



Canadian
Physiotherapy
Association

Association
canadienne de
physiothérapie

BYLAWS

May 26, 2013

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1. DEFINITIONS AND INTERPRETATIONS

(1) Definitions: In these Bylaws:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Affiliate" means persons, other corporations or associations as determined by the Board;
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- d) "Association" means the Canadian Physiotherapy Association;
- e) "Board of Directors" or "Board" means the governing body of the Association and is composed of Directors referred to in Section 5 of these Bylaws;
- f) "Branch" means a provincial or territorial component of the Association formed with the approval of the Board of Directors, and includes all Members and Affiliates in that province or territory;
- g) "Class of Membership" means a group of members meeting the same eligibility criteria as outlined in sub-section 3. (4) - Membership below. Examples include Full Member, Physiotherapist Assistant Member, etc.
- h) "Code of Ethics" means the ethical principles, values and standards articulated to guide all members of the Association. It is developed to assist physiotherapists and physiotherapist assistants in practicing ethically and working through ethical challenges that arise in their practice with individuals, families, communities and private and public health systems.
- i) "Director" means a person either elected or appointed to the Board in accordance with these Bylaws.
- j) "Division" means a national special interest group of Members formed with the approval of the Board of Directors;
- k) "External Director" means an individual elected or appointed as a Director (who needs not be a physiotherapist) and who brings a particular expertise or consumer perspective to the Board.
- l) "Member" means a member of the Association as outlined in sub-section 3.(4) of these Bylaws;
- m) "Members Meetings" means Annual General Meetings and Special Meetings of the Association as described in Section 4 of these Bylaws;
- n) "Officers of the Association" mean those members of the Board of Directors as described in Section 6 of these Bylaws.

- o) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;
- p) "Preferential Ballot" is a type of election where voters rank the candidates in order of preference, with "1" being the highest (most preferred) ranking.
- q) "Proposal" means a proposal submitted by a member of the Association that meets the requirements of Section 163 (Member Proposals) of the Canada Not-for-Profit Act;
- r) "Rules" and "Regulations" mean the rules and regulations made by the Board pursuant to Section 11 of these Bylaws;
- s) "Rules of Conduct" mean a set of rules outlining the responsibilities of, or proper practices for, members within the Association
- t) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

(2) Interpretations: In these Bylaws:

- a) Words in the singular include the plural, and words in the plural include the singular and vice-versa, and words in one gender include all genders.
- b) These Bylaws shall be read with all grammatical changes as are necessary to apply to all Members.

2. ETHICS AND CONDUCT

(1) Code of Ethics

Members shall abide by the Association Code of Ethics approved by the Members.

(2) Rules of Conduct

- a) Members shall abide by the Association Rules of Conduct approved by the Board.
- b) The Board of Directors shall approve and regularly review conduct and discipline procedures for the administration of the Rules of Conduct.

3. MEMBERSHIP AND AFFILIATIONS

(1) Application

- a) The Board shall establish membership and affiliation application requirements and fee schedule principles in the Rules and Regulations.
- b) Applicants may appeal the refusal of membership or affiliation to the Board of Directors, the decision of which shall be final and binding and there shall be no further appeal therefrom.

(2) Dues and Assessments

The national portion of the annual dues payable by Association Members shall be those approved from time to time by the Board of Directors.

(3) Rights and Privileges

The Board shall establish, in the Rules and Regulations, such other general membership and affiliation rights, privileges and obligations as do not specifically affect the rights, privileges and obligations of each category of Member and Affiliate as described in these Bylaws.

(4) Classes of Membership

a) Physiotherapist (PT) Membership - (Full Member)

- i) This Class of Membership applies to graduates of accredited physiotherapy academic programs in Canada or physiotherapists who hold, or have held, full registration or licensure for physiotherapy in any jurisdiction in Canada or graduates of physiotherapy programs who hold a full or part-time academic faculty appointment in a physiotherapy program at a Canadian university.
- ii) PT Members are eligible to be elected or appointed to a position of Director, are entitled to all benefits provided by the Association to Members and have voting rights.

b) Physiotherapist (PT) Student Membership

- i) This Class of Membership applies to individuals who are full-time and part-time entry-level students in physiotherapy programs at a Canadian university, or who are enrolled in a bridging program for internationally-educated physiotherapists recognized by the Association.
- ii) PT Student Members are not eligible to be elected or appointed to a position of Director.
- iii) PT Student Members are entitled to benefits as approved by the Board.
- iv) PT Student Members have the right to vote.

- c) On successful graduation, PT Student Members may maintain Student Member status until April 1st of the year following graduation, unless they terminate their membership or register as a Physiotherapist Member prior to the foregoing date.

d) Life and Honourary Membership

- i) Life and Honourary Membership are awards of the Association and may be awarded to persons in recognition of their contribution to the profession and the Association. The Board shall establish, in the Rules and Regulations, such criteria, rights and privileges for such membership award.

- ii) Life and Honourary Members have the right to vote.
 - iii) Life and Honourary Members who are physiotherapists are eligible to be elected or appointed to a position of Director as permitted in sub-section 5. (1)(b).
- e) Physiotherapist Assistant (PTA) Membership
- i) This Class of Membership applies to individuals who have completed a recognized formal education program for physiotherapist assistants in Canada, or have successfully completed the PTA membership observed performance assessment process approved by the Board.
 - ii) PTA Members are entitled to benefits as approved by the Board.
 - iii) PTA Members are only eligible to be elected or appointed to a position of Director as permitted in sub-section 5. (1)(d).
 - iv) PTA Members are only eligible to vote in accordance with sub-section 3. (5), “Special Vote by Class of Membership”.
- f) Physiotherapist Assistant (PTA) Student Membership
- i) This Class of Membership applies to students enrolled in a recognized formal education program for support personnel in physiotherapy.
 - ii) PTA Student Members are entitled to benefits as approved by the Board.
 - iii) PTA Student Members are not eligible to hold office.
 - iv) PTA Student Members are only eligible to vote in accordance with sub-section 3. (5), “Special Vote by Class of Membership”.
 - v) On successful graduation, PTA Student Members may maintain student member status until April 1st of the year following graduation, or until such time as they terminate their membership or register as a full member.
- g) Thérapeute en réadaptation physique (TRP) Membership
- i) This Class of Membership applies to graduates of accredited TRP academic programs in Canada and who hold full registration as a TRP in OPPQ.
 - ii) TRP Members are entitled to benefits as determined by the Board.
 - iii) TRP Members are only eligible to be elected or appointed to a position of Director as permitted in sub-section 5.(1)(d).
 - iv) TRP Members are only eligible to vote in accordance with sub-section 3. (5), “Special Vote by Class of Membership”.

- h) Étudiant Thérapeute en réadaptation physique (TRP) Membership
 - i) Étudiants enrolled in a recognized formal education program for TRPs in Canada may join as Étudiant TRP.
 - ii) Étudiant TRP Members are entitled to benefits as determined by the Board.
 - iii) Étudiant TRP Members are not eligible to hold office.
 - iv) Étudiant TRP Members are only eligible to vote in accordance with sub-section 3. (5), “Special Vote by Class of Membership”.
 - v) On successful graduation, Étudiant TRP Members may maintain student member status until April 1st of the year following graduation or until such time as they terminate their membership or register as a full member.
- i) Affiliations
 - i) The Association may have affiliations with individuals or corporations or associations that are not eligible for other membership categories as determined by the Board but support the mission of the Association.
 - ii) Affiliates are not eligible to hold office, are entitled to benefits as approved by the Board.
 - iii) Affiliate Members do not have the right to vote.

(5) Special Vote by Class of Membership

- a) The members of any Class of Membership are entitled to vote separately as a class on a proposal to make amendments to the Articles or Bylaws that:
 - i) affect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
 - ii) add, change or remove the rights or conditions attached to the memberships of the class or group, including to reduce or remove a liquidation preference, or to add, remove or change prejudicially voting or transfer rights of the class or group;
 - iii) increase the rights of any other class of members having rights equal or superior to those of the class;
 - iv) increase the rights of a class 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;
 - v) affect an exchange or create a right of exchange of all or part of the memberships of another class into the memberships of the class.

(6) Suspension / Discipline

Members or Affiliates may be suspended from the Association or otherwise disciplined in accordance with the conduct and discipline procedures approved by the Board of Directors.

(7) Termination of Membership or Affiliation

- a) A Membership or Affiliation may at any time be terminated should any of the following occur:
- i) the Member or affiliate dies;
 - ii) the Member or Affiliate resigns from membership or affiliation by notifying the Association of such intention in writing;
 - iii) the Member's or affiliate's term of membership expires;
 - iv) the Member is suspended, expelled or membership is otherwise terminated by resolution of the Board of Directors in accordance with the Rules and Regulations - conduct and discipline procedures approved by the Board;
 - v) the Member's licence or registration is suspended or revoked by a physiotherapy regulatory board for disciplinary reasons; or
 - vi) the Association is liquidated and dissolved.

(8) Reinstatement

Former Members or Affiliates may reinstate their membership in, or affiliation with the Association in accordance with the Rules and Regulations approved by the Board.

4. MEMBERS' MEETINGS

(1) Annual General Meeting

- a) The meeting shall be held in Canada unless the Directors resolve to meet elsewhere in the North American/Caribbean Region of the World Confederation for Physical Therapy.
- b) The Annual General Meeting of the Association shall be held within 6 months of the end of the fiscal year and not more than 15 months after the last preceding annual meeting at such time and place as may be designated by the Board.

(2) Special Meetings

- a) A Special Meeting of the Association may be called at any time by the Board at such time and place as it may designate.
- b) A Special Meeting may be called upon the written request of greater than 5% of the voting Members representing a majority of the provinces and territories of Canada. The Board shall

call a Special Meeting of members within 21 days of receiving a written requisition of members.

c) The notice of the meeting shall state the purpose of the meeting.

(3) Notice

a) Notice of Members' Meetings of the Association shall be given to Members by mail, telephonic, electronic or other communication facility, at least 30 days before the date of the meeting. The location of the meeting shall be stated in the notice. Any business to be transacted at the meeting other than the election of Directors, appointment of auditors and receipt of the financial statement shall be described in the notice in sufficient detail to enable members to form a reasoned judgement thereon.

b) Failure of a Member to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

(4) Members' Proposals

a) Members entitled to vote at a Members' Meeting may submit notice to the Association of a matter that they propose to raise at the meeting. The Association must include the proposal and a supporting statement in its notice of the meeting.

b) The sponsor of the proposal may be required to pay all costs of distribution of the proposal.

c) Members' proposals are limited to 500 words in length.

d) The Association may refuse to include a proposal in a notice of a meeting if:

i) the proposal is not submitted within the prescribed period of time of 120 days before the anniversary of the previous meeting;

ii) the proposal is intended to enforce a personal claim or grievance;

iii) the proposal promotes a cause which does not relate in a significant way to the activities of the Association;

iv) the Member fails to present the proposal at a meeting;

v) substantially the same proposal was submitted to Members in a notice of a meeting held within the previous two years and the proposal did not meet the minimum prescribed level of support; or

vi) if, by ordinary resolution of the Board of Directors, the rights conferred are being abused to secure publicity.

e) If the Association refuses to distribute a Member's proposal, it will send notice in writing to the person submitting the proposal setting out the reasons for the refusal.

(5) Meeting Conduct

Unless otherwise specified in the Bylaws or Rules and Regulations of the Association, Members' Meetings of the Association shall be conducted in accordance with Robert's Rules of Order - Latest Edition.

(6) Voting

- a) All Members who have voting rights have the right to vote at all Members' Meetings, subject to the provisions outlines in sub-section 4. (7) and voting procedures established by the Board which are consistent with these Bylaws. This right shall be referred to in the notice of the meeting which may be accompanied by a form of proxy.
- b) Voting may be conducted electronically at the discretion of the Board and if such facilities have been made available at the Members' Meeting.

(7) Method of Voting By Members

a) In Person

Voting may be by show of hands, unless a ballot is requested by any Member either before or after a show of hands, unless a count or poll is demanded, or if a ballot vote is ordered by a motion.

b) By Proxy

- i) Any Member of the Association who has a right to vote shall be able to hold a proxy for a maximum of 10 Members who have a right to vote.
- ii) The Member who wishes to vote by proxy shall fulfil the proxy requirements as outlined with the notification of the meeting.

c) Mail Ballot

- i) A mail ballot may be used at the discretion of the Board except where these Bylaws or the Act requires a meeting.
- ii) On all questions being decided by a mail ballot, every Member who has the right to vote shall have a vote.
- iii) If the Board determines that a mail ballot shall be used, the Board shall determine the date by which returned mail ballots must be received by the Association. The date shall be not less than 30 days from the date on which the ballots are mailed to the Members and no ballot received after that date shall be counted in determining the result of the mail ballot.

d) Electronic Voting

- i) Electronic voting may be used at the discretion of the Board except where these Bylaws or the Act requires a meeting.

- ii) On all questions being decided by electronic voting, every Member who has the right to vote shall have a vote.

(8) Quorum

At all Members' Meetings, 1% of the Members entitled to vote at the meeting, either present in person or represented by proxy, and representing a majority of the provinces/territories of Canada shall constitute a quorum.

5. BOARD OF DIRECTORS

(1) Composition

- a) There shall be a maximum of 10 Directors on the Board of the Association who shall be elected or appointed in accordance with these Bylaws and the Rules and Regulations. The composition of the Board shall be as follows:
- b) At any time, between 7 and 8 of the Directors shall be qualified Members.
- c) At any time, between 1 and 2 of the Directors shall be External Directors elected by the members or appointed by the Board.
- d) One Director shall be a qualified Physiotherapist Assistant Member or Thérapeutes en réadaptation physique member elected by the Physiotherapist Assistant and Thérapeutes en réadaptation physique members in accordance with these Bylaws and the Rules and Regulations.
- e) The Chief Executive Officer shall be entitled to attend and participate in all meetings of the Board but shall have no vote.

(2) Duties and Responsibilities

- a) The Board of Directors shall supervise, control and direct the affairs and business of the Association. The Board may adopt such Rules and Regulations as may be deemed advisable to carry out the purpose of these Bylaws and actively pursue the objects, mission and goals of the Association.
- b) The Board shall appoint the Chief Executive Officer and shall delegate to such person the responsibility and accompanying authority for the management of the Association. The Board may remove the Chief Executive Officer from office.
- c) The Board may establish standing and special committees and appoint the chair and members of such committees. The Board may remove the chair or other members of committees from office.
- d) The Board shall establish provisions for the existence of Branches, special interest groups, and assemblies and other such components of or relationships with the Association as it deems necessary.

- e) The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully delegated.
- f) The Board shall be accountable to the Members.

(3) Term of Office

- a) Unless specified otherwise in these Bylaws, Directors shall be elected or appointed for a term of 3 years on a rotating basis. At each annual election, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of 3 years or until their successors have been duly elected or appointed, whichever comes first.
- b) In the event that a vacancy occurs on the Board, any Director who is appointed or elected to fill such a vacancy shall be appointed or elected for the remainder of the term of the Director whose departure from the Board has created the vacancy. Retiring Directors shall be eligible for re-election to the Board if otherwise qualified and retiring Directors shall continue in office until their successors have been duly elected or appointed.
- c) No Director who has served more than 6 consecutive years on the Board (including years served in filling a vacancy) shall be eligible for re-election until that person has ceased to be a Director for at least one year.

(4) Vacancies

- a) The office of a Director shall be vacated upon the occurrence of any of the following events:
 - i) if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or,
 - ii) if the Director is found to be a mentally incompetent person or becomes of unsound mind; or,
 - iii) if by notice in writing to the Association the Director resigns, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later; or,
 - iv) if the Director dies; or,
 - v) if the Director is removed from office by the Members, in accordance with sub-section 5. (5) below.
- b) Subject to sub-section 5. (5), a vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of Directors then in office, be filled by the Directors appointing a qualified person if the Directors shall see fit to do so; otherwise such vacancy shall be filled at the next annual election of Directors. If there is not a quorum of Directors, the remaining Directors shall forthwith proceed with an election of Directors under these Bylaws or call a meeting of Members to fill the vacancy or vacancies. Subject to the Act, if the number of Directors is increased between the terms, a vacancy or vacancies shall be deemed to have

occurred (equal to the number of the authorized increase). Such vacancy or vacancies must be filled at the next meeting of members or at a special meeting of members called for that purpose.

(5) Removal from Office

- a) The members of a corporation may, by Ordinary Resolution at a special meeting, remove any Director or Directors from office.
- b) A Director elected by a class or group of members that has an exclusive right to elect the Director may only be removed by an ordinary resolution of those members.
- c) A Director appointed by the Board of Directors may be removed by the Board.

6. NOMINATION, ELECTION AND APPOINTMENT OF DIRECTORS

(1) Eligibility

- a) Directors must be individuals at least 18 years of age with power under law to contract.
- b) Directors who are elected by the Full Members must be either:
 - i) Full Members; or
 - ii) Life Members or Honourary Members who are physiotherapists; or
 - iii) External Directors who need not be Members

(2) Nomination

- a) A committee appointed by the Board shall be responsible for soliciting nominations of individuals who are qualified for the position of Director, including External Director, and for preparing a slate for their election or appointment.
- b) The closing date for receipt of nominations shall be established by the Board.

(3) Acclamation

Where the number of nominations equals the number of positions available, election shall be by acclamation.

(4) Election Procedures

- a) The number of Directors to be elected annually by the Members and the election process shall be determined by the Board in accordance with these Bylaws and with the voting methods established in these Bylaws and the Rules and Regulations and shall be communicated to the Members prior to the election.
- b) An elections committee shall be appointed annually by the Board.

- c) If the election is for more than one position, the method of voting shall be by majority vote, with the candidates receiving the most votes being declared elected. If the election is for one position and there are two candidates for that position, the method of voting shall be by majority vote, with the candidate receiving the most votes being declared elected. If the election is for only one position and there are more than two candidates for that position, the method of voting shall be by Preferential Ballot.
- d) When an election is completed, the members of the Association shall be informed of the results at the next AGM.

7. OFFICERS

(1) Appointment of Officers

- a) The Board of Directors designate the offices of the Association from amongst the sitting Directors, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of CPA. An officer may, but need not be, a Director, unless these bylaws otherwise provide. Two or more offices may be held by the same person.
- b) The Officers of the Association shall be the President, the President-Elect or Past-President in alternate years and the Chief Executive Officer. With the exception of the CEO, Officers must be either:
 - i) Full Members; or,
 - ii) Life Members or Honourary Members who are physiotherapists.
- c) The Officers shall not hold any office in any Branch or Division of the Association until the completion of their term of office.

(2) Duties and Terms of Office

- a) President:
 - i) Term of Office:

The term of office of President shall be 2 years.
 - ii) Duties
 - (a) The President shall be charged with the general supervision of the business and affairs of the Association and shall fulfil the responsibilities of the position in accordance with these Bylaws, the Rules and Regulations and all relevant legislation.
 - (b) The President shall chair all meetings of the Members and the Board.

iii) Vacancy

If the position of President becomes vacant, this position shall be filled by the President-Elect or Past-President depending on the year of the President's term.

b) President-Elect

i) Term of Office

(a) The President-Elect shall be appointed by the Board Directors every second year.

(b) The President-Elect shall serve a 1-year term of office during the second year of the President's term and shall assume the office of President on completion of the President's term of office.

ii) Duties

The President-Elect shall generally assist the President, and during the absence or inability to act of the President, shall exercise the powers and duties of the President.

iii) Vacancy

If the position of President-Elect becomes vacant, the Board shall appoint another member of the Board of Directors to fill this position.

c) Past-President

i) Term of Office:

(a) The President shall assume the office of Past-President on completion of the President's term of office.

(b) The term of office of Past-President shall be 1 year.

ii) Duties

The Past-President shall generally assist the President, and during the absence or inability to act of the President, shall exercise the powers and duties of the President.

iii) Vacancy

If the position of Past-President becomes vacant, the Board shall appoint a President-Elect to sit until the current term of the current President ends and the President Elect assumes the role of the President.

8. CONDUCT OF BUSINESS AT BOARD MEETINGS

(1) Meetings

The Board shall meet at least twice a year and shall meet in Canada unless the Board resolves to meet elsewhere.

(2) Notice

- a) Notice of meetings shall be given at least 7 days in advance by telephone, facsimile or other electronic transmission, or at least 14 days in advance by mail. A Director may at any time waive notice of any meeting and may ratify any proceeding taken at a meeting.
- b) All notices of meetings of Directors shall include an agenda identifying the matters to be considered at the meeting. With the consent of Directors, matters may be added to an agenda at a meeting and considered by the Directors, with the exception to an agenda prepared for a Special Meeting.
- c) Failure of a Director to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

(3) Quorum

At the meetings of the Board a quorum shall be a majority of the Directors and shall include at least 1 officer.

(4) Participation

- a) If all the Directors consent generally, or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of conference telephonic, electronic or other communication facilities which permit all persons participating in the meeting to communicate simultaneously and instantaneously. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- b) A written resolution of the Board, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

9. ADMINISTRATION AND FINANCE

(1) Indemnification

- a) Every Director, Officer, committee member or employee of the Association, or other person who undertakes any liability on behalf of the Association, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - i) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or

permitted by such person, in or about the execution of the duties of the person's office or in respect of any such liability;

- ii) all other costs charges and expenses which such person sustains or incurs in or about, or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.
- b) Sub-section 9.(1) a) is applicable providing the individual:
- i) acted honestly, in good faith and in the best interests of the corporation; and,
 - ii) in a criminal or administrative case, had reasonable grounds to believe the conduct was lawful.
- c) The Association may purchase and maintain insurance for the benefit of any Director, officer, committee member, employee or other persons against such liabilities and in such amounts as the Board may from time-to-time determine.

(2) Financial Disclosure

- a) Directors must approve and sign annual financial statements.
- b) Directors must make the annual financial statements available to members in advance of, and, at the time of the AGM.
- c) Annual financial statements can also be accessed at the Association's office or will be mailed to Members on request.
- d) Copies of the financial statements must be provided to Industry Canada.

(3) Remuneration of Directors / Officers / Committee Members

Directors, officers and committee members may receive reasonable remuneration for performing their duties. Such remuneration shall be in accordance with guidelines established by the Board.

(4) Lien on Membership

Where the Association has a lien on a membership for a debt owed by a member to the Association, the Association may enforce such a lien in accordance with its by-aws and Rules and Regulations.

(5) Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31.

(6) Audit

- a) In accordance with the Canadian Not-for-Profit Corporations Act for a soliciting not-for-profit corporation, the auditor shall be appointed by a majority vote of the Members each year at the Annual General Meeting to audit the accounts of the Association and to report on the accounts to the Members.
- b) The audited financial statement of the Association shall be presented to the Annual General Meeting.

(7) Banking

The Board shall designate the banks, trust companies and registered dealers in securities with which the money and securities of the Association shall be deposited.

(8) Authority for Execution of Documents

All documents to be signed or executed by the Association shall be signed or executed in its name and on its behalf by the Chief Executive Officer or by such officers or employees of the Association as the Board determines.

(9) Head Office

The location of the head office of the Association shall be determined by the Board of Directors.

10. RESOLUTION PROCESS

Disputes or controversies in reference to a resolution submission among Members, Directors, committee members or volunteers of the Association are as much as possible to be resolved in accordance with the Board approved mediation and/or arbitration process as outlined in the Rules and Regulations.

11. RULES AND REGULATIONS

- (1) The Board may prescribe such Rules and Regulations as are consistent with these Bylaws and relate to the management of the Association.
- (2) A Special Resolution of the Directors present and voting at the Board Meeting shall be required to amend the Rules and Regulations.
- (3) Members shall be notified of revisions to the Rules and Regulations.

12. AMENDMENTS TO ARTICLES AND BYLAWS

- (1) Amendments to the Articles and Bylaws of the Association shall be proposed by any Member or Director of the Association.
- (2) Proposals to amend or repeal the Articles or Bylaws of the Association shall require a Special Resolution of the Directors present and voting at a meeting of the Board. Amendments to the

bylaws are in effect immediately upon approval of the Board and in effect until the amendments are either confirmed or rejected by Members at the next Members' Meeting at which they are to be considered.

- (3) The proposed amendments shall be included in the notice of the Members' Meeting at which they are to be considered.
- (4) At a Meeting of Members, a Special Resolution by the members is required to approve the proposed amendments.
- (5) All changes must be sent to Industry Canada. Industry Canada may require the Association to restate its articles of incorporation.

13. INVALIDITY OF ANY PROVISIONS OF THESE BY-LAWS

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

14. EFFECTIVE DATE

These bylaws shall repeal all current Bylaws of the Association and shall be effective on the date on which Member approval is granted. Until such date, all actions taken by the Association in a manner consistent with the current bylaws are valid.

Passed by the CPA Board of Directors on April 15, 1998.
Confirmed by the Members on June 28, 1998.
Approved by Corporations Directorate, Industry Canada, July 22, 1998.

Revised by the CPA Board of Directors on June 16-18, 2001.
Confirmed by the Members on July 1, 2001.
Approved by the Corporations Directorate, Industry Canada on October 31, 2001.

Revised by the CPA Board of Directors on November 22, 2003.
Confirmed by the Members on May 30, 2004.
Approved by the Corporations Directorate, Industry Canada on July 20, 2004.

Revised by the CPA Board of Directors on April 24, 2007.
Confirmed by the Members on June 5, 2007.
Approved by the Corporations Directorate, Industry Canada on June 29, 2007.

Revised by the CPA Board of Directors on May 30, 2009.
Confirmed by the Members on May 31, 2009.
The Corporations Directorate, Industry Canada, requested clarification on specific location of CPA National Office. Clarification was provided by CPA.

Revised by the CPA Board of Directors April 29, 2011.
Confirmed by the Members on July 17, 2011.
Approved by the Corporations Directorate, Industry Canada on October 4, 2011.

Revised by the CPA Board of Directors on April 16, 2013.
Approved by the Members on May 26, 2013.
Forwarded to the Corporations Directorate, Industry Canada on xx June, 2013.