

By-law No. 1

TORONTO TRANSIT COMMISSION SICK BENEFIT ASSOCIATION

BY-LAW NUMBER 1

**A By-law for the government
and ordering of the business
and affairs of the Association**

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A By-law for the government and ordering of the business and affairs of TORONTO TRANSIT COMMISSION SICK BENEFIT ASSOCIATION

BE IT ENACTED by the Members of Toronto Transit Commission Sick Benefit Association as a by-law as follows:

Section 1 – INTERPRETATION

(1) “Association” where used in this by-law and in all other by-laws of the Association shall mean the corporation incorporated by letters patent dated the 29th day of December 1960, under Part VI of The Corporations Act 1953, under the name of Toronto Transit Commission Sick Benefit Association.

(2) “Commission” where used in this by-law and in all other by-laws of the Association shall mean Toronto Transit Commission.

(3) “Board” where used in this by-law and in all other by-laws of the Association shall mean “Board of Directors” of Toronto Transit Commission Sick Benefit Association.

(4) “Fund” where used in this by-law and in all other by-laws of the Association shall mean the benefits fund of the Association.

(5) “Members” where used in this by-law and in all other by-laws of the Association shall mean the *unionized* employees of the Commission from time to time enrolled as Regular Members of the Association in accordance with By-law 2.

(6) In this by-law and in all other by-laws of the Association words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine gender as the case may be and vice-versa .

(7) “Other employment” where used in this by-law and in all other by-laws of the Association shall mean employment of the Member employed with another employer in a position other than by or with the Toronto Transit Commission.

Effective October 4, 1990

Section 2 – OBJECTS

The objects of the Association shall be to administer and pay benefits to its members in accordance with the By-laws of the Association.

Section 3 – HEAD OFFICE

The Head Office of the Association shall be in the Head Office of the Commission from time to time or at such other place in the City of Toronto as the Board shall from time to time determine.

BOARD OF DIRECTORS THEIR POWERS AND DUTIES

Section 4 – BOARD OF DIRECTORS

(1) The affairs of the Association shall be administered by a Board of eight directors, four of whom shall be appointed from time to time by the Commission, and four of whom shall be appointed from time to time by Local 113 of the Amalgamated Transit Union.

Section 4 (Continued)

(2) If a vacancy should occur in any of the foregoing directorships, the organization which made the original appointment may appoint a director to fill the vacancy.

(3) Should any director appointed under these by-laws be unable or unwilling for any reason to act as director at any Board or general meeting, the other directors representing the organization which appointed the director may by notice in writing to the Secretary appoint a voting substitute for that meeting.

(4) Five directors shall form a quorum for the transaction of business.

(5) Meetings of the Board shall be held in the head offices of the Association. Regular meetings shall be held as frequently as the Board shall from time to time determine. Special meetings may be called at the discretion of the President, and no formal notice of any meeting shall be necessary if all the directors are present or if those absent have signified their consent to the holding of such meeting and their inability to attend. Notices of any regular or special meetings shall be delivered or mailed, telegraphed or telephoned, or communicated personally to each director not less than two days before the meeting is to take place. Any director may waive the giving of notice of any meeting.

Section 5 – POWERS OF THE BOARD

Without in any way restricting or limiting the general powers of the Board of Directors as conferred upon them by the Corporations Act or any other statute or law or by the letters patent or by-laws of the Association, the Board of Directors shall have power:

(1) To cause to be made, executed and done for the Association, in the name of the Association, or on behalf of the Association, all deeds, contracts, agreements, documents, powers of attorney or other instruments, or any matter or thing which the Association may lawfully make, execute or do.

(2) Subject to any specific by-law of the Association, to authorize any officer or member of the Association or any other person or agent in the name and on the behalf of the Association to do any or all of the following matters or things:

- (a) To execute and deliver deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, or both, agreements, contracts, releases, receipts and discharges for the payment of money or other obligations, and generally all other documents of any nature whatsoever.
- (b) To draw, accept, make, endorse, sign, countersign, or otherwise execute and deliver bills of exchange, cheques, promissory notes or other negotiable instruments or other obligations for the payment of money.
- (c) To make, execute and deliver transfers and acceptances of shares, stocks, bonds, debentures, debenture stock, obligations, and generally all other documents of any nature whatsoever.
- (d) To make, execute, and deliver transfers and acceptances of shares, stocks, bonds, debentures, debenture stock, obligations, choses in action, certificates of interest or other securities or evidences of indebtedness to be transferred out of or accepted in the name of the Association .

Section 5 (Continued)

(e) To make, execute and deliver, all statements and returns that may be required under any statute or government authority in any way relating to the Association.

(3) After specific authority so to do has been obtained from the Board, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, contracts and engagements requiring to be executed or which it may deem advisable to execute under the corporate seal of the Association shall be signed by the President and the Secretary or by any two directors authorized by the Board. The Board of Directors may at anytime direct the manner in which and the person or persons by whom any particular instrument, contract or obligation or any class of instruments, contracts, or obligations of the Association may or shall be executed.

(4) The General Counsel of the Commission shall be the **Solicitor for the Association** and all documents to be executed on behalf of the Association shall be drawn and/or approved by the General Counsel before execution.

Section 6 – DECISION OF BOARD FINAL

(1) The Board shall have full discretion and power to decide all matters arising under the by-laws of the Association or pertaining to its administration.

(2) The decision of the Board with reference to any matters entrusted to it by the by-laws of the Association or as to the interpretation of such by-laws or as to its jurisdiction thereunder shall be final and binding upon all Members and anyone claiming to represent them and not subject to appeal or review in any Court or elsewhere.

(3) Any application for benefits of which the validity or policy is in question after investigation shall be referred to the Board for whatever action the Board deems necessary or advisable, including reference to medical or other consultants, and the decision of the Board shall be final and binding.

Section 7 – OFFICERS

(1) The officers of the Board shall be a President, a Vice-President, a Secretary and a Treasurer. No remuneration shall be paid to any such officer by the Association.

(2) The President and Vice-President shall be elected by the Board and shall hold office as long as they continue to be Directors or until successors are appointed. The President, and in the President's absence the Vice-President, shall convene and preside over all meetings of the Board. In the absence of both the President and the Vice-President, the Board shall select a Director from among their number to preside at all meetings of the Board.

(3) The Secretary may or may not be a Member of the Board. The Secretary shall be appointed by the Board on recommendation of the President with the approval of the Commission and shall be paid by the Commission. The Secretary shall notify the Treasurer of the names of employees who become eligible for membership. The Secretary shall receive and deal with all applications for benefits and when they have been found to be in order, the Secretary or Secretary's deputy shall approve such applications and forward them to the Treasurer for payment. The Secretary shall submit at meetings of the Board any record which the Secretary shall be notified by the Board to produce. In the case of Members whose medical history indicates that preventive measures are warranted, the Secretary shall, upon instructions from

Section 7 (Continued)

the Board, arrange for such medical examinations, consultations and treatment as may appear to be necessary. The cost of such examinations or treatment is to be borne as a general charge on the Association. The Secretary shall keep such statistical records as may be required by the Board.

The Secretary shall attend all the sessions of the Board and meetings of the Members and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors; and shall keep such individual records of Members as may be required by the Board; and shall keep in accessible form all Board decisions which might be used as precedents for future action. The Secretary shall give such security as may be decided by the Board, the cost of which shall be approved and paid by the Commission. The Secretary shall also see that the provisions of Sections 311 and 312 of the Corporations Act of Ontario 1953, and as amended from time to time, are duly complied with.

(4) The Treasurer of the Association shall be appointed by the Chief General Manager of the Toronto Transit Commission, or if the Chief General Manager is not a member of the Board of Directors of the Association, by the Commission appointed Directors. The Treasurer shall pay all benefits provided by the by-laws after claims therefore have been submitted on a proper application form of the Association and have been approved. Other accounts shall be submitted to the Board before payment is made. The Treasurer shall submit to the Board regular statements of the current financial position of the Association and such other statements or records which the Treasurer shall be notified by the Board to produce.

The Treasurer shall collect all monies due to the Association. All payments shall be made by cheque signed by the Treasurer and President or their duly authorized deputies. The Treasurer shall keep the general books of account of the Fund and shall be responsible for safeguarding the assets of the Association. The Treasurer shall also see that provisions of Section 314 of the Corporations Act of Ontario 1953, and as amended from time to time, are duly complied with. The Treasurer shall give such security as may be decided by the Board, the cost of which shall be approved and paid by the Commission.

Effective February 1, 1992

Section 8 – MEDICAL ADVISOR

The Commission's Medical Director will be medical advisor to the Association, whose written opinion on medical matters referred to the Medical Director shall be used as a guide by the Directors and administration staff in disposing of such matters.

Section 9 – REGULATIONS

In order to secure the smooth and efficient administration of the Association, the Board of Directors may, from time to time, make such regulations, not inconsistent with the by-laws of the Association, as it may see fit, may amend or vary the same, or cancel them and replace them with new regulations.

Section 10 – GENERAL MEETINGS OF THE ASSOCIATION

(1) The Annual General Meeting of the Association shall be held, *at a time and place as determined by the Board*, provided that in no event shall such meeting be held later than fifteen months from the date of the next preceding Annual General Meeting. Notice of the time and place of the Annual General Meeting shall be posted up on the bulletin boards at all work locations of the Commission, at least one week before the time for the holding of such meeting. The order of business at the Annual General Meeting shall be as follows:

- (a) The Minutes of the previous Annual General Meeting and any intervening Special General Meeting.
- (b) Annual financial statements and Auditors' report.
- (c) The Directors' report in writing.
- (d) Unfinished business, if any.
- (e) New business, if any.
- (f) Appointment of auditors.
- (g) Adjournment.

(2) Notice of the time of any Special General Meeting shall be posted up on the bulletin boards at all work locations of the Commission at least one week before the time for holding such meeting. Such notice shall state the business for which the said meeting is being called and no business other than that so stated in the said notice shall be brought before such meeting.

(3) At every general meeting of the Members of the Association, each Member attending the meeting will have one vote. In order to vote a Member must attend the meeting and no Member may vote by proxy. The decision of the Board shall be final as to whether any question pertains solely to any group of Members or is a question of a general nature.

(4) The Board may at any time for its guidance hold a referendum as to the wishes of the Members on any question of policy, and such referendum may be held by any method the Board deems fit.

Section 11 – BENEFITS FUND

(1) There shall be a benefits fund which shall consist of:

- (a) The amounts from time to time contributed by the Commission.
- (b) Contributions that may at any time be received from any source.
- (c) Accumulations of interest and other income.
- (d) Investments from time to time made with monies of the fund and the proceeds of any such investments.

(2) All monies in the benefits fund from whatever source shall be devoted to the furtherance of the objects of the Association and to no other purpose whatsoever.

Section 12 – EMERGENCY AND RESERVE FUNDS

(1) An emergency fund shall be created and maintained the amount of which shall be determined from time to time by the Board. Amounts allocated to this fund shall be maintained as cash in the bank and separate from the general funds of the Association or be invested with the approval of the Board.

(2) This emergency fund *may* be drawn upon only in case of emergency, such as epidemics and in cases where there has been a severe or seasonal fluctuation in the amount of claims made against the Association, and only then upon approval of the Board, with two-thirds of the Directors present voting therefore.

Section 13 – BANK ACCOUNT

The Association's bank account shall be kept in such bank or banks as the Board may, by resolution from time to time, determine.

Section 14 – FINANCIAL YEAR AND AUDIT

(1) The financial year end of the Association shall be December 31st. of each year, or any other date from time to time adopted by the Board.

(2) At the end of each year and at such other times as the Board or the Commission may determine, the books and accounts of the Association shall be audited by an independent firm of Chartered Accountants, to be recommended by the Board and appointed at the Annual General Meeting, subject to the approval of the Commission. An annual statement of the fund, with the Auditor's report thereon, shall be prepared by the officers of the Association and shall be sent to each Member and the Commission, or published in the Coupler.

(3) Notwithstanding By-law No. 1, Section 14(1)(2), the Board may, in the event of resignation of the incumbent auditors, appoint an alternate auditor on an interim basis, subject to ratification by the Membership at the next special or Annual General Meeting and approval by the Commission.

Section 15 – PAYMENT OF CLAIMS

(1) All applications for payment of benefits provided by the by-laws of the Association shall be made by the Members on the proper forms of the Association and forwarded to the Secretary.

(2) All applications to the Association for payment of benefits shall be made within 90 calendar days of the date when the event giving rise to the claim first occurred provided that failure to file an application within the required time shall not be a bar to payment by the Association, if in the opinion of the Board, the delay was beyond the control of the Member.

Subject to By-law No. 4, Section 1(1) where the Workers' Compensation Board delays beyond the 90 calendar days in rendering its decision for payment of the occupational injury or an award for compensation has not been made, the Member may make application for payment of benefits from the Association in the form of advances.

Effective November 26, 1992

(3) Where a Member desires payment of the amount of any benefit or benefits to some person other than the Member, the Member must provide the Association with written authority to make such payment or payments.

Section 15 (Continued)

(4) Where a certificate of disability is required by the Association, such certificate shall be signed by the attending physician and shall be forwarded by the Member to the Secretary. In the case of application for sick benefits, such will be paid automatically every two weeks, during the period that the Member's physician estimates disability, provided disability continues and until it is apparent that a further medical certificate is required to prove continuing disability.

(5) No payment of any benefit provided for under the By-laws of the Association will be made where the event giving rise to the claim for such benefit occurred prior to the effective date of the By-Law under which such claim is made.

Section 16 – PAYMENTS TO OTHER THAN A MEMBER

(1) If, in the opinion of the Board, it is not in the best interest of a Member entitled to benefits from the Association, having regard to the Member's condition to pay such benefits directly, the same may be paid by the Board for the benefit of such Member to any person it may select.

(2) In case of the death of a Member, entitled to a benefit from the Association, the amount of benefits payable under the by-laws of the Association after such death shall be paid to the legal representative of such person or to the Member's spouse, children or other surviving relatives as the Board may decide.

Section 17 – AUTHORITY TO REQUEST INFORMATION

The Board, or its duly authorized Agent, shall have the right to request any hospital or doctor to furnish it with any or all information, records and copies of records not contrary to law and available relating to the diagnosis, treatment or service rendered to a Member and with the complete history of the hospitalization or treatment rendered to the Member either before or after the date he/she becomes a Member.

Section 18 – BENEFITS BASED ON NEED

The benefits provided to eligible Members under the by-laws of the Association shall be based on need and shall not be assignable.

Section 19 – ASSOCIATION NOT LIABLE

Under no circumstances shall the Association be responsible for securing for a Member the service of a physician, surgeon or any other person or institution, nor shall it be held liable for any act or omission of any physician, surgeon, other person or institution in connection with any treatment rendered to a Member.

Section 20 – GOVERNMENT PLAN

Should a government plan be adopted at any time in the future which applies to any benefits provided to the Members by the Association, the Government plan may be merged with the Association's plan and all necessary adjustments made.

Section 21 – OFFICIAL COMMENCEMENT DATE

The official commencement date of the Association as incorporated is hereby declared to be the 1st January, 1961.