

A **HIGHER LEVEL** of
management consulting



Un **NIVEAU SUPÉRIEUR**
de conseil en management

**Canadian Association of Management Consultants
Association Canadienne des conseillers en management
(CMC-Canada)**

By-laws

Ratified by members at the Annual General Meeting on April 18, 2023

**Canadian Association of Management Consultants
Association Canadienne des conseillers en management**

By-laws

Table of Contents

Preamble	5
By-law No. 1	5
Section 1 - General	5
1. Registered Office	5
2. Corporate Seal	5
3. Banking	6
4. Signing Officers	6
5. Fiscal Year	6
6. Annual Financial Statements	6
7. Certified Copies of Documents	6
8. Rules and Regulations	7
9. Interpretation	7
10. By-laws	7
11. Language	7
12. Gifts and Donations	7
13. Repeal of Previous By-laws	7
Section 2 - Membership	7
14. Membership	7
15. Criteria for Membership	9
16. Membership fees	9
Section 3 – Meeting of Members	9
17. Annual General Meeting	9
18. Special Meetings	9
19. Notice of Meetings	9
20. Notice of Special Meeting	10

21. Delivery of Notices _____	10
22. Resolution in Lieu of Meeting _____	10
23. Proxies _____	10
24. Quorum _____	11
25. Attendance at Meetings _____	11
26. Voting Rights _____	11
27. Voting Procedure _____	<u>1212</u>
28. Ballot _____	12
29. Adjournment _____	12
Section 4 - Directors _____	<u>1313</u>
30. Board of Directors _____	<u>1313</u>
31. Qualifications _____	13
32. Nomination of Directors for Election _____	13
33. Election of Directors _____	<u>1515</u>
34. Term of Office _____	<u>1515</u>
35. Vacancies _____	15
36. Meeting to fill Vacancies _____	<u>1616</u>
37. Attendance at Board Meetings _____	<u>1616</u>
38. Resignation and Removal _____	<u>1616</u>
39. Remuneration _____	<u>1616</u>
40. Borrowing _____	<u>1616</u>
41. Indemnification of Directors, Officers and Agents _____	<u>1717</u>
42. Limitation of Liability _____	<u>1717</u>
43. Reliance upon Advice _____	<u>1717</u>
Section 5 – Meetings of Directors _____	<u>1818</u>
44. Meetings of Directors _____	<u>1818</u>
45. Notice of Meetings _____	<u>1818</u>
46. Chair _____	<u>1818</u>
47. Voting _____	<u>1818</u>
48. Resolution in Lieu of Meeting _____	<u>1818</u>
49. Telephone Meeting _____	<u>1919</u>

Section 6 - Officers	<u>1919</u>
50. Officers	<u>1919</u>
51. Chair and Vice Chair	<u>1919</u>
52. Secretary	<u>1919</u>
53. Treasurer	<u>1919</u>
54. Executive Director	<u>2020</u>
55. Vacancies	<u>2020</u>
56. Declaration of Conflicts	<u>2020</u>
Section 7 - Committees	<u>2124</u>
57. Committees of the Board	<u>2124</u>
58. Governance & Nominating Committee	<u>2124</u>
59. Operation of Committees	<u>2222</u>
Section 8 – Notices	<u>2222</u>
60. Waiver of Notice	<u>2222</u>
61. Failure to Give Notice	<u>2323</u>
Section 9 – Auditor	<u>2323</u>
62. Auditor	<u>2323</u>

Preamble

The Canadian Association of Management Consultants - Association Canadienne des conseillers en management (CMC-Canada or the Association) is continued by Articles of Continuance (the "Articles") under the Canada Not-for-Profit Corporations Act (the "Act") for the purposes of encouraging professional excellence in management consulting in Canada.

The Association is interested in advancing the effectiveness of management consulting practices and processes. The Association acknowledges that many diverse organizations and individuals are interested in consulting processes and practices.

The Institutes of Certified Management Consultants of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec and Atlantic Canada (collectively referred to in these by-laws as the "Certifying Institutes"), are duly constituted professional associations with exclusive mandates to govern the designation and professional activities of the profession of management consulting within their respective jurisdictions.

The Certifying Institutes and not the Association, have the sole legal power and authority to certify and regulate the practice of management consulting and authorize the use of the designation Certified Management Consultant (CMC), Management Consultant or any other similar designation. The Association and the Certifying Institutes have entered into a Memorandum of Understanding to govern the activities undertaken by, and the interaction between, the organizations and the delivery of services to members. The Association encourages and supports the pursuit of professional certification by all individual members and supports the Certifying Institutes in ensuring integrity of the CMC designation.

By-law No. 1

A by-law relating generally to the conduct of the affairs of the Canadian Association of Management Consultants - Association Canadienne des conseillers en management (CMC-Canada or the Association).

Section 1 - General

1. Registered Office

The registered office of the Association shall be in the City of Toronto, in the Province of Ontario and at such place therein as the directors of the Association may from time to time decide. The Association may establish other offices and agencies at such other place or places as the Board of Directors (Board) may from time to time determine.

2. Corporate Seal

The corporate seal of the Association shall have inscribed thereon the words "CANADIAN ASSOCIATION OF MANAGEMENT CONSULTANTS -- ASSOCIATION CANADIENNE DES CONSEILLERS EN MANAGEMENT" and the seal appearing on the margin of this By-law is hereby adopted as the corporate seal of the Association.

3. Banking

The Association's bank accounts shall be kept in such chartered bank or trust company as the Board may by resolution from time to time determine. Cheques on the bank accounts, drafts drawn or accepted by the Association, promissory notes given by the Association, acceptances, bills of exchange, orders for payment of moneys and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Board may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Association's bank account by such officer or officers, person or persons, as the Board may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Association's name.

4. Signing Officers

The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign instruments in writing generally or to sign specific instruments in writing. The corporate seal may, when required, be affixed to any instrument in writing. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contract documents, deeds, mortgages, hypothecs, leases, charges, conveyances, transfers and assignments of property (real or personal, immovable or moveable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, stocks, bonds, debentures or other securities, and all paper writings or electronic documents.

5. Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Association shall terminate on the 31st day of December in each year.

6. Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and report of the public accountant to the members, publish a notice to its members stating that the annual financial statements and accountant's report are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office, by prepaid mail, by email, or on the Association's website.

7. Certified Copies of Documents

A copy of any document issued by the Association may be certified by the Executive Director or the Secretary or their designate under the corporate seal of the Association as being a true copy of the original document for all purposes.

8. Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with the by-laws of the Association relating to the administration and the conduct of the operations of the Association as they deem expedient, and may rescind or amend such rules and regulations provided that such rules, regulations, rescissions and amendments shall have force and effect only until the next meeting of the members of the Association (other than a special meeting duly called for another purpose) when they shall be unanimously confirmed, in whole or in part, and in default of such confirmation at such annual general meeting, such rules and regulations (or the part not so confirmed) shall cease to have force and effect.

9. Interpretation

In all by-laws of the Association where the context so requires or permits, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine shall include the feminine, and wherever references are made to the “Act”, it shall mean the Canada Not-for-Profit Corporations Act and every other act or statute substituted therefore, and in the case of such substitution the reference in the by-laws of the Association to non-existing acts or statutes shall be read as referring to the substituted provisions in the new act or statute.

10. By-laws

By-laws of the Association not embodied in the Articles may be enacted, and the by-laws repealed or amended by by-law enacted, by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of a majority of the votes cast at a meeting of members duly called for the purpose of considering the said by-law, voting on the basis set out in Section 49 of this By-law.

11. Language

The English language text of any by-law of the Association and the French language text of any by-law of the Association shall have equal weight in matters of interpretation.

12. Gifts and Donations

The Association may take such steps as it deems appropriate to enable the Association to 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 Association.

13. Repeal of Previous By-laws

This by-law repeals and supersedes all previous by-laws of the Association.

Section 2 - Membership

14. Membership

There shall be ~~two~~ one classes of membership in the Association, namely Individual Members, ~~and Member Firms (collectively referred to as “members”).~~

~~15. Individual Members~~

a) ~~Individual Members~~ ("members") shall be subject to the following provisions::

~~b)a)~~ Any person who:

- i) applies and is accepted for membership in a Certifying Institute which is at the applicable time party to a Memorandum of Understanding with the Association;
- ii) agrees to comply with the code of conduct of the Certifying Institute for the region in which the applicant is resident, when required by that Certifying Institute;
- iii) is resident in Canada;
- iv) has an interest in advancing the profession of management consultants in any province or territory of Canada, or in such other jurisdiction as the Board may approve from time to time;
- v) acknowledges and agrees to abide by the Uniform Code of Professional Conduct of the Association; and
- vi) otherwise meets the criteria for Individual Membership, as set by the Certifying Institute for the region in which the applicant is resident;

may be admitted to membership as an Individual Member.

~~b)b)~~ Candidates for Individual Membership in the Association shall submit to the Association the prescribed membership fees s and a written application on the form specified by the Certifying Institute for the region in which the applicant is resident. The Association will forward copies of the membership applications received from applicants to the Certifying Institutes for the region in which each applicant is resident.

c) An Individual Member may resign from membership in the Association by resignation in writing delivered to the Certifying Institute for the region in which the Individual Member is resident.

d) Membership in the Association may be suspended or revoked by the Association if the member fails to pay any Association membership fees when due or otherwise fails to meet the membership criteria. When informing the member, the Association shall clearly indicate that the suspension or revocation affects only the Association membership and that membership in the Certifying Institute is a separate and distinct matter.

e) Membership ~~of an Individual Member~~ may be suspended or revoked by the Certifying Institute for the region in which the Individual Member is resident, if the Individual Member fails to pay any membership fees when due or otherwise fails to meet the membership criteria set by the Certifying Institute for the region in which the applicant is resident from time to time. Suspension or revocation of Individual Membership by the Certifying Institute automatically suspends or revokes membership in the Association, and the member is considered not to be in good standing for the purposes of this by-law.

f) Certifying Institutes will forward to the Association all resignations, and notices of suspension or revocation of membership, which shall be effective immediately upon receipt by the Association.

~~f)g)~~ The Association will inform the respective Certifying Institute of all resignations or notices of suspension or revocation of Association membership.

16.15. Criteria for Membership

The Board may by resolution from time to time establish and amend criteria for the admission of Individual Members ~~and Member Firms to membership~~ in the Association.

16. Membership fees

The Board may by resolution set annual membership fees for Individual Members, on a region-by-region basis.

Section 3 – Meeting of Members

17. Annual General Meeting

The Annual General Meeting of members shall be held at such place in Canada on such day in each year as the Board may by resolution determine. The Annual General Meeting of members may be held in person or virtually by means of a telephonic, an electronic or other communication facility that permits all members to communicate adequately with each other during the meeting.

18. Special Meetings

The Board or the Chair or Vice Chair shall have power to call a special meeting of the members at any time. A special meeting of members may be held in person or virtually by means of a telephonic, an electronic or other communication facility that permits all members to communicate adequately with each other during the meeting. The Board shall call a special meeting of members upon written requisition of members in good standing and entitled to vote at the meeting being requisitioned representing not less than twenty-five percent (25%) of the members entitled to vote at the meeting being requisitioned and the time and place of such requisitioned meeting shall be determined by the Board, acting reasonably.

19. Notice of Meetings

A written notice, stating the day, hour and place of meeting and the general nature of the business to be transacted, and shall be delivered or sent by email or other means of telecommunication or sent by mail, charges prepaid, to each member entitled to such notice and to vote at such meeting, to each director and to the auditor of the Association:

- a) in the case of the Annual General Meeting at least thirty (30) days and not more than sixty (60) days (exclusive of the day on which the notice is sent but inclusive of the day for which the notice is given) before the date of the meeting; and
- b) in the case of a special meeting, at least fourteen (14) days, in the case of notice by mail, and otherwise at least ten (10) days, and not more than fifty (50) days (in each case

exclusive of the day on which the notice is sent but inclusive of the day for which the notice is given) before the date of the meeting.

If any business is to be transacted in person or by proxy, the notice of such meeting of members shall state that the member may vote by proxy in respect of that business.

If any business is to be transacted by mail-in or electronic ballot, the notice shall provide voting instructions and any other information the Board determines is reasonably necessary to transact that business, from time to time, and in accordance with these By-laws.

20. Notice of Special Meeting

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment thereon and shall include or attach the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of members, and all business transacted at an annual general meeting of members other than consideration of the financial statements and auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.

21. Delivery of Notices

Notice shall be delivered, sent by email or other means of telecommunication or mailed to each member entitled to notice at the address of such members that appears on the books of the Association or at such address as the member may have given to the Secretary of the Association. If no such address is known, then such notice shall be sent to the last address of the member known to the Secretary. If any notice duly given to a member is returned because the member cannot be found at such address, the Association shall not be required to give any further notice to such member until the member informs the Association in writing of the member's new address.

22. Resolution in Lieu of Meeting

Except where a written statement is submitted by a director or by an auditor in accordance with the provisions of the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of members; and a resolution in writing dealing with all matters required to be dealt with at a meeting of members, and signed by all the members entitled to vote at such meeting, satisfies all the requirements of the Act relating to the meeting of members. A confirmation email from the member's unique email address, or in the case of an electronic vote, from the member's unique IP address, shall be accepted as a vote from that member.

~~23. Representatives~~

~~24.23. A body corporate, partnership, firm or association which is a Member Firm may be represented at a meeting of members by any individual authorized by a resolution of its directors or governing body and such individual may exercise on behalf of the body corporate, partnership, firm or~~ Proxies

The Board may specify in a notice calling a meeting of members in respect of business to be

transacted in person or by proxy, a time, preceding the time of such meeting by not more than forty-eight (48) hours, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Association or an agent thereof specified in such notice or, if no such time is specified in such notice, it shall have been received by the Secretary of the Association or by the chair of the meeting or any adjournment thereof prior to the time of voting.

25.24. Quorum

Unless a greater number of members is, by the Act or by the Articles or any other by-law of the Association, required to be represented, a quorum for any meeting of members shall be:

- a) For business transacted in person, by proxy or virtually, in aggregate, thirty (30) Individual Members, in each case represented in person or by their authorized representatives or proxyholders, and no business shall be transacted at any meeting of members unless such quorum shall be present at the opening of the meeting. If a quorum is present at the beginning of the meeting, the quorum requirement shall be deemed to have been met, regardless of whether some members may leave prior to voting; and
- b) for business to be transacted by mail-in or electronic ballot, in the aggregate, thirty (30) Individual Members ~~and Member Firms~~ having voted in respect of that business.

26.25. Attendance at Meetings

The only persons entitled to attend a meeting of members shall be members in good standing, their ~~representatives and~~ proxyholders, the directors and the auditors of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

27.26. Voting Rights

Subject to the provisions of the Act, the Articles and the by-laws of the Association, each Individual Member shall be entitled to one vote on any matter properly brought before any meeting of members, special or general ~~(other than any matter upon which the Member Firms are entitled to vote separately as a class)~~, provided such Individual Member is at the time of the meeting entered in the books of the Association as a member of the Association in good standing.

~~Likewise subject to the provisions of the Act, the Articles and the by-laws of the Association, the Member Firms, through their authorized representatives or proxyholders, shall be entitled at any~~

~~meeting of members, special or general, to cast a single vote on any matter properly brought before any meeting of members, special or general, (other than any matter upon which the Individual Members are entitled to vote separately as a class), that shall have equal weight with a vote cast by an Individual Member or any of them, and the nature of the vote so cast, in favour or against the particular matter as the case may be, shall be determined by majority resolution of the votes cast. In any class vote, each Individual Member and each Member Firm, through its authorized representative or proxyholder, shall have one vote, provided such Individual Member or Member Firm is at the time of the meeting entered in the books of the Association as a member of the Association in good standing.~~

28.27. Voting Procedure

- a) For business to be transacted by meeting in person, by proxy or virtually, any question shall be decided by a show of hands or virtual poll, unless a ballot is required or demanded as hereinafter provided. Upon a show of hands every member who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.
- b) For business to be transacted by mail-in or electronic ballot, votes shall be cast in the manner determined by the Board from time to time, and include without limitation, post, telephone, or electronic ballot or any other means of recorded ballot. The ballot shall close 72 hours before the time scheduled for the commencement of the Annual General Meeting (or special meeting as provided by these By-laws). The results of the vote shall be announced at the Annual General Meeting or special meeting, as the case may be.

29.28. Ballot

Except as provided in these By-laws, on any question proposed for consideration at a meeting of members to be transacted in person or by proxy, and whether or not a show of hands has been taken thereon, the chair of the meeting may require, or any member, authorized representative or proxyholder entitled to vote at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. In case of an equality of votes at any meeting of members, the chair of the meeting shall be entitled to a second or casting vote.

30.29. Adjournment

The chair of the meeting may, with the consent of any meeting, adjourn the same from time to

time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice of calling the same.

Section 4 - Directors

31-30. Board of Directors

The Board of Directors of the Association shall consist of up to 15 Directors to be elected by the members to the following positions:

- a) Chair;
- b) Vice Chair;
- c) Treasurer;
- d) Secretary;
- e) Regional Directors, one (1) ~~nominated for to be~~ elected by the members within the jurisdiction of each Certifying Institute that is a party to a Memorandum of Understanding at the applicable time;
- f) Three (3) Directors At Large;
- g) One (1) Public Director; and
- h) Other such positions as the Board may from time to time determine.

32-31. Qualifications

Each director, except for the Public Director, shall be an Individual Member in good standing. Each director, other than the Public Director and Director(s) At Large, shall be a Certified Management Consultant. At the time of nomination for election, the Chair and Vice Chair shall be a past or current member of the Board of the Association, but may not be a member, other than a past president, of a Certifying Institute board or council.

No person shall be nominated for election as a director if that person is less than eighteen (18) years of age, of unsound mind and has been so found by a court in Canada or elsewhere, or has the status of undischarged bankrupt.

A director may not serve for more than two (2) consecutive terms of office, unless at the expiration of the second term of office the director is an officer of the Association, in which case the director may remain on the Board so long as the director remains an officer.

33-32. Nomination of Directors for Election

On direction of the Board, ~~the Nominating Governance & Nominating~~ Committee will develop the necessary qualifications and criteria for each available position on the basis of experience in the profession, the need for balanced representation on the Board, and on other criteria as may be established by the Board from time to time.

The ~~Nominating Governance & Nominating~~ Committee will seek out nominations from the

membership for the positions of Secretary, Treasurer, and Director at Large. The ~~Nominating~~Governance & Nominating Committee may itself seek out additional candidates to stand for election. Notice of the availability of such positions shall be given to the members not less than sixty (60) days prior to the annual general meeting (or other special meeting as provided in these By-laws), or such longer period as the Board may determine.

a) Chair and Vice Chair

The ~~Nominating~~Governance & Nominating Committee will recommend to the members one (1) current or past director of the Association, other than a Public Director, for the position of Vice Chair, based on the needs of the Association as identified by the current Board. At the commencement of their term of office, the Chair and Vice Chair may not be a member, other than a past president, of a Certifying Institute board or council. The Vice Chair is elected by members, and will automatically move to the position of Chair upon completion of the term of the current Chair, or should the Chair position become vacant.

b) Treasurer

The ~~Nominating Committee~~Governance & Nominating Committee will seek out nominations for the position of Treasurer, who shall be an individual member in good standing. At the commencement of their term of office, the Treasurer may not be a member, other than a past president, of a Certifying Institute board or council.

c) Secretary

The ~~Nominating Committee~~Governance & Nominating Committee will seek out nominations for the position of Secretary, who shall be an Individual member in good standing. At the commencement of their term of office, the Secretary may not be a member, other than a past president, of a Certifying Institute board or council.

The ~~Nominating Committee~~Governance & Nominating Committee may choose to combine this position with either the Vice Chair or Treasurer.

d) Regional Directors

~~The Nominating Committee shall put forward the candidate identified by each Certifying Institute that is party to a Memorandum of Understanding at the applicable time.~~

~~CMC Canada will confirm the voting results with the respective Certifying Institutes. If a Certifying Institute's candidate is not confirmed by the members, then the Nominating Committee will request the Certifying Institute council to put forth another candidate~~Members within the jurisdiction of a Certifying Institute that is a party to a Memorandum of Understanding at the applicable time may nominate another member from that jurisdiction as a Regional Director. ~~The Nominating Committee shall put forward the candidate identified by each Certifying Institute that is party to a Memorandum of Understanding at the applicable time.~~

~~CMC Canada will confirm the voting results with the respective Certifying Institutes. If a Certifying Institute's candidate is not confirmed by the members, then the Nominating Committee will request the Certifying Institute council to put forth another candidate~~

e) Director(s) at Large

There are three available Director at Large positions. The ~~Nominating Committee~~Governance & Nominating Committee shall annually seek out nominations to fill any vacancies. At the commencement of their term of office, a Director at Large may not be a member, other than a past president, of a Certifying Institute board or council.

f) Public Director

The ~~Nominating Committee~~Governance & Nominating Committee will put forth up to three (3) members of the public who shall not be a member of the Association or of any Certifying Institute. Members of CMC-Canada will vote for one candidate. The candidate who obtains the greatest number of votes shall be the Public Director.

34.33. Election of Directors

Directors will be elected by mail-in or electronic ballot in accordance with these By-laws. The voting process will require the votes to be gathered in a manner that permits their subsequent verification and will permit the tallied votes to be presented to the Association without identification of any member's vote.

Each member in good standing shall be eligible to cast one (1) vote for each position identified on the slate of directors put forward by the ~~Nominating Committee~~Governance & Nominating Committee. Only the members ~~of within the jurisdiction of~~ a Certifying Institute may vote for the ~~representative-Regional Director position for that jurisdiction, for that Institute.~~

~~— If any nominated director does not receive approval from the majority of votes cast, the Nominating Committee shall seek a new individual to stand for election. The Board shall call for a second vote of members to approve the second candidate. Should this second vote be required, the Director in that Board position at the time of the Annual General Meeting shall continue in that role until a replacement has been elected by members.~~

35.34. Term of Office

The term of office of a director is two (2) years. The results of the election of directors shall be announced at the Annual General Meeting. Subject to the provisions of these By-laws, the term of office of each director shall begin at the close of the Annual General Meeting immediately following their election, and end at the close of the second annual general meeting after that.

36.35. Vacancies

~~Subject to Section 15 of this By-law, w~~Whenever one or more vacancies shall occur on the Board, ~~except for a vacancy in a Regional Director position,~~ the remaining directors then in office, if constituting a quorum, may appoint a qualified person(s) to the Board, to hold office for the unexpired term(s) of the vacating director(s).

~~— In the event there is a vacancy in a Regional Director position, the Certifying Institute that nominated the vacating Regional Director shall appoint a qualified person to the Board to hold office for the unexpired term of the vacating director,~~

~~and the remaining directors then in office shall confirm such appointment to the Board.~~

37.36. Meeting to fill Vacancies

Whenever a vacancy shall occur on the Board, which results in the Board not having a quorum, the remaining directors shall forthwith call a special meeting of members to fill a vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any member may call the meeting.

38.37. Attendance at Board Meetings

~~The Past Chair of the Board, and t~~The Executive Director of the Association shall be entitled to attend all meetings of the Board other than in camera meetings, but shall have no right to vote. Any other person may attend a Board meeting only at the invitation of the Chair.

39.38. Resignation and Removal

Any director may resign by delivering a resignation in writing to the Secretary. Such resignation shall not require acceptance to be effective.

Subject to the provisions of the Act, the members may, by ordinary resolution passed by a majority of the votes cast at a special meeting of such members duly called for that purpose, remove a director and may at that meeting elect a qualified person to replace such director for the remainder of the term of such director.

40.39. Remuneration

Members of the Board shall serve as such without remuneration from the Association and no director shall directly or indirectly receive any profit from the position as a director. A director may be paid reasonable expenses incurred by such director in the performance of the duties of a director in accordance with the policies adopted by the Association from time to time.

41.40. Borrowing

The Board of the Association may from time to time:

- a) Borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary and expedient in the interests of the Association;
- b) Issue, sell or pledge debt obligations of the Association, including without limitation, bonds, debentures, notes or other similar obligations of the Association, whether secured or unsecured;
- c) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently applied real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debts or liabilities of the Association; and

- d) Delegate to one or more directors and officers of the Association as may be designated by the Board all or any of the powers conferred by the foregoing clauses of this borrowing provision to such extent and in such manner as the Board shall determine from time to time.

42.41. Indemnification of Directors, Officers and Agents

Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association, and their heirs, executors, administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

- a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, officer, or other person, for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by that director, officer or other person, in or about the execution of the duties of the office;
- b) all other costs, charges and expenses sustained, or incurred, in or about or in relation to the affairs of the Association;

except such costs, charges or expenses as are occasioned by the willful neglect or default of such director, officer, or other person, as the case may be.

43.42. Limitation of Liability

No director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed or invested, or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the office of the director or officer or trust or in relation thereto unless the same shall happen by or through the willful act or default of the director or officer, as the case may be.

44.43. Reliance upon Advice

Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Section 5 – Meetings of Directors

45.44. Meetings of Directors

Meetings of the Board may be held at such place and time as the directors may by resolution decide. Meetings may be held in person or virtually by means of a telephonic, an electronic or other communication facility that permits all directors to communicate adequately with each other during the meeting.

46.45. Notice of Meetings

Notice of the time and place of each meeting of the Board shall be given to each director at least fourteen (14) days, in the case of notice given by mail and otherwise at least six (6) days (in each case, exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the meeting is to take place. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

Provided a quorum of directors is present, the Board may without notice hold a meeting immediately following the Annual General Meeting of members. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

47.46. Chair

All meetings of the Board shall be chaired by the Chair, or in the absence of the Chair, by the Vice Chair of the Association, or in the absence of both the Chair and the Vice Chair, by a director appointed to act as chair from among those directors present at the meeting. A minimum of seven (7) directors shall constitute a quorum at a meeting of the Board. No official business shall be transacted at a meeting of directors if a quorum is not present.

48.47. Voting

At all meetings of the Board any question shall be decided by the vote of a majority of those present and in the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote. Any question at a meeting of the Board shall be decided by a show of hands unless a ballot is required or demanded.

49.48. Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of directors. An electronic resolution, emailed to the Secretary by individual directors entitled to vote on that resolution, is as valid as if it had been passed at a meeting of directors.

50-49. Telephone Meeting

Any director may participate in a meeting of the Board by means of telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, provided that all the directors consent to the holding of meetings in such manner. Any such consent may be given with respect to all meetings of the Board held while a director holds office.

Section 6 - Officers**51-50. Officers**

The officers of the Association shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution determine. The Board may specify the duties of, and in accordance with this By-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Association.

52-51. Chair and Vice Chair

The Chair shall, if present, preside at all meetings of the directors and members of the Association. The Chair shall perform duties incident to the office and shall have such other powers and duties as may from time to time be assigned by the Board. In the absence of the Chair, the Vice Chair shall possess all the powers and shall perform all the duties of the Chair. The Vice Chair shall in addition perform such other duties as are properly delegated by the Board.

53-52. Secretary

The Secretary shall issue or cause to be issued notices of all meetings of the Association and of the Board when directed so to do, shall have charge of the minute book of the Association, of the corporate seal and of the books and records of the Association, may certify documents issued by the Association and shall perform such other duties incident to the office or as the Executive Director or the Board may from time to time properly require.

54-53. Treasurer

The Treasurer shall collect or cause to be collected all Association revenues and, subject to the provisions of any resolution of the Board, shall have the care and custody of all the funds and securities of the Association and shall deposit or cause to be deposited the same in the name of the Association in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records required by the Act and shall perform all duties incident to the office or that are properly required by the Board. The Treasurer shall disburse the fund of the Association as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Board, whenever they may require an accounting, an account of all the transactions and a statement of the financial position of the Association.

55.54. Executive Director

The Executive Director of the Association shall be appointed by the Board and shall hold office at the pleasure of the Board, or for such period of time as the Board may determine and shall be subject to removal by the Board at any time, with or without cause.

The Executive Director is the Chief Executive Officer of the Association and shall report to the Board. The Executive Director shall manage and direct the business and affairs of the Association, excluding those matters and duties that must by law be transacted or performed by the Board or the members. The Executive Director shall have authority to sign all instruments and documents on behalf of the Association and shall perform duties incident to the office and shall have such other powers and duties as may from time to time be assigned by the Board.

The Executive Director shall be responsible for ensuring that the objectives of the Association are carried out, for maintaining general direction and control of the affairs of the Association and supervising the implementation of the policies and programs of the Association. The Executive Director shall employ and discharge agents and employees of the Association and may delegate any responsibilities to them.

The Executive Director shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board any information which they may require regarding the affairs of the Association.

56.55. Vacancies

If the office of the Chair shall become vacant for any reason, the Vice Chair shall automatically become the Chair and shall hold that office for the balance of the vacating Chair's term.

If the office of the Chair becomes vacant, and the Vice Chair does not accept the office of Chair, or the office of Vice Chair, Treasurer or Secretary should become vacant, a replacement may be appointed by the Board, provided a quorum of the Board shall then remain in office, and such person shall hold office for the balance of the unexpired term of the vacating officer.

57.56. Declaration of Conflicts

Subject to and in accordance with the provisions of the Act, a director or officer of the Association who is a party to a material contract or proposed material contract with the Association, or is a director or an officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Association, shall disclose in writing to the Association or request to have entered in the minutes of meetings of directors the nature and extent of such interest, and any such director shall refrain from voting in respect thereof unless otherwise permitted by the Act.

Section 7 - Committees

58.57. Committees of the Board

The Board may appoint committees, however designated, and delegate to such committees any of the powers of the Board in the management of the Association, as the Board may deem advisable. Each committee shall serve during the pleasure of the Board and members of committees shall be subject to removal by the Board at any time, with or without cause.

Committee chairs will act as liaison between that committee and the Board, reporting to the Board at least quarterly or as requested by the Board, by conference call or other electronic means, or in person if required by the Board.

58. Governance & Nominating Committee

The Board shall appoint a Governance & Nominating Committee, which shall be responsible for nominating directors of the Association in accordance with these by-laws. The Governance & Nominating Committee shall be comprised of the Vice Chair and other such members, directors and officers of the Association as the Board may determine from time to time and shall be chaired by the Vice Chair of the Association. Members of the Governance & Nominating Committee shall serve one-year terms.

59. Nominating Committee

~~— The Board shall appoint a Nominating Committee, which shall be responsible for nominating directors of the Association in accordance with these By-laws. The Nominating Committee shall be chaired by the immediate Past Chair and shall be comprised of the Vice Chair and other such members, directors and officers of the Association as the Board may determine from time to time. The Nominating Committee shall serve one-year terms during the pleasure of the Board and members of the committee shall be subject to removal by the Board at any time, with or without cause.~~

60. Executive Committee

~~— There shall be an Executive Committee, comprised of the Chair, Vice Chair, Past Chair, Secretary and Treasurer, who shall be responsible for the affairs of the Association between meetings of the Board and shall fully report on all decisions made by the Committee at the next Board meeting following any such decision.~~

~~— The Executive Committee shall meet with senior management prior to each Board meeting. Executive Committee members shall serve terms concurrent with, and dependent upon, their Board terms of office.~~

~~— Notice of the time and place of each meeting of the Executive Committee shall be given to each director at least seven days before the meeting is to take place. A minimum of two committee members shall form a quorum.~~

~~61. Other Committees~~~~a) Board Committees~~

~~The Board may from time to time establish other committees and task forces of the Association for the purpose of carrying out the objectives of the Association and may delegate to such committees any of the powers of the Board in the management of the Association, as the Board may deem advisable. Membership in these committees shall be determined by the Board. These committees shall serve during the pleasure of the Board and members of these committees shall be subject to removal by the Board at any time, with or without cause.~~

~~b) Operating Committees~~

~~Staff may from time to time establish other committees and task forces of the Association for the purpose of providing input on specific Association objectives. Such committees may also provide a vehicle for Association volunteers to share information. Operating committees are chaired by staff, who develop committee mandates and terms of reference, and do not report directly to the Board.~~

~~Notice of the time and place of each meeting of an operating committee shall be given to its members at least seven days before the meeting is to take place. Meetings are held by conference call. Operating committees are formed on an as needed basis upon the invitation of staff; there is no term of office for their members, and as the committees are formed for information sharing purposes, no quorum is required.~~

63.59. Operation of Committees

Members of committees shall serve without remuneration but shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties in accordance with the policies adopted or approved by the Board from time to time. The Board shall approve a mandate and terms of reference for each committee, to include qualifications for chair and membership, plus such rules as it shall deem expedient for the holding and conduct of meetings.

Section 8 – Notices**64.60. Waiver of Notice**

Any member (or duly appointed proxyholder), director (including any member of a committee of the Board), officer, or auditor may at any time waive the sending of any notice, or waive or abridge the time for any notice, required to be given under any provision of the Act, the articles of continuance, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the Board, which may be given in any manner. Attendance of a director at a meeting of directors or of a member or any other person entitled to attend a meeting of members is a waiver of notice of the meeting except where such director, member or other person, as the case may be, attends a meeting for the express purpose of objecting to the transaction of any business on the grounds

that the meeting is not lawfully called.

65.61. Failure to Give Notice

The accidental omission to give any notice to any member, director (including any member of a committee of the Board), officer, or auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

Section 9 – Auditor

66.62. Auditor

The members of the Association shall, at each annual general meeting, appoint a public accountant as auditor in accordance with the Act, to audit the accounts of the Association, for reporting to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

DRAFT