

BE IT RESOLVED that By-Law #1, set forth in Schedule "A", be adopted as a by-law of Intellectual Property Ontario this 14th day of April, 2022



Karima Bawa
Chair



Melanie Herbin
Secretary

April 2022
Subject to Board Approval

Schedule "A"

**INTELLECTUAL PROPERTY ONTARIO
By-Law No. 1
General**

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SECTION I - Interpretation

- 1.1 Definitions and Interpretation – In this by-law, unless the context otherwise requires:
- (a) “by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
 - (b) “Direction” means a policy or directive applicable to the Board in relation to the exercise of its powers or duties issued at any time in writing by the Minister or as noted in the Memorandum of Understanding;
 - (c) “Memorandum of Understanding” means the memorandum of understanding between the Minister and the Corporation, as amended from time to time;
 - (d) “Ministry” means the Ministry of Colleges and University;
 - (e) “non-business day” means Saturday, Sunday and any other day that is a holiday as defined in the Legislation Act, 2006, S.O. 2006, c. 21, Sched. F, as may be amended from time to time;
 - (f) “Regulation” means Ontario Regulation # 4/22 that establishes the Corporation.
- 1.2 Words, Expressions - Except as set out in Section 1.1, words defined in the Regulation have the same definition when used herein. Where the context so requires or permits, 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.
- 1.3 Headings – The headings used 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 such terms or provisions.

SECTION II - General

- 2.1 The proceedings conduct and management of the Corporation shall at all times be carried out and implemented in a manner consistent and in compliance with the Regulation and all Direction. If any by-law of the Corporation is inconsistent with or in conflict with either the Regulation or and Direction, the Regulation or Direction shall prevail.

SECTION III - Business of the Corporation

- 3.1 Head Office – The Head Office of the Corporation shall be in the Province of Ontario as the directors may from time to time determine.
- 3.2 Corporate Seal – The Corporation does not have a corporate seal.
- 3.3 Execution of Instruments – Contracts, documents or any other instruments in writing requiring the signature of the Corporation shall be signed by such person or persons as the Board may from time to time by resolution designate. In the absence of an express designation as to the persons authorized to sign either contracts, documents, or instruments in writing generally or to sign specific contracts, documents or instruments in writing, any two persons, one of whom holds the office of Director and the other of whom holds one of the offices of Chief Executive Officer, Chief Operating Officer or Secretary may sign contracts, documents or instruments in writing on behalf of the Corporation. All contracts, documents and instruments so signed shall be binding upon the Corporation without any further authorization or formality. No person may execute an instrument where the instrument provides for payment to the person so executing.
- 3.4 Banking Arrangements – The banking business of the Corporation (but specifically excluding the borrowing of money or the giving of security therefore), shall be transacted with such chartered bank or banks of Canada and trust companies as the Board may by resolution from time to time determine.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, notes and drafts for collection on account of the Corporation through its bankers and endorsement of notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, shall be signed in accordance with s.4.3 of this by-law.

- 3.5 Books and Records – The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation, the Regulation or a Direction are regularly and properly kept.
- 3.6 Minutes of Meetings – Minutes shall be kept at all meetings of the Board and of any Committee of the Board the Corporation. All minutes shall be approved with or without amendment and signed by the Chair and Secretary of that meeting and shall constitute the record of the Corporation's proceedings and shall be admissible in evidence as prima facie proof of the proceedings.

SECTION IV - Board of Directors

- 4.1 Contracts - The Board, with sufficient quorum, may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation, under the Regulation and any Directions or otherwise, is authorized to exercise and do.
- 4.2 Expenditures – Subject to the Regulation and any Directions, the Board, with sufficient quorum, shall have the power, in order to further the objects of the Corporation, to authorize expenditures on behalf of the Corporation from time to time.
- 4.3 Employees and Agents – The Board may, from time to time, appoint such agents and engage such employees as it shall deem necessary, from time to time, as it considers necessary for the proper conduct of the business of the Corporation, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Chief Executive Officer.
- 4.4 Chair – The Chair shall perform the duties described in Appendix A and such other duties as may, from time to time, be determined by the Board. The Chair with the Secretary or another officer shall sign all by-laws of the Corporation.
- 4.5 Calling of Meetings – A meeting of the Board shall be held at such time and at such place as the Board, the Chair of the Board, the Secretary on direction of the Chair or any two directors may determine.
- 4.6 Notice of Meetings – Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 8.1 of this by-law to each director not less than three (3) days before the time the meeting is to be held. A notice of a meeting of the Board need not specify the purpose or the business to be transacted at the meeting. Meetings of the Board may be held at any time without formal notice being given if all the directors are present, or if those directors who are absent have signified their consent to the meeting being held in their absence. The Board may appoint one or more days in any month or months for regular meetings at an hour named and no notice need be sent of such regular meetings.
- 4.7 Minimum Number of Meetings – The Board shall meet at least four (4) times in each financial year.
- 4.8 Adjourned Meeting – Except for absent directors, notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at an original meeting.
- 4.9 Quorum – In determining whether the Board has quorum at any time, any director who is not entitled to vote on any matter due to a conflict of interest shall be deemed not to be in attendance for that part of the meeting of the Board.
- 4.10 Votes to Govern – At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. Each director is entitled to one (1) vote. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

- 4.11 Voting Procedure – All votes at a Board meeting shall be taken by ballot if so, demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. Directors may vote by written proxy at any meeting for which they are not present. Such written proxy vote must clearly indicate the relevant agenda item and the director's vote and must be filed with the Secretary or the Chair twenty-four (24) hours prior to the date of the relevant meeting of the Board.
- 4.12 Resolution in Writing – A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 4.13 Meeting by Telephone or Electronic Meetings – Any Director may participate in a meeting of Directors by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Where a Director participates pursuant to this section 5.19, they shall be included as present for the purposes of determining quorum under the Constituting Instrument.
- 4.14 Remuneration of Directors – In accordance with the Regulation, remuneration and expense allowance to be paid by the Corporation to directors who are not public servants within the meaning of the Public Service Act shall be fixed from time to time by the Lieutenant Governor in Council. A member of the board may serve the Corporation in another capacity but shall not receive any remuneration or reimbursement from the Corporation other than the remuneration or reimbursement provided under this subsection.

Section V - Officers

- 5.1 Appointment – The Board may by resolution appoint a Chief Executive Officer, a Secretary and other such officers at the Board may determine. One person may hold more than one office.
- 5.2 Function of Officers – The officers shall be assigned those functions set out in the Corporation's policies, any direction from the Board or Chief Executive Officer and shall include any other functions normally associated with their respective offices.
- 5.3 Delegation of Duties – In accordance with this by-law and subject to the Regulation and Direction, the Board may delegate powers assigned to officers of the Corporation, provided that such delegation of authority is consistent with the Regulation and any Direction, as well as any directives and policies of the Government of Ontario that apply to the Corporation.
- 5.4 Chief Executive Officer – The Chief Executive Officer shall attend all Board meetings but shall not be entitled to vote. The Chief Executive Officer shall report on the activities of the Corporation to the Board if requested. The Chief Executive Officer shall also perform such duties and have such powers as may from time to time be assigned by the Board.

- 5.5 Secretary – The Secretary shall be ex officio clerk of the Board under supervision of the Chair. The Secretary shall attend all meetings of the Board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings of such meetings. For greater certainty, however, the Secretary shall not attend or take minutes during in-camera portions of any meetings of the Board. The Secretary shall give, or cause to be given, as and when instructed, all notices required to be given to directors and members of Committees, provided that the validity of any notice shall not be affected by reason only of the fact that it is sent by some person other than the Secretary. The Secretary shall, subject to any specific appointment to the contrary, be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall perform the duties described in Appendix B and such other duties as may, from time to time, be determined by the Board.
- 5.6 Chief Operating Officer – The Chief Operating Officer shall keep full and accurate accounts of all recipients and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. The Chief Operating Officer shall disburse the funds of the Corporation in accordance with the provisions of this by-law and taking proper vouchers thereof and shall render to the Board at the regular meetings thereof or whenever required, an account of all his or her transactions as Chief Operating Officer, and of the financial position of the Corporation. The Chief Operating Officer shall make available to the Provincial Auditor such information, reports or materials which the Provincial Auditor may from time to time request. The Chief Operating Officer shall have such other powers and duties as the Board, or the Chief Executive Officer may specify.
- 5.7 Powers and Duties of Other Officers – The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Corporations' policies, Board or the Chief Executive Officer requires of them, or as set out in a delegation of authority between the Board and the corporate officers.
- 5.8 Term of Office – The Board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the Board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation.

SECTION VI - Committees

- 6.1 Board Committees – The Board may from time to time establish by resolution Committees and may appoint any of the directors of the Corporation to such Committees, as it may deem advisable. The members of such Committees need not be members of the Corporation but shall be appointed by resolution of the Board. The Board may delegate to a Committee any powers of the Board subject to any restrictions which may be imposed by the Board, the Regulation and any Directions. Each such Committee shall be governed by and shall operate in accordance with its respective Terms of Reference established and approved by the Board. The size, composition, duration and responsibilities of each Committee at a minimum shall be set out in the Terms of Reference. Committees whose Terms of Reference include control of fiscal budgeting or auditing or both shall consist solely of directors.

- 6.2 Procedure – Unless otherwise determined by the Board, each Committee shall have power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedures. To the extent that the Board or the Committee does not establish rules to regulate the procedure of the Committee, the provisions of this by-law applicable to meetings of the Board shall apply with necessary modifications.

SECTION VII - Notices

- 7.1 Method of Giving Notices – Any notice, communication or document to be given, sent or delivered to or served on a director, officer, auditor or other person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered by prepaid or registered mail or by email. A notice personally delivered is deemed to have been given at the time it is delivered; a notice so mailed shall be deemed to have been given five (5) days (exclusive of non-business days) after deposited in a post office or public letter box; and a notice sent by email shall be deemed to have been given when transmitted if transmitted during regular business hours. Notice received after regular business hours shall be deemed given the next non-business day. The Secretary may change or cause to be changed the recorded address of any director, officer, auditor or other person in accordance with any information believed by him or her to be reliable.
- 7.2 Computation of Time – In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 7.3 Omissions and Errors – The accidental omission to give any notice to any director, officer, auditor or other person or the non-receipt of such notice by such person 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 thereon.
- 7.4 Waiver of Notice – Any director, officer, auditor or other person may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the by-law or otherwise. Such a waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or the time of such notice, as the case may be. Any such waiver or abridgment may be given in any manner, whether in writing or otherwise.

APPENDIX A - POSITION DESCRIPTION OF THE CHAIR

Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board. The Chair ensures the Board discusses all matters relating to the Board's mandate and that all Directors are permitted to fully contribute their input into all Board decisions.

Responsibilities

1. **Agendas and Meetings:** Establish agendas aligned with annual Board goals and preside over the Board meetings seeking to ensure that meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually, commencing on January 1, 2023.
2. **Direction:** Develop standards for information packages to support Board decision-making, including formats for reporting to the Board with an appropriate level of detail. Work with management of the Corporation to support the appropriate presentation of its strategies and planning and performance information to the Board.
3. **Work Plan:** Develop and implement a Board work plan that includes annual goals for the Board and embraces continuous improvement.
4. **Representation:** Serve as the Board's primary contact with the provincial government, stakeholders, and the public.
5. **Reporting:** Report regularly to the Board on issues relevant to its governance responsibilities.
6. **Board Conduct:** Set a high standard for Board conduct and enforce all requirements concerning Director conduct.
7. **Mentorship:** Serve as a mentor to other Directors, allowing all Directors to contribute fully and address issues associated with underperformance of individual Directors.
8. **Succession Planning:** Provide recommendations to the Minister regarding succession planning for the Board.
9. **Committee Membership:** Entitled to serve as a member on all Board committees.

APPENDIX B - POSITION DESCRIPTION OF THE SECRETARY

Role Statement

The Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

1. **Board Conduct:** Support the Chair in maintaining a high standard for Board conduct and uphold all requirements regarding Director conduct, with particular emphasis on fiduciary responsibilities.
2. **Document Management:** Keep a roll of the names and addresses of the Directors. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers and ensure that the same are maintained as required. Ensure that all reports are prepared and filed as required or requested by the Board.
3. **Meetings:** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees and attend all meetings of the Corporation, the Board and Board committees.