

**GENERAL BY-LAW NO. 1**  
**of the**  
**ADR Institute of Canada, Inc./**  
**Institut d'arbitrage et de médiation du Canada Inc.**

**Approved September 10, 2014,**  
**duly amended at Annual General Meetings on October 13, 2016,**  
**November 22, 2018, November 21, 2019 and October 22, 2020**

**I. NAME**

The name of the association shall be the ADR Institute of Canada, Inc./Institut d'arbitrage et de médiation du Canada Inc., hereinafter referred to as the "Institute".

**II. DEFINITIONS AND INTERPRETATION**

**1. Definitions**

- a. "Act" shall mean the Canada *Not-For-Profit Corporations Act*, S.C. 2009, c. 23, as amended from time to time.
- b. "Associate Corporate Member" shall have the meaning ascribed thereto in VI.3.f.
- c. "Board" shall mean the board of directors of the Institute.
- d. "By-laws" shall mean the By-laws of the Institute.
- e. "Contract" shall have the meaning ascribed thereto in XIX.1.a.
- f. "Director" shall mean a member of the Board.
- g. "Establishing Party" shall have the meaning ascribed thereto in XII.2. *[Added November 21, 2019 in accordance with By-law XXI]*
- h. "Executive Committee" shall mean the executive committee referenced in XI.1.
- i. "Executive Director" shall mean the executive director of the Institute.
- j. "Corporate Representative" shall mean an individual nominated to be the representative of a Sustaining Corporate Member or an Associate Corporate Member, as the case may be.
- k. "Individual Member" shall have the meaning ascribed thereto in VI.3.c.
- l. "Institute" shall mean the ADR Institute of Canada, Inc./Institut d'arbitrage et de médiation du Canada Inc.
- m. "Member" shall mean any Fellow, Honourary Member, Individual Member, Retired Member, Sustaining Corporate Member, or Associate Corporate Member, including a Member who is under suspension.
- n. "Member in Good Standing" shall mean a Member who is not in arrears in respect of any amount owing to the Institute and whose membership is not under

suspension for any reason.

- o. “Operational Committee” shall mean a committee of the Board described in XII.2. *[Added November 21, 2019 in accordance with By-law XXI]*
- p. “Policies” shall mean all directions, policies, procedures, regulations, resolutions rules or standards established for the Institute, as amended, adopted, enacted or supplemented from time to time, and “Policy” means any one of such Policies.
- q. “Regional Affiliate” shall mean one of the regional affiliates of the Institute authorized by the Directors from time to time in accordance with the By-laws.
- r. “Retired Member” shall have the meaning ascribed thereto in VI.3.d.
- s. “Standing Committee” is a committee of the Board described in XII.1. *[Added November 21, 2019 in accordance with By-law XXI]*
- t. “Sustaining Corporate Member” shall have the meaning ascribed thereto in VI.3.e.
- u. “Transaction” shall have the meaning ascribed thereto in XIX.1.a.

## **2. Interpretation**

- a. Whenever there is a conflict between these By-laws and the Act from time to time, the provisions of the Act shall prevail.
- b. Whenever there is a conflict between these By-laws and any Policies, the provisions of these By-laws shall prevail.
- c. Any reference to “including” or “includes” means “including (or includes) but is not limited to” and shall not be construed to limit any general statement preceding it to the specific or similar items or matters immediately following it.
- d. When calculating the period of time within which or following which any act is to be done or step taken pursuant to these By-laws, the date which is the reference date in calculating such period shall be excluded.
- e. Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
- f. Words importing the singular number shall include the plural and vice versa and words importing a specific gender shall include the other gender and the word “person” shall include bodies corporate, companies, partnerships, societies, syndicates, trusts and any number or aggregate of persons.
- g. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions of the By-laws or to be considered in any way to clarify, modify or explain the effect of any such terms or provisions.

- h. If a question arises as to the true intent or meaning of any present or future By-laws or Policy, the Board's bona fide interpretation shall be final and binding.

### III. REGISTERED OFFICE

The registered office of the Institute shall be located at such place as the Board may from time to time determine by resolution.

### IV. SEAL

The Institute may have a corporate seal in such form as shall be approved by the Board, provided that the seal, if approved, shall bear the words "ADR Institute of Canada, Inc." The custody of the seal shall be entrusted to the Executive Director. *[Amended November 21, 2019 in accordance with By-Law XXI]*

### V. ORGANIZATION

The functions of the Institute shall be performed through the structure of general meetings of Members, Regional Affiliates, Directors, Executive Committee and employees as prescribed in these By-laws.

### VI. MEMBERSHIP

#### 1. Members' Register

The Executive Director shall maintain a register of the names of all Members. Only those Members whose names are entered in the register and who are Members in Good Standing shall be entitled to the privileges of membership in the Institute unless otherwise provided by these By-laws. The Regional Affiliates are required in timely fashion to apprise the Institute in writing of new Members, resignations, designations and contact information changes for their Members. *[Amended November 21, 2019 in accordance with By-Law XXI]*

#### 2. Application for Membership

- a. All persons who are Individual Members of a Regional Affiliate shall be Members in the Institute subject to such conditions as the Board may determine. Each Regional Affiliate shall collect from the Member and pay to the Institute the applicable membership fees (and any applicable taxes). Applications for membership in the Institute shall be accepted or denied by the Board and the decision of the Board shall be final and binding in accordance with these By-laws.
- b. In the event that a Regional Affiliate is removed from Regional Affiliate status in accordance with these By-laws, applications for membership in the Institute may be made directly to the Institute and persons who are Individual Members of such affiliate shall continue as Members of the Institute, subject to such conditions and time limitations as the Board may determine.

#### 3. Membership Categories

- a. **Fellow:** The title of Fellow may be conferred by the Institute upon any person

who has, by meritorious service, advanced the purpose and interest of the Institute or a Regional Affiliate or the dispute resolution profession. Fellows shall not pay annual membership fees and shall have full voting rights as Members.

- b. **Honourary Member:** The title of Honourary Member may be conferred by the Institute upon any person who has demonstrated support to the Institute or a Regional Affiliate or the dispute resolution profession. An Honourary Member (i) does not pay annual membership fees, (ii) does not have voting rights, and (iii) is not entitled to serve or to have a representative serve on the Board, but is entitled to receive electronic and other communications (e.g. newsletters, the Journal, notifications for seminars and conferences) from the Institute.
- c. **Individual Member:** Individual Member shall mean:
  - i. an individual referred to in VI.2 with respect to whom the relevant fee (and any applicable taxes) has been received;
  - ii. an individual granted membership in the Institute in the Individual Member category; or
  - iii. an individual granted membership in the Institute in the Fellow or Honourary Member category. *[Amended November 21, 2019 in accordance with By-Law XXI]*
- d. **Retired Member:** Retired Member shall mean an individual who has been involved in arbitration or mediation but no longer performs any arbitration or mediation related functions, and who wishes to remain involved in a Regional Affiliate. This status may be conferred by the Institute or by the Regional Affiliate upon any Member who has applied for and complied with the requirements of the Institute or of the relevant Regional Affiliate (as the case may be).
- e. **Sustaining Corporate Member:** A Sustaining Corporate Member shall mean a corporation, law firm or other professional organization, government, public or administrative body, or other non-profit organization that has been granted membership in the Institute as a Sustaining Corporate Member. For greater certainty, a Sustaining Corporate Member cannot be an individual, but rather is represented by a Corporate Representative.
- f. **Associate Corporate Member:** Associate Corporate Member shall mean a corporation, law firm or other professional organization, government, public or administrative body, or other non-profit ADR organization that has been granted membership in the Institute as an Associate Corporate Member. For greater certainty, an Associate Corporate Member (i) is not an individual, but rather is represented by a Corporate Representative for the limited purposes of receiving notices; (ii) does not pay annual membership fees, (iii) does not have voting rights, and (iv) is not entitled to nominate or have a representative on the Board.

#### 4. Corporate Representative

- a. Each Sustaining Corporate Member is entitled to nominate one (1) Corporate Representative for that Sustaining Corporate Member, for the following purposes:

- i. receiving communication and notices;
  - ii. exercising voting rights; and
  - iii. holding elected office at any level of the Institute.
- b. Each Associate Corporate Member is entitled to nominate a Corporate Representative for that Associate Corporate Member, for the limited purposes of receiving communication and notices.
  - c. A Sustaining Corporate Member or Associate Corporate Member may elect to change its Corporate Representative at any time; however, if the Corporate Representative of a Sustaining Corporate Member is currently holding the office of Director or another elected office, the office is not transferable.

## **5. Resignation**

Members of any category of membership not in arrears for any dues, fees, assessments, levies or taxes may resign their membership by giving notice in writing to the Executive Director and surrendering any designation certificate(s) held by them, and, in so doing, shall cease to use the relevant designation(s). *[Amended November 21, 2019 in accordance with By-Law XXI]*

## **6. Non-payment of Dues and Fees**

- a. Members whose dues, fees, assessments, levies and taxes for membership in the Institute are not paid within ninety (90) days after the date when they become due and payable shall automatically be suspended and, if not paid within an additional thirty (30) days after suspension, shall cease to be Members and their names shall be removed from the Members' register.
- b. Members whose dues, fees, assessments, levies and taxes for designation(s) are not paid within ninety (90) days after the date when they become due and payable shall automatically have their designations(s) suspended and, if not paid within an additional thirty (30) days after suspension, shall cease to be entitled to use the designation(s), and they shall surrender any designation certificate(s) held by them to the Institute and shall cease using the relevant designations(s).

## **7. Reinstatement**

Any former Member who wishes to be reinstated as a Member or designation holder must apply to the Institute for reinstatement and pay the required dues and reinstatement fees. Membership or designation may be reinstated by the Board on such terms as the Board may from time to time determine.

## **8. Annual Dues and Fees**

- a. The Board shall have the right to establish the Institute's annual membership dues (which may differ among membership categories), and additional specific fees for holders of all designations (which may differ among designations). Memberships are on a calendar year basis. Sixty (60) days notice will be given to Members and to the Regional Affiliates of any change in the annual membership dues or designation fees. The Board may charge additional fees with respect to

late payment of dues or fees.

- b. Fellows and Honourary Members shall not be charged designation renewal fees.

## **9. Special Assessments and Levies**

When required to maintain or further the interests of the Institute, the Board may levy a special assessment upon Members. The Board may charge additional fees with respect to late payment of any special assessment.

## **10. Voting Rights of Members in Good Standing**

Members in Good Standing (except Honourary Members and Associate Corporate Members) shall have full voting rights.

## **11. Eligibility of Members in Good Standing to Hold Elected Office**

Except as specifically provided otherwise in this By-law, Members in Good Standing, including Sustaining Corporate Members through their Corporate Representatives, may hold elected office at any level. For greater certainty, the Corporate Representatives of Associate Corporate Members are not entitled to hold elected office, unless they are also an Individual Member.

# **VII. DESIGNATIONS**

### **1. Chartered Arbitrator (C.Arb) or Chartered Mediator (C.Med)**

The designation of Chartered Arbitrator (C.Arb) or Chartered Mediator (C.Med) may be conferred by the Institute upon any Individual Member who has complied with the requirements for its use.

### **2. Qualified Mediator (Q.Med) or Qualified Arbitrator (Q.Arb)**

The designation of Qualified Mediator (Q. Med) or Qualified Arbitrator (Q.Arb) may be conferred by the Institute upon any Individual Member who has complied with the requirements for its use.

### **3. Additional Designations**

Any other designation adopted by the Institute from time to time may be conferred by the Institute upon any Member who has complied with the requirements for its use.

### **4. Insurance**

All Members with designations shall carry professional liability insurance in such minimum amounts as established by the Institute from time to time.

# **VIII. BOARD OF DIRECTORS**

## **1. Responsibilities**

The property, funds and affairs of the Institute shall be managed within the limits of the By-laws by the Board.

## **2. Composition**

- a. The Board shall consist of a number of Directors not more than the sum of VIII. 2. b. i, ii and iii below.
- b. The Board shall be comprised of:
  - i. one (1) Member in Good Standing from each Regional Affiliate (as elected by the Members in Good Standing who are members of each such Regional Affiliate, and ratified by the Board);
  - ii. the same number of Corporate Representatives (as elected by Sustaining Corporate Members in Good Standing, and ratified by the Board); and
  - iii. up to four (4) Directors appointed by the Directors then in office from among Members in Good Standing.

## **3. Term of Office**

- a. The term of office of elected Directors shall be one (1) year.
- b. The term of office of Directors shall commence immediately following the annual general meeting of the Institute in the year in which they are elected.
- c. The term of office of Directors who are appointed by the Board shall be one (1) year from the date(s) of appointment, with such appointments to be announced after the first Board meeting following the annual general meeting, or as soon thereafter as practicable.

## **4. Procedure: Request for Sustaining Corporate Members' Nominations**

At least ninety (90) days prior to the annual general meeting, the Executive Director shall ask each of the Sustaining Corporate Members for the name (if any) of the Corporate Representative nominated by such Sustaining Corporate Member (which at the time of such nomination must be a Member in Good Standing of the Institute).

## **5. Procedure: Sustaining Corporate Members Board Elections**

At least thirty (30) days prior to the annual general meeting, the Executive Director shall circulate to all Sustaining Corporate Members the names submitted pursuant to VIII.4 above on a ballot form which can be completed and submitted (prior to the annual general meeting as designated by the Executive Director) by each such Sustaining Corporate Member to elect the Directors referred to in VIII.2.b.ii above.

## 6. Procedure: Request for Names from each Regional Affiliate

At least thirty (30) days prior to the annual general meeting, the Executive Director shall ask each Regional Affiliate for the name of the Member in Good Standing elected by the Members in Good Standing who are members of each such Regional Affiliate (who will be the Directors referred to in VIII.2.b.i above).

## 7. Appointed Directors

The Directors referred to in VIII.2.b.i and VIII.2.b.ii above, if they so choose, may appoint up to four (4) Members in Good Standing to become Directors (in accordance with VIII.2.b.iii above).

## 8. Vacancies

If any vacancy arises among Directors for any reason, the Board may fill the vacancy thus created for the balance of the vacating Director's term. If the Director was a Director referred to in VIII.2.b.i above, then the Board shall appoint a replacement Director nominated by the vacating Director's Regional Affiliate. If the vacating Director was a Director referred to in VIII.2.b.ii above, then the Board shall appoint a Corporate Representative as the replacement Director.

## 9. Change of Director

- a. The Members in Good Standing may, by a majority vote, change any Director, provided that:
  - i. any Director elected by the Members in Good Standing who are members of a Regional Affiliate (see VIII.2.b.i above) may only be changed by a majority of votes of the Members in Good Standing who are members of that Regional Affiliate; and
  - ii. any Director elected by Sustaining Corporate Members (see VIII.2.b.ii above) may only be changed by a majority of votes of the Sustaining Corporate Members or in accordance with VIII.9.f below. *[The words "or in accordance with VIII.9.f below" added November 21, 2019 in accordance with By-law XXI]*
- b. A vacancy created by the change of a Director may be filled at the meeting of Members at which the Director was changed or, if not so filled, may be filled pursuant to VIII.8 above. The Director who has been the subject of a change may appeal to the next general Members meeting and may submit a statement pursuant to Section 131 of the Act (as set out in Appendix A).
- c. The Board may, by a two-thirds (2/3) majority vote of Directors, change any Director who has failed to observe the standard of care as described at XVII below.
- d. If a Regional Affiliate duly changes a Director elected pursuant to VIII.2.b.i in accordance with its by-laws and the provisions of VIII.9.a.i and b above, the Director who has been the subject of the change shall cease to be a Director once the Executive Director receives written notice of the change from the President or the Secretary of the Regional Affiliate. A new Director elected by the Regional



Affiliate in accordance with VIII.2.b.i shall become the Director for the balance of the changed Director's term.

- e. If the Sustaining Corporate Members vote to change a Director elected pursuant to VIII.2.b.ii and the provisions of VIII.9.a.ii and b above, the Director who has been the subject of the change shall cease to be a Director once the Executive Director receives written notice of the change from a representative of the Sustaining Corporate Members confirming the outcome of the vote under VIII.9.a.ii. A new Director elected by the Sustaining Corporate Members in accordance with VIII.2.b.ii shall become the Director for the balance of the changed Director's term. *[Added November 21, 2019 in accordance with By-law XXI]*
- f. The Board may, by a majority vote, change a Director where the Sustaining Corporate Member from whom that Director is drawn ceases to be a Member in Good Standing during the Director's term. A new Director appointed by the Board under this VIII.9.f shall become the Director for the balance of the changed Director's term. *[Added November 21, 2019 in accordance with By-law XXI]*
- g. For purposes of this VIII.9, the words "change" and "changed" refer to a change of a Director while in office, or the recall, replacement or other removal of a Director from office. *[VIII.9 amended November 22, 2018 in accordance with By-law XXI, and further amended November 21, 2019 in accordance with By-law XXI where specifically indicated above]*

## 10. Meetings

- a. **Regular:** Regular meetings of the Board shall be held at least twice a year at such time and place in Canada as the Board may determine, and notice of regular Board meetings shall be given to the Directors at least thirty (30) days in advance. Notice thereof may be waived by all of the Directors.
- b. **Special:** Special meetings of the Board may be called by the President or at the request of at least one-quarter (1/4) of the Directors, and notice of special Board meetings shall be given to the Directors at least fourteen (14) days in advance. Notice thereof may be waived by all of the Directors.
- c. **Quorum:** At any meeting of the Board, a quorum shall consist of two-fifths (2/5) of those entitled to be present and vote, unless otherwise specifically provided. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors present at a Board meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.
- d. **Minutes:** Minutes of all Board meetings shall be circulated to all of the Directors.
- e. **Meetings by Teleconference and Other Forms of Communication:**

Any Director or the entire Board may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with one another during the meeting. Any Director participating in such a

meeting by such means is deemed to be present at the meeting. Directors may meet by other electronic means that permit each Director to communicate adequately with each other, provided that:

- i. the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum and recording votes; and
- ii. each Director has notice of, and access to, the specific means of communication to be used.

## 11. Voting

- a. Each Director is authorized to exercise one (1) vote at each meeting of the Board. For greater certainty, a Director may not vote by proxy.
- b. A resolution circulated by email or other communications facilities to all Directors, to which all of the Directors entitled to vote on that resolution at a meeting of the Board have then voted in the affirmative by “reply all” (or equivalent), is as valid as if it had been passed at a meeting of the Board.
- c. All questions not affecting the By-laws shall be decided by a majority of votes cast. Questions affecting the By-laws shall be decided by two-thirds (2/3) majority of votes cast.

## 12. Committees

The Board may establish committees from time to time in order to effectively conduct its business in accordance with XII and XIII below.

# IX. OFFICERS

## 1. Composition

The officers of the Institute shall be a President, a Vice-President (President-Elect), up to two (2) Vice-Presidents, a Secretary, a Treasurer, and the Past President.

## 2. Induction

The election of officers will be held by the Board at the meeting immediately following the annual general meeting or at such subsequent meeting as is convenient to the Board. Each elected officer shall be inducted in the following manner:

- a. **President:** The Board shall elect the President annually.
- b. **Vice-President (President-Elect):** The Board shall elect the Vice-President (President-Elect) annually.
- c. **Vice-Presidents:** The Board shall elect up to two (2) Vice-Presidents annually in addition to the Vice President (President-Elect).
- d. **Secretary and Treasurer:** The Board shall elect the Secretary and Treasurer annually. The same person may hold the Secretary and Treasurer positions. The terms of office for each of these officers shall be the same as the term of the members of the Board. The Secretary and Treasurer do not need to be Directors.

### 3. Terms of Office

Each elected officer shall take office upon election and shall serve for a term as specified below:

- a. **President:** He or she shall serve a term of one (1) year or until the respective successor is elected. The President may stand for election for up to three (3) consecutive one (1) year terms of office. An individual who held the office of President may be elected again provided that another individual or individuals have held the office for at least one intervening term. *[Amended October 13, 2016 in accordance with By-law XXI]*
- b. **Vice-President (President-Elect):** He or she shall serve a term of one (1) year or until his or her successor is elected. The Vice-President (President-Elect) may stand for re-election.
- c. **Vice-Presidents:** He or she shall serve a term of one (1) year or until their respective successors are elected. A Vice-President may stand for re-election.
- d. **Secretary:** He or she shall serve a term of one (1) year or until his or her successor is elected. The Secretary may stand for re-election. *[Amended November 21, 2019 in accordance with By-Law XXI]*
- e. **Treasurer:** He or she shall serve a term of one (1) year or until his or her successor is elected. The Treasurer may stand for re-election. *[Added November 21, 2019 in accordance with By-Law XXI]*

### 4. Vacancies

Subject to the provisions regarding the office of President, vacancies in any office may be filled for the balance of the term thereof by the Board at any regular or special meeting. A vacancy in the office of President will be filled for the balance of the term of office by the Vice-President (President-Elect). If the Vice-President (President-Elect) declines or is unable to assume the office of President, then the vacant term of office will be filled by election held by the Board.

### 5. Duties

- a. **President:** The President shall be the chief elected officer of the Institute. He or she shall preside at all meetings of Members and of the Board at which he or she shall be present. The President shall see that all resolutions and Policies of the Board are implemented. The Board may from time to time establish a more detailed description of the President's role. *[Amended November 21, 2019 in accordance with By-Law XXI]*
- b. **Vice-President (President-Elect):** The Vice-President (President-Elect) shall assist the President in carrying on the administration of the Institute and perform such other duties and exercise such powers as the President or the Board may delegate to him or her. During the absence, or the inability or unwillingness to act, of the President, the Vice-President (President-Elect) shall perform the duties and exercise the powers of the President. The Board may from time to time establish a more detailed description of the Vice President (President Elect)'s role. *[Amended November 21, 2019 in accordance with By-Law XXI]*

- c. **Vice-President:** There shall be up to two (2) Vice-Presidents in addition to the Vice-President (President-Elect). The Vice-President(s) of the Institute shall assist the President in carrying on the administration of the Institute and perform such other duties and exercise such powers as the President or the Board may delegate to the Vice-President. The Board may from time to time establish a more detailed description of the Vice-Presidents' roles. *[Amended November 21, 2019 in accordance with By-Law XXI]*
- d. **Secretary:** The Secretary shall be responsible for the due maintenance of the official records of the Institute, and shall perform such other duties and exercise such powers as the President or the Board may delegate to the Secretary. The Board may from time to time establish a more detailed description of the Secretary's role. *[Amended November 21, 2019 in accordance with By-Law XXI]*
- e. **Treasurer:** The Treasurer shall be responsible for financial and risk management related to the Institute's affairs, and shall perform such other duties and exercise such powers as the President or the Board may delegate to the Treasurer. The Board may from time to time establish a more detailed description of the Treasurer's role. *[Amended November 21, 2019 in accordance with By-Law XXI]*

## 6. Removal from Office

The Board may, by a two-thirds (2/3) majority vote of Directors, change, replace or otherwise remove an Officer. *[Amended November 21, 2018 in accordance with By-law XXI]*

## X. PROFESSIONAL STAFF

The administration and management of the Institute shall be performed by a person appointed by and directly responsible to the Board through the Executive Committee. This person shall have the title of Executive Director or other title as the Board shall designate. For greater certainty, the Executive Director shall conduct the affairs of the Institute for and on behalf of the Board, be responsible for the day-to-day administration of the affairs of the Institute in accordance with Policies and actions approved by the Board or the Executive Committee, as the case may be, and shall carry out any such other matters from time to time as the Board or the Executive Committee shall direct. The Board may from time to time establish a more detailed description of the Executive Director's role. *[Amended November 21, 2019 in accordance with By-law XXI]*

## XI. EXECUTIVE COMMITTEE

### 1. Composition

There shall be an Executive Committee which shall consist of the President, who shall be the chair, the Vice-President (President-Elect), the Vice-Presidents, the Secretary, the Treasurer, the Past President, if a Director, and the Executive Director. At least one member of the Executive Committee must be a Board member who represents a Regional Affiliate.

## 2. Duties

- a. Subject to Section 138 of the Act (as set out in Appendix B), the Executive Committee shall carry out any such duties from time to time as the Board may direct. [*Amended November 21, 2019 in accordance with By-law XXI*]
- b. Subject to the directions of the Board to the contrary, the Executive Committee has the authority to make Policies on behalf of the Institute.

## 3. Meetings

Meetings of the Executive Committee shall be held at the call of the President or at the request of at least one-half (1/2) of the members of the Executive Committee. At least two (2) days notice shall be given of the date, time, place and agenda for meetings of the Executive Committee, unless notice is waived by all members of the Executive Committee.

## 4. Special Meetings

In emergencies, special meetings of the Executive Committee may be called on four (4) hours' notice. A special meeting may be conducted by telephone conference call or such other similar method as will permit all members of the Executive Committee to hear all other participants in the meeting. Any such teleconference meeting can only be held with the unanimous consent of all members of the Executive Committee.

## 5. Quorum and Voting

A majority of the Committee shall constitute a quorum for the transaction of business at all meetings of the Executive Committee. All questions shall be decided by a majority of votes cast.

# XII. COMMITTEES OF THE BOARD

## 1. Standing Committees

Standing Committees shall be established by the Board from time to time. The costs of all Standing Committees shall be clearly identified in the annual budget of the Institute. Motions to the Board to establish Standing Committees may include specific terms of reference, which may be amended subsequently by the Board. At least one (1) Director shall be on each Standing Committee. [*Amended November 21, 2019 in accordance with By-law XXI*]

## 2. Operational Committees

Operational and *ad hoc* committees (collectively referred to in this By-law XI as "**Operational Committees**") may also be established by the Board, the Executive Committee, or the Executive Director (for purposes of this section, each, an "**Establishing Party**") from time to time. If the Establishing Party is not the Board, the establishment of the Operational Committee and its terms of reference shall be subject to ratification by the Board in its sole discretion. If the terms of reference for a particular Operational Committee are not included in the motion to establish it, that Operational Committee shall, if required by the Establishing Party, draw up its own terms of reference

and submit them to the Establishing Party for approval (and Board ratification, if the Board exercises its discretion to review and approve). The Establishing Party shall endeavour to have at least one (1) Director serve on each Operational Committee. *[Amended November 21, 2019 in accordance with By-law XXI]*

### **3. Chairs**

Standing Committee chairs shall be appointed by the President. Operational Committee chairs shall be appointed by the Executive Director. *[Amended November 21, 2019 in accordance with By-law XXI]*

### **4. Committee Members**

All Standing Committee members shall be appointed by the chair thereof with the approval of the President and shall be eligible for reappointment. All Operating Committee members shall be appointed by the chair thereof with the approval of the Executive Director and shall be eligible for reappointment. *[Amended November 21, 2019 in accordance with By-law XXI]*

### **5. Ex-Officio Members**

The President and Executive Director shall each be an ex-officio member of all Standing Committees and all Operational Committees. *[Amended November 21, 2019 in accordance with By-law XXI]*

### **6. Failure to Act**

Where a committee has neglected or failed to act, the Board may disband the committee and appoint another.

### **7. Meetings and Minutes**

Meetings of any committee shall be called by its chair. Committees, except for those dealing with ethics or professional practice, shall circulate minutes of each meeting to the Executive Director. *[Amended November 21, 2019 in accordance with By-law XXI]*

### **8. Quorum and Decisions**

Quorum for committee meetings will be two (2) committee members present if the committee has three (3) members or less, and fifty percent (50%) of the committee members present in all other cases. All questions will be decided by a majority of votes cast.

## **XIII. DISCIPLINE**

The Board or committee duly appointed for this purpose may discipline, suspend or expel any Member for misconduct or violation of the Institute's By-laws, Policies, *Codes of Ethics*, *Codes of Conduct*, and published Policies, in response to a complaint made in writing and after due investigation, and in accordance with the Board's Policy on discipline.

## **XIV. MEETINGS**

**1. Annual**

- a. The annual general meeting of Members shall be held at such time and place in Canada each year as the Board may determine.
- b. Notice of the annual general meeting shall be given to all Members at least sixty (60) days prior to the meeting. Notice may be given in electronic form or in the form of an announcement in a publication of the Institute.

**2. Special**

- a. Special meetings of Members may be called by the President or by resolution of the Board.
- b. A written petition signed by five per cent (5%) of Members in Good Standing of the Institute may require the Board to call a special meeting of the Members.
- c. Notice of a special meeting shall be given to all Members at least thirty (30) days prior to the meeting. Notice may be given in electronic form or in the form of an announcement in a publication of the Institute and shall contain enough information regarding the subject of the special meeting to allow Members to make a reasoned decision.

**3. Irregularities**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member in Good Standing, shall not invalidate any resolution passed or any proceedings taken at such meeting.

**4. Quorum**

Fifteen (15) Members in Good Standing shall constitute a quorum for the transaction of business at all meetings of the Institute, provided that such quorum shall include at least two (2) Members in Good Standing present in person and proxies held by proxy holders may be counted in establishing quorum.

**5. Rules of Order**

All meetings of the Members shall be conducted in accordance with the most recent edition of Wainberg's Society Meetings, except where it is in conflict with the By-laws.

**6. Number of Votes**

- a. Each Member in Good Standing (except Honourary Members and Associate Corporate Members) shall have one (1) vote at all meetings of the Institute and in all elections or other ballots.
- b. All questions not affecting the By-laws shall be decided by a majority of votes cast, unless the Act or these By-laws otherwise provides. Questions affecting the By-laws shall be decided by two-thirds (2/3) majority of votes cast.

## **7. Voting Procedure**

- a. Every question or matter submitted to any meeting of Members (including without limitation any annual general meeting or special meeting of Members) shall be voted on in the first instance by a voice vote or a show of hands of those Members physically present at the meeting, or by a ballot vote when requested by any Member. Voting by voice, show of hands, or ballot shall include proxies. However, any Member may also participate in the meeting and vote by means of such conference telephone or other commonly available communications facilities as are approved in advance of the meeting by the Directors from time to time and permit all persons participating in the meeting to communicate adequately with one another during the meeting. Any Member participating in the meeting by such means is deemed to be present at the meeting.

## **8. No second or casting vote of Chair**

The chair of any meeting shall not have a second or casting vote.

## **9. Declaration of Resolution**

Once the vote has been completed, a declaration by the chair that a resolution has been carried or defeated, unanimously or by any particular majority, shall be conclusive evidence of that fact.

## **10. Proxies**

- a. Votes may be given either personally or by proxy at any annual or special Members meeting.
- b. Any Member in Good Standing (except Honourary Members and Associate Corporate Members) may appoint as his or her proxy any other Member in Good Standing.
- c. Each instrument appointing a proxy shall be filed with the Executive Director of the Institute prior to the meeting being opened. [*Amended November 21, 2019 in accordance with By-law XXI*]
- d. Instruments appointing a proxy shall be verified by the Secretary prior to such meeting being opened.
- e. An instrument appointing a proxy shall be in writing, signed and dated by the appointer.
- f. The notice of meeting shall contain a reminder of the proxy right accompanied with a sample form of proxy.

## **11. Demands and Withdrawals**

Any Member may demand a standing vote, a ballot vote or a proxy count. A demand for a standing vote, a ballot vote or a proxy count may be withdrawn.



## **12. Recorded Vote**

Any Member in Good Standing may request that his, her or its vote be recorded in the minutes of the meeting.

## **XV. REGIONAL AFFILIATES**

### **1. Establishment**

The Board shall have the authority to approve, on application, Regional Affiliates of the Institute, which shall have integrated status with the Institute provided that such approval shall require a majority vote.

### **2. Application**

All applications to establish Regional Affiliates shall be submitted to the Board and shall be accompanied by a report on the anticipated number of Members and the reason for the application.

### **3. Administration**

The affairs of a Regional Affiliate shall be managed by a regional administration committee or board of directors in accordance with the By-laws and Policies of the Institute and those of the Regional Affiliate.

### **4. Minutes**

Minutes of all meetings of the board of directors of the Regional Affiliate and annual general or special meetings of the Regional Affiliate shall be submitted to the Institute on request. The number of members of the Regional Affiliate, or directors present shall be recorded in the Minutes of all meetings.

### **5. Regional Affiliate Representation on the National Board of Directors**

Each Regional Affiliate shall elect one Director to the Board in accordance with VIII.2.b.i and VIII.6 above.

### **6. Membership Lists**

- a. Each Regional Affiliate shall apprise the Executive Director on a timely basis of all new Members, resignations, and changes in Member contact information that come to the Regional Affiliate's attention.
- b. Each Regional Affiliate shall provide the Institute with a list of all Members in Good Standing who are members of such Regional Affiliate within 30 days of the end of each quarter of the Institute's fiscal year. This membership list shall state the name, phone number, fax number, e-mail and full mailing address of each such Member in Good Standing.

### **7. Transfer of Responsibilities**

The Board may transfer responsibilities to a Regional Affiliate as it sees fit from time to time, and may resume any such transferred responsibilities on notice to a Regional

Affiliate. However, the Board retains the authority to establish national Policies in all Institute matters.

## **8. Removal from Regional Affiliate Status**

A Regional Affiliate can be removed from Regional Affiliate status after a resolution of the Board recommending such action to an annual general or special meeting of the Members. At least thirty (30) days prior to the meeting at which such motion will be addressed, notice of the meeting and its purpose shall be given to the Members in Good Standing (other than Associate Corporate Members). Such motion will require approval of two-thirds (2/3) of the votes cast in person or by proxy at such meeting.

# **XVI. FINANCE, SIGNING AUTHORITY, AND DISSOLUTION**

## **1. Finance**

- a. The financial year of the Institute shall be from January 1 to December 31.
- b. An audited statement of the accounts of the past financial year shall be prepared for approval by the Board and then, as approved, for presentation at the annual general meeting.
- c. A qualified accountant shall be appointed at the annual general meeting to audit the accounts at fiscal year end. The Board shall have the power to appoint an alternative qualified accountant in the event that the appointee is unable to continue providing this service between annual general meetings.
- d. The Board shall obtain directors and officers liability insurance each year in accordance with XIX.3.
- e. The Board may award special remuneration to any officer, employee or member of the Board for special services undertaken on behalf of the Institute other than routine work ordinarily required.
- f. The Institute shall be operated without purpose of pecuniary gain to any of the Members, and any surplus or accretion of the Institute shall be used solely for the purposes of the Institute and the promotion of its objectives.

## **2. Signing Authority**

- a. **Execution of Documents:** Contracts, documents and other instruments made in the name of the Institute shall be binding on the Institute when signed by any one of the President, the Executive Director, or their appointee.
- b. **Certification of Documents:** The Board shall have authority to appoint any member of the Board or any staff member to certify a specific document.
- c. **Cheque Signing Authority:** The Board shall appoint up to four (4) Directors to sign cheques. The Executive Director, and members of staff designated by the Board, shall have authority to sign cheques. The Board shall, by resolution, set a limit on the cheque signing authority of the Executive Director and designated staff person. All cheques exceeding the limit shall be signed by:

- i. the Executive Director or designated staff; and
- ii. one of the Directors appointed pursuant to this subparagraph. *[Amended October 13, 2016 in accordance with By-law XXI]*

### **3. Dissolution**

Should the Institute be dissolved for any reason or surrender its charter, its assets, after payment of or provision for its liabilities, shall be delivered to one or more non-profit organizations having similar objectives or a registered charity in Canada as determined by the Board.

## **XVII. STANDARD OF CARE**

Every Director, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Institute and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **XVIII. REMUNERATION OF DIRECTORS**

Directors and committee members shall serve without remuneration and no Director or committee member shall directly or indirectly receive any profit from his or her position as Director or committee member. A Director or committee member may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties, provided that any one of the President, the Vice-President (President-Elect), a Vice President, or the Treasurer has pre-approved the expenses.

## **XIX. CONFLICTS OF INTEREST, INDEMNITIES, AND INSURANCE**

### **1. Dealing with conflicts**

- a. A Director or officer of the Institute who:
  - i. is a party to a material contract or transaction or proposed material contract or transaction with the Institute (in any such case, a “Contract” or a “Transaction”, as the case may be); or
  - ii. is a Director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction,

shall disclose to the Institute, or request to have entered in the minutes of meetings of the Board, the nature and extent of his or her interest.

- b. The disclosure required by XIX.1.a must be made, in the case of any Director:
  - i. at the Board meeting at which a proposed Contract or Transaction is first considered;
  - ii. if the Director was not then interested in a proposed Contract or Transaction, at the first Board meeting after he or she becomes so interested;

- iii. if the Director becomes interested after a Contract is made or a Transaction is entered into, at the first Board meeting after he or she becomes so interested; or
  - iv. if a person who is interested in a Contract or Transaction later becomes a Director, at the first Board meeting after he or she becomes a Director.
- c. The disclosure required by XIX.1.a must be made, in the case of any officer who is not a Director:
- i. forthwith after the officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a meeting of Directors;
  - ii. if the officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after he or she becomes so interested; or
  - iii. if a person who is interested in a Contract or Transaction later becomes an officer, forthwith after he or she becomes an officer.
- d. Despite XIX.1.b and c, if XIX.1.a applies to a Director or officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Institute's business, would not require approval by the Board or the Members, the Director or officer shall disclose to the Institute or request to have entered in the minutes of meetings of the Board, the nature and extent of his or her interest forthwith after the Director or officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.
- e. A Director referred to in XIX.1.a shall not attend any part of a Board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is one for indemnity or insurance.
- f. If no quorum exists at a Board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a Director is not permitted to be present at the Board meeting by reason of XIX.1.e, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- g. A general notice to the Board by a Director or officer disclosing that he or she is a Director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any Contract made or any Transaction entered into with that person, is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of XIX.1.
- h. A Contract or Transaction for which disclosure is required under XIX.1.a is not void or voidable, and the Director or officer is not accountable to the Institute or its Members for any profit or gain realized from the Contract or Transaction, because of the Director's or officer's interest in the Contract or Transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the Contract or Transaction, if:

- i. disclosure of the interest was made in accordance with XIX.1;
  - ii. the Board approved the Contract or Transaction; and
  - iii. the Contract or Transaction was reasonable and fair to the Institute when it was approved.
- i. Despite anything in XIX.1, a Director or officer, acting honestly and in good faith, is not accountable to the Institute or to its Members for any profit or gain realized from any Contract or Transaction by reason only of his or her holding the office of Director or officer, and the Contract or Transaction, if it was reasonable and fair to the Institute at the time it was approved, is not by reason only of the Director's or officer's interest in it void or voidable if:
- i. the Contract or Transaction is confirmed or approved by special resolution at a meeting of the Members duly called for that purpose; and
  - ii. the nature and extent of the Director's or officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the Members' meeting.

## 2. Indemnities

- a. The Institute shall from time to time and at all times indemnify each Director or officer of the Institute, each former Director or officer of the Institute, and each individual who acts or acted at the Institute's request as a director or officer:
- i. in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Institute, if the individual:
    - A. was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
    - B. fulfils the conditions set out in XIX.2.c.
  - ii. against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Institute.
- b. The Institute may advance money to a Director, officer or other individual referred to in XIX.2.a for the costs, charges and expenses of an action or proceeding referred to in that clause, but the individual shall repay the money if the individual does not fulfil the conditions set out in XIX.2.c.
- c. The Institute shall not indemnify an individual under XIX.2.a unless:
- i. the individual acted honestly and in good faith with a view to the best

interests of the Institute; and

- ii. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

### **3. Directors' and Officers' Insurance**

- a. The Institute may purchase and maintain insurance for the benefit of each Director and/or officer of the Institute, each former Director and/or officer of the Institute, and each individual who acts or acted at the Institute's request as a director or officer of the Institute, against any liability incurred by the individual:
  - i. in the individual's capacity as a Director or officer of the Institute; or
  - ii. in the individual's capacity as a Director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Institute's request.

## **XX. POLICIES**

### **1. Establishment and Amendment**

The Board may make such Policies as it shall deem expedient for the administration and government of the Institute and for the effective carrying on of its objects as set forth, and may repeal, amend or re-enact the same from time to time.

### **2. By-laws and Policies**

Where the repeal, amendment or re-enactment of a Policy also requires an amendment to the By-laws, the revised Policy shall take effect at the same time as the amended By-laws become effective.

## **XXI. AMENDMENTS**

### **1. Notice**

A change in the By-laws may be proposed by any Member or Members in Good Standing at the annual general meeting or at a special meeting called for that purpose, if notice in writing of the change has first been given by such Member or Members in Good Standing to the Executive Director not less than sixty (60) days prior to such annual general or special meeting and to the secretary of each Regional Affiliate at least thirty (30) days before the date of the annual general or special meeting, and the Executive Director shall provide a copy of such proposal to all Members in Good Standing within fifteen (15) days after receipt thereof. *[Amended November 21, 2019 in accordance with By-law XXI]*

### **2. Amendment of By-Laws**

Subject to Sections 197, 198 and 199 of the Act (as set out in Appendix C), the By-laws of the Institute may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board, which by-law shall be effective until the next

meeting of Members at which meeting such by-law shall be considered by the Members and approved, amended or rejected by a vote of at least two-thirds ( $2/3$ ) of the votes cast at such Members meeting (provided that notice of consideration of such by-law shall be included in the notice of such Members meeting).

## **APPENDIX A**

Section 131 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23 provides as follows:

### **Statement of director**

131. (1) Subject to the by-laws, a director is entitled to submit to the corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a meeting is called for that purpose.

### **Circulating statement**

(2) A corporation shall immediately give notice to the members of the statement in the manner referred to in section 162.

### **Statement to Director**

(3) A corporation shall immediately send a copy of the statement to the Director.

### **Immunity**

(4) No corporation or person acting on its behalf incurs any liability by reason only of complying with this section.



## APPENDIX B

Section 138 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23 provides as follows:

### **Delegation**

138. (1) Directors of a corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors.

### **Limits on authority**

(2) Despite subsection (1), no managing director and no committee of directors has authority to

- (a) submit to the members any question or matter requiring the approval of members;
- (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements referred to in section 172;
- (e) adopt, amend or repeal by-laws; or
- (f) establish contributions to be made, or dues to be paid, by members under section 30.

## APPENDIX C

Sections 197, 198 and 199 of the Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23 provide as follows:

### **Amendment of articles or by-laws**

197. (1) A special resolution of the members — or, if section 199 applies, of each applicable class or group of members — is required to make any amendment to the articles or the by-laws of a corporation to

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

### **Revocation**

(2) The directors of a corporation may, if authorized by the members in the special resolution effecting an amendment under this section, revoke the resolution before it is acted on without further approval of the members.

### **Amendment of number name**

(3) Despite subsection (1), if a corporation has a designating number as a name, the directors may amend its articles to change that name to a verbal name.

### **Proposal to amend**

198. (1) Subject to subsection (2), a director, or a member who is entitled to vote at an annual meeting of members, may, in accordance with section 163, propose to make an amendment referred to in subsection 197(1).

### **Notice of amendment**

(2) Notice of a meeting of members at which a proposal to make an amendment referred to in subsection 197(1) is to be considered shall set out the proposed amendment.

### **Class vote**

199. (1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to

(a) effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;

(b) add, change or remove the rights or conditions attached to the memberships of the class or group, including

(i) to reduce or remove a liquidation preference, or

(ii) to add, remove or change prejudicially voting or transfer rights of the class or group;

(c) increase the rights of any other class or group of members having rights equal or superior to those of the class or group;

(d) increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;

(e) create a new class or group of members having rights equal or superior to those of the class or group; or

(f) effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

### **Right to vote**

(2) Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.

### **Separate resolutions**

(3) A proposal to make an amendment referred to in subsection (1) is adopted when the members of each class or group entitled to vote separately on the amendment as a class or group have approved the amendment by a special resolution.