

**IAP2 CANADA**  
**(Canada Not-for-profit Corporations Act)**

**Corporation Number 774699-7**

**I. Current name of the corporation**

IAP2 Canada

**II. Corporation number**

774699-7

**III. Province or Territory where the registered office is situated**

Ontario

**IV. Minimum and maximum number of directors**

Minimum number: 13

Maximum number: 13

**V. Statement of the purpose of the corporation**

1. The objects of the Association are to:
  - a) Encourage the growth and development of the public participation field, the development of techniques for use in the public participation field, and the public understanding of and participation in the public participation field,
  - b) Improve the quality and professionalism of persons in the public participation field,
  - c) Hold meetings, conferences, seminars and other sessions, including “virtual” sessions at which information concerning the practice of public participation can be disseminated,
  - d) Promote, enhance and encourage the exchange of information among practitioners and users of public participation and the general public,
  - e) Publish, edit or otherwise disseminate to practitioners and the general public articles, journals, books, monographs, audiovisual materials, newsletters, and other materials concerning the practice of public participation,
  - f) Advocate for the recognition of public participation as an area of practice that can positively inform public policy and decision-making,
  - g) Explore and encourage partnerships with associations having similar or related objects in order to further the preceding objects of the Association, and
  - h) Without limitation, doing all such other things as may be incidental and ancillary to the attainment of these objects.
2. The operations of the Association:
  - a) May be carried on throughout Canada and elsewhere, and
  - b) Must be carried on without pecuniary gain to its members, and any profits or other accretions to the Association must be used to promote its objects.

**VI. Restrictions on the activities that the corporation may carry on, if any**

None.

**VII. The classes, or regional or other groups, of members that the corporation is authorized to establish**

1. Full Members.
2. Life Members.

All members have the right to vote, and are eligible to be elected as directors.

**VIII. Statement regarding the distribution of property remaining on liquidation**

It is specially provided that in the event of liquidation, dissolution or winding-up of the Association, all its remaining assets after payment of its liabilities must be distributed to one or more registered charities as defined in the Income Tax Act.

**GENERAL OPERATING BY-LAW NO. 2**

A by-law relating generally to the conduct of the affairs of IAP2 Canada (the "Association ")

**PART 1 – DEFINITIONS**

**1.1** In this by-law and all other by-laws of the Association, 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) "AGM" means an annual general meeting,
- c) "articles" mean the original letters patent, the articles of continuation, and any amendment to them,
- d) "Association" means IAP2 Canada,
- e) "Board" or "Board of Directors" means the directors of the Association, acting as a body, and "director" means a member of the Board,
- f) "by-law" means this by-law and any other by-law of the Association as amended and which is, from time to time, in force and effect,
- g) "Chapter" has the meaning given to it in Part 15 and, except where otherwise required, includes Wild Rose Chapter,
- h) "IAP2 – Federation" means the Federation of Associations for Public Participation, incorporated in the state of Colorado, United States of America,
- i) "meeting of members" includes an annual meeting of members and a special meeting of members,
- j) "member" means a member in good standing of the Association,
- k) "ordinary resolution" means a resolution passed by a simple majority of the votes cast on that resolution,
- l) "President", "Vice-President", "Secretary" and "Treasurer" have the meaning given to them by Part 12,

- m) "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 of the Act,
- n) "Regulations" means the regulations made pursuant to the Act, as amended, restated or in effect from time to time,
- o) "special resolution" means a resolution passed by the Board and by a majority of not less than two-thirds (2/3) of the votes cast by the members on that resolution,
- p) "Wild Rose Chapter" means IAP2 Wild Rose Association, incorporated in the Province of Alberta, and
- q) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means.

- 1.2** 1) In the interpretation of this by-law, unless the context requires otherwise, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **PART 2 – FINANCE AND SEAL**

**2.1** The Association 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 Secretary must be the custodian of the corporate seal.

**2.2** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two 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 must 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 Association to be a true copy thereof.

**2.3** The financial year end of the Association must be determined by the Board, and if it is not so determined, must be December 31<sup>st</sup>.

**2.4** The banking business of the Association must be transacted at such credit union, bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it must be transacted by an officer or officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

**2.5** The Board must not, unless approved by a special resolution:

- a) borrow money on the credit of the Association,
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association,

- c) give a guarantee on behalf of the Association, and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

**2.6** The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) 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 Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

### **PART 3 – MEMBERSHIP**

**3.1** 1) There are two categories of members: Full Members and Life Members.

2) A member must support the objects of the Association.

3) A Full Member is a person who is:

- a) 18 years of age or older, and
- b) ordinarily resident in Canada and a member of Chapter, or
- c) ordinarily resident in Canada at a location that is not within the territory of a Chapter, and not a member of a Chapter.

A Full Member who is ordinarily resident in Canada at a location that is within the territory of a Chapter must belong to that Chapter.

4) A Life Member is a person who:

- a) became a life member of IAP2 – Federation on or before December 31<sup>st</sup>, 2010, and
- b) is ordinarily resident in Canada.

A Life Member who is ordinarily resident in Canada at a location that is within the territory of a Chapter must belong to that Chapter.

5) An employee of the Association must not be a member of the Association, or of a Chapter. A member may be a contractor of the Association.

6) A member may be a member of more than one Chapter.

**3.2** 1) An application for membership must:

- a) be in writing and in a form approved by the Board,
- b) indicate the Chapter or Chapters to which the applicant wishes to belong,
- c) include the name, address, telephone number, and e-mail address of the applicant, and
- d) be accompanied by the applicable annual membership dues.

2) The Board may in its sole discretion approve, postpone, or refuse an application for membership.

**3.3** Membership is transferable, at the discretion of the Board.

**3.4** Every member must uphold:

- a) the articles and by-laws,
- b) any rules and policies made by the Association, and
- c) any rules of order governing the conduct of meetings of members and of the Board.

**3.5** A member must promptly notify the Association of any change in the member's name, address, telephone number or e-mail address.

**3.6** 1) Membership must be renewed annually, by a date set by resolution of the Board.

2) The Association must send a membership renewal notice to each member a reasonable time before a membership must be renewed.

3) The amount of membership dues for each category of members, and the date for their payment, must be set by resolution of the Board.

**3.7** 1) A member ceases to be a member on:

- a) delivering a written resignation to the Association,
- b) death,
- c) having been a member not in good standing for 30 days, or
- d) being expelled.

2) A member becomes a member not in good standing on failure to pay:

- a) annual membership dues by or before the time set for their payment, or
- b) a debt due and owing to the Association.

**3.8** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

#### **PART 4 – MEMBERS DISCIPLINE**

**4.1** The Board may by a resolution of which 2/3 of the directors then in office are in favour suspend or expel any member on any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Association,
- b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion, or
- 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 Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, must provide 21 days' notice of suspension or expulsion to the member and must provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Board, in response to the notice received within such 21 day period. In the event that no written submissions are received, the Board may notify the member that the member is suspended or expelled. If written submissions are received in accordance with this by-law, the Board must consider such submissions in arriving at a final decision and must notify the member concerning such final decision within a further 21 days from the date of receipt of the submissions.

- 4.2**
- 1) A member may be expelled by special resolution.
  - 2) The notice of a resolution to expel a member must be accompanied by a brief statement of the reason or reasons for the proposed action, and must be sent in writing to every member at least 30 days before the meeting of members at which it will be considered.
  - 3) The member who is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of members before the resolution is put to a vote.

## **PART 5 – NOTICES OF MEETINGS**

- 5.1** Notice of the time and place of a meeting of members must be given to each member:
- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 30 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, not less than 21 days before the day on which the meeting is to be held.
- 5.2**
- 1) The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
  - 2) A member may at any time waive notice of a meeting of members and may ratify, approve and confirm any or all proceedings taken or had thereat.
  - 3) For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the member's last address recorded on the books of the Association.
  - 4) Notice of a meeting of members must, when a special resolution will be proposed, contain sufficient information to permit members to form a reasoned judgment on the decision to be taken.

**5.3** Any notice, communication or document, other than notice of a meeting of members or a meeting of the Board, to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant is sufficiently given, if:

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

A notice so delivered is deemed to have been given when it is delivered personally or to the recorded address as aforesaid, a notice so mailed is deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication is deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the registered address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law is sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **PART 6 – MEETINGS OF MEMBERS**

- 6.1**
- 1) Meetings of members must be held at the date, time and place, in accordance with the Act and these by-laws, that the Board decides.
  - 2) An AGM must be held at least once in every calendar year, and not more than 15 months after the last preceding AGM.
  - 3) The Board may at any time call a special general meeting.
  - 4) The Board must call a special general meeting in accordance with Section 167 of the Act on a written requisition of 10% of the members. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.
- 6.2**
- 1) The business of an AGM is:
    - a) the adoption of the agenda,
    - b) the adoption of rules of order, if required,
    - c) minutes from the last preceding AGM and any intervening special general meetings,

- d) the report of the Board,
  - e) consideration of the annual financial statements,
  - f) the report of the public accountant, if applicable,
  - g) appointment of the public accountant, if required,
  - h) announcement of the results in the election of directors,
  - i) resolutions, and
  - j) the other business that, pursuant to these by-laws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
  - b) that set out in a requisition of the members, if applicable, and
  - c) that determined by the Board.

**6.3** Subject to the Regulations, a proposal pursuant to the Act may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

**6.4** A member who submits a proposal pursuant to the Act must 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 determined by ordinary resolution at the meeting.

**6.5** Subject to the Act and the By-Laws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

## **PART 7 – PROCEEDINGS AT MEETINGS OF MEMBERS**

- 7.1**
- 1) Twenty Full Members present at a meeting of members constitute a quorum.
  - 2) No business, other than the election of a chair, if required, and the adjournment or termination of the meeting, can be conducted at a meeting of members at a time when a quorum is not present.
  - 3) If at any time during a meeting of members there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 7.2**
- 1) The President must preside as chair of a meeting of the members. If the President is absent, or unable or unwilling the act as chair, the Vice-President must chair the meeting. If neither the President nor the Vice-President is present, or able or willing to chair the meeting, the members present must elect one of the directors present to be chair.
  - 2) If at a meeting of members:
    - a) there is no President, Vice-President, or other director present within 15 minutes after the time set for the meeting, or



- b) the President, Vice-President and all other directors present are unwilling or unable to act as chair,

the members present must choose one of their number to be chair.

**7.3** Subject to section 159 of the Act, a meeting of members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

**7.4** The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required pursuant to any provision of the Act, articles or by-laws 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.

**7.5** 1) A meeting of members may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2) When a meeting of members is adjourned for more than 30 days, notice of the adjourned meeting must be given as in the case of the original meeting.

3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting of members.

**7.6** 1) If the Association 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. 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, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

2) A meeting of members may be held entirely by telephonic, electronic or other communication facility.

## **PART 8 – VOTING AT MEETINGS OF MEMBERS**

**8.1** 1) A Full Member or Life Member in good standing and present at a meeting of members has the right to one vote.

2) At a meeting of members every question, resolution or motion must, unless otherwise provided by the articles, by-laws or the Act, be determined by a simple majority vote. 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 does not have the right to a second or casting vote.

- 3) Voting must be by show of hands, except:
  - a) where otherwise required,
  - b) in an election of directors, or
  - c) when a secret ballot is requested before a vote is taken, on a show of hands.
- 4) A resolution proposed at a meeting of members must be seconded, and the chair must not move or propose a resolution.

**8.2** Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

**8.3** 1) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, who must be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment,
- b) a proxy must be delivered to the Secretary not less than 24 hours before the time appointed for the meeting,
- c) a member must not hold more than three proxies,
- d) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by the member's agent or mandatary:
  - i) at the registered office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting,
- e) a proxy holder has the same rights as the member by whom the proxy holder was appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands, and

f) an instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

I, \_\_\_\_\_, of \_\_\_\_\_, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me and on my behalf at the general meeting of IAP2 Canada on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_.

2) The notice of a meeting of the members must inform members of the right to vote by proxy.

## **PART 9 – DIRECTORS**

**9.1** Subject to the Act, the articles, and the by-laws, the Board must manage or supervise the management of the activities and affairs of the Association.

**9.2** 1) There must be not less than seven and not more than thirteen directors, with the number fixed by resolution of the Board, and including:

- a) the Immediate Past-President, who is that person who most recently was but who no longer is President, and
- b) not fewer than six and not more than twelve directors at large, as determined under by-law 9.2 (1).

2) A director must be a Full or Life Member in good standing.

3) A director at large must be elected at the AGM, and has a normal term of three years, beginning on the September 1<sup>st</sup> immediately following the AGM at which the director is elected, and ending on September 1<sup>st</sup> three years later.

4) A nominee for election as a director at large must consent to the nomination.

5) So far as is reasonably practicable, at each AGM a number of the directors at large must be elected for terms such that at the adjournment of the AGM:

- a) one-third of the directors at large, or so nearly to one-third as is reasonably practicable, have remaining terms of office of three years,
- b) one-third of the directors at large, or so nearly to one-third as is reasonably practicable, have remaining terms of two years, and
- c) one-third of the directors at large, or so nearly to one-third as is reasonably practicable, have remaining terms of office of one year.

6) In an election of directors at large:

- a) each member has as many votes as there are positions to be filled, but must not cast more than one vote for a nominee,

- b) if the number of nominees is equal to or fewer than the positions to be filled, the nominees must be declared to be elected, and
  - c) where applicable, those candidates receiving the greater number of votes are elected to the longer terms, with any tie determined by random means chosen by the parties.
- 7) A director who has been a director for six consecutive years immediately ceases to be a director, and is not eligible to be elected or appointed as a director for one year.
- 8) An election may be conducted by electronic or mail balloting before the AGM, with the results announced at the AGM.
- 9) At the AGM to be held in 2016:
- a) the terms of those directors at large with one year left in their terms are extended to September 1<sup>st</sup>, 2018,
  - b) the terms of those directors at large whose terms end at that AGM are extended to September 1<sup>st</sup>, 2017, and
  - c) a number of directors at large as determined by the Board under by-law 9.2 (1), must be elected for terms beginning on September 1<sup>st</sup>, 2016 and ending on September 1<sup>st</sup>, 2019.
- 9.3** 1) The Board may appoint a Full or Life Member in good standing as a director to fill a vacancy in the Board.
- 2) A director so appointed holds office until the next AGM, and may then be re-elected.
- 9.4** A director ceases to be a director at the end of the director's term of office, or if the director:
- a) dies,
  - b) ceases to be a Full or Life Member in good standing,
  - c) resigns in writing,
  - d) becomes unable to act as a director due to physical or mental disability,
  - e) ceases to be eligible to be a director in accordance with section 126 of the Act,
  - f) fails to attend three consecutive meetings of the Board without the prior consent of the Board, which consent must not be unreasonably withheld, or
  - g) is removed from office by a special resolution.
- 9.5** A director may be removed from office by a special resolution, in accordance with section 130 of the Act.
- 9.6** A director must not be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

## **PART 10 – BOARD MEETINGS**

- 10.1** 1) A meeting of the Board may be called by:

- a) the President, or
  - b) any three directors, or
  - c) resolution of the Board.
- 2) A quorum of the Board is a majority of directors then in office, but not less than five directors.
- 3) There must be not less than one meeting of the Board each year.
- 10.2** 1) Notice of the time and place for the holding of a meeting of the Board must be given in the manner provided in Part 5 to every director not less than three days before the time when the meeting is to be held. Notice of a meeting is not 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 otherwise required, notice of a meeting need not specify the purpose or the business to be transacted at the meeting, but a notice of meeting of the Board must specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.
- 2) No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, invalidates such a meeting or makes void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 3) No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by by-law 9.1.
- 4) For a first meeting of the Board held immediately after the election of directors, or for a meeting of the Board at which a director is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly elected or appointed director for the meeting to be valid, if a quorum is present.
- 10.3** 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 a resolution of the Board fixing the place and time of such regular meetings of the Board must be sent to each director forthwith after being passed, and no other notice is required for any such regular meeting except if subsection 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- 10.4** Except where otherwise required, at all meetings of the Board, every question, resolution or motion must be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair does not have a second or casting vote, and the question is defeated.
- 10.5** Subject to the Act and the By-Laws, a meeting of the Board may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.
- 10.6** 1) The Board may by resolution appoint a committee, whose members hold office at the will of the Board. The Board must determine the responsibility and authority of a committee.

- 2) A committee must comply with any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the next meeting of the Board.
- 3) A committee may meet and adjourn as its members think proper.
- 4) The President has the right to notice of, to attend, to speak at, but not to vote at all committee meetings unless given the right to vote by the resolution of the Board creating the committee.

**10.7** A director may participate in a meeting of the Board by teleconference, videoconference, or other electronic means, provided that all participants in the meeting:

- a) can hear or otherwise effectively communicate with each other, and
- b) consent to meeting in that manner.

**10.8** 1) The President must chair all meetings of the Board. If the President is absent, or unable or unwilling to act as President, the Vice-President must be chair.

2) If both the President and Vice-President are absent, or unable or unwilling to act as chair, the directors present must elect one of the directors to be chair.

**10.9** A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

## **PART 11 – DIRECTORS’ DUTIES, CONFLICTS & INDEMNIFICATION**

**11.1** 1) A director must:

- a) act honestly and in good faith and in the best interests of the Association, and
- b) exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances,

in exercising the powers and performing the functions of a director.

2) The requirements of this by-law are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of corporation incorporated under the Act.

**11.2** Nothing in a contract, the constitution or by-laws, or the circumstances of a director’s appointment, relieves a director from:

- a) the duty to act in accordance with the Act and the regulations, or
- b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.

**11.3** A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

**11.4** 1) A director referred to in by-law 11.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:

- a) unless:
  - i) the director discloses the interest as required by by-law 11.3,
  - ii) after the disclosure the proposed contract or transaction is approved by the directors, and
  - iii) the director abstains from voting on the approval of the proposed contract or transaction, or
- b) unless:
  - i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and
  - ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in by-law 11.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

**11.5** The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in by-law 11.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- a) prohibit the Association from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

**11.6** Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

## **PART 12 – OFFICERS**

- 12.1** 1) The elected officers are the President, Vice-President, Secretary and Treasurer, who must be elected from amongst the directors at the first meeting of the Board following September 1<sup>st</sup> each year, or as otherwise required.
- 2) An elected officer holds office from the date of election or appointment until a successor is elected or appointed.
- 3) An elected officer ceases to be an elected officer on:

- a) a successor being elected or appointed,
- b) being dismissed pursuant to by-law 12.1 (5),
- c) resigning,
- d) ceasing to be a director, or
- e) death.

If the office of any elected officer becomes vacant, the Board may by resolution appoint a director to fill such vacancy.

4) The Board may by a resolution of which 2/3 of the directors then in office are in favour dismiss an elected officer, but an elected officer who is so dismissed continues to be a director.

5) A member must not hold more than one elected office at any one time.

6) A member who has been an elected officer for four consecutive years immediately ceases to be an elected officer, and must not be elected or appointed as an elected officer for one year.

7) The Board must elect from amongst the directors the director or directors that the Association is entitled to appoint to IAP2 – Federation.

**12.2** 1) The Executive Committee is made up of the President, Vice-President, Secretary and Treasurer, who are voting members of the committee, and the Executive Director (if any), who is a non-voting member of the committee.

2) The Executive Committee must:

- a) hold such responsibility and authority as are delegated to it by the Board,
- b) manage or supervise the management of the affairs of the Association between Board meetings, and
- c) report regularly to the Board.

3) A meeting of the Executive Committee may be held at a time and place determined by its members.

4) Not less than 48 hours' notice of a meeting of the Executive Committee must be given to each member.

5) Quorum at a meeting of the Executive Committee is a majority of voting members of the committee present, but not less than two.

6) No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee invalidates such meeting or makes void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.



7) A member of the Executive Committee may at any time waive notice of a meeting of the committee, and may ratify, approve and confirm any or all proceedings taken at that meeting.

**12.3** The President:

- a) must chair meetings of the members and meetings of the Board,
- b) must supervise the directors and officers in the performance of their duties,
- c) is the chief executive officer of the Association, unless one is appointed pursuant to by-law 12.8 (2), and
- d) must see that all resolutions of the Board are carried out.

**12.4** The Vice-President must, in the absence or disability of the President, perform the duties and exercise the powers of the President, and must perform such other duties as are from time to time imposed on the Vice-President by the Board.

**12.5** Subject to the direction of the Board, the Treasurer must:

- a) have custody of the funds and securities of the Association,
- b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association,
- c) deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, credit union or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board,
- d) disburse the funds of the Association as may be required,
- e) render to the Board at each of its meetings and as required an accounting of all the transactions and a statement of the financial position of the Association, and
- f) perform such other duties as may from time to time be directed by the Board.

**12.6** Subject to the direction of the Board, the Secretary must:

- a) attend and keep minutes of all meetings of the Board and members,
- b) enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings,
- c) give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees, and
- d) be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

**12.7** 1) The duties of all other officers must be such as the terms of their engagement call for or the Board requires of them.

2) The Board may delegate some but not all of the duties of the Secretary or the Treasurer to another director, or to an employee.

3) The Board may appoint such other officers and agents as it deems necessary.

- 12.8** 1) The Board may appoint an Executive Director, and set the title, remuneration and terms and conditions of employment of that person.
- 2) The Executive Director is an appointed officer and:
- a) must, subject to resolutions of the Board, generally supervise the affairs of the Association,
  - b) may also be entitled the General Manager or Chief Executive Officer, as the Board may determine,
  - c) reports to the Board, and
  - d) has the rights to notice of, to attend, and to speak at, but not to vote at, meetings of the Board and of the Executive Committee.
- 12.9** An elected officer must not be remunerated for acting as such, unless authorized by an ordinary resolution.

### **PART 13 – DISPUTE RESOLUTION**

**13.1** A dispute or controversy among members, directors, officers, committee members, or volunteers of the Association must so far as is reasonably practicable be resolved by with mediation and/or arbitration as provided below.

**13.2** In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy must be settled by a process of dispute resolution as follows:

- a) The dispute or controversy must first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. 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 must be settled by arbitration before a single arbitrator, who must not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration must be kept confidential and there must be no disclosure of any kind. The decision of the arbitrator must be final and binding and must not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section must be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section must be borne by such parties as may be determined by the arbitrators.

#### **PART 14 – AUDIT**

**14.1** 1) The members may, at the AGM, appoint a public accountant to audit or review the accounts and annual financial statements of the Association for report to the members at the next AGM. The public accountant holds office until the next AGM, provided that the Board may fill any casual vacancy in the office of public accountant. The remuneration of the public accountant must be fixed by the Board. A public accountant must not be a director, officer or employee of the Association.

2) Where permitted by the Act, the members may waive the appointment of a public accountant, or determine that a review engagement be conducted in place of an audit.

#### **PART 15 – BY-LAWS, AMENDMENT**

**15.1** The invalidity or unenforceability of any provision of this by-law must not affect the validity or enforceability of the remaining provisions of this by-law.

**15.2** Subject to the articles, the Board may, by resolution, make, amend or repeal this by-law and any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal has no force or effect until and unless approved by special resolution, and filed with the Minister pursuant to the Act.

#### **PART 16 – CHAPTERS**

**16.1** 1) The Board must:

- a) establish a Chapter in each geographical area of Canada in which there are 15 or more members, where those members wish a Chapter to be established, and have met the requirements of this Part,
- b) determine the boundaries and name of the Chapter,
- c) notify all members who are ordinarily resident within the boundaries of the proposed Chapter, and
- d) conduct a vote amongst those members to determine if a Chapter will be established.

2) The members of a Chapter are all those members who are ordinarily resident within the boundaries of the Chapter, and those other members who wish to become members.

3) A Chapter must not be incorporated, with the exception of Wild Rose Chapter.

4) The Board must establish rules and regulations governing the establishment and operation of Chapters, which must be agreed to by the members of a proposed Chapter before it is established. Such rules and regulations may but need not be the same for all Chapters, and may be in the form of a Chapter Agreement.

5) A Chapter, and the directors and members of a Chapter, must comply with:

- a) the articles and by-laws,
- b) a Chapter Agreement between the Association and the Chapter, and
- c) any rules, regulations and policies made by the Board for the establishment and operation of Chapters.

6) A member of a Chapter must be a member of the Association. A member of the Association who does not ordinarily reside within the geographic area of any Chapter need not be a member of a Chapter.

7) A Chapter may be dissolved by:

- a) a resolution of which 2/3 of the directors of the Association then in office are in favour, or
- b) a resolution of which 2/3 of its members are in favour.

A Chapter that dissolves must immediately cease operations, and transfer all its property to the Association.

8) The Association must conclude an agreement with Wild Rose Chapter which so far as is reasonably practicable complies with Part 16, amended as necessary to fit the circumstances.

**16.2** 1) A Chapter must hold an annual general meeting of its members, and must provide reasonable notice of that meeting to its members.

2) Quorum at a general meeting of a Chapter is 10% of the members of the Chapter present, but must not be less than ten.

3) Proxy voting at a general meeting of a Chapter is prohibited.

**16.3** 1) There must be not fewer than three and not more than thirteen directors of a Chapter, with the number set at the annual general meeting of the Chapter, and including the chair, secretary, and treasurer.

2) The directors of a chapter must be elected at its annual general meeting. A chapter may at each annual general meeting elect one-half of its directors, or so nearly to one-half as is reasonably practicable, for two year terms.

3) The duties of the chair, secretary and treasurer of a Chapter are the same as those of the President, Secretary and Treasurer, modified as necessary to fit the circumstances.

4) The directors of a Chapter must manage its affairs, and meet at least three times each year. Quorum at a meeting of the directors of a Chapter is a majority present.

5) The directors of a Chapter must:

- a) take minutes of all meetings of the members and directors of the Chapter, and send them to the Association within 60 days after such meetings,

- b) organize events and communications to assist its members,
  - c) foster the development of professionalism in the Chapter and Association, and
  - d) make recommendations to the Board on matters of local and provincial interest.
- 6) A Chapter must appoint a Chapter Liaison from amongst its directors, who must perform such duties as are described by a Chapter Agreement.
- 16.4** 1) A Chapter must not establish a bank account, borrow, pledge the credit of the Association, or hold itself out as the agent of the Association without the prior written consent of the Association.
- 2) A Chapter must hold not less than four events or meetings of or for its members each year.
- 3) The Board must provide such funding to a Chapter as is determined by a Chapter Agreement.
- 4) A Chapter must keep such records and documents as may be required by a Chapter Agreement or the Board, and provide copies of the following to the Association:
- a) all financial statements,
  - b) minutes of meetings of its members and directors,
  - c) an annual report, summarizing operations and activities,
  - d) promotional materials,
- 5) Subject to a Chapter Agreement, a Chapter must at all times:
- a) use the IAP2 – Federation visual identity on all its documents and promotional materials, and
  - b) identify itself as a Chapter of IAP2 – Canada.
- 6) Any dispute between the Association and a Chapter that is not determined by the articles, the by-laws, and a Chapter Agreement must be determined in accordance with Part 13.