



BY-LAW 2024-1

[Approved by the Members at the AGM May 2, 2024]

TABLE OF CONTENTS

<u>PART 1 - GENERAL</u>	2
<u>PART 2 - MEMBERSHIP</u>	6
<u>PART 3 - REGIONS</u>	10
<u>PART 4 - MEMBERSHIP DUES, SUSPENSION, TERMINATION AND DISCIPLINE</u>	11
<u>PART 5 - MEETINGS OF MEMBERS</u>	17
<u>PART 6 - DIRECTORS</u>	22
<u>PART 7 - MEETINGS OF DIRECTORS</u>	27
<u>PART 8 - OFFICERS, AGENTS AND EMPLOYEES</u>	30
<u>PART 9 - COMMITTEES</u>	31
<u>PART 10 - EXPENDITURES AND BORROWING POWERS</u>	36
<u>PART 11 - NOTICES</u>	37
<u>PART 12 - EXECUTION OF DOCUMENTS</u>	38
<u>PART 13 - FINANCIAL MATTERS</u>	38
<u>PART 14 - DISPUTE RESOLUTION</u>	39
<u>PART 15 - AMENDMENT OF BY-LAWS AND FORMULATION OF POLICIES</u>	40

Part 1 GENERAL

1.1 **Definitions.** In this By-law and all other by-laws of the Corporation, unless the context otherwise specifies or requires:

- (a) **"Act"** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;
- (b) **"AICC"** means the former Association of Immigration Counsel of Canada (now dissolved);
- (c) **"Articles"** means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) **"Authorized Regulator"** means:
 - (i) the College of Immigration and Citizenship Consultants;
 - (ii) a law society of a province or territory of Canada; or
 - (iii) the Chambre des notaires du Québec;
- (e) **"Authorized Representative"** means a member in good standing of an Authorized Regulator;
- (f) **"Board"** means the Board of Directors of the Corporation;
- (g) **"By-Laws"** means this By-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (h) **"CEO"** has the meaning ascribed thereto in Section 8.3 of this By-law;
- (i) **"Chair"** means the Chair of the Board, as elected by the Board from time to time;
- (j) **"Citizenship Act"** means the *Citizenship Act*, R.S.C. 1985, c. C-29, including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;
- (k) **"Code of Conduct and Ethics"** means the Code of Conduct and Ethics established by the Board, as may be amended by the Board from time to time;
- (l) **"Conduct of Concern"** refers to concern that a Member has:
 - (i) violated any provision of the Articles, the By-Laws, the Code of Conduct and Ethics, or any policy established or adopted by the Board or the Members from time to time;

- (ii) violated any provision of the Program, where the Member is also a member of the Program;
 - (iii) been the subject of a Criminal Charge or Conviction of Concern or of a Judgement of Concern; or
 - (iv) engaged in conduct which may be detrimental to the Corporation or the Members, as determined by the Board in its sole and absolute discretion;
- (m) **"Corporation"** means CAPIC, Canadian Association of Professional Immigration Consultants – ACCPI L'Association Canadienne des Conseillers Professionnels en Immigration;
- (n) **"Criminal Charge or Conviction of Concern"** means either (1) a criminal conviction in respect of conduct performed in the Member's professional, private or personal capacity, or (2) a criminal charge in respect of conduct alleged to have been performed in the Member's professional, private or personal capacity which if proven, would:
- (i) reflect adversely on the Member's requisite honesty or trustworthiness to work in or be affiliated with the immigration and citizenship consulting profession;
 - (ii) involve taking advantage of the youth, elderly, ill-informed, sick or vulnerable;
 - (iii) involve breach of trust, fraud, terrorism, corruption, bribery, trafficking, smuggling, hate-speech, or misleading decision-makers ;
 - (iv) demonstrates the Member's mental or emotional instability, or a propensity to engage in physical violence or sexual assault; or
 - (v) in the case of an Authorized Representative, raise substantial question as to the Member's honesty, trustworthiness, competency or capacity to provide the professional services he or she is authorized to perform under the Citizenship Act, the IRPA or any other applicable law;

but excludes a conviction of an offence for which a pardon has been granted or a record of suspension has been ordered pursuant to the *Criminal Records Act*, R.S.C., 1985, c.C-47.

- (o) **"De-Registered Member"** means an individual who was an Authorized Representative but who ceases to be registered with an Authorized Regulator;
- (p) **"Director"** means a member of the Board;

- (q) **"Designated Learning Institute"** means an educational institution prescribed in the *Immigration and Refugee Protection Regulations*, SOR/2002-227 (IRPR);
- (r) **"IRPA"** means the *Immigration and Refugee Protection Act*, S.C. 2001 c.27, including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;
- (s) **"Judgement of Concern"** means a decision rendered in Canada or in any other jurisdiction by a court, a professional regulatory body, or human rights commission or tribunal which makes findings that would:
 - (i) in the case of an Authorized Representative, raise substantial question as to the Member's honesty, trustworthiness, competency or capacity to provide the professional services he or she is authorized to perform by his or her Authorized Regulator;
 - (ii) reflect adversely on the Member's honesty or trustworthiness to work in or be affiliated with the immigration and citizenship consulting profession; or,
 - (iii) find that the Member engaged fraud, deceit, bribery, physical violence, or sexual assault;
- (t) **"Meeting of Members"** includes an annual meeting of Members or a special meeting of Members;
- (u) **"Member"** means a member of the Corporation of any class;
- (v) **"Member in Good Standing"** means a Member who has paid all applicable membership fees, dues and levies owing to the Corporation, is not under disciplinary action or suspension, whose membership has not been terminated and who is in compliance with the Articles, the By-Laws and all policies of the Corporation, as determined by the Board;
- (w) **"Officers"** means any Officers of the Corporation as elected by the Board pursuant to this By-law;
- (x) **"OPIC"** means the Organization of Professional Immigration Consultants Inc.;
- (y) **"Ordinary Resolution"** means a Member resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- (z) **"Program"** means the education partner program whereby the Corporation acts as an international student recruitment agent with Designated Learning Institutes, accepting international student referrals from Program participants;

- (aa) **"Public Accountant"** means the accountant appointed by the Corporation from time to time pursuant to the Act and this By-law;
 - (bb) **"RCIC"** means a Regulated Canadian Immigration Consultant;
 - (cc) **"Regions"** means the groups of Members each representing a different geographical jurisdiction, which geographical jurisdictions are set by this By-law;
 - (dd) **"Regulated International Student Immigration Advisor"** or **"RISIA"** means a person employed in the education sector whose job includes providing advice to international students, and who is registered with the College of Immigration and Citizenship Consultants as a "RISIA";
 - (ee) **"Returning Member"** is a person whose membership in the Corporation has expired and who has submitted a written request to again become a Member;
 - (ff) **"Secretary"** means the Secretary of the Corporation, as elected by the Board from time to time;
 - (gg) **"Special Resolution"** means a Members resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
 - (hh) **"Term"** means a period of time that a Director or Officer serves on the Board, or a Member serves as a Member, and includes a partial term or period of time acting in such capacity;
 - (ii) **"Treasurer"** means the Treasurer of the Corporation, as elected by the Board from time to time; and
 - (jj) **"Vice-Chair"** means the Vice-Chair of the Board, as elected by the Board from time to time.
- 1.2 **Interpretation.** In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 of this By-law, words and expressions defined in the Act have the same meanings when used in this By-law. 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 provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.

In the case of a discrepancy between this By-law and the Act, the Act shall prevail.

- 1.3 **Head Office.** The head office of the Corporation shall be located in the city of Toronto, in the Province of Ontario, or at such other location in Canada as determined by the Board.
- 1.4 **Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of the corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Corporation shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two Directors.

PART 2 - MEMBERSHIP

2.1 **Classes.**

- (a) Membership in the Corporation shall be divided into the following classes of Members:
- (i) Registered Members;
 - (ii) Associate Members;
 - (iii) Student Members;
 - (iv) Honorary Registered Members; and
 - (v) Honorary Life Members.

2.2 **Voting Rights and Memberships.**

- (a) Only Registered Members and Honorary Registered Members who are Members in Good Standing shall have the right to vote at Meetings of Members.
- (b) Registered Members, Associate Members, and Student Members are required to pay their membership dues in accordance with Part 4 of this By-law.
- (c) Honorary Registered Members and Honorary Life Members are exempt from membership dues.

2.3 **Eligibility.**

- (a) A person must meet the following criteria in order to be eligible to become a Member:

- (i) be an individual who is at least 18 years of age with a power under the law to contract;
 - (ii) not be an undischarged bankrupt;
 - (iii) not have a prior or pending Criminal Charge or Conviction of Concern or a Judgement of Concern;
 - (iv) submit a membership application to the membership services manager in such form and manner as the Board or its delegate may determine;
 - (v) provide the following supporting documents to the membership services manager:
 - A. proof of status as a Canadian citizen or Canadian permanent resident;
 - B. copy of a valid photo identification issued by the federal government of Canada or by a Canadian province or territory; and
 - C. such other supporting documents as the Board or its delegate may from time to time determine;
 - (vi) has satisfied the Board or its delegate that he or she is of good and reputable character, in the manner the Board or its delegate may determine;
 - (vii) undertake to uphold and be governed by the purposes of the Corporation and to comply with the Articles, the By-Laws, the Code of Conduct and Ethics, any policy established or adopted by the Board or the Members from time to time; and
 - (viii) pay the applicable fee, as set by the Board or its delegate from time to time;
- (b) In addition to the general qualification criteria set out in Section 2.3(a)(i) to (viii) of this By-law, to be eligible to become a Registered Member, the applicant must be an immigration and citizenship consultant in good standing with the College of Immigration and Citizenship Consultants.
- (c) In addition to the general qualification criteria set out in Section 2.3(a)(i) to (viii) of this By-law, to be eligible to become an Associate Member, the applicant must be:
- A. an Authorized Representative; or
 - B. a Regulated International Student Immigration Advisor.

- (d) In addition to the general qualification criteria set out in Section 2.3(a)(i) to (viii) of this By-law, to be eligible to become a Student Member, the applicant must be enrolled in an educational program approved by an Authorized Regulator and submit official documents confirming his or her enrolment. The applicant must also produce police clearance certificates indicating that the applicant does not have a criminal record in Canada, as well as police clearance records from any other jurisdiction as determined by the Board or its delegate as being appropriate in the circumstances.
- (e) A Student Member is allowed to maintain his or her student member status no more than 18 months past his or her graduation from the approved educational program.
- (f) A Registered Member may become an Honorary Registered Member upon being nominated by the Governance and Nomination Committee and determined by the Board as being deserving of recognition and a lifetime distinction for his or her outstanding contribution to the profession of immigration and citizenship consulting. CAPIC Lifetime Achievement Award Recipients are eligible for this nomination. Chairs who have served one or more complete full terms and who otherwise meet the qualification criteria to be eligible to become an Honorary Registered Member shall automatically become an Honorary Registered Member.
- (g) An Honorary Registered Member shall automatically become an Honorary Life Member upon retiring from the profession of immigration and citizenship consulting.
- (h) An applicant will be accepted as a Member if and when his or her application is processed and accepted by the membership services manager having regard to the applicable qualification criteria.

2.4 **Returning Members.**

- (a) A Returning Member whose membership has expired and has submitted a written request to the membership services manager to again become a Member may be exempt from providing the documents required by Section 2.3(a)(v) of this By-law, provided that the following conditions are met:
 - (i) no more than two (2) years have elapsed since the Returning Member ceased to be a Member;
 - (ii) the Returning Member is a member in good standing of an Authorized Regulator;
 - (iii) the Returning Member has never been terminated or suspended from the Corporation or the Authorized Regulator; and

- (iv) the Corporation has retained and is able to access the Returning Member's previous application and supporting documents.
- (b) A Returning Member will be accepted as a Member if and when his or her application is processed and approved by the membership services manager having regard to the applicable qualification criteria.

2.5 **Appeal and Denial of Membership.**

- (a) In the event that a new applicant or a Returning Member's application is rejected by the membership services manager, the applicant or Returning Member must be given written reasons for the rejection and may be offered 14 days to remedy the basis for rejection. If the reasons are that the membership services manager has found that the applicant is not of good and reputable character, the basis for that finding must also be stated in writing.
- (b) An applicant or Returning Member whose application was rejected by the membership services manager may submit an appeal of the rejection to the Membership Services Committee by submitting the Request to Review form attached to the Membership Policy of the Corporation, to the Membership Services Committee within 21 days of receipt of the rejection notice from the membership services manager. The Membership Services Committee shall render a final written decision within a reasonable period of time from the receipt of the appeal.
- (c) An applicant or Returning Member whose application was rejected by the Membership Services Committee may submit an appeal of the rejection to the Board by submitting the Request to Review form attached to the Membership Policy of the Corporation, to the Membership Services Committee within 21 days of receipt of the rejection notice from the Membership Services Committee. The Board shall render a final written decision within a reasonable period of time from the receipt of the appeal.
- (d) If the appeal is denied by the Board, the applicant or Returning Member shall have no further right of appeal.
- (e) An applicant or Returning Member whose application has been rejected may not submit a new application for membership in the Corporation until at least one (1) year has elapsed from the date on which the right of appeal expired.

2.6 **Term of Membership.** A Member's term shall be from the date the Member was accepted into membership in the Corporation until the date his or her membership terminates pursuant to Part 4 of this By-law.

2.7 **Non-Transferable.** The rights of a Member in, and the obligations of a Member towards, the Corporation are not transferable.



2.8 **Loss of Registration.**

- (a) If at any time a Registered Member or an Honorary Registered Member ceases to be registered with an Authorized Regulator, the De-Registered Member shall immediately lose the right to vote at any Meeting of Members until such time as such registration with the Authorized Regulator is restored. If such registration is not restored within 30 days, on the expiration of such 30-day period, the De-Registered Member's membership in the Corporation shall automatically terminate with no further act or refund.
- (b) Termination of membership under Section 2.8(a) of this By-law shall not terminate or prevent any disciplinary procedures underway or that may be commenced against a De-Registered Member.

PART 3 - REGIONS

3.1 **Regions.** Regions represent the geographical distribution of the Members. The geographical regions are:

- (a) Alberta,
- (b) Atlantic Canada and Territories (New Brunswick, Nova Scotia, Newfoundland and Labrador, Prince Edward Island, Yukon, Northwest Territories, and Nunavut),
- (c) British Columbia,
- (d) Manitoba,
- (e) Ontario,
- (f) Quebec,
- (g) Saskatchewan, and
- (h) International.

A Member whose primary business address (which may be the Member's home address) is within one of the geographical regions referred to above shall be deemed to be a Member of that Region. A Member may not be a Member of more than one Region at any time.

PART 4 - MEMBERSHIP DUES, SUSPENSION, TERMINATION AND DISCIPLINE

4.1 **Membership Dues.** Members shall be notified in writing of any membership dues at any time payable by them and, if such dues are not paid within one

calendar month of such notice, the Member shall be in default and shall automatically cease to be a Member as of the date of default.

4.2 Duties of Members.

- (a) All Members by their application for membership, including Returning Members, or by their continuance of membership, shall agree and shall be deemed to have agreed with the Corporation and each of the Members to the terms of the Articles, the By-Laws, the Code of Conduct and Ethics, and any policy established or adopted by the Board or the Members from time to time, and all acts or things done thereunder, including the interpretation of any By-Law, the Code of Conduct and Ethics, and the policies by the Board or the Members pursuant to the By-Laws.
- (b) A Member shall be familiar with and comply with the provisions of the Articles, the By-Laws, the Code of Conduct and Ethics, and any policy established or adopted by the Board or the Members from time to time.
- (c) A Member who has joined the Program shall comply with the provisions of his or her Program membership agreement.
- (d) A Member shall exemplify professionalism and bring credit to the industry by building on the Corporation's mission, values, and core goals. A Member shall:
 - (i) act in such a way as to maintain the integrity of Canada's immigration and citizenship system;
 - (ii) at all times perform his or her duties as an immigration and citizenship consultant in a professional manner;
 - (iii) not engage in Conduct of Concern or conduct unbecoming of a Member as defined by the *Code of Professional Conduct for College of Immigration and Citizenship Consultants Licensees*;
 - (iv) at all times act honestly and in good faith towards his or her clients and all immigration and citizenship officials, without intent to deceive or undermine the integrity of the system, or to assist others to do so;
 - (v) be courteous and civil, and shall act in good faith, in all professional dealings and in all communications with the Corporation, the Directors, staff, and fellow Members;
 - (vi) avoid maligning the reputation of fellow Members; and
 - (vii) not communicate in any form in a manner that is deceptive, abusive, offensive or otherwise inconsistent with the proper kind of professional communication from a Member.



- (e) A Member shall immediately advise the Corporation in writing of any change in his or her professional circumstances that could reasonably affect his or her ability to practice as an immigration and citizenship consultant, or bring discredit to the profession or the Corporation.
- (f) A Member shall immediately advise the Corporation in writing if, at any time, he or she ceases to be registered with an Authorized Regulator.
- (g) A Member shall immediately advise the Corporation in writing if the Member has what could be considered a Criminal Charge or Conviction of Concern or a Judgement of Concern.
- (h) A Member shall only use the Corporation name and logo, and membership certificates issued by the Corporation, in accordance with the Articles, the By-Laws, the Code of Conduct and Ethics, and any policy established or adopted by the Board or the Members from time to time.

4.3 Termination of Membership.

- (a) Membership in the Corporation is terminated when:
 - (i) the Member dies;
 - (ii) the Member fails to maintain any qualifications for membership specified in Section 2.3 of this By-law;
 - (iii) the Member resigns by delivering a written resignation to the head office of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
 - (iv) the Member is terminated in accordance with Section 4.4(e)(vii) or 4.5(b) of this By-law;
 - (v) any specified term of membership expires; or
 - (vi) the Member fails to pay his or her membership dues in accordance with Section 4.1 of this By-law.
- (b) Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

4.4 Discipline of Members.

- (a) The Board shall establish a discipline procedure, the content of which shall be consistent with the principles of procedural fairness.
- (b) The Board or its delegate shall have the power to inquire into the conduct of any Member where there is concern that the Member has:



- (i) violated any provision of the Articles, the By-Laws, the Code of Conduct and Ethics, or any policy established or adopted by the Board or the Members from time to time;
 - (ii) violated the Program or any provision of the Member's Program membership agreement, where such Member is also a participant in the Program; or
 - (iii) engaged in conduct which may be detrimental to the Corporation or the Members, as determined by the Board in its sole and absolute discretion.
- (c) If it comes to the attention of the Board or its delegate that a Member has a Criminal Charge or Conviction of Concern, or a Judgement of Concern, the Board or its delegate may:
- (i) commence a discipline investigation and proceeding in accordance with Section 4.4(d) of this By-law; and
 - (ii) upon advising the Member in writing that the Board or its delegate believes that the Member is the subject of a Criminal Charge or Conviction of Concern or a Judgement of Concern, provide the Member with at least 48 hours to satisfy the Board or its delegate that he or she is not the subject of a Criminal Conviction or Charge of Concern or Judgment of Concern. Failing the Member establishing same, the Board or its delegate may impose the following interim measures pending the determination of the discipline investigation and proceeding:
 - A. recall the Member's membership certificate;
 - B. suspend the Member's right to hold him or herself out as a Member;
 - C. suspend the Member's right to use the Corporation's logo, name, and membership certificate;
 - D. suspend the Member's right to attend any Corporation event; and
 - E. remove from the Corporation's website or other publications reference to the Member, including any reference to the Member being associated with the Corporation.
- (d) In the event that the Board or its delegate has grounds to believe that a Member has engaged in Conduct of Concern, then:

- (i) the Board or its delegate shall provide the Member with a letter setting out the details of the Conduct of Concern and shall request a response in writing within a reasonable period of time prescribed by the Board;
 - (ii) if the Member provides written submissions to the Board or its delegate within the time period provided, the Board or its delegate shall consider such written submissions in arriving at a decision;
 - (iii) if requested by the Member and the Board or its delegate deems it appropriate, the Member may appear in person or by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility, for a hearing of the matter; and
 - (iv) the Board or its delegate shall render a written decision as to whether the Member is found to have engaged in the Conduct of Concern.
- (e) If the Board or its delegate determines that the Member has engaged in Conduct of Concern, the Board or its delegate may in its discretion:
- (i) issue a warning letter to the Member;
 - (ii) require that the Member take any specified rehabilitative measures, including requiring the Member to successfully complete specified professional development courses or to seek specified counselling or treatment;
 - (iii) require the Member to pay a monetary penalty and/or the Corporation's reasonable costs of investigating and legal fees for any hearing, and specify the timing and manner of payment;
 - (iv) direct that the failure to comply with the sanction shall result in the revocation of membership;
 - (v) order that the Member's membership be suspended indefinitely or for a period stipulated by the Board or its delegate;
 - (vi) recall the Member's membership certificate, and terminate the Member;
 - (vii) delay the imposition of a measure under this Section 4.4(e) for a specified period or on specified terms, including the successful completion of specific courses of studies; and/or
 - (viii) make any other order that the Board or its delegate considers necessary in the circumstances.

4.5 **Suspension.**

- (a) In the event a Member is suspended from membership in the Corporation in accordance with Section 4.4(e)(v) of this By-law, the Member shall not be entitled to exercise any of the rights of being a Member under this By-law and the Act, including, but not limited to, the following:
 - (i) the right to receive notice of, attend or vote at any Meeting of Members;
 - (ii) the right to be elected and hold office; and
 - (iii) the right to use any designation, title, term, initials or description implying that the suspended Member is a Member during the term of suspension.
- (b) A Member suspended for an indefinite period of time shall automatically cease to be a Member one year from the date of such Member's suspension unless a decision is made by the Board to restore the Member to good standing.
- (c) A Member suspended for a period stipulated by the Board or its delegates shall automatically resume his or her membership upon completion of the term of suspension and compliance with any other disciplinary sanction imposed.

4.6 **Right of Appeal.**

- (a) A Member who has been found by the Board or its delegate to have engaged in Conduct of Concern can appeal the finding and the remedy imposed within 30 days of the written reasons therefor being provided to the Member.
- (b) The Board shall establish an appeal procedure, the content of which shall be consistent with the principles of natural justice.

4.7 **Reinstatement of Suspended and Terminated Members.**

- (a) A Member suspended for an indefinite period of time may be reinstated as a Member by a resolution of the Board passed by a 2/3 majority if the suspended Member:
 - (i) submits a written request to the Board or its delegate seeking reinstatement no more than 12 months after the suspension took effect;

- (ii) has served a duration of the suspension that is reasonably reflective of the reasons for suspension, as determined by the Board or its delegate in its sole and absolute discretion;
 - (iii) provides a statutory declaration stating that the suspended Member agrees to abide by the Articles, the By-Laws, the Code of Conduct and Ethics, and any policy established or adopted by the Board or the Members from time to time and that any violation of same will be grounds for expulsion from the membership of the Corporation;
 - (iv) provides letters of support from two Members in Good Standing attesting to the good character of the suspended Member and how the suspended Member will contribute to the best interests of the Corporation if reinstated;
 - (v) meets the Corporation's membership criteria when applying for reinstatement; and
 - (vi) pays a reinstatement fee in such amount as may be set from time to time by resolution of the Board and pays any applicable membership fees.
- (b) A terminated Member may be reinstated by a resolution of the Board passed by a 2/3 majority if the terminated Member:
- (i) has not been previously reinstated after termination or a suspension that was for an indefinite period of time;
 - (ii) submits a written request seeking reinstatement to the Board no later than twelve months after the termination took effect;
 - (iii) provides a statutory declaration stating that the terminated Member agrees to abide by the Articles, the By-Laws, the Code of Conduct and Ethics, and any policy established or adopted by the Board or the Members from time to time and that any violation of same shall be grounds for permanent expulsion from the membership of the Corporation with no right to apply for reinstatement;
 - (iv) provides letters of support from four Members in Good Standing attesting to the good character of the terminated Member and how the terminated Member will contribute to the best interests of the Corporation if reinstated;
 - (v) meets the Corporation's membership criteria when applying for reinstatement; and

- (vi) pays a reinstatement fee in such amount as may be set from time to time by resolution of the Board and pays any applicable membership fees.

4.8 **Effect of Resignation on Discipline Proceedings.**

- (a) A resigned Member shall remain liable for payment of any fees, assessments or other sum levied or which became payable by the Member to the Corporation prior to the effective date of his or her resignation.
- (b) Resignation shall not terminate or prevent any disciplinary procedures underway or that may be commenced against a Member unless the Member agrees that he or she will not reapply in the future to become a Member.

PART 5 - MEETINGS OF MEMBERS

- 5.1 **Annual Meeting.** The annual meeting of the Members shall be held on such day in each year and at such time as the Board may by resolution determine at any place within Canada or, if all of the Members in Good Standing so agree, outside Canada. The annual meeting of the Members shall be hosted each year in a different Region as determined by the Board.
- 5.2 **Special General Meeting.** Other meetings of the Members which are not the annual meetings of the Members may be convened by order of the Chair at any date and time and at any place within Canada or, if all of the Members in Good Standing so agree, outside Canada. The Board shall call a special general meeting of the Members upon delivery to the Secretary of a written requisition requesting a meeting, specifying the purposes of such meeting and signed by not less than 5% of the Members in Good Standing and entitled to vote at such meeting.
- 5.3 **Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be the Members in Good Standing, the Directors and the Public Accountant (if any) of the Corporation, and such other persons who are entitled or required under any provision of the Act, the Articles or this By-law to be present at the meeting. Any other person may be admitted only on the invitation of the Chair.
- 5.4 **Chair of the Meeting.** The Chair shall act as chair of any Meeting of Members. In the event that the Chair is unavailable, the Vice-Chair shall act as the chair. In the event that the Vice-Chair is unavailable, the Secretary shall act as the chair. In the event that the Secretary is unavailable, then the Registered Members and Honorary Registered Members who are present and entitled to vote at the meeting shall choose one of the Directors who is present to act as chair, provided that if no Directors are present or if all Directors who are present decline

to act as chair, then the Members in Good Standing who are present and entitled to vote at the meeting shall choose one of the Members in Good Standing to act as chair.

5.5 Proceedings at Annual Meetings of the Members. The following business shall be transacted at every annual meeting of the Members:

- (a) delivery of reports from all committees;
- (b) review of the Corporation's financial statements and presentation of the auditors' report;
- (c) appointment of the auditor for the ensuing year;
- (d) elections of Directors by way of ratifying resolution of election results previously collected, if required pursuant to this By-law;
- (e) any Member proposals submitted by a Member entitled to vote, provided such Member proposal was submitted by the Member in accordance with the requirements of Section 163 of the Act; and
- (f) any other business raised by the Board or the Members in Good Standing in accordance with the Act and this By-law.

5.6 Notice of Meeting of Members. Notice of the time and place of a Meeting of Members shall be given to each Member in Good Standing by the following means:

- (a) mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held;
- (b) telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held;
- (c) affixing the notice, no later than 30 days before the date of the meeting, to a notice board (either physical or electronic) on which information with respect to the Corporation's activities is regularly posted and that is located in a place frequented by Members; or
- (d) publication at least once in a publication of the Corporation that is sent to all Members in Good Standing, during the period of 21 to 60 days before the meeting.

5.7 Quorum. A quorum at any Meeting of Members shall be 20 Members entitled to vote at the meeting present in person, by proxy or attending by telephone or other electronic means. If at any time during a Meeting of Members there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present. If a quorum is not present within 30 minutes of the start time designated for the Meeting of Members, the Members then present, or

failing that, any two Directors, may adjourn the meeting to a fixed time and place pursuant to Section 5.9 of this By-law.

- 5.8 **Adjournment.** Notice of the adjourned Meeting of Members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. If at the adjourned meeting a quorum is not present, the Members present shall constitute a quorum. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.9 **Voting.** At any Meeting of Members, every question shall, unless otherwise required by the Articles, this By-law or the Act, be determined by a majority of the votes cast on the question.
- (a) A Registered Member or Honorary Registered Member who is a Member in Good Standing and is present in person or by proxy at a meeting or who is present by electronic means pursuant to Section 5.10 of this By-law is entitled to one vote.
 - (b) Unless otherwise required by the Act or this By-law, voting at the annual meetings of the Members shall be conducted by a show of hands, unless a Member entitled to vote at the meeting requests the vote to occur by way of a ballot, in which case that vote shall be held by ballot. Members entitled to vote who are attending meetings electronically shall submit their votes by electronic means.
 - (c) In the case of an equality of votes at any Meeting of Members, the chair of the meeting shall not have a second or casting vote and the proposed resolution shall not pass.
 - (d) At any Meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- 5.10 **Electronic Participating.** Unless this By-law otherwise provide, any person entitled to attend a Meeting of Members may participate in the meeting, in accordance with the Act by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting. The chair of the meeting shall ensure that each particular meeting is handled in a secure fashion.

Members entitled to vote at the meeting and attending by telephonic or electronic, or other communication means shall be entitled to vote at Meetings of Members by verbal or electronic ballots.

- 5.11 **Proxies.** Registered Members and Honorary Registered Members who are entitled to vote but are not in attendance at a Meeting of Members may vote by appointing in writing a proxyholder, and may also appoint one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- (a) all proxyholders must be Registered Members or Honorary Registered Members who are Members in Good Standing and who are not appointed as a proxyholder for more than five other Registered Members or Honorary Registered Members;
 - (b) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (c) a Member may revoke a proxy by depositing a written instrument signed by the Member or by the Member's agent or mandatary:
 - (i) at the head office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (d) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (e) if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - (i) indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on his or her behalf at the meeting, and
 - C. instructions on the manner in which the Member may appoint the proxyholder,
 - (ii) contain a designated blank space for the date of the signature,

- (iii) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - (iv) provide a means for the Member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
 - (v) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 5.11(d)(iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (f) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 5.11(d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - (g) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - (h) a form of proxy that, if signed by the Member, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

5.12 **Meeting Procedures.** Except as otherwise provided in this By-law, the procedures at any Meeting of Members shall be governed by the most recent edition of *Robert's Rules of Order*.

PART 6 - DIRECTORS

6.1 **Number.** The Board shall consist of a minimum of three and a maximum of 17 Directors, as set out in the Articles.

- 6.2 **Representation.** There shall at all times be at least one Director from each of the Regions.
- 6.3 **Duties.** Subject to the Act, the Articles and any unanimous Member agreement, the Board shall manage or supervise the management of the activities and affairs of the Corporation. Without limiting the generality of the foregoing, the Board may make, amend and repeal such policies as it determines from time to time.
- 6.4 **Director Conduct.** Directors shall conduct themselves in accordance with the Act, the Articles, this By-law and any policies of the Corporation, as may be amended from time to time.
- 6.5 **Director Qualifications.** Members must meet the following qualifications to be eligible for election or appointment as a Director:
- (a) not be an undischarged bankrupt;
 - (b) not be a defendant in any ongoing litigation which is of a nature that could raise substantial concerns regarding the Member's honesty, trustworthiness, competency or capacity to serve as a Director;
 - (c) be a Registered Member or an Honorary Registered Member who is a Member in Good Standing of the Corporation;
 - (d) not have previously been removed as a Director by the Members or have had his or her office as Director automatically vacated pursuant to Section 6.8 of this By-law;
 - (e) not have previously been removed as an Officer by the Board;
 - (f) not be a director or officer of and not hold an executive or staff position with another immigration and citizenship advocacy organization, an organization providing services equivalent or similar to the Corporation, or a regulatory body for Authorized Representatives;
 - (g) possess a minimum of two years of experience as a Director, a director of OPIC, a director of AICC, a member of a committee of the Corporation, or other equivalent experience as determined by the Board from time to time;
 - (h) not have resigned during his or her term of office as Director at any time within the previous term; and
 - (i) not have been reinstated within the last four years following a termination or suspension.
- 6.6 **Nomination Procedure.** Potential candidates for the position of Director must be nominated for election to the Board as follows:

- (a) At least eight weeks prior to the expiry of a Director's term, the Secretary shall provide notice to the Members in Good Standing and entitled to vote at a Meeting of Members of a pending vacancy on the Board. Such notice shall include information about the qualifications for the position and the Corporation's nomination and voting procedures or policies currently in effect.
- (b) Any five Registered Members and/or Honorary Registered Members who are Members in Good Standing may nominate any other Registered Member or Honorary Registered Member who is a Member in Good Standing for the position of Director by mailing a nomination to the Secretary at least six weeks prior to the expiry of the current Director's term.
- (c) In order to be accepted as a candidate for the position of Director and be added to the election ballot, a nominee must:
 - (i) provide written acceptance to the Secretary of the nomination set out in Section 6.65(b) of this By-law at least five weeks prior to the expiry of the current Director's term;
 - (ii) declare in writing that the candidate will observe the provisions of the Act, the Articles, this By-law, and any policies of the Corporation, including, without limitation, the Corporation's election procedures; and
 - (iii) deliver to the Secretary a biography summarizing the candidate's skill set and experience, a summary of the candidate's vision and priorities for the Corporation, and the candidate's proposed contributions to the Corporation based on the Corporation's most recent strategic plan and financial information, for circulation at least five weeks prior to the expiry of the current Director's term.
- (d) The chair of the Governance and Nomination Committee, or such other person as designated by the Board, must disqualify any nominee whose nomination or election violates any provision of the Articles, the By-Laws, the Code of Conduct and Ethics, or any policy established or adopted by the Board or the Members from time to time.
- (e) The Governance and Nomination Committee, or such other person as designated by the Board, may require a nominee to provide a police record check and may disqualify any nominee who possesses a prior criminal record.

6.7 Election and Term. Directors shall be elected as follows:

- (a) Subject to the Articles, the Members entitled to vote at the meeting shall elect the Directors at the annual meeting at which an election of Directors

is required, and the Directors shall be elected to hold office for a term of three years, unless otherwise appointed in accordance with the Act, the Articles, and this By-law.

- (b) A Director's term ends at the time of termination or adjournment of the meeting at which that Director's successor is elected or appointed, unless terminated earlier pursuant to the terms of the Act or this By-law.
- (c) A Director may be eligible for re-election, provided that a Director shall serve a maximum of two consecutive three-year terms (for a total of six consecutive years). After completing two consecutive three-year terms, a Director shall not become eligible for re-election until at least two full years have elapsed since the completion of that Director's term. A Director may exceed the maximum term set out in this Section 6.7(c) if approved by a Special Resolution of the Members, which resolution may set out the extended term to be served by the Director.
- (d) Any person elected or appointed as a Director at a time when the By-Laws provided that the term of office of a Director shall be two years and that a Director may serve no more than two consecutive two-year terms shall continue in office for the duration of the two-year term of such office and (i) if such two-year term is that Director's first of two possible consecutive terms, that Director shall be eligible to be elected for a single subsequent three-year term, after which that Director shall not become eligible for re-election until at least two full years have elapsed since the completion of that Director's final term, or (ii) if such two-year term is that Director's second of two consecutive terms, that Director shall not become eligible for re-election until at least two full years have elapsed since the completion of that Director's term. Such a Director may exceed the maximum term set out in this Section 6.7(d) if approved by a Special Resolution of the Members, which resolution may set out the extended term to be served by the Director.

6.8 **Vacancies.** The office of a Director shall automatically be vacated if a Director:

- (a) ceases to be a Registered Member or Honorary Registered Member or ceases to be a Member in Good Standing;
- (b) is not in good standing with the regulatory body for Authorized Representatives as applicable to that Director;
- (c) becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (d) is mentally incapable, of unsound mind, or becomes incapable of managing his or her affairs;

- (e) by noticing in writing to the Corporation resigns as a Director, which resignation shall be effective at the time it is received by the Board or at the time specified in the notice, whichever is later;
- (f) subject to Section 130(2) of the Act (Exception to Removal of Directors), is removed from office before the expiration of the Director's term by an Ordinary Resolution of the Members;
- (g) dies;
- (h) is absent from three meetings of the Board in any fiscal year of the Corporation without reasonable excuse, as determined by the Board. For purposes of this Section 6.8(h), "reasonable excuse" may include, without limitation: a failure of the Corporation to give appropriate notice to the Director of the meeting; a serious illness of the Director; a death or serious illness in the Director's family; or a requirement to attend a legal proceeding where the Director has, except in the case of an emergency, given advance written notice to the Secretary of his or her inability to attend the meeting. The Director shall provide, upon request of the Chair, evidence to support the reason for any absences from meetings of the Board;
- (i) by resolution of the Board ratified by an Ordinary Resolution of the Members, if a Director repeatedly fails to diligently discharge his or her duties as a Director; and
- (j) at any time fails to meet the qualifications set out in Section 6.5 of this By-law.

6.9 **Filling Board Vacancies.**

- (a) Any vacancy on the Board may be filled for the remainder of the unexpired term by a Registered Member or an Honorary Registered Member meeting the qualifications of a Director set out in Section 6.5 of this By-law and appointed by a majority resolution of the Board. If the Board is unable to establish a quorum for purposes of passing this resolution, then the remaining Directors shall forthwith call a meeting of the Registered Members and the Honorary Registered Members for the purpose of appointing a Director to fill the vacancy; provided if there are no Directors then in office, the meeting of Registered Members and Honorary Registered Members may be called by any one Registered Member or Honorary Registered Member.
- (b) Any vacancy which is not filled pursuant to Section 6.9(a) of this By-law shall be filled for the remainder of the unexpired term at the next annual meeting of the Members at which the Directors for the upcoming year are elected or appointed.

- (c) Any person elected or appointed as a Director to fill a vacancy on the Board pursuant to this Section 6.9 will serve the remaining period of the unexpired term in which the vacancy occurred, and such term shall not be counted as a term completed by that Director for purposes of Section 6.7(c) of this By-law.

6.10 Remuneration of Directors. Directors shall be entitled to receive remuneration for acting as a Director, subject to the following:

- (a) the amount of the remuneration that an individual Director may receive must be approved or must have in the past been approved by a majority vote of the Board;
- (b) if any Director is to receive remuneration that is at least 5% higher than the Director received in the previous year for holding the same Director position, then the increase in remuneration must also be approved by an Ordinary Resolution of the Members; and
- (c) all Directors shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the Director's duties, provided such expenses are pre-approved by the Board.

6.11 Conflict of Interest.

- (a) A Director who is in any way directly or indirectly interested in a contract or material transaction, whether made or proposed, shall comply with the disclosure and other requirements of Section 141 of the Act (Disclosure of Interest), and such Director shall remove himself or herself from the discussion and vote on any resolution to approve such contract or material transaction. The remaining Directors shall consider and approve or reject any contract or material transaction where a Director has made the disclosure under this Section 6.11(a).
- (b) In supplement of and not by way of limitation upon any rights conferred upon Directors by Section 141 of the Act (Disclosure of Interest) and specifically subject to the provisions contained in that section, no Director shall be disqualified from office or required to vacate the office of Director by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation is a shareholder, or by reason of being otherwise in any way directly or indirectly interested in or contracting with the Corporation as a vendor, purchaser or otherwise being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is in any way directly or indirectly interested.
- (c) Subject to the Act, a contract or transaction for which disclosure is required pursuant to Section 6.11(a) of this By-law is not invalid, and the Director is not accountable to the Corporation or the Members for any profit realized

from the contract or transaction, because of the Director's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of the Board or the committee that considered the contract in question if:

- (i) disclosure of the interest was made in accordance with this Section 6.11;
- (ii) the other Directors approved of the contract or transaction in accordance with this Section 6.11; and
- (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved, as determined by the Directors entitled to vote on the contract or transaction.

PART 7 - MEETINGS OF DIRECTORS

- 7.1 **Place of Meeting.** Meetings of the Board may be held at any place within or outside Canada.
- 7.2 **Calling of Meetings.** Meetings of the Board may be called by the Chair or any three Directors at any time, provided that there shall be at least four meetings of the Board in each fiscal year of the Corporation. The Secretary, when directed or authorized by the Chair or any three Directors, shall convene a meeting of the Board.
- 7.3 **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- 7.4 **Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Part 11 of this By-law to every Director not less than seven days before the time when the meeting is to be held, if sent by mail, and not less than 48 hours before the time when the meeting is held, if sent by any other method of providing notice. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless this By-law or the Act otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in Section 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

For a meeting of the Board that is held immediately following the election or appointment of Directors by the Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be required to be given to the newly elected or appointed Directors.

No error or accidental omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken at such meeting.

- 7.5 **Quorum.** A majority of the number of Directors, present in person or by telephone or electronic means constitutes a quorum at any meeting of the Board, and, despite any vacancy among the Directors, a quorum of Directors may exercise all of the powers of the Directors. If a quorum is not present at the meeting of the Board, the Directors then present may adjourn the meeting to a fixed time and place pursuant to Section 7.6 of this By-law.
- 7.6 **Adjournment.** Any meeting of the Board may be adjourned from time to time by the chair of the meeting, with the consent of the Directors present at the meeting which is to be adjourned, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present there at. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 7.7 **Votes to Govern.** Each Director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
- 7.8 **Meetings by Electronic Means.** If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. When a meeting is held by telephone, electronic or other communication facility, the chair of the meeting shall confirm the presence or absence of each Director orally and confirm to the other Directors present whether or not a quorum has been established. At meetings held by telephone, electronic or other communication facility, every question shall be decided by an oral poll taken by the chair of the meeting and recorded by the secretary thereof.

- 7.9 **Chair.** The chair of any meeting of the Directors shall be the Chair. If the Chair is not available, the chair of the meeting shall be the Vice-Chair. If the Vice-Chair is not available, the chair of the meeting shall be the Secretary. If the Secretary is not available, the chair of the meeting shall be a Director who is present and is chosen to fill the position of chair by a majority of the Directors present.
- 7.10 **Secretary.** If the Secretary is absent, the chair of the meeting shall appoint any individual, who need not be a Director, to act as secretary of the meeting.
- 7.11 **Past-Chair.** The immediate past-Chair shall be entitled to notice of and to attend all meetings of the Board for as long as the past-Chair is the most immediate past-Chair. Unless the past-Chair is also a Director, the past-Chair shall not be entitled to vote at such meetings of the Board.
- 7.12 **Minutes of Meetings.** Unless otherwise required by the Act, the minutes of the Board meetings shall not be available to the Members but shall be available to the Directors, each of whom shall receive a copy of such minutes.
- 7.13 **Decisions by Consensus.** A resolution in writing, signed by all the Directors entitled to vote on that resolution and otherwise compliant with Section 140 of the Act (Validity of Signed Resolutions), is as valid as if it had been passed at a meeting of the Directors.
- 7.14 **Decisions by Consensus by Electronic Means.** A resolution in writing, and agreed to by way of an electronic email sent by each of the Directors entitled to vote on that resolution and otherwise compliant with Section 137 of the Act, is as valid as if it had been passed at a meeting of the Directors. If each of the Directors entitled to vote on the resolution does not indicate his or her agreement by way of email, then there is no consensus and a meeting may be called for that purpose.

PART 8 - OFFICERS, AGENTS AND EMPLOYEES

- 8.1 **Appointment of Officers.** The Board may appoint one or more Officers in the discretion of the Board and specify their duties. Notwithstanding the foregoing, the Board shall annually or more often as may be required, elect a Chair, Vice-Chair, Secretary and Treasurer from among the Directors. The Officers shall be elected at a Board meeting to be held annually as soon as possible after the annual meeting of the Members and at any other time as determined by the Board.
- 8.2 **Chair Qualifications.** A Director must meet the following qualifications to be eligible for appointment as Chair:
- (a) possess a minimum of two years of experience as a Director, or other equivalent experience as determined by the Board from time to time;

- (b) possess a minimum of two years of experience as a chair of a committee of the Corporation, or other equivalent experience as determined by the Board from time to time;
 - (c) be, and have been for at least the five consecutive prior years, a Registered Member or an Honorary Registered Member and a Member in Good Standing; and
 - (d) not be a defendant in any ongoing litigation which is of a nature that could raise substantial concerns regarding the Member's honesty, trustworthiness, competency or capacity to serve as Chair.
- 8.3 **Agents and Employees.** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board from time to time. The Board may delegate by resolution to an Officer the right to employ and pay salaries to employees. The Board shall select and support a Chief Executive Officer (the "CEO") and shall delegate responsibilities relating to the administration of the Corporation to the CEO, as determined at the discretion of the Board.
- 8.4 **Media Relationship.**
- (a) A Member shall recognize that only the Chair and the CEO, or alternatively a Director or an Officer appointed by the Chair as spokesperson on a particular issue, shall have the authority to make public statements on behalf of the Corporation.
 - (b) A Member shall not publicly convey in the course of a public statement or a written publication that he or she is publishing on behalf of the Corporation or that his or her views represent the views of the Corporation, unless specifically authorized in writing to do so by the Chair.
 - (c) All media inquiries received by the Members, Directors, Officers or agents or employees of the Corporation which concern matters of the Corporation or seek the views of the Corporation shall be directed to the Chair or the CEO, or alternatively a Director or an Officer appointed by the Chair to speak on the particular subject matter of the inquiry.

PART 9 - COMMITTEES

9.1 Committees.

- (a) The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Unless otherwise

provided in this By-law, the Board shall appoint committee members by majority vote.

- (b) The standing committees of the Board shall be:
 - (i) the Human Resources and Compensation Committee;
 - (ii) the Governance and Nomination Committee;
 - (iii) the Audit and Finance Committee;
 - (iv) the Membership Services Committee; and
 - (v) the Education and Training Committee.

9.2 **Committee Composition.**

- (a) The Chair shall be an *ex officio* member of every committee of the Corporation.
- (b) Any committee member may be removed by resolution of the Board.
- (c) For each committee, the Board shall appoint both a Director to act as the chair of the committee, and a Director to act as a vice-chair of the committee.
- (d) If the chair is absent from a committee meeting, the vice-chair shall act as the chair at the committee meeting.

9.3 **General Duties and Powers of Committees.** Subject to this By-law and any resolution passed by the Board, each committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. All committees shall operate in accordance with the direction provided by the Board from time to time. Subject to the Act, the provisions of Part 7 of this By-law shall apply to meetings of every committee.

9.4 **Human Resources and Compensation Committee.**

- (a) The Human Resources and Compensation Committee shall be comprised of at least four Directors. The past-Chair may serve on the Human Resources and Compensation Committee, provided that the past-Chair may not vote on proceedings of the Human Resources and Compensation Committee.
- (b) The Chair of the Board shall be the chair of the Human Resources and Compensation Committee.

- (c) The Human Resources and Compensation Committee may operate on an *ad hoc* basis or any method deemed appropriate by the members of the Human Resources and Compensation Committee.
- (d) The role of the Human Resources and Compensation Committee is to:
 - (i) oversee the human resources and management issues of the Corporation;
 - (ii) develop and review the Corporation's compensation plans, particularly those of the CEO, as well as provide guidance on the Corporation's overall compensation structure; and
 - (iii) perform such other tasks as the Board may from time to time determine.

9.5 **Governance and Nomination Committee.**

- (a) The Governance and Nomination Committee shall be comprised of the Secretary and one other Director, as well as a minimum of four Members from at least four different Regions chosen by the Board.
- (b) The Secretary shall be the chair of the Governance and Nomination Committee.
- (c) The Board shall appoint a Director to be the vice-chair of the Governance and Nomination Committee.
- (d) The role of the Governance and Nomination Committee is to:
 - (i) recommend to the Board goals and priorities for the Governance and Nomination Committee;
 - (ii) be responsible for monitoring, examining, developing and advising the Board of compliance with the governing instruments of the Corporation, including the Act, the Articles, the By-Laws and the policies of the Corporation;
 - (iii) ensure the structure, order and general continuity of the Corporation;
 - (iv) be responsible for the conduct of elections and annual meetings of the Members;
 - (v) propose eligible Members for election or appointment to the Board and provide a slate of nominees to the Board;
 - (vi) ensure that the Board maintains representation from each Region pursuant to the terms of this By-law; and

- (vii) perform such other tasks as the Board may from time to time determine.

9.6 **Audit and Finance Committee.**

- (a) The Audit and Finance Committee shall be comprised of not less than three Directors and other individuals appointed by the Board, the majority of which are not Officers or employees of the Corporation.
- (b) Members of the Audit and Finance Committee shall be appointed by the Board and shall serve for one-year terms.
- (c) The Corporation shall send the Public Accountant notice of the time and place of any meeting of the Audit and Finance Committee and the Public Accountant shall be entitled to attend all such meetings.
- (d) The Public Accountant or any member of the Audit and Finance Committee may call a meeting of the Audit and Finance Committee.
- (e) The role of the Audit and Finance Committee is to:
 - (i) ensure that an annual work plan is developed with the aim of identifying priorities and objectives of the committee;
 - (ii) select the audit firm to conduct an independent audit of the Corporation's financial statement;
 - (iii) review and approve the audit scope and fees;
 - (iv) review and approve any proposed involvement of the audit firm in activities other than the annual audit;
 - (v) thoroughly review the financial statements of the Corporation and, when appropriate, recommend their approval to the Board;
 - (vi) review with management and the Board changes to accounting policies, disclosures, practices, key estimates and judgments to determine whether they are fair, accurate and prudent;
 - (vii) review with management and the Board the identification and assessment of any significant financial risks to the Corporation, and oversee specific key corporate risks that fall within the Audit and Finance Committee's mandate;
 - (viii) provide oversight of the Corporation's conflict of interest policy and keep the Board apprised of any changes required in the policy or its implementation;
 - (ix) with the assistance of the CEO, if applicable, draft and recommend to the Board the Corporation's operating budget and monitor such

budget and other financial and material resources of the Corporation;

- (x) with the assistance of the CEO, if applicable, and in accordance with the applicable By-Laws and policies of the Corporation, supervise the preparation of the annual audited financial reports;
- (xi) review the annual audited financial reports;
- (xii) review published documents containing the Corporation's financial statements and consider whether the information contained in these documents is consistent with the information contained in the financial statements;
- (xiii) cause an investigation to be made into any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. The Audit and Finance Committee will promptly report any such actions to the Chair;
- (xiv) make recommendations to the Board based on the Audit and Finance Committee's review activities;
- (xv) ensure proper management of remuneration, expense reimbursement and any other payment to Directors and Officers and to staff of the Corporation;
- (xvi) review banking and signing authority arrangements, and cash management controls, to ensure that they are in accordance with the needs of the Corporation; and
- (xvii) perform such other tasks as the Board may from time to time determine.

9.7 **Membership Services Committee.**

- (a) The Membership Services Committee shall be comprised of two Directors and a minimum of four Members from at least four different Regions chosen by the Board.
- (b) The Membership Services Committee shall:
 - (i) recommend to the Board goals and priorities for the committee;
 - (ii) review applications for membership in the Corporation in accordance with Part 2 of this By-law;
 - (iii) oversee membership recruitment campaigns;

- (iv) review and recommend changes in membership administrative policies to the Board; and
- (v) perform such other tasks as the Board may from time to time determine.

9.8 **Education and Training Committee.**

- (a) The Education and Training Committee shall be comprised of two Directors and a minimum of four Members from at least four different Regions chosen by the Board.
- (b) The Education and Training Committee shall:
 - (i) recommend to the Board goals and priorities for the Committee;
 - (ii) organize, plan and deliver Member education programs in co-operation with the Regions in keeping with the objectives of the Corporation and the needs of the Members;
 - (iii) review and establish standards of education for membership in co-operation with the Membership Services Committee; and
 - (iv) assist external organizations with the organization and delivery of educational programs deemed by the Board as being beneficial to the Members.

PART 10 - EXPENDITURES AND BORROWING POWERS

10.1 **Expenditures.** The Board shall have power to authorize expenditures on behalf of the Corporation from time to time.

- (a) The Chair shall have the authority, in each fiscal year of the Corporation, to authorize expenditures on behalf of the Corporation up to an aggregate amount as determined by resolution of the Board from time to time, provided that such expenditures are included in the Board-approved budget for the fiscal year. The Chair shall maintain a record of all expenditures and provide the record to the Treasurer on a timely basis. The Board shall have the authority to approve all expenditures of the Corporation and to raise the aggregate limit of budgeted expenditures.
- (b) The Board may establish and amend an Expenditure Policy from time to time.
- (c) The Board shall have the authority to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the

interests of the Corporation, in accordance with such terms as the Board may prescribe.

10.2 **Borrowing Powers.** The Board may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) limit or increase the amount to be borrowed by the Corporation;
- (c) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and
- (e) delegate the powers conferred in this Section 10.2 to such Officer or Officers and to such extent and in such manner as the Board shall determine.

PART 11 - NOTICES

11.1 **Method of Giving Notices.** Unless otherwise specified in the Articles, this By-law or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a Member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given, if:

- (a) delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation, or in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- (b) mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate

communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 11.2 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

PART 12 - EXECUTION OF DOCUMENTS

- 12.1 **Execution of Documents.** Instruments in writing requiring execution by the Corporation may be signed in such a manner as the Board may from time to time designate by resolution and all instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

PART 13 - FINANCIAL MATTERS

- 13.1 **Financial Year End.** The financial year end of the Corporation shall be determined by the Board from time to time.
- 13.2 **Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 13.3 **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements, the report of the Public Accountant (if any), and any further information respecting the financial position of the Corporation

and the results of its operations as may be required by the Articles, this By-law or any unanimous Member agreement, provide such items to the Members by the following means:

- (a) publishing a notice to the Members stating that the annual financial statements and such other documents described above are available at the head office of the Corporation and any Member may, on request, obtain a copy free of charge at the head office or by prepaid mail; or
 - (b) upon approval by Ordinary Resolution of the Members, by posting the annual financial statements and such other documents described above on the Corporation's website, provided that the Corporation publishes a notice to the Members stating that the financial information with respect to the Corporation is available on its website.
- 13.4 **Grants and Donations.** The Board shall take such steps as it may deem appropriate to enable the Corporation to legally acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 13.5 **Books and Records.** The Board shall ensure that all necessary books and records of the Corporation required by the Act, this By-law and any other applicable law are regularly and properly kept.
- 13.6 **Auditor.** The Registered Members and Honorary Registered Members shall at each annual meeting of the Members appoint an auditor who qualifies as a public accountant under s. 180 of the Act to audit the accounts of the Corporation for reporting to the Members. The appointed auditor shall hold office until the next following annual meeting of the Members; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor of the Corporation shall not be a Director, an Officer or an employee of the Corporation.

PART 14 - DISPUTE RESOLUTION

- 14.1 **Good Faith Negotiation.** Disputes or controversies among Members, Directors or Officers, to the extent possible, shall be resolved by discussion and negotiation amongst the parties involved, who shall make good faith efforts to resolve such disputes or controversies privately amongst themselves.
- 14.2 **Dispute Resolution Mechanism.** In the event that a dispute or controversy among Members, Directors or Officers arising out of or related to the Articles, this By-law, or any aspect of the operations of the Corporation is not resolved between the parties, and the dispute or controversy is determined by the Board or its delegate to be appropriate for mediation, then without prejudice to or in

any other way derogating from the rights of the Members, Directors, or Officers, the parties to the dispute shall make every effort to resolve the dispute or controversy through the following mandatory dispute resolution process:

- (a) the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable, the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator;
- (b) the number of mediators may be reduced to one or two upon agreement of the parties;
- (c) the appointed mediator or mediators shall meet with the parties in question in an attempt to mediate a resolution between the parties;
- (d) all proceedings relating to mediation hereunder shall be kept confidential by the parties and there shall be no disclosure of any kind by any party except as may be required by law; and
- (e) any costs of the mediators appointed in accordance with this Section 14.2 shall be borne equally by the parties to the dispute or the controversy.

PART 15 - AMENDMENT OF BY-LAWS AND FORMULATION OF POLICIES

- 15.1 **Amendment by Board.** The Board may from time to time make, amend or repeal the By-Laws in accordance with Section 152 of the Act.
- 15.2 **Formulation of Policies by Board.** The Board may from time to time formulate, amend or repeal policies, regulations and procedures to implement the By-Laws.