



**PROFESSIONAL ASSOCIATION OF
CHRISTIAN COUNSELLORS and PSYCHOTHERAPISTS
("PACCP")**

BY-LAWS

**Approved at the Annual General Meeting
September 22, 2017**

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the

**PROFESSIONAL ASSOCIATION OF CHRISTIAN COUNSELLORS
AND PSYCHOTHERAPISTS (PACCP)**

(the "Corporation")

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WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 20th day of November, 2001 under the name the Professional Association of Canadian Christian Counsellors (PACCC);

AND WHEREAS the Corporation has applied for a certificate of continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* under the new name of the Professional Association of Christian Counsellors and Psychotherapists (PACCP);

BE IT ENACTED as a general operating By-law of the Corporation in accordance with Section 11.01 as follows:

ARTICLE 1
GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "**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;

- b) "**articles**" means the original or restated articles of incorporation and any articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) "**board**" means the board of directors of the Corporation and "director" means a member of the board;
- d) "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) "**Largest Branch**" shall mean the branch that possesses the largest total number of members on the 31st day of December in each year;
- f) "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- g) "**Member's Own Insurance**" shall mean the policy of insurance arranged by an individual member which is outside of the Corporation's coverage;
- h) "**Operating Regulations**" means the operating regulations approved by the board in accordance with section 1.16 of this bylaw;
- i) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- k) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- l) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law:

- a) words in the singular include the plural and vice-versa,
- b) words in one gender include all genders, and
- c) "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the board shall determine which officer of the Corporation, or designate, shall be the custodian of the corporate seal.

1.04 Validity not affected

It shall not be a prerequisite to the validity of any contract, document or other instruments in writing that it be impressed with the seal of the Corporation, and all contracts, documents or other instruments in writing signed shall be as effectual as if signed under the seal of the Corporation, and shall bind the Corporation to the same extent.

1.05 Execution of Documents

Contracts, documents, or other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year

Unless otherwise changed by resolution of the board, the financial year end of the Corporation shall be the 31st day of May each year.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it (including, without limitation, cheque signing authority) shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.08 Investment Powers

Subject to the limitations accompanying any gift and the articles or this by-law, the Corporation may invest its funds as the Board thinks fit.

1.09 Borrowing Powers

The directors may from time to time:

- a) borrow money on the credit of the Corporation, with the approval of the members;
- b) limit or increase the amount to be borrowed, with the approval of the members;
- c) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

The directors may from time to time by motion or resolution delegate to any two (2) officers all or any of the powers conferred on the directors by this Section to the full extent thereof or such lesser extent as the directors may in any such motion or resolution provide.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the Corporation possessed by the directors independently of this by-law.

1.10 Annual Financial Statements

The Corporation 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 stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at by mail or electronic means.

1.11 Public Accountant

The Corporation shall be subject to the requirements relating to appointment of a public accountant and level of financial review required by the Act. The members may resolve not to appointment a public accountant if the Corporation meets the requirements for a “designated corporation” under the Act (by having \$50,000 or less in gross annual revenues for its last completed financial year) and upon unanimous approval of the members.

1.12 Location

The registered office of the Corporation shall be at such place within Canada as the board may determine from time to time by special resolution.

1.13 First Directors

The first directors shall be those individuals that are directors as of the date that the Corporation continues under the Act, with the terms for which each director was respectively elected carrying on and being unchanged by the continuance of the Corporation under the Act.

1.14 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if such individual:

- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and,
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

The Corporation shall indemnify any individual referred to above in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Corporation or other entity, who fulfills the conditions contained in (a) and (b) above and who was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done.

The Corporation may also indemnify such individuals in such other circumstances as the Act or other applicable law permits or requires. Nothing in this by-law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

The Corporation is hereby authorized to execute agreements evidencing its indemnity in favour of the foregoing persons to the full extent permitted by law.

1.15 Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 1.14 against any liability incurred by the individual:

- a) in the individual's capacity as a director or an officer of the Corporation; or
- b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

1.16 Operating Regulations

The board may adopt, amend, or repeal by resolution such operating regulations that are not inconsistent with the by-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, board code of conduct and conflict of interest, as well as procedural and other requirements relating to the by-laws as the board may deem appropriate from time to time. Any Operating Regulations adopted by the board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

ARTICLE 2
MEMBERSHIP

2.01 Classes, Conditions and Rights of Membership

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, Class A members (Voting) and Class B members (Non-Voting). The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation in accordance with the Corporation's Operating Regulations.

The following conditions of membership shall apply:

Class A Members (Voting)

Class A voting membership shall be available only to individuals who meet the criteria established by the Board from time to time in accordance with the Corporation's Operating Regulations, have applied and been approved by resolution of the board.

The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the Operating Regulations of the Corporation.

As set out in the articles, each Class A voting member is entitled to receive notice of, attend, speak and participate at all meetings of members and have the right to one (1) vote at all such meetings.

Class B Members (Non-Voting)

Class B non-voting membership shall be available only to individuals or organizations who meet the criteria established by the Board from time to time in accordance with the Corporation's Operating Regulations, have applied and been approved by resolution of the board.

The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the Operating Regulations of the Corporation.

Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

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 by-laws if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m).

2.02 Membership and Insurance Dues

The directors may determine the amount and the manner in which membership and insurance dues are to be paid. Members shall be notified in writing of the dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

Alternately, in regards for insurance, a member may provide written evidence of coverage for the ensuing year under the Member's Own Insurance which needs to be deemed sufficient to the satisfaction of the Board.

Once the Board has approved membership, a certificate is to be issued to the applicant evidencing the particular class of Membership held in the Corporation for the ensuing year.

2.03 Membership Transferability

Membership within the Corporation is non-transferrable.

2.04 Non-Practicing Status

All Class "A" members in good standing qualify for the status of a Non-Practicing Member by meeting the requirements for this status as established by the board from time to time as laid out in the Operating Regulations.

2.05 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws and within the Operating Regulations of the Corporation;

- c) the member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 2.06 below or is otherwise terminated in accordance with the articles or by-laws which will be at the sole discretion of the board;
- e) the board has determined that the Member has exhibited that he or she is not abiding or is unable to abide by the Statement of Beliefs;
- f) the board has determined that the Member has departed from the Christian Faith;
- g) the member's term of membership expires; or
- h) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

2.06 Discipline of Members

The board shall have authority to suspend or remove any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or Operating Regulations of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Suspension, expulsion and reinstatement of members shall take place in accordance with the provisions set forth in the Operating Regulations.

ARTICLE 3
MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

In accordance with and subject to the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, 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 to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Notice of any 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 on the business and provide the text of any special resolution or by-law to be submitted to the meeting.

Except where otherwise provided by the Act, if all members entitled to vote waive notice of the meeting, no notice of any meeting shall be required. A member or any other person entitled to attend a meeting of members may in any manner waive notice of a meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.02 Annual Meetings

An annual meeting of members shall be held at such time in each year, as the board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act. The Operating Regulations may set out any other requirements, including but not limited to rules of procedure, relating to the holding of annual meetings of members.

3.03 Special Meetings

The board may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members. In accordance with and subject to the Act, on written requisition by members carrying not less than 5% of the votes that may be cast at a meeting of members sought to be held, the board shall call a special general meeting of members, unless the exceptions in the section 167 of the Act are met. 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.

3.04 Places of Meetings

In accordance with and subject to the Act, meetings of members may be held at any place within Canada as the board may determine or outside Canada if all of the members entitled to vote at such meeting so agree. The board may determine to hold the annual meeting by teleconference or by other electronic means that permit members to communicate adequately with each other.

3.05 Special Business

All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.

3.06 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors, the officers, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

3.07 Chair of the Meeting

The President shall act as chair of any meeting of members. In the event that the President is absent, the Vice-President shall take the seat of chair. If the Vice-President is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.08 Quorum

Subject to the Act, a quorum at any meeting of the members shall be no less than ten percent (10%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, by telephonic and/or other electronic means, or by proxy.

3.09 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by ordinary resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.10 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.11 Meeting Held Entirely by Electronic Means

Notwithstanding section 3.10, if the directors or members of the Corporation call a meeting of members, those directors or members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.12 Absentee Voting by Electronic Means

Notwithstanding any other provision of this by-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in section 3.10 and section 3.11 is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the member proposes to raise at the annual meeting (a "proposal"). Subject to the Act, the Corporation shall include the proposal in the notice of meeting and if so requested by the member, shall also include a statement by the member in support of the proposal and the name and address of the member. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

ARTICLE 4
DIRECTORS

4.01 Number of Directors

The board shall consist of a number of directors between the minimum and maximum number of directors specified in the articles. The precise number of directors on the board shall be determined from time to time by the members by ordinary resolution, or, if the ordinary resolution empowers the directors to determine the number of directors, the resolution of the board.

4.02 Qualifications

Any person who is a voting member, elected as prescribed in Section 4.04 herein, may serve as a director of the Corporation, provided that individual:

- a) be at least 18 years old;
- b) not have been declared incapable by a court in Canada or in another country;
- c) be an individual (i.e., a corporation cannot be a director);
- d) not be in bankrupt status;
- e) be a person who is a born again Christian; and
- f) not refuse to sign the Statement of Beliefs of the Corporation and/or abide by the Code of Ethics of the Corporation.

4.03 Composition of Board

Directors shall, as far as practicable, be representative of the geographical regions of Canada. The board shall be comprised as far as possible of the following directors, all of whom shall be elected by the members except for those referred to in clause (a):

- a) The directors appointed by the board under section 4.04;
- b) The President;
- c) The President-Elect (if needed);
- d) Up to Three (3) directors representing the largest branch;
- e) Up to Two (2) directors representing every branch; and
- f) One representative from the National Ethics Committee.

4.04 Election of Directors and Term

- a) Subject to the articles and by-laws, directors shall be elected by the members of each regional branch by ordinary resolution at the branches' annual meeting of members at which an election of directors is required;
- b) The terms of office of the directors shall be three (3) years unless an ordinary resolution is made by members changing this term;
- c) No director shall serve more than two (2) terms;
- d) If directors are not elected at a meeting of members, the incumbent directors shall continue in office until their successors are elected;
- e) With the exception of the largest branch, members of each branch shall elect up to two (2) representatives to the board of directors.
- f) A majority of the directors shall be residents of Canada.

4.05 Ceasing to Hold Office

A director ceases to hold office when the director dies, resigns, is removed from office, or no longer fulfils all the qualifications to be a director set out in section 4.02 as determined in the sole discretion of the board.

4.06 Resignation

In accordance with and subject to the Act, a resignation of a director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

4.07 Removal

In accordance with and subject to the Act, the members may, by ordinary resolution, passed at a meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board. The procedure to be followed may be set out in the Operating Regulations.

4.08 Filling Vacancies

In accordance with and subject to the Act and the articles, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors, or from a failure of the members to elect the number of directors required to be elected at any meeting of members. If there is not a quorum of the board, or if the vacancy has arisen from a failure of the

members to elect the number of directors required to be elected at any meeting of members, the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such meeting or if there are no directors then in office, any member may call the meeting. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

4.10 Codes and Procedures

The board may establish from time to time Operating Regulations governing the conduct of the Members including, but not limited to:

- a) Vision and Mission statement for the Corporation;
- b) a Statement of Beliefs to be adhered to by members of the Corporation;
- c) a Code of Ethics governing the conduct of members of the Corporation;
- d) Policies and Procedures regarding the administration of all matters related to the enforcement of the Code of Ethics;
- e) a policy for continuing education and professional development for members of the Corporation;
- f) a process by which members may attain certification;
- g) Board portfolios for each director to have responsibility over;
- h) any codes, procedure, or statement dealing with any other matter which the Board deems, in its absolute discretion, will assist in the furtherance of the objectives of the Corporation.

ARTICLE 5
MEETING OF DIRECTORS

5.01 Calling of Meetings

Meetings of the board may be called by the President, the Vice-President or any two (2) directors at any time.

5.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held.

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 by-law 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.

5.03 Quorum

A quorum shall be a majority of the number of directors determined in accordance with section 4.01. For the purpose of determining quorum, a director may be present in person, or, if authorized under this by-law, be teleconference and/or other electronic means.

5.04 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.05 Participation at Meeting by Telephone or Electronic Means

If all the directors consent, a director may, in accordance with the Regulations, participate in a board meeting, by telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the board and committees of the board.

5.06 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chairperson may move, second, and vote upon any resolution or any other matter at the meeting as if he or she were a director only and not chairperson of the meeting. 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.

5.07 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a board meeting, shall be as valid as if it had been passed at a board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board or committee of directors.

5.08 Committees

Subject to the Act, the board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. Unless otherwise determined by the board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to otherwise regulate its procedure. Terms of reference of all committees, including standing committees, shall be contained in the Corporation's Operating Regulations.

5.09 Disclosure of Interest

Every director and officer shall disclose to the Corporation the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in the Act.

ARTICLE 6 **OFFICERS**

6.01 Appointment

The board may designate the offices of the Corporation, appoint officers, on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. The term of office of officers shall be one (1) year, or until their successor is appointed by the board, unless otherwise determined by the board by resolution.

The officers may also be referred to as the "Executive Committee".

6.02 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated with their positions, as well as such other duties and powers as the board may specify from time to time:

President – The President shall be appointed by the board and does not necessarily need to be an elected director. In the role of chair of the board of directors, the President is responsible for the implementing strategic plans and maintenance of policy affecting the affairs of the Corporation. The President shall act as chair of meetings of members and the board of directors thereof. The President shall also be a member ex-officio of all committees of the Corporation. The President shall be subject to the authority of the board and have general supervision of the affairs of the

Corporation. This term shall be two years with the possibility of re-appointment for a 2nd – 2 year term upon agreement of the board.

President-Elect – The President-Elect shall be appointed by the board one year prior to the serving President’s final year in office. The President-Elect does not necessarily need to be an elected director. The President-Elect shall perform such other duties as shall be delegated to him/her from time to time by the board. In the year following the completion of the President’s term, he/she shall be appointed President of the Corporation.

Vice-President– The Vice-President shall be a director. In the event of the President’s absence, inability to perform the duties and exercise the powers of the President, refusal to perform the duties and exercise the powers of the President, or disability, the Vice-President shall perform the duties and exercise the powers of the President, including (without limitation) presiding at all meetings of the board of directors and of the members. The Vice-President shall have such other duties and powers as the board may specify.

Secretary – The Secretary does not necessarily need to be an elected director. If appointed, the Secretary shall attend and be the secretary of all meetings of the board, members and, or their designate, committees of the board. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation unless otherwise designated by the board.

Treasurer – The Treasurer does not necessarily need to be an elected director. The Treasurer, or their designate, shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he or she shall render to the board whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and he or she shall have such other powers and duties as the board may specify.

National Administrator - The Board shall from time to time appoint a National Administrator and may delegate to him or her full authority to manage and direct the business and affairs of the Corporation, except such matters and duties as by law must be transacted or performed by the board or by the members in a general meeting, and to employ and discharge agents and employees of the Corporation, and he or she shall have such other powers and duties as the board may specify. He or she shall conform to all lawful orders given to him or her by the board. He or she shall at reasonable times give the Executive Committee and board or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a National Administrator shall be subject to discharge by the board. If appointed, a National Administrator shall receive remuneration to be determined by resolution of the board. The National Administrator shall be an ex-officio and non-voting member of the Executive Committee.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or the President requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.03 Authority of the Officers

The officers shall have the authority to act upon all emergency matters and shall perform such other duties as may be assigned to it from time to time by the board.

6.04 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a director (if a necessary qualification of appointment) or
- such officer's death.

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

ARTICLE 7 **BRANCHES**

7.01 Organization and Establishment

All Members of the Corporation resident in a Province, or a particular region of Canada as deemed by the board from time to time, or in the Yukon Territory, or the Northwest Territories, or Nunavut, shall constitute a “Branch” of the Corporation. In that regional jurisdiction (the “Branch Members”), the Branch shall have, for the purposes of its organization, the same powers as the Corporation has with respect to its organization and conduct of its affairs, except to the extent that such powers may from time to time be limited by or under authority of the by-laws of the Corporation, with specific responsibility for the following matters:

- a) the promotion and advancement of the Corporation’s Vision and Mission in conjunction with the President and board;
- b) education and training of branch members in regards to the Corporation’s Code of Ethics;

- c) the administration of informal programs of professional development for the Branch Members including seminars, clinics, lectures, programs, special events, and so forth;
- d) be involved with the planning and coordination of the national conference as is requested by the board from time to time.

The establishment from time to time of new Branches shall be confirmed by Special Resolution of the board of directors.

7.02 Governance

- a) Each branch shall have an Executive consisting of the Branch President, Branch Vice-President, Branch Secretary, and Past President of the particular Branch. The National Administrator shall be an *ex-officio* and non-voting member of the branch Executive;
- b) An effort shall be made by each Branch Executive to make all their respective decisions by consensus if at all possible. In the event that a consensus on any particular matter cannot be achieved, ordinary resolution shall make the decision;
- c) Each member of the Branch Executive shall hold office for a two (2) year term to a maximum of two consecutive terms of office.

ARTICLE 8 **DISPUTE RESOLUTION**

8.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 8.02 of this by-law.

8.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation that is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed

jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 9 **BY-LAWS**

9.01 Amendment of Articles

The articles of the Corporation may only be amended if the amendment is sanctioned by a special resolution of the members. Any amendment to the Articles is effective on the date shown on the issued Articles of Amendment.

9.02 By-laws to be Confirmed by Special Resolution

In accordance with the articles and subject to the Act, any by-law, amendment or repeal of a by-law shall require confirmation by special resolution of the members.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the articles and section 9.04 of this by-law, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the directors until the next meeting of members where it may be confirmed, rejected or amended by the members by special resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

9.04 Effective Date of By-Law, Amendment or Repeal under Subsection 197(1)

A by-law made, amended or repealed under subsection 197(1) of the Act is effective from the date of the special resolution of members approving such by-law, amendment or repeal and need not be submitted to the board for approval. For greater certainty, under subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or the bylaws of the Corporation to:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class of members or add, change or remove any rights and conditions of any such class;
- g) Divide any class of members into two or more classes and fix the rights and conditions of each class;
- h) Add change or remove a provision respecting the transfer of membership;
- i) Subject to section 133 of the Act, increase or decrease the number of or the minimum and maximum number of directors fixed by the articles;
- j) Change the statement of purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the articles.

9.05 Copy to Director

The Corporation shall, within the period prescribed by Section 153 of the Act and Section 60 of the Regulations, send to the director appointed under Section 281 of the

Act a copy of any by-law, amendment or repealed by-law, except for those that have been rejected by the members.

ARTICLE 10
DISSOLUTION

10.01 Dissolution

Upon dissolution, the Corporation shall utilize its remaining property firstly for payment of all debts and liabilities owing by the Corporation. Thereafter, the Corporation shall, by special resolution of the members, distribute or dispose of the remaining property to any organization in Canada whose aims, objectives and undertakings are consistent with those of the Corporation, with the choice of such particular organization being in the absolute discretion of the members as confirmed by said special resolution, provided that such distribution to another organization shall only occur after the Corporation has obtained any consent that is required by the Act for such distribution.

ARTICLE 11
EFFECTIVE DATE

11.01 Effective Date

These by-laws shall come into force and effect on the date on which the Corporation is continued under the Act.