Technology Professionals Canada
Technologues Professionels du Canada

By-laws

Technology Professionals Canada
Technologues Professionels du Canada
BY-LAWS

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PREAMBLE

Technology Professionals Canada Technologues Professionels du Canada was founded on the principles of consensus decision-making and collegiality between its Members, with the goal of supporting Canada-wide relationships to foster and maintain the highest level of national standards, accreditation processes, and involvement in public policy matters on behalf of the engineering technology and applied science professions.

BY-LAWS

1. NAME

The name of the corporation is Technology Professionals Canada/Technologues Professionels du Canada, hereinafter referred to as the Corporation.

2. DEFINITIONS

In these By-laws and all other By-laws of the Corporation, unless context otherwise requires:

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

"**Administrator**" means the person appointed to hold this position in accordance with the provisions of section 19.3;

"**Annual Assessment**" means the annual assessment of membership fees and operating costs assessable to each Member in accordance with section 24.5;

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

"**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;

"**CEO**" means chief executive officer;

"**Certified and Registered Individuals**" means those individuals who are certified and registered in a Province or Territory of Canada according to the applicable criteria of the Member from that Province or Territory and Leadership Council Policy from time to time;

"**Chairperson**" means the person appointed to hold this position in accordance with the provisions of section 19.3;

"**Corporation**" means Technology Professionals Canada/Technologues Professionels du Canada;

"**Director**" means a person appointed to the Leadership Council in accordance with these By-laws;

"**Executive Director**" means the Officer of the Corporation appointed by the Leadership Council in accordance with section 19.4;

"**Leadership Council**" means the board of directors of the Corporation;

"**Leadership Council Policy**" means those policies approved from time to time by the Leadership Council in accordance with section 19.4;

"**Main Budget**" means the budget prepared in accordance with section 24.2;

"**Member**" or "**Members**" means those organizations admitted into the membership of the Corporation as provided for by the Articles, this By-law, and appearing in the Registry of Members;

"**Membership Record Date**" means the date 35 days prior to any Meeting of Members;

"**Meeting of Members**" includes an annual Meeting of Members or a special Meeting of Members;

"**Nominee**" means the representative of a Member appointed in accordance with section 17.10 of this By-law;

"**Officer**" shall have the meaning given to that term under the Act;

"**Operations Committee**" means the committee provided for in section 20.1 of this By-law;

"**Ordinary Resolution**" means, for all matters put to a vote by the Leadership Council, the Members, or any committee as may exist from time to time, a resolution passed by a majority of the votes cast on that resolution at a duly called meeting on notice at which quorum is present or by written resolution signed by all those entitled to vote on the resolution;

"**Programs**" means those programs listed in section 19.11 or provided for via section 19.12;

"**Registry of Members**" means that record of Members recorded in accordance with section 13 of this By-law;

"Regular Business" means the matters to be considered at a meeting of the Leadership Council or a Meeting of Members that is required by the Act to take place at such a meeting or that is a part of the routine business of such a meeting such that those in attendance would expect the matter to be considered at such a meeting. Regular Business does not include any matters on the agenda of meetings of the Leadership Council that are listed as "for decision" and such matters shall constitute Special Business within the meaning of this By-Law. Regular Business includes the following matters to be addressed at each annual Meeting of Members: consideration of the financial statements, public accountant's report (if any), election of directors and re-appointment of the incumbent public accountant;

"Special Business" means all matters to be considered at a meeting of the Leadership Council or a Meeting of Members that is not Regular Business; and

"Special Resolution" means, for all matters put to a vote by the Leadership Council, the Members, or any committee as may exist from time to time, a resolution passed by two thirds of the votes cast on that resolution at a duly called meeting on notice at which quorum is present or by written resolution signed by all those entitled to vote on the resolution.

3. INTERPRETATION

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

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

4. OBJECTIVES

The aims and purposes of the Corporation shall be:

a. To facilitate and support the role of the Members in their respective provinces and to promote, maintain, and advance the profession of technologists and technicians;
b. To support national accreditation for applied science and engineering technology programs;
c. To accomplish national advocacy and public policy goals; and
d. To do such other things as may be reasonably incidental to the above.

5. HEAD OFFICE

The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

6. SEAL

The Corporation may have a corporate seal in the form approved from time to time by the Leadership Council. If a corporate seal is approved by the Leadership Council, the Administrator of the Corporation shall be the custodian of the corporate seal.

7. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) members of the Operations Committee. In addition, the Leadership Council 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 to the document. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

8. 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 Leadership Council may designate, appoint or authorize from time to time by Ordinary Resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Leadership Council may by Ordinary Resolution from time to time designate, direct or authorize.

9. ORGANIZATION

The Corporation shall be composed of Members as hereinafter set out and shall be managed by the Leadership Council.

10. MEMBERSHIP

Subject to the Articles, there shall be one class of Member. The Leadership Council may, by Ordinary Resolution, approve the admission of Members to the Corporation. The following conditions of membership shall apply:

i. Membership shall be available only to provincial and territorial associations of Technicians and Technologists;
ii. The term of membership of a Member shall be annual, subject to renewal in accordance with the policies of the Corporation as may be instituted by the Leadership Council in accordance with these By-laws;
iii. Each Member, which is a member as of the Membership Record Date, is entitled to receive notice of, attend and vote at the Meeting of Members. Each Member shall be entitled to cast one (1) vote at all Meetings of the Members; and; and
iv. Such other conditions of Membership as may then apply at the time of admittance, as determined by the Leadership Council.

Nothing in this By-law shall encroach upon the rights and privileges conferred by and/or granted to any Member under the laws of any Province or Territory of Canada or which may hereafter be conferred and/or granted.

11. ADMISSION AND RE-ADMISSION OF A MEMBER

Membership within the Corporation is voluntary. Any organization may be admitted or re-admitted as a Member of the Corporation by Ordinary Resolution of the Leadership Council. The Leadership Council may establish conditions and fees for the admission of new Members or the re-admission of former Members. At no time will allowance be made for more than one Member from any Province or Territory. Individuals are not eligible for membership.

12. MEMBERSHIP TRANSFERABILITY

Membership may only be transferred to the Corporation. A Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

13. REGISTRY OF MEMBERS

The Leadership Council shall maintain a current Registry of Members that have been admitted to membership in the Corporation, and have not ceased being Members, by recording the name, address, and membership number of each Member. The Registry of Members shall be updated on each Membership Record Date, as at the commencement of each fiscal year, and

otherwise as may be decided by Ordinary Resolution of the Leadership Council.

14. ANNUAL BUDGET CONTRIBUTION

The Leadership Council shall set, annually, the Main Budget. Members will then be notified in writing by the Leadership Council of the Annual Assessment in accordance with the Main Budget and the due date for such contribution and, if not paid within two (2) months of the Member's applicable renewal date, the Member in default shall automatically cease to be a Member as of the expiration of such two (2) month period.

15. TERMINATION OF MEMBERSHIP

Membership shall be terminated when:

a. The Member fails to pay its Annual Assessment as required by these By-laws;
b. The Member is expelled for misconduct as determined by Ordinary Resolution of the Members, or its membership is otherwise terminated in accordance with the Articles, By-laws, or Leadership Council Policy;
c. The Member's term of membership expires and has not been renewed in accordance with this By-law;
d. The Member is liquidated, dissolved, or otherwise ceases to exist under applicable legislation;
e. The Member voluntarily relinquishes its membership by delivering to the Corporation notice in writing not less than 160 calendar days in advance of the next annual Meeting of Members in which case such resignation shall be effective immediately, with no portion of that Member's Annual Assessment being refundable; or
f. The Corporation is liquidated and dissolved under the Act.

16. EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the Articles, upon any termination of membership, the rights of a Member, including any rights in the property of the Corporation, automatically cease to exist without prejudice to any claim that the Corporation may have against the former Member once terminated.

17. MEETINGS OF MEMBERS

17.1 Annual Meeting

The annual Meeting of Members shall be held each year at the time and place within Canada as determined by the Leadership Council.

17.2 Observers

The Leadership Council may, by Ordinary Resolution, permit representatives from those organizations that would be eligible to become Members (a "Prospective Member") to attend meetings of the Leadership Council solely in an observational capacity. The Members may, by

Ordinary Resolution, permit representatives from Prospective Members to observe Meetings of Members solely in an observational capacity. An Ordinary Resolution under this section 17.2 shall state an expiry date of a Prospective Member's observer status for attending meetings of the Leadership Council or at Meetings of Members as applicable.

17.3 Special Meetings of Members

The Leadership Council shall call a special Meeting of Members in accordance with the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Leadership Council fails to issue notice of the special Meeting of Members, in accordance with these by-laws, within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the special Meeting of Members and issue the appropriate notice.

17.4 Notice of Meetings

Notice of the time and place of a Meeting of Members shall be given to each Member by telephonic, electronic, or other communication facility not less than 21 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non- electronic means, the notice will be sent by mail, courier or personal delivery. 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 the Members.

17.5 Absentee Voting at Members' Meetings

Pursuant to the Act, an absent Member may vote at a Meeting of Members by:

a. voting by mailed-in ballot if the Corporation has a system that:
   i. enables the votes to be gathered in a manner that permits their subsequent verification; and
   ii. permits the tallied votes to be presented to the Corporation.
b. voting by means of a telephonic, electronic or other communication facility that:
   i. enables the votes to be gathered in a manner that permits their subsequent verification; and
   ii. permits the tallied votes to be presented to the Corporation.

17.6 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be Nominees, the Directors (if not the same person as the Nominee), the Chairperson, the Administrator, and the public accountant (if applicable) of the Corporation, observers as permitted under section 17.2 of these By-laws, 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 by Ordinary Resolution of the Members.

17.7 Rules of Order

To the extent that these By-laws are silent on an issue, all meetings of the Corporation shall be conducted in accordance with the latest edition of Robert's Rules of Order, insofar as they shall

apply.

17.8 Chairperson at Meetings of Members

The Chairperson shall preside at all Meetings of Members. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Members who are present at the Meeting of Members shall choose one of their number to chair the meeting by Ordinary Resolution.

17.9 Quorum

A quorum at any Meeting of Members (unless a greater number of Members is required to be present by the Act) shall require: a) not less than two-thirds (2/3) of the Members to be present at the meeting as represented by their respective Nominees; and b) such Members in attendance to represent not less than sixty percent(60%) of the total number of Certified and Registered Individuals of all Members of the Corporation. 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.

17.10 Member Appointed Representatives

Subject to this By-law, the Act, and Leadership Council Policy each Member shall be entitled to select, in writing its Nominee to represent and vote on behalf of that Member at Meetings of Members on such terms as that Member may specify. A Nominee may be removed for misconduct by Ordinary Resolution of the Members at a special Meeting of Members called for the purpose of removing the Nominee.

17.11 Participation by Electronic Means at Members' Meetings.

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. 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 Corporation has made available for that purpose.

17.12 Members' Meeting Held Entirely by Electronic Means. If the Leadership Council or Members of the Corporation call a Meeting of Members pursuant to the Act, the Leadership Council or Members, as the case may be, may determine that the meeting shall 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.

18. DECISION MAKING

18.1 Consensus Procedure

Pursuant to section 137 of the Act, all matters to be considered at Meetings of Members or the Leadership Council shall first be approached using the below consensus-driven model. For further certainty, where the Act requires approval of a matter other than in accordance with the below, the Act shall govern.

a. An initial round of discussion will take place wherein each participant entitled to vote shall indicate whether or not that participant is initially in favour or against a proposed action;

b. If all participants entitled to vote are not unanimously in favour of a proposed action, each participant, at that participant's option, shall be given a maximum of five (5) minutes time to make submissions at the meeting regarding the proposed action, and thereafter consensus shall be tested;

c. If unanimity is still not achieved, those dissenting participants shall be given a maximum of five (5) minutes each to again make submissions, such submissions to be focused on rationale, potentially misunderstood points, requests for more information, and other issues which that participant shall see fit to raise, which submissions shall not be mere reiterations of previous issues or requests raised by that participant and thereafter consensus shall be tested;

d. If the Chairperson, or his or her substitute as may be selected under these By-laws, determines that consensus has not been achieved after following the above procedure, the decision shall be deferred to a future meeting as provided for in Sections 18.2 – 18.5 below.

18.2 In the event consensus cannot be reached on any matter before a meeting of the Leadership Council as set out in 18.1(d) above and such matter is Regular Business, the matter shall be put before the Leadership Council at a later meeting for consideration and may be approved by the Leadership Council at such meeting by Ordinary Resolution, unless the Act requires otherwise in which case the requirements of the Act shall prevail. A motion to which this section applies that does not receive approval of the Leadership Council in accordance with the foregoing shall be deemed to have failed. In addition, where a matter constitutes Regular Business: (a) at a meeting of the Leadership Council any Director may request in writing that notice of a matter to be considered at a later meeting be treated as Special Business within the meaning of this By-law for the purposes of notice of the later meeting; and (b) on receipt of the agenda for such further meeting, any Director may request in writing that notice of a matter to be considered be treated as Special Business within the meaning of this By-law for the purposes of notice of the later meeting. In the event a Director makes such request, the Corporation shall provide notice of the matter as though such matter is Special Business.

18.3 In the event consensus cannot be reached on any matter before a meeting of the Leadership Council as set out in 18.1(d) above and such matter is Special Business, the matter shall be put before the Leadership Council at a later meeting for consideration and may be approved

by the Leadership Council at such meeting by Special Resolution, unless the Act requires otherwise in which case the requirements of the Act shall prevail. In addition, where a matter to be considered is Special Business, the Leadership Council shall be provided with notice of same that sets-out (a) the specifics of the matter to be considered such that the Directors will have sufficient information such that they can make a reasoned decision thereon; and (b) the text of the resolution to be considered at such meeting. A motion to which this section applies that does not receive approval of the Leadership Council in accordance with the foregoing shall be deemed to have failed.

18.4 In the event consensus cannot be reached on any matter before a Meeting of the Members as set out in 18.1(d) above and such matter is Regular Business, the matter shall be put before the Members at a later meeting for consideration and may be approved by the Members at such meeting by Ordinary Resolution, unless the Act requires otherwise in which case the requirements of the Act shall prevail. A motion to which this section applies that does not receive approval of the Members in accordance with the foregoing shall be deemed to have failed.

18.5 In the event consensus cannot be reached on any matter before a Meeting of the Members as set out in 18.1(d) above and such matter is Special Business, the matter shall be put before the Members at a later meeting for consideration and may be approved by the Members at such meeting by Special Resolution, unless the Act requires otherwise in which case the requirements of the Act shall prevail. In addition, where a matter to be considered is Special Business, the Members shall be provided with notice of same that sets-out (a) the specifics of the matter to be considered such that the Members will have sufficient information such that they can make a reasoned decision thereon; and (b) the text of the resolution to be considered at such meeting. A motion to which this section applies that does not receive approval of the Members in accordance with the foregoing shall be deemed to have failed.

18.6 Changes to Consensus Voting

No changes shall be made to the Consensus Voting Procedure as described in sections 18.1 - 18.5 except by the unanimous written consent of all Members.

19. MANAGEMENT

19.1 Leadership Council

The Leadership Council shall be responsible to make policy and supervise the management of activities and affairs of the Corporation. Each Member shall be entitled to appoint its President to the Leadership Council. Or,

where a Member does not have a President, or has more than one President, or the President is unable or unwilling to serve on the Leadership Council, the Member shall be entitled to appoint one person to occupy such position on the Leadership Council from its executive.

Each Member shall confirm the above appointments to the Corporation in writing annually and shall provide any necessary consent for incumbent Directors. Each Member shall forthwith inform the Corporation in writing of any changes to its constitution necessitating a new appointment to the Leadership Council in accordance with the above.

The CEO of each Member shall be entitled to attend all Leadership Council meetings as an observer with the right to comment, question, contribute to the discussion, but without the right to vote. Where a Member does not have a CEO, or has more than one CEO, the Member will be entitled to appoint one person to occupy such position from its executive. In addition, each Member shall be entitled to appoint a representative other than their respective Director to attend all Leadership Council meetings as an observer without the right to vote. Such observer may be the Vice-President or President-Elect of a Member or another board member of a Member selected by the Member and shall have the right to comment, question and contribute to the discussions at Leadership Council meetings.

19.2 Vacancies on the Leadership Council

The office of a Director shall be vacated upon:

a. death of the Director;
b. resignation in writing;
c. removal from office by Ordinary Resolution of the Members at a special Meeting of Members called for the purpose of removing the Director;
d. the Director being declared incapable by the Court; or
e. the Leadership Council's receipt of notice from a Member removing a Director that was appointed by that Member.

In case of vacancy, the Member associated with that vacancy may appoint the replacement President, replacement Vice President or a delegate from that Member's executive and this appointee shall hold office for a term expiring not later than the close of the next annual Meeting of Members.

19.3 Officers

The Chairperson shall:

a. except as otherwise stated in these By-laws, be appointed annually by agreement of the Members in accordance with section 18, provided however that no Member representative on the Leadership Council or any other person serving on the board of a Member shall be eligible to be appointed as Chairperson, except on an interim basis by Ordinary Resolution of the Leadership Council;
b. Be an ex officio, non-voting, member of all committees;
c. Report to the Leadership Council;
d. Preside at all meetings of the Leadership Council and Members; and
e. Have or perform any such other duties and powers as may be properly required from time to time as the Leadership Council may specify.

The Administrator shall:

a. Be appointed by the Leadership Council;
b. Be an ex officio, non-voting (unless otherwise entitled to vote under this By-law), member of all committees;
c. Report to the Leadership Council;
d. Attend and be the secretary of all meetings of the Leadership Council, Members and committees;
e. Enter or cause to be entered in the Corporation's minute book, and distribute to all

Members, minutes of all proceedings at such meetings, with such redactions as may be approved by the respective Leadership Council, Members, and committees to protect privacy and confidentiality;

f. Give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant, and members of committees;
g. Be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation as per the requirements of the Act;
h. Monitor the financial operation of the Corporation; and
i. Have or perform any such other duties and powers as may be properly required from time to time as the Leadership Council may specify.

19.4 Powers of the Leadership Council

The Leadership Council shall exercise such powers as are required from time to time by the Act or by these By-laws, or as determined from time to time by the Members at a Meeting of Members.

Without limiting the generality of the foregoing, the Leadership Council shall:

a. establish the policies of the Corporation, including without limitation the policies relating to management of the affairs of the Corporation via the Operations Committee and policy relating to the admittance of new Members;
b. in its discretion, be entitled to appoint the Executive Director to manage the day- to-day affairs of the Corporation in accordance with the policies and direction provided by the Operations Committee;
c. supervise the affairs of the Corporation and the performance of the Operations Committee;
d. initiate changes to the By-laws of the Corporation as provided for in these By-laws;
e. appoint, as required, such other Officer or Officers authorized to sign documents, contracts and instruments in writing on behalf of the Corporation as provided for in these by-laws.

19.5 Chairperson at Meetings of the Leadership Council

The Chairperson shall preside at all Leadership Council meetings. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Directors who are present at the Leadership Council meeting shall choose one of their number to chair the meeting.

19.6 Meetings of the Leadership Council

The Leadership Council may appoint a day or days in any month or months for regular meetings of the Leadership Council at a place and hour to be named. A copy of any Ordinary Resolution of the Leadership Council fixing the place and time of such regular meetings of the Leadership Council shall be sent to each Director forthwith after being passed on no less than seven (7) days' notice prior to the date of the meeting, 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. Only Directors of the Corporation may vote at meetings of the Leadership Council.

19.7 Participating in Meetings of the Leadership Council by Electronic Means

If all of the Directors consent thereto, a Director may participate in a meeting of the Leadership Council or a committee of the Leadership Council by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

19.8 Leadership Council Meeting Held Entirely by Electronic Means

If the Directors call a meeting of the Leadership Council pursuant to the Act, those Directors may determine that the meeting shall 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**.**

19.9 Quorum of the Leadership Council

A quorum at any Leadership Council meeting shall require: a) not less than a two-thirds (2/3) majority of the Directors to be present; and b) such Directors present must have been appointed by Members which have not less than sixty percent (60%) of the Certified and Registered Individuals of all Members of the Corporation. If a quorum is present at the opening of a Leadership Council meeting, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

19.10 Decisions of the Leadership Council

All matters considered at a Leadership Council meeting shall be determined in accordance with the provisions of Sections 18.1, 18.2 and 18.3 of this By-law.

19.11 Programs

The Leadership Council may arrange to provide the following Programs:

a. *National Accreditation* – The Corporation shall support and collaborate with Technology Accreditation Canada to maintain a program of accreditation for technology education studies;
b. *Measure of Accreditation, Certification and Registration* - The Corporation shall facilitate and coordinate input into the development and maintenance of commonly agreed upon measures to be used by the Members in their certification program and the National Accreditation Program;
c. *Protection of Trademarks Nationally* - The Corporation may establish standards and specifications to govern the use of the various trademarks that may be registered by the Corporation under the Trade-Marks Act and licensed to one or more of the Members;
d. *National Transferability* - The Corporation shall facilitate and coordinate the development, maintenance and implementation of a National Transferability Agreement to enable the transfer of Certified and Registered Individuals between the Members;
e. *National and International Affairs* - The Corporation shall be the Members' national and international voice for the applied science and engineering technology

professions in Canada and as such may enter into national and international agreements on behalf of the Members. This does not preclude the involvement of a Member in national and international affairs, entering into agreements with national and international organizations on behalf of its Certified and Registered Individuals, with the understanding that no Member can enter into an agreement on behalf of, or as a representative of, any of the other Members of the Corporation unless requested to do so by those Members; and

f. *Uniform Professional Regulation and Practice Rights* - The Corporation shall facilitate and coordinate the development of a uniform framework, standards and guidelines for professional regulation and practice rights for Certified and Registered Individuals. The Corporation will encourage the Members to adopt and support the framework, standards and guidelines.

These Programs may be revised from time to time by the Leadership Council.

19.12 Other Programs

Programs other than those mentioned in section 19.11 may be instituted with the prior unanimous consent of the Members.

19.13 Expenses

Officers, Directors, Committee Chairs, Committee Members and other persons who perform duties on behalf of the Corporation with the approval of the Leadership Council shall be entitled to recover their reasonable expenses incurred during those activities in accordance with the policies of the Corporation in place from time to time.

20. COMMITTEES

20.1 Operations Committee

The CEOs of the Members shall comprise the Operations Committee which will report to the Leadership Council and be responsible to implement Leadership Council Policy, generally manage the affairs of the Corporation and shall utilize the same consensus decision-making procedure referred to in section 18. The members of the Operations Committee shall be Officers of the Corporation but shall not be Directors of the Corporation by virtue of their appointment to the Operations Committee.

Each Member shall confirm the above appointments to the Corporation in writing annually. Each Member shall forthwith inform the Corporation in writing of any changes to its constitution necessitating a new appointment to the Operations Committee in accordance with the above.

20.2 Other Committees

The Leadership Council 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 Leadership Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Leadership Council may from time to time make. Any committee member may be removed by Ordinary Resolution of the Leadership

Council.

21. INDEMNITY BY THE CORPORATION

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if:

a. he acted honestly and in good faith with a view to the best interests of the Corporation; and

b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

22. INVESTMENT OF FUNDS

All monies of the Corporation which are not immediately required to meet operating expenses of the Corporation shall be invested in a fiscally responsible manner that will be determined by the Leadership Council.

23. BORROWING POWERS

The Leadership Council may not, without a Special Resolution of the Members:

a. borrow money on the credit of the Corporation, issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
b. give a guarantee; or
c. 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.

24. REVENUE, EXPENDITURE, AND ACCOUNTING

24.1 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other financial information as required by the Act. In lieu of mailing complete materials, the Corporation may send a summary to each Member containing summarized information as well

as specifying the procedure for obtaining a complete copy of all the above-mentioned documents. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

24.2 Budget

The Leadership Council shall prepare or have prepared an annual budget (the "Main Budget") for the operations of the Corporation, including the operation of Programs, showing in appropriate detail, projected revenues and expenditures for the next fiscal year.

24.3 Budget Approval

The Main Budget, as may be modified or revised, shall be approved by the Leadership Council not later than its last meeting prior to the end of the fiscal year, and such Main Budget once approved may not be modified except by Ordinary Resolution of the Leadership Council.

24.4 Membership Report

Each Member shall report to the Administrator, during August of each year, the number of Certified and Registered Individuals, as defined in Leadership Council policy from time to time.

24.5 Annual Assessment for Budget

Each Member shall pay annually the amount which shall be billed as its share of the approved annual costs of operating as contained within the Main Budget and any other applicable membership fees or dues for a given fiscal year (the “Annual Assessment”). The Annual Assessment shall be based on the number of Certified and Registered Individuals a Member has times the per capita costs for the Programs as determined in the approved Main Budget. Such bills shall be payable to the Corporation within two months of delivery.

24.6 Existing Budget

In the event that a budget is not approved pursuant to Article 24.3, the last annual assessment approved by the Leadership Council shall remain in effect for the next ensuing year.

24.7 Services

The Leadership Council may undertake to perform such services, enter into contracts, or otherwise take steps to generate income for the operation of the Corporation, as long as said services remain consistent with this By-law.

24.8 Fiscal Year

Unless otherwise decided by the Leadership Council, the fiscal year of the Corporation shall end on the 31st day of December in each year.

25. CONFLICT OF INTEREST

A Director or Officer of the Corporation who is a party to a material contract or proposed material contract with the Corporation, or is a director or an officer of or has a material interest in any

person who is a party to a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time and in the manner provided in the Act. Except as provided in the Act, no such Director of the Corporation shall vote on any resolution to approve such contract. If a material contract is made between the Corporation and one or more of its Directors or Officers, or between the Corporation and another person of which a Director or Officer of the Corporation is a director or officer or in which he has a material interest, the contract is not invalid by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of the Leadership Council or committee of Directors that authorized the contract, if the Director or Officer disclosed his interest in accordance with the provisions of the Act and the contract was approved by the Leadership Council or the Members and it was reasonable and fair to the Corporation at the time it was approved.

26. BY-LAW AMENDMENTS

The Leadership Council may 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 such Leadership Council approval 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 from the date of the Meeting of Members. The By-law, as amended or repealed ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected or not confirmed as amended by the Members at the meeting. This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

27. INVALIDITY

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

28. ARBITRATION

Any dispute among the Members in respect of the interpretation of these By-laws shall be resolved by a single arbitrator to be agreed upon by the parties or, failing which, selected in accordance with the *Arbitration Act* (Ontario) as the same may be amended or replaced from time to time.