CONSTITUTION & BY-LAWS

ONTARIO INSURANCE PROFESSIONALS ASSOCIATION

Ed. 1.2

October 1, 2024

Contents

CONSTITUTION

Ontario Insurance Professionals Association

ARTICLE I

Name and Short Name

The name of this organization shall be "ONTARIO INSURANCE PROFESSIONALS ASSOCIATION"; hereinafter referred to as "OIPA"

ARTICLE II

Definitions

The following words hereinafter used shall have the meaning hereunder described to them unless the context otherwise indicates.

ARTICLE III

Purpose

Its objects and purposes shall be:

a) To encourage and foster insurance related education programs for its members to make them more responsive to the requirements of the Canadian Insurance industry.

b) To foster and enhance the professional development of its members.

c) To foster and facilitate networking among its members and with other professionals.

ARTICLE IV

Membership

<u>Regular Member</u>

- Any person engaged independently or through employment in any office, selling or servicing insurance of any type.
- A member upon permanent retirement.
- Any person, who has membership in any Local Association which is affiliated with the Canadian Association of Insurance Women or with the Association-at-large and that membership is in good standing, may be entitled to automatic transfer of privileges. "Good standing" means a member whose dues

are currently paid to CAIW through an affiliated Association. OIPA agrees to waive the duplicate payment of fees for a transferring member.

- All Regular Memberships must be approved by the Executive Board.

<u>Associate Member</u>

- An associate member is without office, and without vote within this Association.
- Any person who has been a member of this Association or any affiliated association and who is no longer in the insurance business.
- Any person who has been a member of this Association but now lives too far away (e.g. out of province) to regularly attend meetings.
- Any person engaged independently or through employment in any office, selling and servicing insurance of any type and who lives too far away to attend meetings (e.g. out of province).
- All Associate Memberships must be approved by the Executive Board.

ARTICLE V

Dues

The annual dues for Regular and Associate Memberships shall be such amounts as may from time to time be fixed by the Executive Board provided that no such fee shall become effective until approved by a two-thirds majority of those members present and entitled to vote at a meeting called for the purpose.

Any member whose dues are not paid within sixty (60) days after the due date shall be notified in writing of same by the Membership Chairperson and, unless dues are paid within fifteen (15) days, his or her name shall be removed from the membership roll. Due date for Membership dues shall be September 1st of each year.

ARTICLE VI

Fiscal Year

The fiscal year of this Association shall be from the first day of October to the last day of September, inclusive of the following year.

ARTICLE VII

Finance

Operating accounts shall be opened at a Chartered Bank or Canadian Credit Union and the signing officers shall be the Treasurer, the President and the Vice President, with the signatures of any two (2) required on each cheque or withdrawal.

The Treasurer’s books must be available for any Executive Member to review at any time, upon request.

ARTICLE VIII

Officers & Duties

The Executive of the Association shall be a President, Vice-President, Secretary, Treasurer, and immediate Past-President. Directors, while they are elected Officers, do not automatically proceed on to Executive through succession.

Executive shall be nominated by the Nominating Committee, with the exception of the immediate Past President, and shall be elected by vote at the Annual General Meeting (AGM) to be held in the beginning of each Fiscal Year, unless the positions are filled through succession. The terms of Executive shall be a maximum of five (5) consecutive years.

Directors shall be nominated by the Nominating Committee and shall be elected by vote each year at the AGM. The term of Directors shall be one (1) year. Should a Director wish to run for the position again, they must put their name forward for nomination.

If a vacancy shall occur during the year, except the Office of President, the vacancies shall be filled through appointment by the Executive, subject to the approval of the members at the next regular meeting. Executive vacancy appointments shall be temporary until official succession can take place at the next AGM. A vacancy occurring in the Office of the President shall automatically be filled by the Vice-President.

President

The President shall preside at all meetings of the Association and the Executive Board. They shall be an Ex-Officio member of all committees, except the nominating committee, with the right to vote in case of a tie only. They shall perform such other duties as pertain to their office. This role is to be filled through succession, or by vote at the AGM if succession is not possible.

Vice-President	The Vice-President shall assist the President and shall perform the duties of the President in their absence, in the order of their succession. This role can be filled through succession, or by vote at the AGM if succession not possible.
Treasurer	The Treasurer shall be Chairperson of the Budget and Finance Committee. They shall be custodian of the funds of the Association. They shall collect all dues and fees from the members, and disburse the funds only upon sanction of the Executive Board. They shall present a Treasurer's report at the annual meeting and at each general meeting, and at other times as the members of the Executive Board may request. This role can be filled through succession, or by vote at the Annual General Meeting if succession not possible.
Secretary	The Secretary shall keep the Minutes of all regular and special meetings of the Association and of the Executive Board and shall look after all correspondence as required. They may also perform such other duties as may be required from time to time determined by the Executives. This position is filled by vote at the AGM.
Director, CAIW	The Director, CAIW will be OIPA's voice on the CAIW board. They shall give advice to the Executive Board as requested. This position shall be filled by vote at the AGM.
Director, Events	The Director, Events will chair the Events Committee. They shall give advice to the Executive Board as requested. This position shall be filled by vote at the AGM, or by appointment of the Executive should the position remain vacant after the AGM.
Director, Marketing/Communications	The Director, Marketing/Communications will chair the Marketing & Communications Committee. They shall give advice to the Executive Board as requested. This position shall be filled by vote at the AGM, or by appointment of the Executive should the position remain vacant after the AGM.
Past-President	The Immediate Past-President will chair the Nominating Committee. They shall give advice to the Executive Board as

requested. They shall be an Ex-Officio member of the Executive.

ARTICLE IX

Executive Board

The Executive Board shall be authorized to expend monies for expenses which may be necessary without referral to the membership. This expenditure shall be reported by the Treasurer in their next report.

The Executive Board shall meet at least once a month from September to May, at a time to be determined by the Board. Special meetings of the Board may be called by the President and also upon request of three members of said Board.

Four members of the Executive Board present and voting shall constitute a quorum for the transaction of business; a quorum having been determined a vote of the majority of those present shall be the vote of the board.

If a vacancy should occur in any Director's position during the term of the office, the vacancy shall be filled through appointment by the Executive Board, subject to approval of the members at the next regular meeting.

If a Council, and/or Director, and/or Executive Member, misses more than 4 meetings nonconsecutively within any fiscal period; it is to the Executive's discretion to open the floor to replace the position.

ARTICLE X

Meetings and Quorums

Regular meetings of the Association shall be held once a month, from September to May, unless otherwise ordered by a majority vote of the Executive Board. Special meetings may be called by the President, with approval of the Executive Board. Six (6) or more members shall form a regular meeting.

The Annual Meeting shall be the regular meeting in May of each year; at which time the reports of the President, Treasurer and Nominating Committee shall be made and new Executive selected.

ARTICLE XI

Nominating Committee & Elections

The Nominating Committee shall be composed of a chairman and not less than two (2) members. The Immediate Past President shall be the Chairman and their Committee members will be chosen from two members of the Executive Committee.

This Committee shall bring in a slate of Officers and the CAIW Director for approval of the Executive Board at the meeting in January. The slate of officers must be presented to the General Membership at least seven (7) days prior to the Annual General Meeting in May. Additional nominations may be made from the floor, provided the nominee is present and there consent has been secured. Elections shall be made by a majority vote of members present. If additional nominations are made from the floor, voting shall be by ballot.

The term of office for Executive Officers shall be five (5) years, subject to the annual election, with permission to resign at any time upon receipt of written notice by the President and/or Vice-President. Officers shall not be eligible for election to the same position for more than one term except if there are no nominations presented and the Executive is in agreement.

ARTICLE XII

Dissolution

It shall be a non-profit Association, and no part of the net earnings shall inure to the benefit of any individual member. In the event of dissolution of this Association, all net earnings shall go to a charitable project or projects designated by the membership.

ARTICLE XIII

Amendments

These By-Laws may be amended by a two-thirds vote of the members present and voting at any regular meeting, a quorum having been determined provided that previous notice of the proposed amendment(s) has been sent or given to the membership in writing at least ten (10) days prior to the regular meeting at which it is to be voted upon.

A proposed amendment(s) may be initiated by two (2) members in good standing by presenting the proposed amendment(s) in writing, with both signatures affixed, to the By-Laws Committee.

SCHEDULE “A”

2024-2025 EXECUTIVE as elected September 24, 2024 at Claremont, ON.

PRESIDENT: Nathan Peters

VICE PRESIDENT: David Porter

TREASURER: Andrea Hadlington, CIP, CAIB, CPIB

SECRETARY: Stephanie Iacono

Director, CAIW: Melanie Needham, FCIP, CRM

Director, Events: Tiziana Marcellitti

Director, Marketing: Giles Tingey

Immediate Past President: Leah Sangster-Rydzik, CIP