

CHARTERED PROFESSIONAL IN HUMAN RESOURCES OF SASKATCHEWAN CORPORATION

BYLAWS

[AMENDED AND RESTATED- October 3, 2018]

ARTICLE 1 – DEFINITIONS

1.1 In these Bylaws, the words and phrases defined in this Article shall have the meanings described herein, namely:

- i. “Act” means The Non-profit Corporations Act, 1995 (Saskatchewan);
- ii. “Board of Directors” means those persons constituting the Directors of the Corporation from time to time as determined pursuant to Article 7 of these Bylaws and the Act; and
- iii. “Corporation” means Chartered Professionals in Human Resources of Saskatchewan.

1.2 Number and Gender

The words importing the singular include the plural and vice versa; and words importing a male person include a female person and vice versa.

ARTICLE 2 - OBJECTIVES

2.1 The objectives of the Corporation are to:

- i. Promote and encourage leadership and expertise within the human resource profession through networking and developmental opportunities while supporting professional standards to influence organizational excellence;
- ii. Advance the human resource profession within the Province of Saskatchewan;
- iii. Enhance the capabilities of all human resource practitioners while supporting professional standards and certification; and
- iv. Protect the public interest as it relates to the practice of Human Resource Management.

ARTICLE 3 - MEMBERSHIP

3.1 Generally

The members of the Chartered Professionals in Human Resources of Saskatchewan (the "Corporation") are those persons who are members of the Corporation on the date these Bylaws become effective and those persons who subsequently become members in accordance with these Bylaws, and who, in either case, have not ceased to be members.

3.2 Application and Qualification

Membership shall consist of those persons whose occupational pursuit of the practice of Human Resources is within the Province of Saskatchewan and whose membership falls within one of the membership categories defined in Article 3.5. A person may apply in the prescribed form for membership in the Corporation and, once approved and payment of the required entrance and/or membership fee is received by the Corporation, becomes a member.

3.3 Duties of Members

Membership in the Corporation shall be deemed a privilege for qualified individuals and every member must uphold the Constitution and comply with these Bylaws and the Chartered Professionals in Human Resources of Saskatchewan (CPHR Saskatchewan) Code of Professional Conduct.

3.4 Good Standing

All members are considered in good standing except:

- i. a member who has failed to pay his or her current annual membership fee, if any, or any other subscription or debt due and owing by him or her to the Corporation and he or she is not in good standing so long as the debt remains unpaid.
- ii. a member who has not upheld the Constitution and/or complied with these Bylaws and/or the CPHR Saskatchewan Code of Professional Conduct.

3.5 Membership Categories

Membership of the Corporation shall be comprised of an unlimited number of the following:

- i. Professional Members
- ii. Candidate Members
- iii. Associate Members
- iv. General Members
- v. Student Members

3.5.1 Professional Member Qualifications

The following may qualify to be professional members of the Corporation:

- i. Professional members are individuals who currently hold their Chartered Professional in Human Resources (CPHR) Designation and/ or Senior Human Resource Professional Designations (SHRP).
- ii. In order to become a Professional Member, the applicant must submit an application and pay all applicable fees, and be in compliance with the Continuing Professional Development (CPD) requirement of the CPHR Saskatchewan in order to maintain the CPHR designation.

3.5.2 Professional Member Privileges

The following may be allowed as professional members of the Corporation:

- i. A professional member is entitled to all the privileges of membership including the right to attend and vote at meetings of members. Each professional member shall be entitled to one vote at such meetings.
- ii. Professional members are eligible for all Director, chapter and committee positions, however, only professional members may serve as President, President-Elect, or Past-President.
- iii. Only Professional members who hold a CPHR can serve as Registrar.
- iv. Professional members who are absent from active practice may continue their professional membership.

3.5.3 Candidate Members

- i. Candidate members are those individuals who have passed the National Knowledge Exam (NKE) and are actively engaged in obtaining the CPHR designation.
- ii. In order to become a Candidate Member, the applicant must submit an application, have paid all applicable fees, and have passed the NKE.

3.5.4 Candidate Member Privileges

The following may be allowed as Candidate members of the Corporation:

- i. A Candidate member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than President or President-Elect.

3.5.5 Associate Members

- i. Associate members are those individuals who are employed in a primary capacity (50% or more of the time) in a human resources functional area and may be actively engaged in obtaining the CPHR designation.
- ii. In order to become an Associate Member, the applicant must submit an application and pay all applicable fees, and confirm they are primarily employed or seeking employment in a human resources functional area.
- iii. Individuals interested in pursuing the Chartered Professional in Human Resources (CPHR) designation must be members in good standing.

3.5.6 Associate Member Privileges

The following may be allowed as associate members of the Corporation:

- i. An associate member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than President or President-Elect.

3.5.7 General Members

- i. General members are those who are involved in human resources management in some capacity e.g. line manager or Academic, and who have an interest in the profession.
- ii. This category of membership would be for those who do not practice HR in a primary capacity (50% or more of the time).

3.5.8 General Member Privileges

The following may be allowed as general members of the Corporation:

- i. A general member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than President and President-Elect.

- a. *No more than 25% of board members at any time can be from the General Members category of membership.*

3.5.9 Student Membership

- i. Student membership is open to persons:
 - a. registered in a full-time post-secondary program of studies leading to a certificate, diploma, or degree with specialization in any functional area of Human Resources Management or who have convocated in the membership year.
 - i. Proof of student or convocation status must be submitted prior to approval.
- ii. Students convocating within the membership year are entitled to renew as a Student Member for a maximum of one membership year. This option excludes those students wishing to pursue the National Knowledge Exam; they will be required to renew as an Associate.
- iii. Student members are encouraged to participate in the affairs of the Association.

3.5.10 Student Member Privileges

The following may be allowed as student members of the Corporation:

- i. Student members are eligible to participate on committees.
- ii. A student member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than President and President-Elect.
- iii. A student member is not entitled to the right to write the CPHR exams.

3.5.11 Mutual Recognition Agreement

- i. Applicants who hold membership in another Canadian HR association may be eligible to have their Professional or Candidate status recognized in Saskatchewan through CPHR Saskatchewan. In order to be registered as a member using the mutual recognition agreement provisions, an applicant must:
 - a. Be a current member in good standing in the other HR association;
 - b. Submit an application for membership in CPHR Saskatchewan and pay all applicable fees (prorated for the remainder of the fiscal year);
 - c. Have their current HR association complete and submit a Confirmation of Good Standing form to CPHR Saskatchewan on their behalf; and
 - d. Be in compliance with the Continuing Professional Development (CPD) requirements of their current HR association

- ii. Individuals who currently hold the following status in another Canadian jurisdiction may apply for membership in these categories in Saskatchewan using the mutual recognition agreement:
 - a. Chartered Professional in Human Resources (CPHR-from a recognized Member Association of the CPHR Canada Federation)
 - b. Certification Candidate
 - i. A Certification Candidate is an individual who has successfully completed the National Knowledge Exam (NKE). A Certification Candidate has ten (10) years from the successful completion of the NKE to complete and be successful with the Validation of Experience (VOE) Assessment.
 - c. Certified Human Resources Leader (CHRL)

ARTICLE 4 – DUES

- i. The Board shall fix the annual membership dues.
- ii. The annual membership dues must be paid for a member to be in good standing and to have the right to vote or hold any office.

ARTICLE 5 – TERMINATION OF MEMBERSHIP

- i. Any member that has failed to pay all or a portion of his/her dues will lose membership standing until payment is received.
- ii. Any member may withdraw as a member by delivering to the Corporation a written notice.
- iii. A member may be expelled for a breach of the CPHR Saskatchewan Code of Professional Conduct under the Discipline Process which has been adopted by the Corporation.

ARTICLE 6 - CERTIFICATION AUTHORITY

- i. The Corporation shall support and protect the designation and use of the Chartered Professional in Human Resources (CPHR) designation in the Province of Saskatchewan.
- ii. The Corporation shall support and protect the designation and use of the Senior Human Resource Professional (SHRP) designation in the Province of Saskatchewan.
- iii. The Corporation has sole authority for issuance and use of the Chartered Professional in Human Resources (CPHR) designation in the Province of Saskatchewan.

ARTICLE 7 - MEETINGS

7.1 Annual General Meeting

- i. An annual general meeting shall be held at the call of the Board of Directors in accordance with the Act. The business of such meeting shall be the election of the Board of Directors, the appointment of auditors for the ensuing year, the presentation of the financial statements and report of the Auditor, and other business that may properly be brought before the meeting.
- ii. Notice for the annual general meeting must be provided not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting.

7.2 Errors and Omissions

No errors or omissions in giving notice of an annual general meeting or any adjourned annual general meeting by the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may waive notice of any such meeting and the Corporation may ratify, approve and confirm any and all proceedings taken or had thereat.

7.3 Special Meetings

The Board of Directors may at any time and shall, at the request of twenty-five (25) voting members of the Corporation stating the business for which it is required, convene a special meeting for any specific purpose.

7.4 Quorum

The presence of twenty-five (25) voting members present at the commencement of any duly constituted meeting of the members shall be necessary to constitute a quorum for the transaction of business.

ARTICLE 8 - NOTICES

8.1 Notices

Notices to members, the Board of Directors or Executive Officers shall be given in writing. Notices shall be deemed to be duly given if mailed to the last address on the records of the Corporation for each member or if forwarded by fax/email to the last fax number/email address of record in respect of each member. Notices forwarded by mail and notices forwarded by fax/email shall be deemed to have been given 24 hours after the forwarding of such notices.

ARTICLE 9 - DIRECTORS AND OFFICERS

9.1. Power of Directors

The Directors must supervise the management of the affairs and business of the Corporation and are authorized to exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Corporation in an annual general meeting, but subject, nevertheless, to the provisions of all laws affecting the Corporation and these Bylaws.

9.2. Number of Directors

The Corporation will have a minimum of six (6) and maximum of fourteen (14) Directors, including the Officers referred to in Bylaw 9.4.

9.3. Directors Must be Members

A Director must be a member in good standing of the Corporation as qualification for his or her office.

9.4. Officers

The Officers of the Corporation shall be the President, the immediate Past-President, President-Elect, Treasurer and up to two of the Directors to be named at the first Board meeting following the annual general meeting.

9.5 Election of Directors

- i. Any election of the Directors shall be carried out in accordance with this Article 9.5.
- ii. The Board on or before June 1st in each year shall appoint a nominating committee consisting of four members of the association, one of whom shall be the President of the Corporation.
- iii. The nominating committee shall select from the nominated members of the Corporation at least such number of candidates as will be required to fill those vacancies on the Board that will occur at the next annual general meeting.
- iv. The nominating committee shall submit its' report in writing to the Board no less than forty-five (45) days prior to the annual general meeting; and no less than thirty (30) days prior to the AGM a copy shall be transmitted to all members by mail, email or such other form of transmission as the nominating committee shall determine.
- v. Nominations shall close at least sixty (60) days prior to the Annual General Meeting. A

nomination received after the closing date shall be of no effect.

- vi. Upon the close of nominations and in the event that there is a contest, the Board shall cause a ballot to be prepared containing the names of all candidates nominated in accordance with the foregoing provisions, together with a short resume for each of the said candidates. Such ballots shall be mailed at least twenty one (21) days prior to the annual general meeting to all members in good standing as of that date. All ballots must be returned three (3) days preceding the annual general meeting. Ballots received after that date shall be of no effect.
- vii. The Board, at or before the annual general meeting shall appoint two (2) scrutineers from amongst members to assist the chairperson if the nominating committee in collecting, examining, counting and tabulating ballots and preparing a report for presentation to the annual general meeting.
- viii. In the event of a tie for election of one or more nominees, the Board shall forthwith call a meeting of the board in order to decide the issue by secret ballot, and a majority of these voting at such meeting shall constitute the deciding vote.
- ix. Directors shall assume office at the first meeting after the annual general meeting at which they were elected or, if elected prior to an annual meeting, immediately following their election.
- x. All matters relating to the conduct and administration of elections, including the appointment of scrutineers and the counting of ballots, shall be governed by procedures determined by the Board of Directors.
- xi. Any Director ending a term will automatically cease to be a Director at the conclusion of the Annual General Meeting.
- xii. Notwithstanding 9.5 i. of this Bylaw, the office of director may be filled by acclamation.

9.6 Term of Office of Officers; Vacancy in Office of President or President-Elect

- i. The President shall hold office for a term of up to two (2) years, calculated from the first Board meeting at which he or she assumes office to the annual general meeting that corresponds to the end of their established term at which time the President shall retire from being President and he or she will assume the office of immediate Past President for a one (1) year term that expires at the following annual general meeting.
- ii. The President-Elect shall be elected by the membership at the annual meeting in accordance with Bylaw 11.2. The President-Elect shall assume the office of President at the first meeting of the Board following the next annual general meeting, upon the retirement of the current President, or upon the office of President otherwise becoming vacant for any reason. If the office of President-Elect becomes vacant for any reason or if the incumbent President-Elect declines to assume the office of President, the Directors may appoint a new President-Elect on an interim basis until the next annual general

meeting.

- iii. The Treasurer and Officers shall be elected by the Directors in accordance with Bylaw 11.1.
- iv. If a Director is elected to President or President-Elect in their final year of three consecutive terms then an extension will granted to the terms in Bylaw 9.6 i. This extension will only apply to the consecutive terms for President-Elect, President and Past-President to a maximum of 3 years.
- v. Notwithstanding Bylaw 9.6 i and iv. the Board of Directors, by special resolution of no less than 75% of Directors may extend the term of the President or Past President for a period of no more than one year.

9.7 Term of Office of Directors and Eligibility for Re-Election

Subject to Bylaws 9.5 and 9.8, a Director shall hold office for a term of two (2) years, calculated from his or her election or appointment as a Director to the annual general meeting that corresponds to the end of their established term, at which time he or she shall retire from office. A retiring Director is eligible for re-election, provided that he or she has not served as a Director for a maximum of three consecutive terms. A member who has served as a Director for three consecutive terms may stand for re-election or re-appointment as a Director after a period of two years has elapsed since that member was last a Director.

9.8 Nominations

A member who is eligible to hold office may be nominated for election as a Director if the following are satisfied:

- i. a written nomination has been signed by (5) voting members in good standing;
- ii. the nominee has consented to the nomination in writing; and
- iii. the Corporation has received the nomination and consent at least sixty days (60) days before the date of the annual general meeting at which the election will be held or elected Directors and/or Officers will be declared.

Nominations for election as Director may not be made at the annual general meeting at which the election will be held or elected Directors will be declared.

9.9 Filling Vacancies on the Board

The Directors may, if they see fit, fill any vacancy occurring in the Board of Directors from among qualified members. Any member so appointed to fill a vacancy holds office for the unexpired term of his or her predecessor.

9.10 Removal and Replacement of Directors

The members may by special resolution remove a Director or Officer before the expiration of his or her term of office and may by ordinary resolution appoint another person in his or her place. Such replacement Director or Officer shall hold that office until the next annual general meeting.

9.11 Ceasing to be a Director

A person immediately ceases to be a Director of the Corporation:

- i. on the expiration of his or her term of office;
- ii. on his or her death;
- iii. on delivery of his or her resignation in writing to the Board Chair; and
- iv. on his or her removal as a Director under Bylaw 9.10.

9.12. No Invalidity of Actions

No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office, provided that there are sufficient Directors to form a quorum as stipulated in Bylaw 10.5.

9.13. Remuneration of Directors

No Director is entitled to be remunerated for being or acting as a Director but a Director is entitled to be reimbursed for all expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Corporation.

9.14. Disclosure of Conflicts of Interest of Directors

Every Director of the Corporation who is, directly or indirectly, interested in a proposed contract or transaction with the Corporation must disclose fully and promptly the fact, nature and extent of the interest or conflict.

ARTICLE 10- PROCEEDINGS OF DIRECTORS

10.1. Chair of Meetings of Directors

The President or, if the President is absent, the President-Elect, is entitled to preside as chair at every meeting of the Directors. If neither the President nor President-Elect is present within 15 minutes of the time appointed for holding the meeting or if the President and the President-Elect have advised the Treasurer that they will not be present at the meeting, the Directors present may choose one of their number to be chair of the meeting.

10.2. Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they see fit. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote. Meetings of Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Directors may by resolution from time to time determine.

10.3. Meetings by Conference Telephone

A Director may participate in a meeting of the Directors or of any committee of the Directors by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other. A Director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

10.4. Calling Meetings and Notice

The President may upon request of any three (3) Directors, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each Director by telephone, or by written notice sent by mail, fax or e-mail to each Director at his or her address as it appears on the books of the Corporation, or delivered to his or her usual business or residential address. It is not necessary to give notice of a meeting of Directors to any Director if the meeting is to be held immediately following an annual general meeting at which the Director was elected or is the meeting of Directors at which the Director was appointed. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

10.5. Quorum for Meetings of Directors

The Directors may fix the quorum necessary for the transaction of the business of the Directors and if the Directors do not fix the quorum, quorum will be the greater of three or a majority of Directors then in office.

10.6. Actions During a Vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a special meeting of the Corporation, but for no other purpose.

10.7. Validity of Acts of Directors

All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

10.8. Resolutions in Writing

A resolution consented to in writing that all of the Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

ARTICLE 11- DUTIES OF OFFICERS

11.1 Election and Termination of Officers

At the first meeting of the Directors held after the annual general meeting, the Directors shall elect from among their number a Treasurer, and up to two Officers, to hold office until the next annual general meeting. The Directors may, at any time, remove a Treasurer or Officer from such their position and elect or appoint his or her successor for the balance of the term.

11.2 Election of President-Elect

One year prior to the expiration of the term of the President, the Board shall put forward for election a President-Elect (within the slate of candidates), whose election as President shall be ratified by the members at the next annual general meeting.

11.3 President

The President is entitled to chair all meetings of the Corporation and all meetings of the Directors and to conduct the said meetings in good order and to enforce the provisions of the Constitution and these Bylaws. The President shall supervise the Officers in the execution of their duties, the affairs of the Corporation and the activities of its committees. The President acts as the chief spokesperson for the organization.

11.4 President-Elect

The President-Elect carries out the duties of the President if the President is absent or at the request of the President and carries out such other duties as the President or the Directors may assign.

11.5 Past-President

The Past-President provides support and assistance to the President and carries out such other duties as the President or the Directors may assign.

11.6 Treasurer

The Treasurer provides support and assistance to the Board, and specific advice on the monitoring, collection and custody of financial records of the Corporation, and carries out such other duties as the Directors may assign.

11.7 Remuneration of Officers

No Officer is entitled to be remunerated for being or acting as an Officer but an Officer is entitled to be reimbursed for all expenses that the Officer necessarily and reasonably incurs while engaged in the affairs of the Corporation.

11.8 Employees

The Directors may employ such employees, including the Executive Director, as they consider necessary in order to administer the affairs of the Corporation and may establish the terms of employment of such employees.

ARTICLE 12- BOARD COMMITTEES

12.1. Appointment of Board Committees

The Directors may by resolution appoint one or more committees consisting of such Directors, or combination of Directors and members in good standing, as they see fit and may delegate to any such committee between meetings of the Board of Directors such powers of the Directors (except the power to fill vacancies on the Board of Directors, the power to change the membership of or fill vacancies in any committee of the Board of Directors, the power to appoint or remove Officers appointed by the Directors) subject to such conditions as may be prescribed in such resolutions.

12.1 i. The Executive will recommend and the board will appoint from its membership a Director to represent the association at the Chartered Professionals in Human Resources Canada (CPHR Canada) Board of Directors for a minimum one (1) year term. The Director must have a CPHR and/or SHRP. Ratification of this board representative will occur formally at the CPHR Canada board.

12.2. Authority of Committees

Unless the Directors specify otherwise by resolution, committees are advisory only to the Board of Directors. The Directors have the power at any time to revoke or override any authority given to or acts to be done by any such committees, except as to acts done before such revocation or overriding, and to terminate the appointment or change the membership of a committee and to fill vacancies in it. The Complaints and Discipline Committee is exempt from this provision.

12.3. Duty to Keep Minutes and Report

All committees so appointed must keep regular minutes of their decisions, recommendations and reports, must cause the minutes to be recorded in books kept for that purpose and must report the minutes to the Directors at such times as the Directors may from time to time require.

12.4. Committee Quorum

A majority of members of a committee constitute a committee quorum.

12.5. Proceedings of Committees

Committees may meet and adjourn as they think proper, may make rules for the conduct of their business and may appoint such assistants as they consider necessary. Questions arising at any meeting will be determined by a majority of votes of members of the committee present, and in case of an equality of votes the chair does not have a second or casting vote.

12.6. Written Resolutions

A resolution in writing or by email that all members of the committee have signed or endorsed by email is as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee member signed it or endorsed it, or on any later date specified in the resolution.

ARTICLE 13 – OPERATIONAL WORKING COMMITTEES

The Board of Directors shall, as soon as possible after the annual meeting, recommend the creation and staffing by members of such Operational Working Committees that are deemed necessary to carry out the objectives of the Corporation for the ensuing year. The Operational Working Committees and their members shall be accountable to and report to the Executive Director.

ARTICLE 14 - INDEMNITIES TO DIRECTORS AND OTHERS

14.1 Indemnification

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

- i. all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, which such Director, Officer or other person makes, does or permits to be done in or about the execution of the duties of the office held by such Director, Officer or other person or in respect of such liability; and
- ii. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director, Officer or other person.

14.2 Insurance

The Directors may cause the Corporation to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Corporation or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such Director, Officer, employee or agent.

ARTICLE 15 - FINANCES AND AUDITING

- i The fiscal period of the Corporation shall terminate on such date in each year as the directors may from time to time by resolution determine.
- ii The books, accounts, and records of the Corporation shall be audited, subject to the requirements of the Act, at least once each year by the appointed Auditor who shall be approved at the annual general meeting.
- iii A complete and proper accounting of the financial operations of the Board of Directors shall be included in the Annual Report and presented at the Annual General Meeting.

ARTICLE 16 – SEAL

The corporate seal of the Corporation shall be such as the Board of Directors may from time to time adopt.

ARTICLE 17 - EXECUTION OF DOCUMENTS

Contracts, cheques, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the following: President, President-Elect, Past-President, and Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. Notwithstanding the foregoing, the Executive Director of the Corporation may sign cheques and contracts on behalf of the Corporation with one other signing authority, limited to such aggregate amount as the Board may from time to time, by resolution determine. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board. No contract shall be entered into, or amended by the Corporation unless authorized by the Board.

ARTICLE 18 - BORROWING POWERS

If necessary, monies may be borrowed and used for the purpose of meeting the operating expenses of the Corporation when approved by the Board of Directors and when other resources are insufficient or cannot be made readily available for such purposes.

ARTICLE 19 - CODE OF ETHICS AND STANDARDS OF PROFESSIONAL CONDUCT

Each Member shall adhere to the Code of Professional Conduct of the Corporation as adopted by the Corporation from time to time.

ARTICLE 20 – DISSOLUTION

The Board of Directors shall be governed by the Articles of Incorporation in the event of the dissolution or winding down of the Corporation.

ARTICLE 21- CONSTITUTION AND BYLAWS

Members Are Entitled to a Copy of the Constitution and Bylaws:

On being admitted to membership, on written request, a member is entitled to, and the Corporation must provide him or her with, a copy of the Constitution and Bylaws of the Corporation free of charge.

ARTICLE 22 – AMENDMENT

- i. The Board of Directors may, by resolution, make, amend or repeal any Bylaws that regulate the activities and affairs of the Corporation.
- ii. The Board of Directors shall submit a Bylaw, or an amendment or repeal of a Bylaw to the members at the next meeting of members, and the members may confirm, reject or amend the Bylaw, amendment or repeal.

ARTICLE 23- RECORDS OF THE CORPORATION

23.1. General

The Directors shall order to be kept books and records showing:

- i. the minutes of every annual general meeting;
- ii. the minutes of every meeting of the Directors;
- iii. the minutes of every board committee meeting;
- iv. sufficient and proper records showing full details of all financial matters of the Corporation; and
- v. membership registration.

23.2. Inspection of Books and Records

The following books and records of the Corporation shall be open to inspection by any member of the Corporation providing a Director or the Executive Director of the Corporation is present at the same time, at any reasonable time and at such convenient place as may be arranged:

- i. Financial statements;
- ii. Minutes of meetings of the Board of Directors, except for minutes of in camera meetings; and
- iii. Such other books and records as the Board of Directors or the Executive Director may decide from time to time.