

**Bylaws of the Canadian Association of Insolvency and Restructuring Professionals  
(the “Association”)**

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## 1. Definitions

1.1 In these bylaws, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Appeals Committee" means the Appeals Committee appointed pursuant to section 26.23;

"Applicant" means anyone applying, under the bylaws or any rule or regulation made by the Board, to the Association or the Board or any committee of the Association;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"Articling associate" means a person granted the status of articling associate pursuant to section 10.8;

"Associates" means associates and honorary members as designated in these bylaws and includes corporate associates, life associates, and articling associates;

"Association" means the Canadian Association of Insolvency and Restructuring Professionals, a corporation incorporated under Part II of the *Canada Corporations Act*, and any successor corporation or body to whom these bylaws shall apply;

"Bankruptcy and Insolvency Act" means the *Bankruptcy and Insolvency Act of Canada* or any successor act;

"Board" means the Board of Directors of the Association;

"Bylaws" means these bylaws and any other bylaws of the Association as amended and which are, from time to time, in force and effect;

"Corporate associate" means an organization granted the status of corporate associate pursuant to section 10.1;

"CPA Canada" means Chartered Professional Accountants Canada, or any successor organization, and "CPA Canada Member" means the director nominated from amongst

members of CPA Canada or a director nominated from a successor organization to CPA Canada;

"Director-at-Large" means an individual who is a member and elected to the Board pursuant to section 29.1(f);

"Discipline Committee" means the Discipline Committee appointed pursuant to section 26.15;

"Executive member" means one of the members of the Executive Committee enumerated in section 36.1;

"Financial year" means the financial year of the Association ending on the last day of March in each year or on such other date as the Board may from time to time determine;

"Honorary member" means a person elected as an honorary member of the Association pursuant to section 11.1.

"Life associate" means a person granted the status of life associate pursuant to section 10.5;

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"Member" means a member of the Association, except where otherwise indicated by the context;

"Nominating Committee Member" means one of the members of the Nominating Committee referred to in section 30.1;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Organization" means a corporation, company, society, association or similar body;

"Outside Director" means an individual who is not a member and is elected to the Board pursuant to sections 30.7 to 30.9;

"Profession" means the profession of insolvency and restructuring professionals in Canada and "professional" refers to that profession;

"Professional colleague" means a member of the Association;

"Professional Conduct Committee" means the Professional Conduct Committee appointed under section 26.2;

"Professional Misconduct" means, an act or omission:

- (a) that is inconsistent with the Rules of Professional Conduct,
- (b) that is described as Professional Misconduct in the bylaws,
- (c) that constitutes a failure to comply with an obligation in the bylaws or a direction or order made by a Committee under the bylaws including fulfilling a settlement agreement approved by the Discipline Committee,
- (d) that causes a member or associate or his or her practice to become bankrupt, or make a proposal to creditors under the Bankruptcy and Insolvency Act, or to be placed in receivership,
- (e) that, without the express approval of the Board, results in the member or associate retaining, occupying office space with, using the services of, or employing in any capacity having to do with the profession, any person who:
  - i. has had his or her membership in or association with the Association terminated as a result of disciplinary proceedings;
  - ii. has resigned his or her membership in or association with the Association while a matter involving him or her is in the process of being brought before, or is before the Professional Conduct Committee or Discipline Committee;
  - iii. has had his or her licence as a trustee in bankruptcy revoked or suspended;  
or
  - iv. who has surrendered his or her licence as a trustee in bankruptcy while a matter involving him is in the process of being brought before the Superintendent of Bankruptcy for investigation or while he or she is under investigation by the Superintendent of Bankruptcy,
- (f) relevant to the practise of the profession that would reasonably be regarded by members as disgraceful, dishonourable or unprofessional, or
- (g) that is unbecoming a member or associate of the Association;

"Proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act, and does not mean a consumer proposal or a Part III Division I proposal under the Bankruptcy and Insolvency Act;

"Provincial director" means a director representative of a Provincial Association elected pursuant to subsection 29.1(a) or (b);

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Rules and regulations" means the rules and regulations of the Association from time to time in force;

"Rules of Professional Conduct" means the Rules of Professional Conduct of the Association from time to time in force;

"Seal" means the seal of the Association as adopted by resolution of the Board from time to time;

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

"Standards of Professional Practice" means the Standards of Professional Practice of the Association from time to time in force; and

"Superintendent of Bankruptcy" means the office of the Superintendent of Bankruptcy designated under the Bankruptcy and Insolvency Act or any succeeding Act.

## **2. Interpretation**

- 2.1 In the interpretation of this bylaw, 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.
- 2.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.
- 2.3 Bylaws shall be promulgated both in the English and the French language and both shall be official versions such that any person may rely on either version.

## **3. Execution of Documents**

- 3.1 All deeds, transfers, assignments, contracts, obligations and other instruments in writing to be signed by the Association shall be executed under the seal of the Association attested by the signature of the Chair, or the Vice-Chair, together with the signature of one of the Secretary, the Treasurer or the President and Chief Operating

Officer, or in such other manner as the Board may from time to time by resolution determine.

- 3.2 Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

#### **4. Banking**

- 4.1 The monies of the Association shall be kept in such depositories insured by the Canada Deposit Insurance Corporation or the Regie d'Assurance Depot as the Board may from time to time by resolution determine.

- 4.2 All cheques other than those drawn on an imprest bank account authorized by resolution of the Board, shall be signed by either:

- (a) any two of the Chair, the Vice-Chair, the Secretary, the Treasurer and the President and Chief Operating Officer, or
- (b) any one of the foregoing officers plus one of such other persons as the Board may from time to time designate.

#### **5. Borrowing Powers**

- 5.1 If authorized by a bylaw which is duly adopted by the directors and confirmed by special resolution of the members, the directors of the Association may from time to time:

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

- 5.2 Any such bylaw may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the bylaw.

- 5.3 Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

## **6. Annual Financial Statements**

- 6.1 The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members which shall be sent by mail or e-mail to each member stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and on the website of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **7. Membership Conditions**

- 7.1 Subject to the bylaws, the membership of the Association consists of those persons who are members of the Association in good standing on the day when these bylaws first come into effect and such other persons as are thereafter admitted as members in accordance with the bylaws, and who in every case continue in good standing.
- 7.2 Subject to the articles, there shall be one class of members in the Association.
- 7.3 The Board may, by resolution, approve the admission of the members of the Association in accordance with section 7.4. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.
- 7.4 The Board may by resolution admit to membership in the Association any applicant who:
- (a) meets either of the following criteria:
    - i. having been an articling associate, has completed the CIRP Qualification Program (CQP) or such other course of study as has been designated by the Board, has passed the National Insolvency Examination or such other examination as has been designated by the CAIRP Board; or
    - ii. holds a trustee licence issued by the Superintendent of Bankruptcy, pursuant to the Bankruptcy and Insolvency Act; and
  - (b) is otherwise suitable and desirable in the opinion of the Board for admission to the Association as a member.
- 7.5 Every member shall be entitled to receive notice of meetings of members, to attend thereat and to cast one vote on all matters coming before the membership.

7.6 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraph 197(1).

## **8. Professional Development**

8.1 Every member shall maintain the art, skills, science and knowledge of an insolvency and restructuring professional and failure to do so shall be sufficient cause for the Board to terminate his or her membership.

8.2 Members shall complete a minimum of twenty (20) hours of professional development activity in an insolvency and restructuring context, in each financial year, in accordance with guidelines established by the Board. For any member admitted by reason of having succeeded on the examination as has been designated in subsection 7.4(a), the first yearly reporting period shall commence on April 1 following the year of admission. All other newly admitted members shall have to satisfy the professional development requirements on a pro rata basis in the year of admission.

8.3 The Board shall publish, from time to time, guidelines as to what constitutes qualifying professional development activity.

8.4 Every member who has not completed a sufficient number of hours of qualifying professional development activity or fails to comply within thirty (30) days of receiving a demand to provide details of his professional development activities shall thereupon be suspended until he has satisfied the requirement of this bylaw. The Board or the Executive Committee may exercise discretion, with or without conditions, to waive compliance with the professional development activity requirements in exceptional circumstances where a member is unable to complete the minimum yearly requirement, provided such discretion is not inconsistent with the general philosophy of requiring members to engage in professional development activity.

8.5 Any member whose membership is suspended by operation of this article may, at any time prior to termination of membership pursuant to article 25 (Termination), have the suspension automatically terminated by complying with this article and paying to the Association the additional reinstatement dues for suspended members; a receipt for such payment signed by the Treasurer or the President and Chief Operating Officer shall be prima facie evidence of the termination of such suspension.

## **9. Inactive Membership**

- 9.1 Any member who leaves the Profession may, upon making a request to the Board and by paying such yearly dues as are prescribed by the Board from time to time be deemed to be an inactive member of the Association.
- 9.2 An inactive member is deemed not to be a member of the Association and does not have any of the rights and privileges of a member of the Association.
- 9.3 Any person deemed to be an inactive member under section 9.1 may be reinstated as a member in good standing by paying the annual membership dues as determined by the Board for the current year and by submitting a statutory declaration that he or she has not breached any of the bylaws, the Rules of Professional Conduct, regulations or Standards of Professional Practice of the Association since ceasing to be a member in good standing, to the time of his or her request for reinstatement.
- 9.4 If the member does not make such payment and submit such statutory declaration within five (5) years of being deemed an inactive member, his or her membership shall be terminated.

## **10. Associates**

### **Corporate Associates**

- 10.1 The Board may by resolution grant the status of corporate associate to any organization which:
  - (a) holds a licence in good standing to act as a trustee under the Bankruptcy and Insolvency Act; and
  - (b) has (subject to section 10.2) a board of directors at least two-thirds (2/3) of whom are members of the Association.
- 10.2 Where a corporate associate or an applicant for corporate associate status is unable to satisfy the Board that at least two-thirds (2/3) of its board of directors are members of the Association, the Board may accept a lower percentage for such time and on such terms as the Board may by resolution determine.
- 10.3 Every corporate associate shall be entitled to receive notice of meetings of members and to attend thereat but shall not be entitled to speak, move or second motions, vote, or be elected to the Board.

10.4 Where a corporate associate is affiliated with an accounting partnership which itself is engaged in the Profession, the insolvency and restructuring practice of such accounting partnership shall be deemed for the purposes of article 14 of the bylaws to be part of the practice of such corporate associate if, and so long as, the corporate associate remains an associate in good standing and the insolvency and restructuring practice of such accounting partnership is under the supervision and control of one or more members.

### **Life Associates**

10.5 The Board may by resolution grant the status of life associate to any member who is retired from the Profession and has:

- (a) attained the age of fifty-five (55) years;
- (b) spent at least twenty (20) years in the Profession; and
- (c) at the time of application, has been a member in good standing of the Association for ten (10) years.

10.6 The Board may by resolution terminate the associate status of any life associate who, in the opinion of the Board, has returned to active practice of the Profession; such person may be readmitted as a member on such terms and conditions as the Board may determine.

10.7 Every life associate who ceases to be a member shall be entitled to notice of meetings of members and to attend thereat but shall not be entitled to speak, move or second motions, vote, or be elected to the Board.

### **Articling Associates**

10.8 The Association may by resolution grant the status of articling associate to any applicant who:

- (a) ordinarily resides in Canada;
- (b) is a student in good standing in the CIRP Qualification Program; and
- (c) is otherwise suitable and desirable for recognition as an articling associate in the discretion of the Association.

- 10.9 Every articling associate ceasing to reside in Canada shall give immediate notice thereof in writing to the President and Chief Operating Officer and failure to give such notice promptly shall be sufficient cause for the Board to terminate his or her associate status.
- 10.10 Where an articling associate ceases to reside within Canada, or ceases to be a student in good standing in the CQP, such articling associate shall thereupon be suspended; such suspended articling associate may, at any time prior to termination of associate status pursuant to article 25 (Termination), be reinstated by resolution of the Executive Committee if such committee is satisfied that such suspended articling associate is eligible pursuant to article 27 (Reinstatement).
- 10.11 Every articling associate shall be entitled to notice of meetings of members and to attend thereat but shall not be entitled to speak, move or second motions, vote, or be elected to the Board.
- 10.12 The Board shall from time to time make rules and regulations regarding the granting of status, conduct and all other matters relating to articling associates.

## **11. Honorary Membership**

- 11.1 Notwithstanding any other provision of this bylaw, any person who has rendered conspicuous service to the Association may, upon the recommendation of the Nominating Committee and approval of the Board, be elected to honorary membership in the Association.
- 11.2 Honorary members are deemed not to be members of the Association and are deemed to be associates.
- 11.3 Every honorary member shall be entitled to notice of meetings of members and to attend thereat but shall not be entitled to speak, move or second motions, vote or be elected to the Board.

## **12. Fellows**

- 12.1 Each year the Board shall seek nominations for the election of Fellows from among the members. All members or life associates, except then members of the Board, shall be eligible for nomination. The Board may elect Fellows for distinguished service to the Profession, or for bringing distinction to the Profession.

## **13. Certification Marks**

- 13.1 Every member in good standing shall be entitled to use the certification marks,
- (a) "Chartered Insolvency and Restructuring Professional" or its acronym "CIRP", and
  - (b) if the member or associate has been elected a fellow of the Association, "Fellow Chartered Insolvency and Restructuring Professional" or its acronym "FCIRP".
- 13.2 Every honorary member in good standing shall be entitled to use the designation "Chartered Insolvency and Restructuring Professional (Honorary) or its acronym "CIRP (Hon.)"
- 13.3 Every Life associate in good standing shall be entitled to use the certification marks,
- (a) "Chartered Insolvency and Restructuring Professional (Retired)" or its acronym "CIRP (ret.)", and
  - (b) if the Life associate has been elected a fellow of the Association, "Fellow Chartered Insolvency and Restructuring Professional (Retired)" or its acronym "FCIRP (ret.)".

#### **14. Acknowledgment of Membership or Association**

- 14.1 Every member and corporate associate in good standing may acknowledge his or her membership in or association with the Association on his or her letterhead, publications, advertising and elsewhere and shall do so when required by the Board.

#### **15. Certificate of Membership or Association**

- 15.1 Every member and associate shall be entitled to receive a certificate of membership or association which shall be in such form as the Board may from time to time determine; subject to the bylaws, a member or associate may hold his certificate as long as he or she remains a member or associate in good standing.
- 15.2 Membership and association certificates shall remain the property of the Association and in the event of suspension or termination of membership or associate status for any reason other than death must be returned to the Association forthwith.
- 15.3 All membership and association certificates shall be under the seal of the Association attested to by the Chair or the Vice-Chair, and by the Secretary or the Treasurer, and by the President and Chief Operating Officer or a director.

#### **16. Compliance with Bylaws, Rules and Standards**

- 16.1 The Rules of Professional Conduct and Standards of Professional Practice apply with necessary modifications to all associates.
- 16.2 All members and associates by their application for membership or association or by their continuance of membership or association shall agree and shall be deemed to agree with the Association and each of its members and associates to be bound by the terms of the bylaws, rules and regulations of the Association and all interpretations and determinations by the Board in connection therewith and all acts and things done thereunder.
- 16.3 Every member and associate shall annually sign a declaration that he or she has complied with and shall continue to comply with the Bylaws, Rules of Professional Conduct and Standards of Professional Practice of the Association, as applicable, and that he or she consents to the release of information in relation to any Professional Conduct Committee and Discipline Committee proceedings under article 26 (Complaints and Discipline).

#### **17. Membership Transferability**

- 17.1 A membership cannot be transferred to any person or corporation.
- 17.2 Pursuant to Subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

#### **18. Notice of Members Meeting**

- 18.1 Notice of the time and place of a meeting of members shall be given to each member and associate entitled to attend at the meeting by the following means:
- (a) by mail, courier or personal delivery, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - (b) by 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.
- 18.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Association to change the manner of giving notice to members of a meeting of members.

#### **19. Members Calling a Members' Meeting**

- 19.1 The Board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights or on written requisition of twenty-five (25) members, whichever is lesser. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **20. Procedure at Members' Meetings**

### **Adjournments**

- 20.1 Any meeting may be adjourned from time to time by resolution of the members present but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place.

### **Persons Entitled to be Present at Members' Meetings**

- 20.2 Members, non-members including associates, directors and the public accountant of the Association are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaws are entitled to cast a vote at the meeting.

### **Chair of Members' Meetings**

- 20.3 At any meeting of members where neither the Chair nor the Vice-Chair is in attendance, those present at the meeting (provided they constitute a quorum under the bylaws) may by resolution appoint any director who is present to act as chair of the meeting, provided such person is a member.

### **Quorum at Members' Meetings**

- 20.4 At any meeting of members, ten (10) members personally present shall constitute a quorum (unless a greater number of members are required to be present by the Act). Any person participating by means of a telephonic, an electronic or other Communication facility that permits all participants to communicate adequately with each other during the meeting is deemed to be personally present at the meeting for the purposes of quorum. In addition, any person who is entitled to vote by virtue of section 20.9 shall be counted in determining the quorum.
- 20.5 If quorum is lost at any point during a meeting of members, the members may not proceed with the business of the meeting.

### **Votes to Govern at Members' Meetings**

- 20.6 Any resolution properly coming before any meeting of members shall be carried if approved by ordinary resolution, unless the Act or these bylaws or the articles of the Association otherwise provide.
- 20.7 At any meeting of members, every member personally present shall have a vote and, in addition, the Chair shall have a casting vote.
- 20.8 Members not personally present at a meeting of members shall not be counted to establish a quorum, to vote or for any other purpose.
- 20.9 Any director personally present who otherwise would not be entitled to vote, shall have a vote.
- 20.10 Voting at any general meeting shall be by show of hands unless any of the members and directors personally present and entitled to vote requests a vote by ballot. If a vote by ballot is requested, the Chair shall appoint scrutineers to tally the vote.
- 20.11 Each voting member and director shall be entitled to one (1) vote.

### **Absentee Voting at Members' Meetings**

- 20.12 Pursuant to Subsection 171(1) of the Act, the Board may permit members to vote by means of a telephonic, electronic, or other communication facility if the Board has a system that:
- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
  - (b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.
- 20.13 Pursuant to Subsection 171(1) of the Act, a member may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, 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 requirements set out in the Regulations.
- 20.14 Pursuant to Subsection 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or bylaws of the Association to change the methods of

voting provided in this section by members not in attendance at a meeting of members.

### **Rules regarding Members Meetings**

20.15 The Board shall from time to time make rules and regulations establishing the forms, the procedures and all other matters relating to general meetings.

## **21. Membership and Associate Dues**

21.1 Annual membership dues and annual dues for each class of associates shall be determined from time to time by the Board.

21.2 Additional annual dues for all members and/or associates or for any class of associate may be levied from time to time by the Board.

21.3 The annual membership dues and annual associate dues and any additional dues levied under section 21.2 shall be paid at such time and in such manner as the Board shall determine.

21.4 Every applicant who applies or reapplies for termination of suspension of membership or associate status, for reinstatement of membership or associate status, for admission to membership or for associate status, or to sit any examination shall pay such increased annual dues as are prescribed by the Board from time to time; in addition, the Board may prescribe fees to be paid periodically by members or others who participate in any educational or other program sponsored by the Association.

21.5 Any person who ceases to be a member and any associate who changes his or her classification and thereby becomes liable for additional dues shall pay such additional dues when the change occurs.

21.6 Under special circumstances, the Board may in its sole discretion waive the payment of dues by any member, associate, applicant or other person, or reduce the amount thereof.

21.7 The Board may enter into an agreement with one or more Provincial Associations to collect dues on behalf of such Provincial Associations from members or associates or others residing in the Regions represented by such Provincial Associations, and the Board may by resolution add such dues to the dues determined under section 21.1 and additional dues levied under section 21.2 and the total amount shall thereupon

be payable by such members or associates or others and the provisions of article 22 (Non-payment of Dues) shall apply mutatis mutandis.

## **22. Non-payment of Dues**

- 22.1 Any member or associate whose dues are not paid within sixty (60) days after the date on which such dues were due and payable shall thereupon automatically be suspended from membership in or association with the Association.
- 22.2 Every member or associate who is suspended pursuant to section 22.1 shall forthwith be given written notice by the President and Chief Operating Officer of:
- (a) the member's or associate's suspension;
  - (b) the amount of the additional reinstatement dues prescribed by the Board; and
  - (c) the fact that his or her membership or associate status may be terminated by the Board at its next or any subsequent meeting.
- 22.3 Any member or associate whose membership or associate status is suspended by operation of section 22.1 may, at any time prior to termination of membership or associate status pursuant to article 25 (Termination), have the suspension automatically terminated by paying to the Association the full amount of all unpaid dues; a receipt for such payment signed by the Treasurer or the President and Chief Operating Officer shall be prima facie evidence of the termination of such suspension.

## **23. Suspension from Membership or Association**

### **Incapacity**

- 23.1 Upon receipt by the President and Chief Operating Officer of proof that any member or associate (other than a corporate associate) who:
- (a) is declared by a court to be a mentally incompetent person, or has been certified incompetent to manage his estate or has a Public Trustee appointed as committee of his estate, or
  - (b) is admitted as or becomes an involuntary patient in a psychiatric facility or continues therein as an involuntary patient,
- the member or associate shall thereupon be suspended from membership in or association with the Association.

### **Corporate Associates**

23.2 Upon receipt by the President and Chief Operating Officer of the proof described in section 23.1, any corporate associate who:

- (a) ceases to hold a licence in good standing to act as a trustee under the Bankruptcy and Insolvency Act; or
- (b) ceases to have a board of directors at least two-thirds (2/3) of whom (or such lower percentage as specified by the Board pursuant to section 12.02) are general members of the Association shall thereupon have its associate status suspended.

### **Notice**

23.3 Any person or corporation suspended by operation of section 23.1 or section 23.2 shall forthwith be given written notice by the President and Chief Operating Officer of such suspension and in the case of a person to whom sub-section 23.1(b) applies, similar notice shall also be given to that person's legal representative, if any.

### **Application for termination of suspension**

23.4 Any person or corporation whose membership or associate status is suspended by operation of section 23.1 or section 23.2 may at any time prior to termination of membership or associate status pursuant to article 25 (Termination), whether or not the condition giving rise to the suspension has been removed, apply to the President and Chief Operating Officer to have the suspension terminated.

23.5 Any application made pursuant to section 23.4 or shall be investigated by the Professional Conduct Committee and, after investigation, the Professional Conduct Committee shall by resolution:

- (a) continue the suspension for such period as the committee may determine,
- (b) terminate the suspension, or
- (c) recommend to the Board that the membership or associate status of such person or organization be terminated.

### **Notice of findings**

23.6 A person or corporation applying pursuant to section 23.4 shall be given prompt written notice by the President and Chief Operating Officer of the findings of the

Professional Conduct Committee, and in the case of a person to whom subsection 23.1(b) applies, similar notice shall also be given to the person's legal representative, if any.

### **Review**

23.7 If a person or corporation applying pursuant to section 23.4 is not satisfied with the findings of the Professional Conduct Committee, such applicant may apply to the President and Chief Operating Officer to have the matter reviewed by the Board.

23.8 The Board may, of its own initiative, determine by resolution to review any finding of the Professional Conduct Committee under section 23.5.

### **Professional Conduct Committee**

23.9 In arriving at its findings, the Professional Conduct Committee (or in reviewing such findings, the Board) shall have regard to such considerations as the committee (or the Board) may deem appropriate including whether:

(a) the person applying pursuant to section 23.4:

- i. has been declared by a court to have become mentally competent or capable of managing his own affairs as evidenced by a court order to that effect or has become competent to manage his estate as evidenced by cancellation of a certificate of incompetence, or written evidence to that effect from a Public Trustee, as may be appropriate, or
- ii. has sufficiently recovered and has been discharged from a psychiatric facility as evidenced by a certificate or other written evidence to that effect from an appropriate authorized individual in such psychiatric facility;

(b) the corporate associate applying pursuant to section 23.4:

- i. has regained a licence in good standing to act as a trustee under the Bankruptcy and Insolvency Act , or
- ii. has changed its board of directors so that at least two-thirds (2/3) (or such lower percentage as specified by the Board pursuant to section 10.2) of the members of such board are members of the Association.

### **Status of suspended member**

23.10 A member whose membership has been suspended for any reason under these bylaws shall be deemed not to be a member of the Association and all rights and privileges of a member whose membership is suspended shall be withheld until such time as such membership is reinstated; without limiting the generality of the foregoing, a suspended member shall not be entitled to:

- (a) attend or receive notice of any meeting of the Association and its committees (including the Board);
- (b) vote on any matter;
- (c) describe or refer to himself as a member or associate of the Association in any way.

#### **Status of suspended associate**

23.11 All rights and privileges of an associate whose status as an associate is suspended shall be withheld until such time as such status is reinstated; without limiting the generality of the foregoing, a suspended associate shall not be entitled to:

- (a) attend or receive notice of any meeting of the Association and its committees (including the Board); or
- (b) describe or refer to himself or herself as an associate of the Association in any way.

#### **24. Resignation**

24.1 Any member or associate in good standing not in arrears of payment of dues may submit his or her resignation to the Board and his or her membership or associate status shall terminate on the day set for such termination by the Board.

24.2 The date of termination of membership or associate status for any member or associate who submits his or her resignation pursuant to section 24.1 of the bylaws of the Association shall be the date on which the Association receives notice of his or her resignation.

#### **25. Termination of Membership or Associate Status**

25.1 The Board may by resolution terminate the membership or associate status of any member or associate of the Association where the member or associate:

- (a) has been suspended pursuant to section 8.4, section 10.10, section 22.1, section 23.1, or section 23.2; or

(b) has been determined by the Board to be in contravention of the bylaws or of any rules and regulations made by the Board,

except that the Board will not normally terminate the membership or associate status of any member or associate of the Association under this article if the member or associate is currently the subject of professional conduct or disciplinary proceedings.

25.2 A membership in or association with the Association is automatically terminated when:

(a) the member or associate dies;

(b) the member or associate is expelled or the member or associate's membership or associate status is terminated in accordance with the bylaws;

(c) in the case of a corporate associate, the corporation is dissolved or wound up pursuant to the laws under which it is incorporated, or if it becomes bankrupt, or if it makes a proposal to creditors under the Bankruptcy and Insolvency Act or is placed in receivership;

(d) the member or associate resigns in accordance with article 24; or

(e) the Association is liquidated or dissolved under the Act.

## **26. Complaints and Discipline**

### **Application**

26.1 This article of the bylaws applies with necessary modifications to associates.

### **Professional Conduct Committee Composition**

26.2 The Professional Conduct Committee composition shall be in accordance with the terms of reference approved by the Board.

### **Complaints**

26.3 The Professional Conduct Committee shall investigate every complaint, including a complaint by a representative of the Association, that a member of the Association engaged in Professional Misconduct.

- 26.4 Despite section 26.3, if at any time the Professional Conduct Committee concludes that the complaint would better be dealt with by another regulatory body or the courts, it shall, absent exceptional circumstances, postpone its investigation of the complaint until the other regulatory body or the court has dealt with the matter. The Professional Conduct Committee need not give reasons for this decision.
- 26.5 Despite section 26.3, if at any time the complaint is deemed to be frivolous or vexatious or otherwise inappropriate to investigate, the Professional Conduct Committee may decide not to investigate or continue to investigate the complaint. The Professional Conduct Committee shall give reasons for this decision.
- 26.6 Despite section 26.3, the Professional Conduct Committee may decide not to continue to investigate a complaint that is withdrawn. However, the withdrawal of the complaint does not affect the Professional Conduct Committee's authority to continue to deal with it.

### **Mandatory Reporting Obligations**

- 26.7 Every member who has reasonable grounds to believe that a member has engaged in Professional Misconduct shall report the information to the President and Chief Operating Officer in writing within ten (10) days of obtaining the reasonable grounds unless,
- (a) the member is aware that it has already been reported by another party, or
  - (b) the member is prevented by law from making the report.
  - (c) Every member who has his or her trustee's licence revoked, suspended or restricted (unless his or her licence is issued for the first time and such restriction is in the nature of an articling or training restriction), or is charged with a criminal offence, or becomes bankrupt, or makes a proposal to creditors under the *Bankruptcy and Insolvency Act*, or is placed in receivership shall report every such event to the President and Chief Operating Officer in writing within ten (10) days after the event.

### **Investigators**

- 26.8 The Professional Conduct Committee may appoint investigators, including persons employed by the Association, for the purposes of section 26.3.

### **Producing appointment**

26.9 Every investigator who exercises powers under this bylaw shall, on request, produce written proof of his or her appointment under section 26.8.

### **Investigator's Powers**

26.10 Unless it is not permitted by law, while conducting an investigation under this section an investigator may,

- (a) at any reasonable time, enter and inspect the business premises of the member under investigation, other than any part of the premises used as a dwelling;
- (b) question and require the member to provide information that the investigator believes is relevant to the investigation;
- (c) require the production from the member of and examine any document or thing that the investigator believes is relevant to the investigation, including a client file, under the member's control;
- (d) on giving a receipt for it, remove any document or thing under the member's control that the investigator believes is relevant to the investigation for the purposes of making copies or extracts of any document or information, but the making of the copies or extracts shall be carried out with reasonable dispatch, taking into account the scope and complexity of the work involved in making the copies or extracts, and the document or thing shall afterwards be returned promptly to the member from whom it was taken;
- (e) use any data storage, processing or retrieval device or system used in carrying on business on the premises that is under the control of the member in order to produce a document in readable form; and
- (f) after notifying the member first, requesting information from other regulatory bodies.

### **Cooperation**

26.11 The member must cooperate fully with the investigation including providing written consent for the obtaining of information held by or under the control of third parties, including other regulatory bodies and the member's clients.

26.12 No member shall obstruct an investigator executing his or her duties or withhold from him or her or conceal, alter or destroy any document or thing relevant to the investigation except as required by law.

### **Decision of Professional Conduct Committee**

26.13 After notifying the member of the complaint and giving the member thirty (30) days to respond to the complaint in writing, the Professional Conduct Committee may do one or more of the following:

- (a) direct that the matter be referred, in whole or in part, to the Discipline Committee;
- (b) direct that the matter not be referred to the Discipline Committee;
- (c) formally caution or admonish the member;
- (d) direct the member to successfully complete a specified continuing education and remediation program;
- (e) negotiate a settlement agreement between the Association and the member and refer the agreement to the Discipline Committee for approval;
- (f) with the consent of the member, reprimand the member;
- (g) with the consent of the member, require the member to pay a fine to the Association of up to \$10,000;
- (h) with the consent of the member, require the member to pay to the Association the costs of investigating and determining the complaint; or
- (i) take any action that it considers appropriate in the circumstances that is not inconsistent with the bylaws.

### **Confirmation, rejection of settlement agreement**

26.14 If the Professional Conduct Committee refers a settlement agreement to the Discipline Committee under subsection 26.13(e), the Discipline Committee shall, without the need for a hearing, review the agreement and,

- (a) approve the agreement; or

- (b) reject the agreement and refer the matter back to the Professional Conduct Committee.

### **Discipline Committee**

- 26.15 The Discipline Committee may sit in panels appointed by the Chair or Vice-Chair. Three members of the Discipline Committee constitute quorum.
- 26.16 The Discipline Committee shall hear every matter referred to it by the Professional Conduct Committee.

### **Hearing Public**

- 26.17 A Discipline Committee hearing shall be open to the public unless there are special circumstances that outweigh the usual principle of open hearings.

### **Parties**

- 26.18 The parties to a hearing under section 26.16 are the Association and the member of the Association who is the subject of the complaint.

### **Procedure**

- 26.19 The Discipline Committee shall conduct its hearings in any matter that is just and fair and may issue Rules of Procedure and may give directions or rulings as to the procedure that shall be followed in a specific hearing.

### **Possible orders where there is a finding of Professional Misconduct**

- 26.20 If, after a hearing, the Discipline Committee finds a member engaged in Professional Misconduct it may by order do one or more of the following:
  - (a) expel the member from membership;
  - (b) suspend the member's membership;
  - (c) direct the member to pay a fine to the Association of up to \$25,000;
  - (d) despite anything else in these bylaws, direct that a member refrain from using any designation, term, title, initials or description authorized by the Association;
  - (e) issue a reprimand;

- (f) direct the member to take any specified rehabilitative measure, including requiring the member to successfully complete specified professional development courses or to seek specified counselling or treatment;
- (g) impose restrictions or conditions on the right of the member to practise the profession while remaining a member of the Association;
- (h) direct that the imposition of a measure under this article be postponed for a specified period or on specified terms, including the successful completion of specified courses of study;
- (i) direct that the member pay all or part of the costs and expenses of the Association in investigating and prosecuting the complaint including the costs and expenses of the hearing;
- (j) direct that a failure to comply with the Committee's order shall result in the suspension of the member's membership until the member complies; or
- (k) make any other order that is not inconsistent with the bylaws or the Act or Regulations that the Committee considers appropriate in the circumstances.

### **Effect**

26.21 Unless the Discipline Committee orders otherwise, a final decision or order of the Discipline Committee under this section takes effect thirty (30) days after the date it is made unless it is appealed to the Appeals Committee, in which case the final decision or order is stayed unless the Appeals Committee directs otherwise.

### **Preliminary suspension, restrictions**

26.22 At any time after a matter respecting a complaint against a member is referred to it by the Professional Conduct Committee and before making a final decision or order, the Discipline Committee may order that the member's membership be suspended, or be subject to any restrictions or conditions that the Committee may specify, pending the outcome of the hearing, if there are reasonable grounds to believe that to do otherwise may result in harm to the public.

### **Appeals Committee**

26.23 A party to a proceeding before the Discipline Committee may appeal a final decision or order of the Discipline Committee to the Appeals Committee by filing with the

President and Chief Operating Officer a Notice of Appeal in the form available from the President and Chief Operating Officer setting out the decision being appealed, the grounds for the appeal, the order sought and the other information requested on the form. The President and Chief Operating Officer need not process an appeal where the Notice of Appeal is incomplete within thirty days of the day the decision is released. Three members of the Appeals Committee constitute quorum.

### **Parties to Appeal**

26.24 The Association and the member of the Association are parties to an appeal.

### **Grounds for appeal**

26.25 The grounds of appeal are limited to a denial of natural justice or an error on the record of the decision of the Discipline Committee.

### **Record for the appeal**

26.26 The President and Chief Operating Officer shall prepare at the expense of the person requesting the appeal sufficient quantities of the record of the decision under appeal for the parties and the Appeals Committee.

### **Fresh evidence**

26.27 The Appeals Committee shall not permit additional or fresh evidence, other than evidence about the process followed by the Committee solely for the purpose of demonstrating that there was a denial of natural justice, unless the additional or fresh evidence:

- (a) is apparently credible,
- (b) if admitted it would probably have an important influence on the result, and
- (c) it could not have been obtained by reasonable diligence at the time of the original decision.

### **Form of appeal**

26.28 Unless the Appeals Committee concludes that the appeal is frivolous or vexatious or without merit, the Appeals Committee shall consider the appeal and shall adopt such procedures it considers fair in the circumstances including advising the member that

the appeal will be held through the exchange of documents only, by teleconference or in person.

### **Notification**

26.29 The President and Chief Operating Officer shall notify the parties of the date, time, manner and, if necessary, location of the appeal and of the details of any requirements for steps that must be taken before the determination of the appeal, such as filing documents or written argument.

### **Appeals Proceedings Public**

26.30 A proceeding before the Appeals Committee under this section shall be open to the public unless there are special circumstances that outweigh the usual principle of open hearings.

### **Jurisdiction, powers of Appeals Committee**

26.31 The Appeals Committee shall hear the appeal and may,

- (a) make any decision or order that could have been made by the Discipline Committee;
- (b) order a new hearing, in whole or in part, before the Discipline Committee, including before a different panel of the Discipline Committee; or
- (c) dismiss the appeal.

### **Effect of Appeals Committee decision or order**

26.32 A decision or order of the Appeals Committee under section 26.31 takes effect immediately after the decision is released, unless the Appeals Committee orders otherwise.

### **Decision, order final**

26.33 A decision or order of the Appeals Committee under section 26.31 is final and is not subject to further review or challenge.

### **Publication**

26.34 The decisions of the Discipline Committee and the Appeals Committee shall be published on the Association website and shall include the name of the member

unless no finding has been made against the member or the only order made or confirmed by the Committee is a reprimand. Where the decision is the result of a settlement agreement confirmed under section 26.14, the name of the member shall not be published unless the settlement agreement specifies that it will be published.

## **27. Reinstatement**

- 27.1 Except where otherwise specifically provided, any member or associate whose membership in or association with the Association is suspended for any reason may at any time prior to termination of membership or associate status pursuant to article 25 (Termination), whether or not the condition giving rise to the suspension has been removed, apply to the President and Chief Operating Officer to have the suspension terminated.
- 27.2 Except where otherwise specifically provided, any person or organization whose membership in or association with the Association is terminated for any reason may at any time, whether the condition giving rise to the termination has been removed, apply to the President and Chief Operating Officer to be reinstated as a member of the Association.
- 27.3 A member who has been suspended or expelled as a result of a disciplinary decision may not apply for reinstatement until the suspension has been served or until at least one (1) year after the expulsion has been in effect.
- 27.4 Where, in the opinion of the Board, it is just and equitable or in the best interest of the Association to do so; the Board may by resolution:
- (a) terminate the suspension of any member or associate on such terms and conditions as the Board may determine; or
  - (b) reinstate or readmit as a member or associate of the Association any person or organization whose membership or associate status has been terminated, on such terms and conditions as the Board may determine.

## **28. Qualification for being a member of certain bodies**

- 28.1 Except as otherwise provided, each member of the Board, of the Executive Committee and of the Nominating Committee shall be a member in good standing.
- 28.2 Members of the Board and all members of CAIRP committees and task forces must respect the Code of Conduct, Confidentiality Policy and Conflict of Interest Policy of

the Association and are required to sign the document entitled “Acknowledgement and Undertaking regarding Fiduciary Duties” before undertaking their activities on behalf of the Association.

## **29. Directors**

29.1 The affairs of the Association shall be managed by the Board which shall include the following persons:

(a) one (1) Member from the Provincial Association of each of the following provinces:

- i. British Columbia
- ii. Alberta
- iii. Saskatchewan
- iv. Manitoba
- v. New Brunswick
- vi. Nova Scotia
- vii. Newfoundland and Labrador;

(b) two (2) Members from the Professional Association of each of the following provinces:

- i. Ontario
- ii. Quebec;

(c) one (1) person who is a member of the CPA Canada, who must meet the requirements of section 30.06;

(d) two (2) Outside Directors, who must meet the requirements of section 30.10;

(e) one (1) New Member representative who must be a current member and must have been a member for not more than five (5) years; and

(f) three (3) Directors-at-Large, who are members of the Association.

29.2 The President and Chief Operating Officer shall be an observer at meetings of the Board, and shall have the right to notice of, and to attend and participate in meetings of the Board, but shall not be entitled to vote.

### **30. Nominating Committee**

30.1 The Nominating Committee shall be composed of the five (5) following persons:

- (a) the current Chair;
- (b) the Immediate Past Chair; and
- (c) three (3) Nominating Committee Members at least two (2) of whom are not members of the Executive Committee and at least one (1) of whom is not a director.

30.2 The Board shall appoint the Nominating Committee Members at least ninety (90) days prior to the annual meeting of members.

30.3 The term of the Nominating Committee Members terminates after the Annual Meeting.

#### **Provincial directors**

30.4 The Nominating Committee shall, after consultation with the Provincial Associations of each of the provinces, nominate for election as Provincial directors:

- (a) one (1) candidate who is a member of the Provincial Association of each of the provinces in subsection 29.1(a); and
- (b) two (2) candidates who are members of the Provincial Associations of each of the provinces in subsection 29.1(b).

#### **CPA Canada Member**

30.5 The Nominating Committee shall nominate for election as a director one (1) candidate to hold the position of CPA Canada Member, upon the recommendation of CPA Canada.

30.6 The CPA Canada Member must be member in good standing of CPA Canada, and does not have to be a member of the Association.

#### **Outside Directors**

- 30.7 The Nominating Committee shall nominate Outside Directors. The nominations shall be submitted to the Board for approval. Upon the approval of the Board, the nominated Outside Directors shall have their names put forward for election.
- 30.8 If the Board refuses to approve any of the nominations, the Nominating Committee shall nominate other individuals whose names shall be submitted to the Board for approval.
- 30.9 If the Board fails to approve the second nominees, the Nominating Committee shall make third nominations of individuals who have not previously been nominated. The third nominees shall have their names put forward for election.
- 30.10 An Outside Director must be:
- (a) not a member or associate; and
  - (b) a person who, by reason of his or her stature or experience would, in the opinion of the Nominating Committee or, in the event of a member proposal, the opinion of the members who proposed the person's nomination, be likely to make a positive contribution to the affairs of the Association.

**New member representative**

- 30.11 The Nominating Committee shall nominate for election as a director, one (1) member who should be, but does not have to be, from among the members of the New Members Committee and who has been a member for not more than five (5) years.

**Chair, Vice-Chair, Treasurer, Secretary and Executive-at-Large**

- 30.12 The Nominating Committee shall nominate candidates for director whom, in the opinion of the Nominating Committee, are suitable to fill the offices of the Chair, the Vice-Chair, the Treasurer, the Secretary and the Executive-at-Large. The Nominating Committee's procedure for the nomination of such candidates shall be the same as the procedure for the nomination of Outside Directors as provided in sections 30.7, 30.8, and 30.9, except that the Secretary and the Executive-at-Large will be recommended from amongst the director nominees.
- 30.13 The offices of the Chair, the Vice-Chair and the Treasurer shall be filled from among the Directors-at-Large.

## **Qualifications**

30.14 Except for the CPA Canada Member and the Outside Directors, directors must be members of the Association who, in addition to any other qualifications set out in article 30.00, meet the following qualifications:

- (a) no findings have been made against the member by the Professional Conduct Committee, the Discipline Committee, or any criminal court, in the preceding three (3) years;
- (b) the member is not subject to any order, direction, or term, condition and limitation of the Professional Conduct Committee or Discipline Committee;
- (c) the member has no outstanding fees due to the Association;
- (d) there are no outstanding fees, fines, or orders against the member imposed by the Association or any court or regulatory body;
- (e) the member has not been disqualified from the Board or a Committee of the Association in the preceding three (3) years; and
- (f) the member has not been a member of the staff of the Association at any time within the preceding three (3) years.

## **31. Election and Term of Office of Directors**

31.1 Except as hereinafter provided, directors shall be elected for a term of two (2) years. A director may be elected for a maximum of two (2) consecutive terms after which this director can only be reelected after the expiration of at least one (1) year.

31.2 If a director is appointed as a replacement for a departed director other than at the beginning of a normal term, the period served under the appointment shall be taken into account for purposes of calculating the term served only if the appointment was made for a period of more than one (1) year, reckoning from one (1) annual general meeting to the next.

31.3 The CPA Canada representative shall be elected for a term of two (2) years and may be re-elected for a second term of two (2) years.

31.4 The New Member Representative shall be elected for a term of two (2) years, and may not be re-elected as a New Member representative.

- 31.5 Each term starts immediately after the annual general meeting at which the director is elected and ends immediately after the annual general meeting of its last year.
- 31.6 Elections for Directors shall be held in accordance with guidelines established by the Board.

### **32. Meetings of Board of Directors**

- 32.1 Meetings of the Board shall be held at least two (2) times in each financial year at such times and places as the Chair or the Vice-Chair or any five (5) directors shall determine and reasonable notice of such meetings shall be given to all directors.
- 32.2 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, 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 subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
- 32.3 Where a majority of the members of the Board consent and agree that there is no concern for security issues in connection with any business which may be transacted, a meeting of the Board may be held by means of such telephonic, electronic or other communication facilities as will permit all persons participating in the meeting to communicate adequately, and a director participating in such meeting by such means is deemed to be present in person at that meeting.
- 32.4 The Board may not delegate:
- (a) powers that the Act (or any successor legislation governing the Association) specifies may not be delegated;
  - (b) the power to determine fees or levy assessments; or
  - (c) the power to appoint officers of the Association.
- 32.5 The Board may permit observers to attend Board meetings. An observer may, subject to any restrictions imposed by the Board, participate in a Board meeting but may not move or second motions or vote on any matter.

### **33. Votes to Govern at Meetings of the Board of Directors**

- 33.1 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 have a second or casting vote. If the chair of the meeting is in a conflict of interest and cannot vote, then in the case of an equality of votes, the motion is defeated.

### **34. Directors' Expenses**

- 34.1 Members of the Board shall be paid reasonable out-of-pocket expenses for attending meetings of the Board and of committees of the Association and in conducting the affairs of the Association, and the Board may authorize the payment of such expenses to any other members so engaged.

### **35. Committee Vacancies**

- 35.1 If an appointed member of a committee, for any reason whatsoever, does not remain in office until the end of his or her term as hereinabove set forth, a new member shall be appointed to fulfill the vacancy until the end of the term of the departing member in the following manner:
- (a) If the departing member is a Nominating Committee Member, the Executive Committee shall make the appointment;
  - (b) In all other cases, the Board shall make the appointment.
- 35.2 Members must fulfill the following condition to be appointed as a member of a committee:
- (a) no findings have been made against the member by the Professional Conduct Committee, the Discipline Committee, or any criminal court, in the preceding three (3) years;

### **36. Composition of Executive Committee**

- 36.1 The Executive Committee shall consist of the following persons:
- (a) the following five (5) officers: the Chair, the Vice-Chair, the Secretary, the Treasurer, and the Executive-at-Large; and

- (b) the President and Chief Operating Officer as an ex officio, non-voting member of the Executive Committee.

### **37. Appointment of Officers**

- 37.1 The Board shall appoint directors to serve in the offices of the Chair, the Vice-Chair, Secretary, the Treasurer, and the Executive-at-Large following the election of directors in accordance with these bylaws.
- 37.2 The Board shall from time to time make rules and regulations establishing the procedure and all other matters relating to the appointment of officers.

### **38. Executive Committee Powers and Procedures**

- 38.1 Subject to the three (3) restrictions set out in section 32.4, the Executive Committee may from time to time exercise any of the powers of the Board without resolution of the Board.
- 38.2 Meetings of the Executive Committee shall be held at such times and places as the Chair or the Vice-Chair shall determine and reasonable notice of such meetings shall be given to all members of the Executive Committee.
- 38.3 At any meeting of the Executive Committee, three (3) members of the Executive Committee present at the meeting shall constitute a quorum; at any meeting of the Executive Committee where neither the Chair nor the Vice-Chair is in attendance, those present at the meeting (providing they constitute a quorum) may by resolution appoint one of themselves to act as chair of the meeting.
- 38.4 Every member of the Executive Committee present at a meeting of the Executive Committee shall have one (1) vote. In the case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 38.5 The Executive Committee may by resolution delegate any of its powers to such officers, members of the Board or committees as the Executive Committee may determine, and for such periods as the Executive Committee may determine, provided that the Executive Committee may not delegate:
  - (a) powers that the Act (or any successor legislation governing the Association) specifies may not be delegated, and
  - (b) powers which the bylaws specify may not be delegated.

- 38.6 Where a majority of the members of the Executive Committee consent and agree that there is no concern for security issues in connection with any business which may be transacted, a meeting of the Executive Committee may be held by means of such telephonic, electronic or other communication facilities as will permit all persons participating in the meeting to communicate adequately, and a member of the Executive Committee participating in such meeting by such means is deemed to be present in person at that meeting.
- 38.7 Copies of the minutes (or a reasonable summary thereof) of the meetings of the Executive Committee shall be furnished to each director within a reasonable period after each meeting; these minutes or summaries shall not be made available to members or associates of the Association unless the Board so directs.

### **39. Terms of Office**

- 39.1 The Chair shall be appointed for a term of two (2) years.
- 39.2 The Vice-Chair shall be appointed for a term of one (1) year, and may be re-appointed for a second term of one (1) year.
- 39.3 The Secretary, the Treasurer, and the Executive-at-Large shall each hold office for a one (1) year term, and may be reappointed for a second term of one (1) year.

### **40. Vacancy in Office**

- 40.1 The Board may, at its discretion and at any time, remove from office the Chair, the Vice-Chair, the Secretary or the Treasurer on a vote of at least seventy-five percent (75%) of all the directors other than the officer who is being removed. Prior written notice that a motion to remove the Chair, the Vice-Chair, the Secretary or the Treasurer shall be presented at a meeting of the Board must be given to all directors, including the officer concerned.
- 40.2 The Board may, at its discretion and at any time, remove any officer or agent, other than the Chair, the Vice-Chair, the Secretary or the Treasurer, on a simple resolution of all directors.
- 40.3 Except as otherwise provided in these bylaws, an officer shall hold office until the earlier of:
- (a) the officer's successor being appointed,

- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment), or
- (d) such officer's death.

40.4 If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

#### **41. Indemnities**

41.1 The Association shall grant all indemnities permitted under the Act, except that expenses are in the discretion of the Association and may only be paid if they are incurred in accordance with the Association's expense policies

#### **42. Rules and Regulations**

42.1 The Board may make rules and regulations with regard to any matter provided however that such rules and regulations shall not be contrary to the provisions of the Act (or any successor legislation governing the Association) as it applies to the Association, to the articles or to the bylaws; all such rules and regulations and any amendments thereto shall be made known to the members and associates promptly after the making thereof and shall be binding upon the Association and the members and associates in accordance with their tenor.

#### **43. Rules of Professional Conduct**

43.1 The Board may from time to time enact Rules of Professional Conduct prescribing the standards of fitness, moral character and professional conduct of members and/or associates, but no such Rule or any amendment thereto shall take effect until it has been approved, ratified and confirmed by special resolution of members voting at a meeting called for that purpose; the Rules of Professional Conduct in force on the enactment of these bylaws shall be the Rules of Professional Conduct in force until changed as herein provided.

#### **44. Standards of Professional Practice**

44.1 The Board may from time to time enact Standards of Professional Practice prescribing the minimum standards of professional practice to be followed by members and/or associates but no such Standard or any amendment thereto shall take effect until it

has been approved, ratified and confirmed by special resolution of members voting at a meeting called for that purpose.

#### **45. Method of Giving Any Notice**

- 45.1 Except as otherwise provided by the Act, the Regulations, the articles or bylaws, any notice, communication or other document to be given by the Association or the President and Chief Operating Officer to a director, officer, auditor, member, associate, or any other person or association under any provision of the articles or bylaws shall be sufficiently given if:
- (a) delivered personally to the person to whom it is to be given,
  - (b) delivered by courier to his or her last address as shown on the records of the Association,
  - (c) mailed by prepaid post in a sealed envelope addressed to him or her at such address,
  - (d) transmitted by facsimile to his or her number as shown on the records of the Association, or
  - (e) transmitted by e-mail to his or her last address as shown on the records of the Association.
- 45.2 The President and Chief Operating Officer may change the address or facsimile number or e-mail address on the records of the Association of any member or associate in accordance with any information believed by him or her to be reliable.
- 45.3 A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or to the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice, communication or document given by facsimile shall be deemed to have been given when a confirmation report is produced by the fax machine; and a notice given by e-mail shall be deemed to be given when sent.
- 45.4 In computing the date when notice must be given under any provision of the articles or bylaws requiring a specified number of days' notice of any meeting or other event, the date on which the notice was given shall, unless otherwise provided, be included.

45.5 Where reasonable notice is required to be given, the Board may from time to time determine what is reasonable in the circumstances and may declare that any notice already given was reasonable notice.

45.6 Except as otherwise provided in the Act or Regulations, any notice given to the Association under the bylaws shall be deemed to have been duly given to the Association if and when actually received by the officer specified in the particular bylaw or, where no officer is specified, to the President and Chief Operating Officer.

#### **46. Invalidity of any Provisions of Bylaws**

46.1 The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws.

#### **47. Omissions and Errors**

47.1 The accidental omission to give any notice to any member, associate, director, officer, member of a committee or public accountant, or the non-receipt of any notice given by the Association by any such person where the Association has provided notice in accordance with the bylaws, or any error in any notice not affecting its substance shall not invalidate such notice or any meeting, or any resolution, proceeding or action at any meeting to which the notice pertained or otherwise founded on such notice.

#### **48. Bylaws and Effective Date**

48.1 Subject to the articles and section 197(1) of the Act, the Board may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Association. Such new bylaw, amendment or repeal shall have no force or effect until approved, ratified and confirmed by special resolution of the members.

48.2 A vote of the members to approve, ratify and confirm any new bylaw or amendment shall be taken at a meeting of members provided that any member who does not attend such meeting may vote by proxy and the provisions of section 20.13 shall apply.

#### **49. Repeal**

49.1 The bylaws of the Association existing immediately before these bylaws take effect are repealed, provided that, subject to the Act, the repeal of such bylaws shall not affect their previous operation nor that of any rules or regulations made pursuant thereto or any right, privilege, liability or obligation acquired, accruing or incurred under the repealed bylaws or under any rules or regulations made pursuant thereto;

and those directors and officers in office upon the repeal of such bylaws may remain in office until the completion of their terms; and any investigation, proceeding or remedy relating to disciplinary matters arising previous to the coming into force of these bylaws may be instituted, continued or enforced and any penalty or punishment may be imposed as if the repealed bylaws, rules and regulations had not been so repealed.

- 49.2 Subject to the Act, and unless otherwise expressly provided, the repeal of any of the provisions of these bylaws or of the Rules of Professional Conduct or of the Standards of Professional Practice or of any rules or regulations or of any interpretation, explanatory note or opinion shall not affect their previous operation nor any right, privilege or obligation acquired, accruing or incurred under any such repealed provisions and any investigation, proceeding or remedy relating to disciplinary matters arising previous to the repeal of any such provisions may be instituted, continued or enforced and any penalty or punishment may be imposed as if the said provisions had not been so repealed.

## **50. Transition**

- 50.1 In the event that any of the provisions hereof require changes as a result of any technical modifications required in order to obtain the approval of the Minister designated under the *Canada Corporations Act* of Bylaw Number One of 2013, and the Executive Committee and the Board express the view that such modifications are minor and not of a substantial nature, the said changes to these bylaws will form part of these bylaws as if originally forming part of the text.