

## **By-Law No. 1**

### **being the General By-Law of Skilled Trades Ontario**

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## ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 In this by-law, unless otherwise defined or required by the context:

“Act” means the *Building Opportunities in the Skilled Trades Act*, S.O. 2021, Chapter 28.

“Auditor” means, collectively, the one or more licensed public accountants that the Corporation’s Board selects under subsection 53(1) of the Act, and whom the Board formally appoints in accordance with this by-law.

“Business Day” means any day of the week, other than: Saturday, Sunday, and any other day that is proclaimed a holiday by the Lieutenant Governor of Ontario or the Governor General of Canada and which is also specified by the Registrar in writing to be a non-business day for the Corporation.

“Board” means the board of directors of the Corporation, consisting of all board members appointed from time to time under section 41 of the Act by, and still serving a term of office at the pleasure of the Lieutenant Governor in Council.

“Board Chair” is the Board member who is designated as Chair of the Board by the Lieutenant Governor in Council under subsection 41(4) of the Act.

“Board Vice-Chair” is the Board member who is elected as Vice-Chair by the Board in accordance with this by-law.

“Committee” means each of the committees of the Board established by the Board in this by-law in accordance with subsection 42(2) of the Act.

“Corporation” means Skilled Trades Ontario (STO).

“Minister” means the member of the Executive Council to whom responsibility for the administration of the Act is assigned or transferred under the *Executive Council Act*, R.S.O. 1990, Chapter E.25.

“Registrar” means the CEO and Registrar of the Corporation, appointed by the Lieutenant Governor in Council under subsection 45(1) of the Act.

“Regulations” mean all the regulations made under the Act, as from time to time amended, and every regulation that may be substituted therefor.

1.2 In this by-law, unless otherwise defined or required by the context, the terms which are defined in the Act or the Regulations, shall have the same meaning as given to such terms in the Act or the Regulations.

1.3 The headings in this by-law 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.

1.4 This by-law is supplementary to the Act and is subject to and shall be interpreted in a manner consistent with the Act and the Regulations.

1.5 In the event of a conflict between the Act or Regulations and this by-law, the Act or Regulation prevails.

## ARTICLE 2 – GOVERNANCE STRUCTURE

- 2.1 The officers of the Corporation shall be the Board Chair, Board Vice-Chair, Registrar, and such other officers as the Board shall determine by way of resolution or by way of amendment to this by-law.
- 2.2 The Board shall elect a Board Vice-Chair, who shall serve a term of up to two (2) years from the date of election, or until the expiry of that member's appointment to the Board under the Order in Council in effect at the time of election, whichever occurs first. The Vice-Chair may be re-elected for one or more additional terms, provided the member remains appointed to the Board. The Vice-Chair may resign or be removed from office in accordance with this by-law.
- 2.3 The election of the Board Vice-Chair shall be by secret ballot using generally accepted democratic procedures. Where two or more Board members are nominated, the nominee who receives the lowest number of votes during any round of balloting shall be deleted from nomination. In the event of a tie vote in the election of the Board Vice-Chair, the Board shall immediately proceed to a second ballot between the tied candidates. If the second ballot also results in a tie, additional ballots shall be conducted until one candidate receives a majority of the votes cast.
- 2.4 In addition to any other powers and duties conferred or imposed on the Board Chair by or under the Act and its Regulations, by or under other statutes and regulations, by this by-law, and in any Board-approved policies and procedures, the Board Chair shall:
- (i) preside at and procedurally direct all meetings of the Board;
  - (ii) be Chair of the Executive Committee;
  - (iii) be a regular member, but not the Chair, of all other Committees of the Board;
  - (iv) perform such duties and exercise such powers as are reasonably necessary to enable the Board to fulfil its responsibilities under any ministerial directives issued to the Board under clause 44(1)(b) of the Act; and
  - (v) perform such other duties as may be assigned by the Board through resolution.
- 2.5 The Board Vice-Chair shall:
- (i) in the absence of the Board Chair, preside at meetings of the Board;
  - (ii) be Vice-Chair of the Executive Committee;
  - (iii) not be the Chair of any other Committee of the Board, but may be a regular member of such other Committee; and
  - (iv) perform such other duties as may be assigned by the Board through resolution.
- 2.6 If the Board Chair is absent or unable to act, or if the office of the Board Chair is vacant, the Board Vice-Chair shall act as and exercise the powers and duties of the Board Chair until such time as the Board Chair is no longer absent or unable to act, or until the Lieutenant Governor in Council designates another Board member as the Board Chair.

- 2.7 The Board may, at its sole discretion, by resolution passed by at least two-thirds of votes cast by Board members in attendance at a meeting for which the matter is properly before the Board, remove the Board Vice-Chair whom the Board had previously elected or remove any Committee member whom the Board had previously appointed to a Committee.
- 2.8 In addition to any other powers and duties conferred or imposed on the Registrar by or under the Act and its Regulations, by or under other statutes and regulations, and in this by-law, the Registrar shall:
- (i) be responsible for the operations of the Corporation, subject to the supervision and direction of the Board;
  - (ii) be entitled to attend and participate at any Board meeting, unless specifically excluded by the Board from attending any portion of a meeting, as per subsection 45(7) of the Act, if a matter to be discussed at the meeting involves the position, performance or functions and duties of the Registrar;
  - (iii) not be entitled to vote at any Board meeting;
  - (iv) be an *ex officio*, non-voting member of all the Committees established by the Board; and
  - (v) perform such other duties as may be assigned by the Board through resolution.
- 2.9 The Board may from time to time make and approve policies or procedures applicable to proceedings of the Board or its Committees or to the Board members' carrying out their duties under the Act, the Regulations, and the by-laws. Once made by Board resolution, those policies and procedures apply to all Board members and to such proceedings as specified therein.

### **ARTICLE 3 – FINANCIAL YEAR AND AUDIT**

- 3.1 The fiscal year of the Corporation begins on April 1 of one calendar year and ends on March 31 of the following calendar year.
- 3.2 The Board shall annually appoint an Auditor for each fiscal year of the Corporation. The Auditor selected by the Board shall be one or more licensed public accountants in good standing under the Public Accounting Act, S.O. 2004, c.8. The Auditor shall audit the accounts and transactions of the Corporation for the fiscal year for which the Auditor is appointed and shall serve until the Board appoints the same or another Auditor for a subsequent fiscal year of the Corporation. If a subsequent appointment is not made, the Auditor in office shall continue until a successor is appointed.
- 3.3 The Board may, at its sole discretion, by resolution passed by at least two-thirds of votes cast by Board members in attendance at a meeting for which the matter is properly before the Board, immediately remove any Auditor before the expiration of the Auditor's term, and the Auditor so removed shall immediately cease to have any of the powers or tenure granted by article 3.2 or elsewhere in this by-law. In case of removal of an Auditor, the Board shall select and appoint a replacement Auditor as soon as reasonably possible. The replacement Auditor shall also meet the qualifications outlined in article 3.2.
- 3.4 The Board Chair shall give notice to the Auditor, in writing, of every appointment,

reappointment or removal promptly after the Board makes the appointment, reappointment or removal.

- 3.5 During the Auditor's term, the Auditor shall make such examinations as will enable them to report to the Board as required by law and under this article.
- 3.6 The Auditor shall meet with the Finance & Audit Committee prior to the start of their examination of the annual financial statements to present their audit plan.
- 3.7 The Auditor shall meet with the Finance & Audit Committee at the conclusion of their examination of the annual financial statements to present the findings and results of their examination.
- 3.8 The Auditor has a right of access at all reasonable times to all records, documents, books, accounts and vouchers of the Corporation that can reasonably be furnished and is entitled to require from current or former members of the Board, officers, employees and agents of the Corporation such information as in the Auditor's opinion, is necessary to enable the Auditor to report to the Board as required by law and under this article.

#### **ARTICLE 4 – BANKING**

- 4.1 The banking business of the Corporation or any part thereof shall be transacted with any bank chartered under the *Bank Act*, S.C. 1991, c. 46, as the Board may designate or authorize from time to time by resolution. Prior to such a designation or authorization, the Corporation shall continue to transact its banking business with the chartered bank used by the Corporation for this purpose on the day immediately before this by-law comes into effect.
- 4.2 All of the Corporation banking business shall be transacted on its behalf by any two (2) individuals, each of whom must be either an officer of the Corporation within the meaning of article 2.1, or an employee of the Corporation who has been designated, directed or authorized by resolution of the Board. The authority of such individuals shall be limited to the extent set out in the Board's resolution.
- 4.3 All monies received by the Corporation from time to time shall be deposited in an account maintained by the Corporation in its name with any branch of the Corporation's chartered banks, except as otherwise authorized from time to time by a financial by-law related to borrowing, investing or managing financial risks within the meaning of subsection 43(8) of the Act.

#### **ARTICLE 5 – SIGNING AUTHORITIES**

- 5.1 The authorized signatories of the Corporation for the execution of contracts, documents or instruments, shall be any officer of the Corporation within the meaning of article 2.1, or any employee of the Corporation who has been authorized by resolution of the Board.
- 5.2 In accordance with all statutory and directive requirements applicable to the Corporation, the Registrar may from time to time establish administrative policies which permit one or more specified employees of the Corporation, in specific circumstances and subject to specific limits,

to sign and deliver contracts, documents or instruments in writing, for the routine operational matters of the Corporation and for the routine purchase of goods and services required by the Corporation.

- 5.3 Unless otherwise authorized by article 5.2, all other contracts, documents or instruments in writing requiring execution by the Corporation shall be signed by two (2) authorized signatories within the meaning of article 5.1, with at least one of those signatories being the Registrar or another duly authorized employee of the Corporation. All contracts, documents or instruments so signed shall be binding upon the Corporation without any further authorization or formality.

## **ARTICLE 6 - BOARD MEETINGS**

- 6.1 In accordance with subsection 41(10) of the Act, the Board shall hold a minimum of six regular meetings in each year.
- 6.2 Each regular meeting of the Board shall be called by the Board Chair and shall be held in such location in Ontario as shall be determined by the Registrar.
- 6.3 Special meetings of the Board may be called by the Board Chair or by two-thirds of Board members who deposit with the Registrar a written requisition for the meeting specifying the matter or matters for decision at the meeting. Special meetings shall be held in such location in Ontario and at such date and time as shall be determined by the Registrar.
- 6.4 The Registrar shall prepare a draft agenda for each meeting subject to the review and approval of the Board Chair. By way of exception, if a special meeting has been properly requisitioned by two-thirds of Board members, the Registrar shall prepare a draft agenda composed of only the matter or matters specified in the written requisition of those Board members.
- 6.5 The Registrar shall notify each member of the Board in writing of the place, date, time and draft agenda for a Board meeting by sending such written or electronic notification no less than five (5) calendar days before the meeting.
- 6.6 The requirement for five (5) calendar days' notice of a special meeting may be waived. Attendance of a member of the Board at a special meeting shall constitute waiver of notice. Attendance at a special meeting by a member of the Board for the purpose of disputing the sufficiency of the notice shall not be deemed to constitute waiver of notice.
- 6.7 Regular and special Board meetings may be held in person, by teleconference, videoconference, or by any other electronic means that permit all Board members to communicate with each other simultaneously and instantaneously. For greater certainty, in this by-law, Board members are considered in attendance for any portion of a meeting in which they participate in person or by any of those other aforementioned means.
- 6.8 As per subsection 41(8) of the Act, a majority of duly appointed Board members constitutes a quorum.
- 6.9 If neither the Board Chair nor the Board Vice-Chair is in attendance within 15 minutes of the start of a duly constituted meeting, then a presiding member will be chosen from among the Board members in attendance.

- 6.10 A Board meeting may only consider:
- (i) matters brought forward in the draft agenda prepared for the meeting;
  - (ii) matters brought forward by the Board Chair;
  - (iii) matters brought forward by the Registrar;
  - (iv) matters brought forward by the Executive Committee;
  - (v) reports or recommendations from any of the Board Committees established in this by-law;
  - (vi) motions of which a notice of motion was given by a member of the Board at the preceding Board meeting;
  - (vii) motions which the members of the Board agree to consider by the vote of two-thirds of the Board members in attendance; and
  - (viii) routine and procedural matters in accordance with the rules of order.
- 6.11 Pursuant to the Act each Board member, including the Board Chair, has one vote.
- 6.12 Unless otherwise required by law, or by this by-law, every question which properly comes before the Board may be decided by a simple majority of the votes cast at the meeting by those Board members in attendance when the votes are cast.
- 6.13 In the event of any simple majority voting resulting in a tie, a second round of voting on the same question shall be held, where the resolution may only pass with a two-thirds majority of the votes cast by Board members in attendance.
- 6.14 A unanimous Board resolution signed on paper or electronically by all the members of the Board is as valid and effective as if passed at a meeting of the Board called, constituted and held for the purpose.
- 6.15 The Registrar shall cause minutes of the proceedings of each Board meeting to be recorded, and those draft minutes, when signed by the Board Chair (or by the Board Vice-Chair or presiding member who actually Chaired the meeting), are *prima facie* proof of the accuracy of the content of such minutes.
- 6.16 The minutes of the proceedings of a Board meeting, when accepted at a subsequent Board meeting and subject to any corrections made at such subsequent meeting, are conclusive proof of the accuracy of the content of those minutes.
- 6.17 Meetings will procedurally be conducted in accordance with *Robert's Rules 12<sup>th</sup> Edition* and such other subsequent updated editions, except as required by law, and as otherwise provided for in this by-law or in any Board resolution regulating its proceedings.

## **ARTICLE 7 – CONFLICTS OF INTEREST**

- 7.1 The Board shall develop, pass and maintain a conflict-of-interest by-law that shall apply to all Board members, including as may be required in accordance with the *Public Service of Ontario Act, S.O.*



2006 and its regulations and with all other legislation, regulations, and directives applicable to the Corporation and its Board.

## **ARTICLE 8 – BOARD COMMITTEES**

- 8.1 Pursuant to subsection 42(2) of the Act, the Board hereby establishes the following committees:
- (i) Executive Committee;
  - (ii) Finance & Audit Committee.
- 8.2 The Board shall develop, approve and maintain, and may modify from time to time, terms of reference for each Board Committee established in this by-law. The terms of reference for each Committee shall include, but need not be limited to, the following particulars for each Committee: (i) mandate; (ii) role; (iii) responsibilities; (iv) composition (except for the composition of the Executive Committee, which is governed by article 8.3); (v) quorum; (vi) frequency of meetings; and (vii) requirements on reporting back to the Board.
- 8.3 The Executive Committee shall be composed of the following voting members: the Board Chair, the Board Vice-Chair, the Chair of the Finance & Audit Committee, and three other members-at-large, who shall be appointed by the Board in accordance with article 8.4. Members-at-large of the Committee shall be appointed to serve a term as stated within the Committees Terms of Reference in accordance with article 8.2.
- 8.4 The Board shall appoint Board members to vacancies on the Finance & Audit Committee; and for the positions of members-at-large of the Executive Committee. When there are one or more such vacancies on those Committees, the Executive Committee shall prepare and present to the Board—for its consideration—a proposed list of Board member(s) whom the Executive Committee recommends be appointed to fill all such vacancies.
- 8.5 Once the list in article 8.4 is ratified by the Board, each Board member on the list shall be deemed to have been appointed by the Board to the relevant Committee and the term of office of each appointed Committee member shall begin on the effective date of such ratification.
- 8.6 The Chair of the Finance and Audit Committee shall be selected by the Committee after the position of Chair of the Committee becomes vacant.
- 8.7 Once appointed to a Committee, an individual continues to serve as a member of the respective Committee until the earliest of: the individual’s appointment as a Board member ends; the individual resigns from the Committee; and the individual is removed from the Committee by the Board pursuant to article 2.7.
- 8.8 Where for any reason the Board fails to fill one or more vacancies on any Committee at the time or times provided in this by-law, the existing members of the Committee shall continue to serve as the Committee provided that a quorum exists.
- 8.9 Pursuant to subsections 42(2) and 42(3) of the Act, the Board hereby delegates to the Executive Committee all the powers and duties of the Board with respect to any matter that, in the opinion of the Executive Committee, requires attention between meetings of the Board, except for the following powers which are not being delegated:

- (i) to make, amend or repeal by-laws of the Corporation;
- (ii) to approve the Corporation's budget;
- (iii) to approve the Corporation's business plan, annual reports and financial statements;
- (iv) to establish Committees of the Board and fill vacancies on those Committees; and
- (v) any other power which cannot be delegated by the Board, as prescribed in the Regulations.

- 8.10 The terms of reference for the Executive Committee shall, in addition to those particulars stipulated in article 8.2, also specify report back obligations to the entire Board if the Executive Committee exercises any power or duty delegated to it by the Board in article 8.9.
- 8.11 The Board may, from time to time, establish one or more ad hoc working groups, with such role, composition, responsibilities and duration as the Board specifies in its resolution establishing such working group.
- 8.12 Once appointed to an ad hoc working group, an individual continues to serve as a member of the respective ad hoc working group until the earliest of: the end of the duration for which the ad hoc working group was established by the Board; the individual's appointment as a Board member ends; the individual resigns from the ad hoc working group; and the individual is removed from the ad hoc working group by a Board resolution made when such removal is a matter properly before a Board meeting.

## **ARTICLE 9 – FORMS AND POLICIES**

- 9.1 The Registrar may from time to time approve forms or formats to be used for submission of any information to the Corporation or to the Registrar as mandated or permitted by the Act, the Regulations, the Corporation's by-laws, or in furtherance of a Ministers' directive, and the specified information shall be required to be submitted in the form, format and by the means specified.
- 9.2 All certificates issued by the Corporation shall be in such forms or formats as the Registrar may from time to time approve.
- 9.3 Notices and other documents issued by the Corporation shall be in such forms or formats as the Registrar may from time to time approve.

## **ARTICLE 10 – SERVICE AND NOTICE**

- 10.1 Subject to any stricter requirements set out in the Act, the Regulations, or this by-law, any notice required to be given, or document required to be served by the Corporation or the Registrar under section 61 of the Act, the Regulations, or this by-law shall be deemed sufficiently given or served if done in accordance with such provisions.
- 10.2 The signature to any notice or other document given by the Corporation or the Registrar may be written, stamped, printed or provided electronically.
- 10.3 Unless otherwise provided in the Act, the Regulations, this by-law or by any other overriding legal provision, in computing the date when notice must or may be given by or to the Registrar or the

Corporation, any stipulation of a specified number of days' notice of any meeting or other event or action shall be read so that the date of giving the notice is excluded and the date of the meeting or other event or action is included. For clarity, if the date of the meeting or other event or action falls on a day that is not a Business Day, then it is deemed to fall on the first subsequent calendar day that is a Business Day.

#### **ARTICLE 11 – EFFECTIVE DATE AND AMENDMENT PROCEDURES**

- 11.1 This by-law becomes effective on the earlier of: (i) the date the Minister approves the by-law and informs the Corporation of the approval in writing; and (ii) the seventy-fifth (75th) day after the Corporation delivers the by-law to the Minister for review and approval, provided that within sixty (60) days after such delivery the Minister does not reject the by-law or return it to the Corporation for further consideration.
- 11.2 This by-law may be added to, amended or repealed at any meeting of the Board, by a two-thirds majority vote of the Board members in attendance, as long as the addition, amendment or repeal of the by-law is properly on the draft agenda sent by the Registrar as part of the notice for the Board meeting.
- 11.3 Unless the addition or amendment of this by-law, made in accordance with article 11.2, provides for a later effective date, any such addition or amendment shall become effective on the earlier of: (i) the date the Minister approves the by-law addition or amendment and informs the Corporation of the approval in writing; and (ii) the seventy-fifth (75th) day after the Corporation delivers the Board's addition or amendment of the by-law to the Minister for review and approval, provided that within sixty (60) days after such delivery the Minister does not reject the addition or amendment or return it to the Corporation for further consideration.

**By-law No. 1, being the General By-Law of Skilled Trades Ontario, certified by:**

Michael Sherrard  
Chair, Board of Directors



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Candice White  
Registrar and Chief Executive Officer



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