

**Ontario Risk and Insurance Management Society
(ORIMS)**

Chapter By-Laws

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CHAPTER BY-LAWS

BE IT ENACTED as a By-law of the Ontario Risk and Insurance Management Society (hereinafter referred to as the "Corporation") as follows:

ARTICLE I – HEAD OFFICE

Section 1 – Head Office

The Head Office of the Corporation shall be in the City of Toronto in the Province of Ontario or at such other place as the Directors with the consent of the members may from time to time determine.

ARTICLE II –MISSION STATEMENT AND POWERS

Section 1 – Mission Statement

To promote and advance excellence in risk and insurance management by:

- I. Promoting the discipline of risk management and insurance and enhancing the image of the professional risk manager;
- II. Promoting the educational and professional development of risk managers, as well as others within the risk and insurance management communities;
- III. Influencing legislation and regulation at the federal and provincial levels of government for the benefit of its members;
- IV. Providing forums for the exchange of ideas and viewpoints among its members;
- V. Promoting a competitive insurance marketplace and the development of insurance products which benefit all insureds;
- VI. Promoting relationships with other professional societies and organizations in order to advance the objectives of the Corporation and it's members; and
- VII. Continue to be a leading chapter of The Risk and Insurance Management Society Inc. (hereinafter referred to as "RIMS").

Section 2 – Powers

The Corporation shall have the power to engage in any legal, financial, ethical and moral activity to further the mission statement listed above; provided, however, that the Corporation shall not have any power to incur financial or other obligations for which RIMS may be responsible without the prior written approval of the RIMS Executive Council.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – General Powers

The Corporation's members shall elect the Corporation's Board of Directors (hereinafter referred to as "Board of Directors") and such Board of Directors shall assume the general management of all affairs of the Corporation.

Section 2 – Composition

The Board of Directors shall consist of no less than 8 but no more than twelve Directors. Directors shall be elected at the Annual Meeting by a majority of those present at the meeting. The election may be by a show of hands of the members present unless a ballot is demanded. Directors shall at the time of their election or within ten days thereafter and throughout the term of office be a Deputy or alternate member of the Corporation. Each Director shall hold office until his/her successor has been appointed and qualified. A director may hold more than one office except for the offices of the President and Vice-President.

Section 3 – Remuneration

Directors shall receive no remuneration for acting as such.

Section 4 – Nominations

Nominations for the Board of Directors, other than those made by the Nominating Committee, may be made by petition signed by not less than fifteen (15) members in good standing, of the Corporation (as set out in Article VII, Section 1A and B), and such petition must be presented to the Corporation Secretary at least fifteen (15) days prior to the date of the Annual Meeting of the Corporation.

Section 5 – Term Limits

All Directors shall hold office until their successors are duly elected at the Annual Meeting. A Director shall be eligible for re-election if otherwise qualified.

Section 6 – Resignations

Directors may resign by giving written notice to the Corporation's Secretary and such resignation shall take effect at the time specified therein.

Section 7 – Removals

A Director may be removed from the Board of Directors upon a two-third (2/3) vote of the Board of Directors, taken at a meeting of the Board of Directors held at least thirty (30) days after written notice is given to all Directors that such removal action will be considered and the reason(s) therefore.

Section 8 – Vacancies

Vacancies on the Board of Directors, however caused, may so long as a quorum (as defined in Section 9 of this Article) of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next Annual Meeting. If the vacancy results from the resignation of the President and/or Vice-President, the Board of Directors at the next Board of Directors meeting or as soon thereafter as practicable shall fill such vacancy from among qualified members of the Corporation. Any person selected to fill a vacancy shall serve the unexpired term of the Director they succeed.

If there is no longer a quorum of Directors (as defined in Section 9 of this Article), the remaining Directors shall forthwith call a Special Meeting of the members of the Corporation to fill the vacancies.

Section 9 – Board of Directors Meetings

The Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent at any time waive notice to the meeting being held in their absence. A Board of Directors meeting may be formally called by the President or Vice-President or by the Secretary on the direction of the President or Vice-President or by the Secretary on the direction in writing of two Directors. Notice of such meetings shall be delivered, telephoned, facsimiled or electronically transmitted to each Director not less than two (2) business days before the meeting is to take place or shall be mailed to each Director not less than three business days before the meeting is to take place. The written statement of the Secretary or President that notice has been given pursuant to this section shall be sufficient and conclusive evidence of giving of such notice. A Board of Directors meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. A quorum for the transaction of business at a Board of Directors meeting shall be formed by at least five Directors, two of whom shall be Officers and at least one of whom shall be the President or Vice-President.

Section 10 – Errors in Notice – Board of Directors Meetings

No error or omission in giving notice for a meeting of the Board of Directors shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting, provided that, all Directors not in attendance at the meeting have indicated to the Board of Directors that they were not present at such meeting because of the error or omission in giving notice and have waived such notice.

Section 11 – Voting – Board of Directors Meetings

Motions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chairperson, in addition to the original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be sufficient unless a Director present requests that the minutes record the number or proportion of the votes in favour of or against such resolution. The President shall Chair the Board of Directors meetings or if absent, the Vice-President or such other Director as the Board of Directors appoints for the chairing of the meeting.

ARTICLE IV – OFFICERS

Section 1 – Officers

Officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer. These Officers of the Corporation have the authority to act on behalf of the Corporation, with two signatures from the Officers being required for such action.

Section 2 – President

The President shall be the chief executive officer of the Corporation and shall have general supervisory powers over the business affairs of the Corporation and its Officers, subject to the control of the Board of Directors. It shall be the duty of the President to preside at all meetings of the Corporation membership and Board of Directors and to enforce all laws and regulations relating to the Corporation. The President shall not be eligible for re-election if he or she has been in office for two consecutive years.

Section 3 – Vice-President

The Vice-President shall, in the absence of the President, perform all the duties of the President and shall perform such other duties as from time to time may be assigned to the Vice-President by the President or the Board of Directors. It shall be the Vice-President's further duty to counsel and assist the President in the administration of all business of the Corporation. The Vice-President shall not be eligible for re-election if he or she has been in office for two consecutive years

Section 4 – Treasurer

The Treasurer shall have general supervision of the financial operations of the Corporation and shall supervise the receipt, deposit and disbursement of all money held in the name of the Corporation. The accounts and related records of the Corporation shall be audited, as prescribed by the Board of Directors, at least annually.

Section 5 – Secretary

The Secretary shall record all official actions of the Corporation, shall issue all notices of meetings and shall perform all other duties usual to the office of Secretary, and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE V – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 – Indemnification

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (A) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

- (B) all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own willful neglect or default. 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 to the extent permitted by the Corporations Act or law.

ARTICLE VI – COMMITTEES

Section 1 – Nominating Committee

The Nominating Committee shall nominate candidates for a the Board of Directors including the positions of each. The Nominating Committee shall deliver to the Corporation Secretary, not later than sixty (60) days prior to the Annual Meeting, the slate of it's nominees. The proposed nominees will be voted upon at the Annual Meeting of the Corporation. Prior written acceptance of the nomination must be obtained from each candidate.

The Nominating Committee is a committee of the Corporation appointed annually by the Board of Directors. The Nominating Committee shall consist of a total of five participants including the Past President, President and Vice-President, if standing, one member of the Board of Directors and one member of the Corporation who is approved by the Board of Directors. The Vice-President shall chair the committee. Any vacancies on the Nominating Committee after its appointment, shall be filled by the President who will ensure that the composition of the Nominating Committee is maintained as described. Each member of the Nominating Committee shall have one vote and a quorum of five committee members is required for a meeting to occur.

The Nominating Committee shall solicit potential nominees from a data bank which is made up of members who have served on the Board of Directors or on committees or who have put their names forward during a survey of the membership or those whose names are submitted when a call for nominations is made. A call for nominations for candidates for the Board of Directors will be included in the Corporation's newsletter no later than the December edition each year.

The Nominating Committee is responsible for ensuring that each member nominated for the Board of Directors is eligible for election and with respect to the position of President, the candidate must have been a Board of Directors member at some point for at least two years and for the position of Vice-President for at least one year.

Section 2 – Other Committees

Other committees as may be required for the business of the Corporation shall be established by the Board of Directors. The chair of each committee shall be designated by the Director to whom the committee reports, subject to the approval of the President. Each member of a committee shall be a member of the Corporation and shall perform the duties specified in their appointment and shall serve until the commencement of the next annual term of Officers, unless sooner discharged. Except as otherwise provided by the Board of Directors, each committee shall establish its own quorum, rules and procedures.

ARTICLE VII – MEMBERSHIP

Section 1 – Classes of Membership

A. Class I – Corporations, Partnerships or Other Legal Entities (hereinafter “member”)

1. A member corporation, partnership or other legal entity must:
 - subscribe to the objectives of the Corporation;
 - agree to abide by the Corporation’s By-laws;
 - have been accepted for membership by the Corporation;
 - at all times be represented by a Deputy (subject to eligibility requirements) who is a salaried employee of the member (or affiliated entity of the same economic family); and
 - pay membership dues as determined by the Board of Directors

2. A member corporation, partnership or legal entity may:
 - designate two Deputies, a primary and an alternate, for their membership dues. The primary deputy is responsible for exercising the voting rights of the member corporation with the alternate serving as the back up; and
 - designate additional alternates providing they meet the stipulated requirements. A member corporation may have as many additional alternates as it may deem fit for a fee set by the Board of Directors. The additional alternates will have no vote but will be able to attend meetings, participate in committees and serve on the Board of Directors and appear on the Corporation’s membership list.

3. A Deputy shall be a salaried employee of a member company having regular duties in risk or insurance management and/or employee benefits management. A Deputy or alternate shall be designated by the member to exercise it’s rights.

The Deputy and alternates representing a Class I member must:

- A. perform one or more of the following risk management functions for the benefit of the member and if applicable, for an affiliated entity of the same economic family;
 - risk administration;
 - risk assessment;
 - loss control;
 - risk financing; or
 - funding/selection/administration relative to property/casualty or employee benefits programs.

- B. not engage in any of the following prohibited activities as determined from to time by the Board of Directors:
 - underwriting of insurance;
 - selling or brokering of insurance;
 - regulating of insurance;
 - rating of insurance;
 - actuarial services relating to insurance;
 - investigation and/or settlement of losses;

- providing risk management or employee benefits-related services, including but not limited to risk management consulting, rehabilitation, mediation, environmental services, disaster recovery or other related services;
- providing legal services; or
- executive recruitment and/or personnel recruitment.

B. Class II – Affiliate Membership

An Affiliate Membership may be granted to a current Deputy member upon that Deputy member's separation from his current place of employment. Upon acceptance of employment in the area of risk management, insurance or benefits, or the acceptance of any position involving the prohibited activities in Article VII, Section 1.A.3, such Affiliate Membership status shall terminate, with no refund of any dues.

Affiliate Members:

- shall be eligible for affiliate membership for a maximum of two continuous years from the date of separation from the member corporation;
- may continue to serve as a local or national officer or committee member until the expiration of such existing term, but, may not seek reelection as a local or national officer. They may continue to work as a committee member with respect to committees of the Corporation;
- shall pay annual membership dues which shall be fixed by the Board of Directors; and
- may not vote.

C. Class III – Emeritus Membership

An Emeritus Membership shall be bestowed at the discretion of the Board of Directors on any Deputy (primary and/or alternate) having been in good standing who has retired from the field of risk management and insurance due to age, physical disability or other reason and who would otherwise be eligible for membership. The Emeritus Member shall pay no dues, hold no office and have no vote.

D. Class IV – Educational Membership

An Educational Membership shall be bestowed by the Board of Directors for an indefinite period of time but may be reviewed and terminated at any time at the discretion of the Board of Directors. This membership shall be carried with the faculty member from educational institution to educational institution, so long as the educational institution offers courses in risk management, insurance or benefits and the faculty member continues to have the approval of the Board of Directors.

A nominee for Educational Membership:

- must be a faculty member teaching risk management, insurance or benefits or chairing a department which offers risk management, insurance or benefits courses;
- must participate in activities of the Corporation; and
- must be nominated by not less than five (5) active members in a written statement addressed to the President of the Corporation, signed by each,

specifying the grounds upon which the nomination is made including documentation of the nominee's participation in the Corporation and a resume. The final decision will be made by the Board of Directors.

An Educational Membership shall not be affected if the educational member engages in other employment, even if in that other position the educational member would not be eligible to be a Deputy member of the Corporation, so long as education remains the member's primary focus.

Educational Members:

- pay no dues;
- may not vote;
- may act as an advisor to a committee at the discretion of the committee chair; and
- shall hold no office.

This class of member constitutes membership in the Corporation only. Subject to RIMS eligibility requirements, consideration may be given to nominating an Educational Member for educational membership status in RIMS.

E. Class V - Student Membership

A Student Membership may be granted to a full-time student enrolled in a college or university at the discretion of the Board of Directors.

Student Members:

- agree to abide by the Corporation's By-laws;
- may not vote;
- may not hold office, but, may serve as a committee member with respect to committees of the Corporation;
- are afforded the privileges of ORIMS Only Members; and
- pay annual discounted membership dues, as determined by the Board of Directors.

The Student Membership will be recognized by ORIMS only and does not entitle the Student member to the benefits associated with RIMS.

F. Class VI – Associate Membership

An individual may be extended the opportunity to be an Associate of the Corporation if they can confirm their commitment to uphold and further the risk management discipline

An Associate of the Corporation:

- must not be eligible to be a Deputy of a corporation or other legal entity eligible for Class I membership, as described above in Section 1(A), Article VII
- must not be eligible to be a Deputy, as described above in Section 1(A), Article VII for a current Member

Associates of the Corporation:

- may not vote
- may not hold office
- may act as an advisor to a committee at the discretion of the committee chair;
- are afforded the benefits of RIMS membership, unless otherwise specified; and
- pay Associate dues which shall be fixed by the Board of Directors

The Corporation may grant an Associate Membership as it deems appropriate, pursuant to the above criteria. The Associate Membership will be recognized by the Corporation only and does not entitle the Associate Member to the privileges associated with membership in RIMS.

Section 2 – Termination of Membership

- A. Resignation - Any membership may be resigned by filing a written resignation with the Secretary of the Corporation. Such resignation shall not discharge any obligations to pay dues, assessments, or other charges accrued and unpaid. No refund shall be made on any unexpired portion of dues.
- B. Suspension or Expulsion – Any Class I, II, III or VI member who fails to pay dues when payable or within ninety (90) days thereof, or who becomes ineligible for membership, may be forthwith suspended by the Secretary of the Corporation, but, shall be reinstated without reelection if within two months of such suspension the condition which caused the suspension is remedied.

Section 3 – Dues

Dues or fees payable by members, shall from time to time be determined by at least a two-thirds vote of the Board of Directors subject to approval at the next Annual Meeting.

Section 4 – Meetings of Membership

- A. Annual Meeting – The Annual Meeting of the Corporation shall be held at the head office of the Corporation or elsewhere in Ontario at a place and time as the Board of Directors may determine. Notice of the Annual Meeting shall be sent to all members at least ten (10) days prior to the meeting. Notice of the Annual Meeting included in the Corporation's newsletter shall constitute notice.

At each Annual Meeting, the report of the Directors, the financial statements and the report of the Auditor shall be presented, a Board of Directors will be elected, and an Auditor appointed for the ensuing year together with such other business as may be properly brought before the Annual Meeting.

- B. Special Meetings – Special Meetings of the Corporation may be called by the President or upon the request of a majority of the Board of Directors or upon a written application of ten percent (10%) or not less than five (5) deputy members, whichever is greater, of the Corporation members. Requests for Special Meetings shall be sent to the President. Notice of such meeting, stating the business to be transacted, shall be sent to all Corporation members at least ten (10) days in advance. Business not on the agenda shall not be considered.

- C. Regular Meetings – Regular Meetings of the Corporation shall be held at such time and place as may from time to time be approved by the Board of Directors. The Corporation shall meet at least four (4) times per year; with one of those being the Annual Meeting.
- D. Voting – Members, in good standing, representing a Class I or II member entity shall vote at a meeting of the Corporation represented by a Deputy or alternate or by proxy.

Voting by proxy shall be permitted at Corporation meetings provided a single and only a single written proxy for a member, valid only for the specified meeting and signed by the Deputy member, shall be filed one (1) business day in advance of such Corporation meeting or in person prior to the call to order of the Corporation meeting with the Corporation Secretary.

No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-Laws of the Corporation, or by law.

Every question shall be determined by a show of hands unless a poll is requested by any member. A declaration by the Chairperson as to the outcome of a vote on a resolution and an entry to that effect in the Minutes of the Meeting shall be prima facie evidence of the fact.

- E. Quorum – A quorum for the transaction of business at any meeting of members shall consist of not less than six (6) Class I or II members (as defined in Article VII) being present in person or represented by proxy, provided that in no case can any meeting be held unless there are two members present in person which shall include at least one Officer of the Corporation.
- F. Errors in Notice, Members – No error or omission in giving of notice of any Annual, Special or Regular Meeting of the members of the Corporation shall invalidate such meetings or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
For the purpose of sending notices to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer is the last address recorded on the books of the Corporation.
- G. Adjournments – Any meetings of the Corporation or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE VIII – FISCAL YEAR

Section 1 – Fiscal Year

The fiscal year end of the Corporation shall be the 31st day of March of each year.

ARTICLE IX – BORROWING

Section 1 - Borrowing

Subject to Article II, the Board of Directors on behalf of the Corporation may from time to time:

1. Borrow money on the credit of the Corporation; or
2. Issue, sell or pledge securities of the Corporation; or
3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

ARTICLE X – INTERPRETATION

Section 1 – Interpretation

In these By-Laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice-versa, and references to persons shall include firms and corporations.

ARTICLE XI – AFFILIATION WITH THE RISK AND INSURANCE MANAGEMENT SOCIETY, INC. (RIMS)

Section 1 – Affiliation with RIMS

At the discretion of the Board of Directors, the Corporation shall continue as a Chapter of RIMS, the Constitution of which shall form part of this By-Law, save and except any part or parts thereof which derogate from or are inconsistent with any part or parts of this By-Law, the Letters Patent or the Corporations Act, 1990 or any amendment thereto.

ARTICLE XII – PARLIAMENTARY PROCEDURE

Section 1 – Parliamentary Procedure

Robert's Rules of Order shall govern matters of parliamentary procedure unless specifically modified in advance of a meeting by the Board of Directors.

ARTICLE XIII – AMENDMENTS

Section 1 – Amendments

Amendments to these By-Laws shall be made only by an affirmative vote of two-thirds (2/3) of those members qualified to vote who are in attendance or represented by proxy at a Special or Annual Meeting. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment is given to all members of the Corporation at least ten (10) days prior to the Corporation meeting where the vote is to be taken.