



Appraisal Institute
of Canada

Institut canadien
des évaluateurs

BY-LAW No. 1

**A By-law relating generally to the conduct
of the business and affairs of
THE APPRAISAL INSTITUTE OF CANADA
INSTITUT CANADIEN DES ÉVALUATEURS**

As approved at the AIC AGM on June 7, 2024

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A By-law relating generally to the conduct of the business and affairs of THE APPRAISAL INSTITUTE OF CANADA / INSTITUT CANADIEN DES ÉVALUATEURS

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BE IT ENACTED as a By-law of the Institute as follows:

**ARTICLE 1
DEFINITIONS**

- 1.1 In this By-law and in all other By-laws of the Institute, unless the context specifies otherwise or requires:
- a) “Act” means the Canada Not-for-Profit Corporations Act, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-laws of the Institute shall be read as referring to the amended or substituted provisions therefor.
 - b) “Affiliated Associations” means those organizations who have applied to become Affiliated Associations in accordance with rules from time to time adopted by resolution of the Board and who have been accepted as an Affiliated Association of the Institute.
 - c) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
 - d) “Board” means the board of directors of the Institute.
 - e) “Dues” means without limiting, includes costs such as dues, fees, levies, assessments or fines relating to membership and/or insurance levied by the Institute from time to time.
 - f) “Institute” means The Appraisal Institute of Canada/Institut canadien des évaluateurs.
 - g) “Voting Member” means an individual who has satisfied the requirements of membership as set out herein and a) who has been admitted by the Board as a Designated Member or b) who has been admitted by the Board as a Candidate Member of the Institute.
 - h) “Non-Voting Member” means a Student, an Associate, an Honorary or a Retired Member who has satisfied the requirements of membership as set out herein and who has been admitted by the Board.
 - i) “Member in Good Standing” means a Voting Member or a Non-Voting Member who is not in arrears in respect of any amount owing to the Institute and who is not under suspension.
 - j) “Nominating Committee” means the committee constituted by the Board in accordance with Article 7.2(d) herein.
- 1.2 Unless otherwise expressly provided to the contrary, all terms contained in any By-law or Resolution and which are defined in the Act shall have the meaning attributed to such terms by the Act.
- 1.3 Words signifying the singular number only shall include the plural and vice versa; where appropriate, words signifying persons shall include bodies corporate, Institutes, companies, partnerships, syndicates, trusts, agencies and any number or aggregate of persons.

- 1.4 The headings in the By-law or the Resolution of the Institute are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 HEAD OFFICE

- 2.1 The Head Office of the Institute shall be situated in the Province of Ontario, or at such place therein as the Board may determine and can only be changed by a two-thirds (2/3) vote of the Members at a meeting of the Members.

ARTICLE 3 SEAL

- 3.1 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Institute.

ARTICLE 4 ORGANIZATION

- 4.1 The functions of the Institute shall be performed by its Members through the structure of general membership meetings, the Board, the Executive Committee, employees of the Institute and the Affiliated Associations.

ARTICLE 5 MEMBERSHIP

- 5.1 **Registered List of Members.** The Secretary-Treasurer shall maintain a register of the names of all Members of the Institute. 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 the By-laws.
- 5.2 **Classes.** Subject to the Articles, there shall be two (2) classes of Members in the Corporation, namely Voting Members and Non-Voting Members.
- 5.3 **Admission.** The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.
- 5.4 **Conditions of Membership.** The following conditions of membership shall apply:
- 5.4.1 Voting Members
- i) Voting Membership shall be available to:
 - a) individuals who hold the grade or rank of Accredited Appraiser Canadian Institute (the “AACI Designated Members”).
 - b) individuals who hold the grade or rank of Canadian Residential Appraiser (the “CRA Designated Members”); and

- c) individuals who have the Membership status of AIC Candidate Member.

5.4.2 Non-Voting Members

- i) Non-Voting Membership shall be available to the following persons:
 - a) individuals who, at the time of their application for non-Voting membership to the Institute, are enrolled as a full or part-time student in a recognized course of study but have not yet met the requirements for membership as a Candidate or have not yet applied as a Candidate (“Students”).
 - b) individuals who wish to become a Non-Voting Member of the Institute and do not qualify as Candidates or Students (“Associates”).
 - c) individuals who have been granted an AACI (Hon) in accordance with policies adopted by resolution of the Board (“Honorees”).
 - d) voting Members who are Members in Good Standing, who have retired from active practice and have made a written request to the Institute to cease being a Voting Member and to be admitted as a Non-Voting Member (“Retirees”).
- ii) Non-Voting Members shall pay dues and registration fees as determined by the Board and shall be entitled to notice of and to attend meetings of the Members, but they shall not be entitled to vote thereat.

5.5 **Rights of Members.** Members may only exercise their rights and privileges of membership if they are Members in Good Standing.

5.6 **Eligibility to Hold Elected Office.** Only Voting Members who are also Designated Members in Good Standing may be elected to the Board and serve as an officer of the Institute.

- 5.7 **Obligations of Membership.** All Members must:
- a) pay Dues as determined by the Board; and
 - b) comply with the Code of Conduct for the Institute from time to time adopted by resolution of the Board, which sets out the conduct expected of Members; and
 - c) meet and comply with the standards of professional appraisal practice of the Institute from time to time adopted by resolution of the Board; and
 - d) comply with regulations and policies of the Institute from time to time adopted by resolution of the Board.

The termination of Membership by cancellation, suspension, resignation, expulsion, or otherwise does not excuse any debts or obligations that existed prior to the termination.

5.8 **Membership Non-Transferable.** Memberships are non-transferable and lapse and cease to exist upon death, expiry or when the individual ceases to be a Member by suspension, resignation, expulsion, or otherwise in accordance with the By-laws of the Institute.

5.9 **Resignation.** A Member may resign at any time by filing their written resignation with the Secretary-Treasurer, but such resignation shall not exempt the Member from payment of Dues for the year of resignation and any earlier year still in arrears.

5.10 **Discipline of Members.** By a vote of 2/3 of the directors present at a meeting of the Board, the Board shall have authority to discipline, suspend or expel any Member from the Institute for any one or more of the following grounds:

- a) violating any provision of the Articles, by-laws, Code of Conduct or written policies of the Institute;
- b) carrying out any conduct which may be detrimental to the Institute as determined by the Board;
- c) for any other reason that the Board considers to be reasonable, having regard to the purpose of the Institute.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Institute, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by President, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Institute. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

Nothing in this Section 5.10 is intended to derogate from regulations and policies of the Institute.

5.11 **Reinstatement.** A former Member may apply to the Institute for reinstatement and the Board shall consider such application for reinstatement in accordance with rules it has established from time to time.

5.12 **Membership Dues.** The Dues payable by Members shall from time to time be fixed by an affirmative vote of two-thirds (2/3) of the Board. Notice of the intention to increase Dues together with an explanation for the proposed increase shall be provided to the Affiliated Associations sixty (60) days prior to the Board meeting at which time the vote is to be taken.

5.13 **Special Assessments and Levies.** The Board shall have the right to levy a special assessment upon members to maintain or further the interests of the Institute, subject to approval by the Voting Members, as defined, within the By-law of the Appraisal Institute of Canada, at the annual general meeting and upon sixty (60) days notice to Members.

5.14 **Notification and Payment of Dues.** The Secretary-Treasurer, or other officer of the Institute designated by resolution of the Board, shall notify the Members of the Dues at any time

payable by them. If a Member fails to pay their Dues when required, the Secretary-Treasurer of the Institute, or another officer designated by the Board, shall be entitled to designate the Member in default. Members, whose Dues are not paid within thirty (30) days of the initial default, shall cease to be Members, their names shall be removed from the Membership register and they shall thereby forfeit all rights and privileges of a Member.

5.15 **Liabilities to the Institute.** A person who has resigned as a Member or has had their membership revoked is still liable to the Institute for Dues or other debts owed to the Institute while a Member.

5.16 **Liability of Members for the Institute.** Members are not liable or responsible, as such, for any acts, debts or obligations of the Institute or for any claims, injuries, losses or transactions or other things relating to the Institute.

5.17 **Designations and Voting Rights**

- a) Only AACI Designated Members are permitted to vote on matters dealing with changes to the requirements for the awarding or withdrawal of the Accredited Appraiser Canadian Institute (AACI) Designation.
- b) Those Members holding the status of AIC Candidate Members are not permitted to vote on matters regarding the awarding or withdrawal of the Accredited Appraiser Canadian Institute (AACI) or the Canadian Residential Appraiser (CRA) Designation.

ARTICLE 6 MEETINGS OF THE MEMBERS

6.1 **Annual Meetings.** The annual meeting of the Members required to be held pursuant to the Act shall be held at the head office of the Institute or elsewhere in Canada, on such day in each year and at such time as the Board may by resolution determine. At annual meetings, in addition to any other business that may be transacted thereat, there shall be presented a report of the directors of the affairs of the Institute for the previous year, a financial statement of the Institute and the public accountant's report thereon as required by the Act, and such other information and reports relating to the Institute's affairs that the directors may determine.

6.2 **Special General Meetings.** Other meetings of the Members (to be known as "special general meetings") may be convened by order of the President or by the Board or upon the written request of not less than five (5)% of the Members entitled to vote at a meeting of Members, to be held at any date and time and at any place. The phrase "meeting of Members" whenever it occurs in this By-law shall mean and include an annual meeting of Members and/or a special general meeting of Members.

6.3 **Notice of Meeting.** Between twenty-one (21) to thirty-five (35) days written notice shall be given to all Members of any annual meeting or special meeting of Members. Between twenty-one (21) to thirty-five (35) days written notice shall be given to all Members of any By-law resolution to be proposed at any annual meeting or special meeting of the Members and shall be given to all members by way of email notification. Notice of any meeting where

special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

- 6.4 **Waiver.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Institute shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address of the Member, director or officer shall be their last address recorded on the books of the Institute.
- 6.5 **Chair.** In the absence of the President and President-Elect the Members entitled to vote at the meeting and who are present (either in person or represented by a Proxy Holder) shall choose another director as chair of the meeting and, if no director is present or if all the directors present decline to act as chair, the Members present shall choose one of the Members present to be chair of the meeting.
- 6.6 **Quorum.** The quorum for any meeting of the Members shall consist of the presence of not less than fifty (50) Voting Members who are also Members in Good Standing.
- 6.7 **Rules of Order.** All meetings of the Institute shall be conducted in accordance with the latest edition of Robert's Rules of Order, except as these By-laws may otherwise provide.
- 6.8 **Determination of Questions.** A majority of the votes cast by the Members present and carrying Voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these By-laws. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- 6.9 **Voting Procedure.** Every question submitted to a meeting of the Members shall be voted on in the first instance by a voice vote or show of hands (which does not exclude voting by electronic means in accordance with Section 6.12) , unless a ballot is requested by a Voting Member in which case the vote shall be held by ballot. Any Voting Member can demand a vote by ballot either before or after any vote by voice or show of hands.
- 6.10 **Demand Withdrawn.** A demand for a standing vote or proxy count may be withdrawn.
- 6.11 **Recorded Vote.** Any Voting Member may request that their vote be recorded in the minutes of the meeting.
- 6.12 **Participation by Communication Facilities.** Unless the By-laws otherwise provide, any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

6.13 **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.

6.14 **Absentee Voting.** Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Institute has a system that:

- i. enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii. permits the tallied votes to be presented to the Institute without it being possible for the Institute to identify how each Member voted.

In addition, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- c. a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the Member may appoint the proxyholder,
 - i. contain a designated blank space for the date of the signature,

- ii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iii. provide a means for the Member to specify that the Membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - iv. provide a means for the Member to specify that the Membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - v. state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the Membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the Members (and if Section 199 applies, a special resolution of each class of Members) is required to make any amendment to the articles or By-law of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.

6.15 Irregularities. No act or proceeding of the Members shall be invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of any Member or Members or the giving of notice.

ARTICLE 7 BOARD

7.1 Responsibilities. Subject to the Act and the Articles, the Board shall supervise the management of the activities and affairs of the Corporation.

7.2 Composition and Election. The Board shall consist of not less than ten (10) but not more than twenty (20) directors, who shall be Voting Members. The following nominees shall be

put before the Voting Members for consideration at an annual meeting of Members as follows:

- a) Each Affiliated Association with less than 10% of the Corporation's membership shall be entitled to nominate one (1) director nominee for election to the Board.
- b) Each Affiliated Association with 10% to 30% of the Corporation's membership shall be entitled to nominate two (2) director nominees for election to the Board.
- c) Each Affiliated Association with more than 30% of the Corporation's membership shall be entitled to nominate three (3) director nominees for election to the Board.
- d) The Nominating Committee shall nominate the Past-President as a director nominee for election to the Board.
- e) The membership of the Institute and each Affiliated Association shall be established at December 31 in the year prior to the Annual General Meeting of the Institute.
- f) For determining the percentage of Members that belong to each Affiliated Association, only members with the status of active voting Members shall constitute the membership of each Affiliated Association.

7.3 Term of Office. Except in the case of the Past-President, who shall serve as a director for a one-year term, the term of office of the directors shall be two (2) years or until their successors are elected. The Board may implement a system of rotating terms of office by establishing staggered terms in the interest of continuity.

- a) A director shall serve no more than six (6) consecutive years excluding any years served as an officer of the Institute.
- b) The term of office of a director shall commence immediately following the meeting of the Members in the year in which they are elected.

7.4 Qualifications of Directors. The qualifications of a director shall be that a director shall not be less than 18 years of age, must be an individual, not be an undischarged bankrupt and not have been declared incapable by a court in Canada or in another country.

7.5 Selection of Director Nominees

- a) The Nominating Committee, which shall be chaired by the Past-President or the most recent available Past-President, is responsible for presenting to the Members a full slate of director nominees for election to the Board.
- b) The Nominating Committee shall ask for nominations for directors from each Affiliated Association.
- c) The selection of director nominees to the Board will be in accordance with the By-laws of each Affiliated Association.
- d) Each Affiliated Association shall notify the Nominating Committee of its nominee(s) no later than forty-five (45) days prior to the next Annual General Meeting of the Members.
- e) The Nominating Committee shall consider other names in addition to the aforesaid in the event the Nominating Committee has not received sufficient nominations for the number of directors and composition of the Board required by the By-laws.

- f) The Nominating Committee shall report each Affiliated Association's nominee(s) and where the Nominating Committee has not received sufficient nominees from an Affiliated Association, the name(s) of member(s) from that Affiliated Association in its Nominations Report to the President. The Nominating Committee shall provide its report to the Board, to the selected director nominees and to the Affiliated Associations not less than thirty (30) days prior to the next annual general meeting of Members.

7.6 Vacancies. Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the number or minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting. Any director elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

7.7 Resignation or Removal

- a) A Director may resign in writing to the President.
- b) The Voting Members may, by ordinary resolution passed at a special meeting of Members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the Board.

7.8 Board 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. Notice of regular Board meetings shall be given to the Board members at least thirty (30) days in advance.
- 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. Notice of special Board meetings shall be given to the Board members at least fourteen (14) days in advance.
- c) **Waiver of Meeting.** Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- d) **Quorum.** A majority of directors shall constitute a quorum for the transaction of business at all meetings of the Board.
- e) **Minutes.** Minutes of all the Board meetings shall be circulated to all Board members and Affiliated Associations.

- f) Teleconference and Electronic Participation. A Director may, if all directors are in agreement and have provided their consent, participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the By-laws and the Act to have been present at the meeting.

7.9 Voting

- a) Each member of the Board shall have one (1) vote at Board meetings.
- b) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.
- c) No person shall act for an absent director at meetings of the Board and directors cannot vote by proxy at meetings of the Board.
- d) A resolution in writing, 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 directors or committee of directors.

7.10 **Error or Omissions.** No error or omission in giving notice of any meeting of the Board or any adjourned meetings of the Board of the Institute shall invalidate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7.11 **Irregularities.** No act or proceeding of the Board shall be invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or directors.

7.12 **For the Protection of Directors and Officers.** No director or officer for the time being of the Institute shall be liable for the acts, receipts, negligence or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by the Institute or for or on behalf of the Institute or for the insufficiency or the deficiency of any security in or upon which any of the monies of or belonging to the Institute shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act to any person, firm or Institute, including any person, firm or Institute with whom or which any monies, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Institute or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of such person's office or trust or in relation thereto unless the same shall happen by or through such person's own wrongful and wilful act or through such person's own wrongful and wilful neglect or default. The directors for the time being of the Institute shall not be under any duty or responsibility in respect of any contract, act or

transaction whether or not made, done or entered into in the name of or on behalf of the Institute, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Institute shall be employed by or shall perform services for the Institute otherwise than as a director or officer or shall be a Member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Institute, the fact of such person being a director or officer of the Institute shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

7.13 Indemnities to Directors and Others. Every director or officer of the Institute or other person who has undertaken or is about to undertake any liability on behalf of the Institute:

- a) having acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the corporation's request;
- b) having reasonable grounds for believing that their conduct was lawful; and
- c) shall from time to time and at all times, along with their heirs, executors and administrators, and estate and effects, respectively be indemnified and saved harmless, out of the funds of the Institute, from and against any criminal or administrative action or proceeding that is enforced by a monetary penalty.

7.14 Insurance. Subject to the Act, the Institute may purchase and maintain insurance for a director or officer of the Institute against any liability incurred by the director or officer, in the capacity as a director or officer of the Institute, except where the liability relates to the person's failure to act honestly and in good faith and with reasonable grounds belief with a view to the best interests of the Institute.

ARTICLE 8 OFFICERS

8.1 Officers of Institute. The officers of the Institute shall be a President, President-Elect, Two (2) Vice-Presidents, a Secretary-Treasurer, a Past-President and any such other officers as the Board may by resolution determine.

8.2 Election. Unless otherwise provided in these By-Laws the officers shall be elected annually by the Board from among its number at the first meeting of the Board following an annual meeting of Members. Elections shall be by ballot and majority of the votes cast shall elect.

8.3 Term of Office. Each elected officer shall take office immediately and shall serve for a term of one year or until their successor is elected or appointed in their stead. Officers shall be subject to removal by a two-thirds (2/3) vote of the Board.

8.4 Vacancies. Vacancies in any office may be filled for the balance of the term thereof by the Board at any meeting of the Board.

8.5 Remuneration. Remuneration for all officers, agents, the Chief Executive Officer and committee members shall be fixed by the Board by resolution.

ARTICLE 9 DUTIES OF OFFICERS

- 9.1 **President:** The President shall be a Designated Member and the chief elected officer of the Institute. They shall preside at all meetings of Members and of the Board at which they shall be present. They shall see that all orders and resolutions of the Board are carried into effect. The term of office of the President shall be one year. A member shall be eligible to hold the office of President once.
- 9.2 **President-Elect:** The President-Elect shall be a Designated Member and be appointed President upon the retirement of the President. During the absence or inability of or unwillingness to act by the President, the President-Elect shall perform the duties and exercise the powers of the President.
- 9.3 **Past-President:** The Past-President shall be a Designated Member and shall serve the Institute for a term of one year. In addition to any other duties as required of him by the Board, the Past-President shall act in an advisory capacity to the Institute.
- 9.4 **Vice-President:** The Vice-Presidents shall be a Designated Members of the Institute and 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 them.
- 9.5 **Secretary-Treasurer:** Unless otherwise determined by the Board, the Chief Executive Officer of the Corporation shall serve as the Secretary-Treasurer of the Corporation. The Secretary-Treasurer shall:
- a) be responsible for circulating notices, agenda, and minutes of meetings of the membership, Board and the Executive Committee;
 - b) ensure that minutes are prepared and that minute books are properly maintained for meetings of the membership, the Board, and the Executive Committee;
 - c) maintain custody of the corporate seal;
 - d) maintain a register of members;
 - e) keep a copy of the Articles of the Institute, a copy of all memoranda of agreement, and of all By-laws, regulations, resolutions, and rules enacted by the Board or the Institute;
 - f) be responsible for the care and custody of the funds and other assets of the Institute;
 - g) maintain full and accurate accounts of all financial transactions;
 - h) report to the Board on the financial standing of the Institute; and
 - i) perform such other related duties as are required of them by the Board.
- 9.6 **Chief Executive Officer.** The administration and management of the Institute shall be performed by a salaried staff person appointed by and directly responsible to the Board. They shall have the title of Chief Executive Officer or other title as the Board shall designate. They shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Institute and they shall determine their compensation. They shall manage and direct all functions and activities of the Institute and perform such other duties as may be specified by the Board.

ARTICLE 10 COMMITTEES

- 10.1 **Executive Committee.** Subject to the Act, an Executive Committee may be formed consisting of at least the President, who shall chair the Executive Committee, the Secretary-Treasurer and such other members of the Board appointed as such by the Board.
- 10.2 **Duties.** The Executive Committee shall be responsible for the day-to-day administration of the affairs of the Institute in accordance with policies and actions approved by the Board and always subject to the restrictions, if any, contained in the Act or the By-laws or the Articles of the Institute. The Executive Committee shall not make policy decisions.
- 10.3 **Quorum.** The quorum of the Executive Committee shall be a majority of its members.
- 10.4 **Voting.** Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and, in case of an equality of votes, the President shall have a second or casting vote.
- 10.5 **Removal of Member.** The Board may, by ordinary resolution, remove any member of such Executive Committee from that appointment.
- 10.6 **Meetings.** The Executive Committee may meet for the transaction of business, adjourn or otherwise regulate their meetings as they deem fit; provided that notice of any meeting of the Executive Committee, stating the day, hour and place of meeting shall be given to each member of the executive committee at least two (2) days, or, if the notice is sent other than by personal service, ten (10) days, (excluding the day on which notice is delivered or mailed and excluding any Sunday and holiday as defined by the Interpretation Act of Canada for the time being in force) before the meeting is to take place; provided always that meetings of the Executive Committee may be held at any time without formal notice if all the Members of the Executive Committee are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence and the proper quorum is present. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member of the Executive Committee and such waiver shall be validly given either before or after the meeting to which such waiver relates.
- 10.7 **Committees.** The Board may, from time to time and by resolution, constitute such committees or task forces as it may deem desirable to assist the directors in carrying on the affairs of the Institute. The Board shall appoint Committee chairs and shall establish terms of reference for each committee. The Members of such committees shall not be entitled to remuneration for their services as Members of such committees, unless approved by the Board. Members of such Committees may be reimbursed for reasonable expenses incurred.
- 10.8 **Membership of Committees.** The Board shall annually or more often appoint not less than one (1) Board Director to be Member(s) of each of the committees or task force so constituted and shall designate one (1) of the Members of each committee or task force as the chair thereof. Student Members shall not serve on committees relating to ethics,

professional practice, or admissions. The Board may, by ordinary resolution, remove any Member of such committees or task force from that appointment.

- 10.9 **Meetings.** The committees or task force may meet for the transaction of business, adjourn, or otherwise regulate their meetings as they deem fit. The number of Members of a committee or task force that shall constitute a quorum for the transaction of business shall be determined from time to time by a majority of the directors at a meeting of the Board. Questions arising at any meeting of a committee or task force shall be decided by a majority of votes and, in case of an equality of votes, the chair of such committee or task force shall not have a second or casting vote.

ARTICLE 11 FINANCIAL YEAR

- 11.1 Unless otherwise ordered by the Board, the fiscal year of the Institute shall terminate on the 31st day of December in each year.

ARTICLE 12 PUBLIC ACCOUNTANT

- 12.1 **Appointment of Public Accountant.** The Members entitled to vote thereat shall, at each annual meeting of the Members, appoint a public accountant to audit the accounts of the Institute for report to the Members of the Institute at an annual meeting and to hold office until the next annual meeting of the Members; provided that the Board may fill any casual vacancy in the office of the public accountant. The public accountant shall not be a Member of the Board, an Officer or an employee of the Institute or a partner or employee or family Member of any such person. The public accountant shall be duly licensed under the provisions of the Public Accounting Act (Ontario). The remuneration of the public accountant shall be fixed by the Board. The rights and duties of the public accountant of the Institute shall be regulated by the Act, provided that, at least once in every fiscal year of the Institute, the accounts of the Institute shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the public accountant of the Institute.

ARTICLE 13 BANKING ARRANGEMENTS AND CONTRACTS

- 13.1 **Banking Arrangements.** The banking business of the Institute, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Institute's behalf by such one or more officers and/or other persons as the Board may designate or direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Institute's accounts; the making, finding, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, electronic funds transfers (EFT), promissory notes, drafts, acceptances, bills of exchange and orders for the payment of

money; the giving of receipts for and orders relating to any property of the Institute; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act with or on the Institute's behalf to facilitate such banking business. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Institute and, in such manner as the Board may from time to time designate by resolution.

- 13.2 **Execution of Instruments.** Notwithstanding any provisions to the contrary contained in the By laws of the Institute, the Board, by resolution, may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract, obligation or instrument in writing or any class of deeds, transfers, assignments, contracts, obligations or instruments in writing of the Institute may or shall be signed. The term “contracts, documents, and instruments in writing” as used herein shall include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.
- 13.3 **Use of Corporate Seal.** The seal of the Institute may, when required, be affixed to deeds, transfers, assignments, contracts, obligations, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
- 13.4 **Specific Authority.** In particular, without limiting the generality of the foregoing, the Board will, by resolution, set a limit on the sole cheque signing authority of the Chief Executive Officer or their designate. Unless otherwise provided for by the Board, all cheques exceeding the limit shall be signed by the Chief Executive Officer or their designate and the President or a signing officer.

ARTICLE 14 DISSOLUTION

- 14.1 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.

ARTICLE 15 AMENDMENT OF BY-LAWS

- 15.1 **Amendment.** Except in the case of By-law amendments that the Act requires be approved by special resolution of the Members, the Board may, by resolution, make, amend, or repeal any By-Law that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until

the next meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment, or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

- 15.2 Any Member or Members in Good Standing may propose an amendment to the By-laws by submitting a proposal to the Institute in accordance with the Act.

ARTICLE 16 BOOKS AND RECORDS

- 16.1 **Books and Records.** The directors shall see that all necessary books and records of the Institute required by the By-laws of the Institute or by any applicable statute or law are regularly and properly kept.

ARTICLE 17 REGULATIONS

- 17.1 **Regulations.** The Board may prescribe such regulations not inconsistent with these By-laws relating to the management and operation of the Institute as they deem expedient, provided that such regulations shall have force and effect only if such regulations and amendments thereto have been circulated to the Affiliated Associations at least (30) days prior to the Board meeting at which such regulations and amendments thereto are to be considered.

ARTICLE 18 AFFILIATED ASSOCIATIONS

- 18.1 **Establishment.** The Board shall have the authority to enter into and maintain agreements with Affiliated Associations of the Institute.
- 18.2 **Application.** All applications to establish Affiliated Associations 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.
- 18.3 **Administration.** The affairs of each Affiliated Association shall be managed by an Affiliated Board that is elected by the Members of each Affiliated Association according to either the Articles or the By-laws of the Affiliated Association.
- 18.4 **Minutes.** Each Affiliated Association shall be entitled to receive a copy of the minutes of all meetings of the Board and all annual or special meetings of the Members except for the minutes that relate to any meetings or proceedings held in camera.

Minutes of the annual meeting or any special meetings of the Members of the Affiliated Association and the minutes of meetings of the Board of Directors of the Affiliated Associations shall be sent to the Institute within thirty (30) days following the date of each meeting. The number of Members present shall be recorded in the minutes of all meetings.