, creed, colour, national origin, political or religious affiliation, sex, sexual orientation, age, marital status, family relationship and disability is prohibited by or within the organization.

Enacted and passed this 5th day of December 1976.

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President

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Secretary

Amended and passed this 5th day of December 2014.

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President

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Secretary

Schedule 'A' to By-Law Number 1

Procedure for Election of Board of Directors

1. The President of the Society turns the meeting over to the Chairman of the Nominating Committee, who then informs the members of the term of office of the Board of Directors and that they are required to perform their duties in accordance with By-Law Number 1 of the society.
2. The Chairman of the Nominating Committee presents the Committee's slate of candidates for the Board of Directors' positions for the coming year.
3. The Chairman declares that he will now accept nominations from the floor for each office, one at a time, for President, Vice President, Public Relations Officer, Treasurer, Secretary and Director at Large. Following nominations from the floor, the Chairman of the Nominating Committee will request confirmation that each nominee is willing to stand for office.
4. The Chairman shall ask once, "Are there any further nominations?" If there are no further nominations, the Chairman moves that nominations be closed and calls for a seconder to the motion. He then calls for a vote of the members. If the vote is in the affirmative the Chairman declares the nominations closed.
5. If there is no more than one nominee, the Chairman moves that the nominee be declared to the office and calls for a seconder to the motion. He then calls for a vote of the members. If the vote is in the affirmative the Chairman declares the candidate elected.
6. Where there is more than one nominee, polling shall be by secret ballot where each elector shall vote for the candidate of his/her choice on a blank ballot form provided. The counting of the ballots shall be undertaken by the Nominating Committee, and the announcement of the results shall be made by the Chairman of the Nominating Committee.



7. Following confirmation of the count, the Chairman shall declare that the nominee receiving the greatest number of votes be elected to the office on the Board of Directors.
8. In the event of a tie, the Nominating Committee Chairman shall place the names of each nominee on equal-sized pieces of paper, then draw one from a container, and that nominee shall be declared elected by the Chairman.