

**Canadian Association of Professional Regulatory Affairs/
Association canadienne des professionnels en réglementation**

BY-LAW NUMBER 2004-1

A By-Law relating generally
to the conduct of the affairs of

**Canadian Association of Professional Regulatory Affairs/
Association canadienne des professionnels en réglementation**

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**Canadian Association of Professional Regulatory Affairs/
Association canadienne des professionnels en réglementation**

WHEREAS by Letters Patent issued under the ACT and dated the 1st day of August, 2004, the CORPORATION was incorporated for the following objects:

1. To establish and operate a health care products regulatory affairs professional association for the following purposes:
 - (a) to provide a forum for regulatory affairs professionals in the health care products sector to exchange non-proprietary experiences of common interest;
 - (b) to develop a professional identity and recognition for regulatory affairs professionals in the health care product regulatory affairs field;
 - (c) to provide opportunities for training and development of regulatory affairs professionals;
 - (d) to provide and disseminate information and interpretations related to regulatory policies, including publication of magazines, periodicals and other information;
2. To consider and act upon such other matters as may be of concern to its members;
3. To carry on such other complementary purposes not inconsistent with these objects.

AND WHEREAS it is considered expedient to enact a General By-Law relating generally to the conduct of the affairs of the CORPORATION;

BE IT THEREFORE ENACTED as a By-Law of the CORPORATION as follows:

1. **INTERPRETATION**

1.1 **Meaning of Words**

In this By-Law and all other By-Laws and resolutions of the CORPORATION unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 "ACT" means the *Canada Corporations Act*, R.S.C. 1970, Chapter c-32, as amended, and any statute amending or enacted in substitution therefor, from time to time;
- 1.1.4 "BOARD" means the board of DIRECTORS of the CORPORATION;
- 1.1.5 "Committee" means any committee established by the BOARD pursuant to Article 11;
- 1.1.6 "CORPORATION" means **Canadian Association of Professional Regulatory Affairs/Association canadienne des professionnels en réglementation**
- 1.1.7 "days" means calendar days;
- 1.1.8 "DIRECTOR" means an individual who has been elected to the office of DIRECTOR in accordance with Article 5, or appointed to fill a vacancy in the office of DIRECTOR in accordance with Section 5.5;
- 1.1.9 "documents", includes 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, bonds, debentures or other securities and all paper writings;

1.1.10 “EXECUTIVE OFFICERS” means the individuals who hold the offices enumerated in section 9.1;

1.1.11 “Special Resolution” means a resolution passed by a majority of the DIRECTORS and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of the CORPORATION called for that purpose.

1.2 Canada Corporations Act Terms

All terms defined in the ACT have the same meanings in this By-Law and all other By-Laws and resolutions of the CORPORATION.

2. **HEAD OFFICE**

The head office of the CORPORATION shall be in the Regional Municipality of York, in the Province of Ontario, and at such place therein as the BOARD may from time to time determine.

3. **SEAL**

The seal which is impressed in the margin hereon shall be the corporate seal of the CORPORATION.

4. **MEMBERSHIP**

4.1 Composition

Membership in the CORPORATION shall consist of such individuals as are admitted as members by the BOARD.

4.2 Classes

There shall be two classes of membership in the CORPORATION:

4.2.1 Ordinary Members; and

4.2.2 Honourary Members.

4.3 Applications

Unless otherwise determined by the BOARD, applicants for membership in the CORPORATION shall be admitted as Ordinary Members upon payment of the prescribed fee.

4.4 Ordinary Members

Any individual who was a member in good standing of the unincorporated association immediately prior to the incorporation of the CORPORATION shall be automatically admitted as an Ordinary Member in good standing immediately following the confirmation of this By-Law by the members entitled to vote.

4.5 Honourary Members

From time to time, the BOARD may admit for life or lesser term without payment of any fee or assessment, or at a reduced fee or assessment, as an Honourary Member an individual who, in the opinion of the BOARD has made an outstanding contribution to the promotion or furtherance of the objects of the CORPORATION. Any individual who was an Honourary Member of the unincorporated organisation prior to the incorporation of the CORPORATION shall be automatically admitted as an Honourary Member immediately following the confirmation of this By-Law by the members entitled to vote.

4.6 Voting Classes

Ordinary Members and Honourary Members shall be entitled to vote in any proceedings of the CORPORATION.

4.7 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the By-Laws of the CORPORATION, if at all, a membership in the CORPORATION is not transferable.

4.8 Revocation of Membership

Any member may be expelled from the CORPORATION for cause by a two-thirds (2/3) vote of those present at a meeting of the BOARD; provided that any such member shall be granted an opportunity to be heard at such meeting.

4.9 Termination of Membership

A membership in the CORPORATION automatically terminates upon the happening of any of the following events:

- 4.9.1 if an individual, in writing, resigns as a member of the CORPORATION;
- 4.9.2 if the member dies;
- 4.9.3 if an individual is expelled from the CORPORATION pursuant to section 4.8; or
- 4.9.4 if an assessment under the authority of section 4.10 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 4.10 prior to termination of the membership.

4.10 Membership Dues

Membership dues, assessments and similar obligations (“assessments”) may only be levied if authorised by the BOARD. Notice of an assessment shall be provided to each member.

Provided however, that no assessments or a reduced fee or assessment may be levied against any Honourary Member.

4.11 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the CORPORATION or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the CORPORATION.

5. **BOARD OF DIRECTORS**

5.1 BOARD

The affairs of the CORPORATION shall be managed by a BOARD composed of a minimum of five (5) DIRECTORS and a maximum of fifteen (15) DIRECTORS. The number of DIRECTORS shall be fixed from time to time by Special Resolution.

5.2 Elected DIRECTORS

Subject to the provisions of section 5.3, the DIRECTORS shall be elected in the manner set out in Article 6, and each DIRECTOR, subject to the provisions of section 6.1, shall hold office until the second annual meeting after election to office or until the successor of the DIRECTOR has been elected and qualified.

5.3 Qualifications

Each DIRECTOR shall:

- 5.3.1 be at least eighteen (18) years of age;
- 5.3.2 not be an undischarged bankrupt or a mentally incompetent person; and

5.3.3 be at the time of election or become within (10) days an Ordinary or Honourary Member of the CORPORATION.

If an individual becomes bankrupt or a mentally incompetent individual, or ceases to be a member, the individual thereupon ceases to be a DIRECTOR, and the vacancy so created may be filled in the manner prescribed by section 5.5..

5.4 Quorum

A quorum for the transaction of business at meetings of the BOARD shall be the smallest whole number that is not less than two-fifths (2/5) of the number of members of the BOARD.

5.5 Vacancies

So long as a quorum of the DIRECTORS remains in office, a vacancy on the BOARD may be filled by the DIRECTORS of the CORPORATION. If no quorum of DIRECTORS exists, the remaining DIRECTORS shall forthwith call a special general meeting of members to fill the vacancies on the BOARD.

5.6 Removal of DIRECTORS

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any DIRECTOR before the expiration of the DIRECTOR'S term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed DIRECTOR.

5.7 Remuneration of DIRECTORS

The DIRECTORS of the CORPORATION shall serve without remuneration; however, the DIRECTORS may be reimbursed for expenses they incur related to their activities for the CORPORATION.

5.8 Responsibility for Acts

The DIRECTORS for the time being of the CORPORATION 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 or on behalf of the CORPORATION, except such as shall have been submitted to and authorised or approved by the BOARD.

6. ELECTION OF THE BOARD

6.1 Election in Rotation

Subject to the provisions of the ACT, DIRECTORS shall be elected by members entitled to vote and shall retire in rotation. At the first meeting of members called for the election of DIRECTORS following the passage of this By-Law, the BOARD shall be elected in the following manner:

6.1.1 the smallest whole number that is not less than one-half (1/2) of the DIRECTORS shall be elected for two (2) years; and

6.1.2 the balance of the number of DIRECTORS to be elected shall be elected for one (1) year.

Thereafter, any DIRECTOR whose term of office has expired or any newly elected DIRECTOR shall be elected for a term ending at the second annual meeting following the DIRECTOR'S election.

6.2 Term of Office

The term of office of DIRECTOR shall be two (2) years.

6.3 Re-Election

A DIRECTOR, if otherwise qualified, is eligible for election for three (3) consecutive two-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has elapsed from the date of retirement of such DIRECTOR.

Provided however that this section 6.3 shall not apply so as to prevent any individual who is an EXECUTIVE OFFICER to continue to serve as a DIRECTOR for the remainder of the traditional cycle, if any, of service in offices then in progress.

6.4 Elections

At each annual meeting a number of DIRECTORS equal to the number of DIRECTORS retiring shall be elected for the term of office established in section 6.2.

6.5 Nominations

Candidates for the office of DIRECTOR shall include:

- 6.5.1 the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee; and
- 6.5.2 the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of DIRECTORS is held.

6.6 Election Method

Where:

- 6.6.1 the number of candidates nominated is equal to the number of offices to be filled, the Corporate Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and
- 6.6.2 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.7 Forms

The BOARD may prescribe the form of nomination paper and the form of a ballot.

7. MEETING OF DIRECTORS

7.1 Calling Meetings

Meetings of the BOARD and of the Executive Committee (if any) may be held at any place within or outside the geographic location of the head office, as designated in the notice calling the meeting. Meetings of the BOARD may be called by the Chair of the BOARD, the Vice-Chair of the BOARD, the Corporate Secretary or any two (2) DIRECTORS.

7.2 Notice of Meetings

Subject to the provisions of section 7.3, notice of BOARD meetings shall be given to each DIRECTOR by one (1) of the following methods:

- 7.2.1 By telephone, facsimile, email or other electronic method not less than seven (7) days before the meeting is to take place; or
- 7.2.2 By prepaid letter post not less than fourteen (14) days before the meeting is to take place, the giving of which shall be in accordance with Section 18.1.

The statutory declaration of the Corporate Secretary or Chair of the BOARD that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the DIRECTORS are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The BOARD may appoint one or more days in each year for regular meetings of the BOARD at a place and time named; no further notice of the regular meetings need be given. The BOARD shall hold a meeting within seven (7) days following the annual meeting of the CORPORATION for the purpose of organisation, the election and appointment of officers and the transaction of any other business.

7.4 Meetings by Electronic Conference

If all individuals who are members of the BOARD or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such individuals may participate in a meeting of the BOARD or Committee by means of such conference telephone or other communications facilities as permit all individuals participating in the meeting to hear each other, and an individual participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the individuals present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

Questions arising at any meeting of the BOARD shall be decided by a majority vote. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the BOARD, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any DIRECTOR. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

8. MEETINGS OF THE MEMBERS

8.1 Annual Meeting

The annual meeting of the members shall be held each year within or outside the geographical location of the head office, at a time, place and date determined by the BOARD, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the ACT to be read at and laid before the CORPORATION at an annual meeting;
- 8.1.2 electing such DIRECTORS or confirming the results of the mail ballot respecting the election of such DIRECTORS as are to be elected at such annual meeting;
- 8.1.3 appointing the auditor and fixing or authorising the BOARD to fix the remuneration therefor; and
- 8.1.4 the transaction of any other business properly brought before the meeting.

8.2 Special General Meeting

The BOARD may at any time call a special general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of members may also be called by the DIRECTORS or the Chair of the BOARD upon the written requisition of the minimum of five percent (5%) of the members entitled to vote.

8.3 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least fourteen (14) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the CORPORATION) by sending the notice by any one of the methods set out in Section 18.1.

8.4 Quorum

Ten (10) members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business;

8.4.1 Provided however that where:

8.4.1.1 less than ten (10), but two (2) or more, individuals are present in person after one-half hour after the commencement time specified in the notice calling the meeting of members; and

8.4.1.2 the business transacted is limited to the selection of a Chair and a Corporate Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting,

then two (2) individuals present in person constitute a quorum.

8.5 Voting by Members

Unless otherwise required by the provisions of the ACT or the By-Laws of the CORPORATION, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the question shall be deemed to have been lost.

8.6 Proxies

Every member entitled to vote at meetings of members may by means of a proxy appoint an individual who must be a member, as nominee for the member, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or the attorney of the member authorised in writing, and ceases to be valid one (1) month from its date. Subject to the requirements of the ACT, a proxy may be in such form as the BOARD from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Corporate Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the BOARD may prescribe.

8.7 Show of Hands

At all meetings of members every question shall be decided by a show of hands unless otherwise required by a By-Law of the CORPORATION or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one (1) vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the CORPORATION is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.8 Mail Ballots

The members of the CORPORATION not able to be present at an annual or special general meeting shall be entitled to cast their vote by secret mail ballot (including secret electronic ballot); provided that such mail ballot may not be exercised with respect to any matter required by the ACT to be dealt with at a meeting, as set out in section 8.12.

8.9 Quorum for Mail Ballots

Any individual exercising a mail ballot shall not be counted in determining quorum at a meeting of members.

8.10 Depositing of Mail Ballots

Any questions that can be determined by mail ballot shall be identified as such in the notice calling the meeting and a ballot form included in the notice calling the meeting for each item of business permitted to be dealt with by mail ballot. Individuals exercising their vote by mail ballot shall return their completed ballot

to the Corporate Secretary of the CORPORATION (or designate of the Corporate Secretary) at least forty-eight (48) hours prior to the commencement of the meeting.

8.11 Counting Mail Ballots

The received mail ballots will be counted by independent scrutineers, appointed by the Chair of the BOARD of the CORPORATION. The scrutineers, who may not be members, representatives of members or any related party of any members, employees, DIRECTORS or officers of the CORPORATION, will provide a written statement of the results of the mail ballot for presentation at the meeting of members.

8.12 Where Mail Ballots Not Permitted

Subject to the provisions of the ACT, mail ballots may not be used for voting by the members on the following issues, all of which are required to be approved at a duly called and properly held meeting of members:

- 8.12.1 approval of Application for Supplementary Letters Patent;
- 8.12.2 change of place of head office;
- 8.12.3 change of name;
- 8.12.4 approval of borrowing By-Law;
- 8.12.5 indemnity of DIRECTORS;
- 8.12.6 receiving the financial statements at an annual meeting;
- 8.12.7 appointment and removal of auditors; and
- 8.12.8 such other business as may be restricted by the ACT, by By-Law or otherwise by law as required to be conducted at a meeting of members.

8.13 Chair

In the absence of the Chair of the BOARD, or the Vice-Chair of the BOARD, the members entitled to vote present at any meeting of members shall choose another DIRECTOR as Chair and if no DIRECTOR is present or if all the DIRECTORS present decline to act as Chair, the members present shall choose one of their number to be Chair.

8.14 Polls

If at any meeting a secret poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

8.15 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9. **OFFICERS**

9.1 EXECUTIVE OFFICERS Named

There shall be the following EXECUTIVE OFFICERS:

A Chair of the BOARD, a Vice-Chair of the BOARD, a Corporate Secretary and a Treasurer, elected by and from among the members of the BOARD for a term of one (1) year, and none of whom shall be entitled to remuneration; however, the EXECUTIVE OFFICERS may be reimbursed for any expenses incurred in the conduct of the CORPORATION'S business.

9.2 Duties of the Chair of the BOARD

The Chair of the BOARD shall be the Chief Executive Officer of the CORPORATION, and subject to the directions of the BOARD from time to time shall perform all duties incident to the office. The Chair of the BOARD shall, when present, preside at all meetings of the BOARD, the Executive Committee (if any) and members. The Chair of the BOARD shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the BOARD or incident to the office.

9.3 Duties of the Vice-Chair of the BOARD

During the absence or inability of the Chair of the BOARD to act, the duties and powers of the Chair of the BOARD may be exercised by the Vice-Chair of the BOARD. If the Vice-Chair of the BOARD exercises any of those duties or powers, the absence or inability of the Chair of the BOARD to act shall be presumed with reference thereto. The Vice-Chair of the BOARD shall also perform the other duties from time to time prescribed by the BOARD or incident to the office.

9.4 Corporate Secretary

The Corporate Secretary shall act as secretary of each meeting of the CORPORATION, the BOARD or Executive Committee (if any); (or delegate those duties to another individual); shall attend all meetings of the BOARD and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to DIRECTORS; shall be the custodian of the corporate seal of the CORPORATION and of all books, papers, records, correspondence and documents belonging to the CORPORATION; and shall perform the other duties from time to time prescribed by the BOARD or Executive Committee (if any) or incident to the office.

9.5 Treasurer

The Treasurer shall ensure that full and accurate accounts are kept of all receipts and disbursements of the CORPORATION in proper books of account; shall ensure that all moneys or other valuable effects are deposited in the name and to the credit of the CORPORATION in the bank or banks from time to time designated by the BOARD or Executive Committee (if any); shall ensure that the funds of the CORPORATION are disbursed under the direction of the BOARD or Executive Committee (if any), ensuring proper vouchers therefor are obtained; shall ensure that the BOARD or Executive Committee (if any) is provided, whenever required, with an account of all transactions as Treasurer and of the financial position of the CORPORATION; shall co-operate with the auditors of the CORPORATION during any audit of the accounts of the CORPORATION; and shall perform the other duties from time to time prescribed by the BOARD or Executive Committee (if any) or incident to the office.

9.6 BOARD Appoint Other Officers

The BOARD may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the BOARD, the duties and remuneration of whom shall be such as the terms of their engagement call for or the BOARD prescribes.

9.7 Holding More Than One Office

An individual may be nominated or selected for, elected or appointed to, and hold more than one office, except that the Chair of the BOARD may not hold the office of Vice-Chair of the BOARD.

9.8 Removal from Office

Any officer may be removed by resolution of the BOARD at a meeting of which notice of intention to present such resolution has been given to all DIRECTORS.

10. EXECUTIVE COMMITTEE

10.1 Composition

The BOARD, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of such number of members, not less than three (3), as the BOARD

may by resolution determine; preferably though not necessarily the Executive Committee shall be composed of the EXECUTIVE OFFICERS. Each member of the Executive Committee shall serve during the pleasure of the BOARD and, in any event, only for as long as such member shall be a DIRECTOR. The BOARD may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.

10.2 Powers

During the intervals between the meetings of the BOARD, the Executive Committee shall possess and may exercise (subject to any regulations which the BOARD may from time to time impose) all the powers of the BOARD in the management and direction of the affairs and business of the CORPORATION in such manner as the Executive Committee shall deem best for the interest of the CORPORATION in all cases in which specific directions shall not have been given by the BOARD.

10.3 Procedures

Subject to sections 10.4, 10.5 and 10.6 and to any regulations imposed from time to time by the BOARD, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it, and at least a summary thereof shall be submitted to the BOARD at least annually.

10.4 Quorum

No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

10.5 Place of Business

Meetings of the Executive Committee may be held at the head office of the CORPORATION or at any other place within or outside the geographical location of the head office as specified in the notice calling the meeting.

10.6 Other DIRECTORS Present

Each DIRECTOR shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the DIRECTOR is present. However, no DIRECTOR who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and such DIRECTOR shall not be included for the purpose of calculating a quorum.

11. **COMMITTEES**

11.1 Standing Committees

There shall be a Nominating Committee at any time there is no Executive Committee, and there may be such other Standing Committees and for such purposes as the BOARD or the Executive Committee (if any) may determine from time to time by resolution.

11.2 Combined and Inactive Committees

From time to time by resolution the BOARD may combine the work of two or more Standing Committees under such name as the BOARD shall select; and may permit any Standing Committee to be inactive.

11.3 Ad Hoc Committees

There may be such Ad Hoc Committees and for such purposes as the BOARD or the Executive Committee (if any) may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated upon a resolution to that effect of the BOARD or Executive Committee by which it was constituted.

11.4 Nominating Committee

The Nominating Committee (when one exists) shall:

- 11.4.1 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or before the annual meeting;
- 11.4.2 accept any additional written nominations for elected office any time prior to the holding of annual elections, but this does not preclude the Chair of the annual meeting from accepting further nominations from the floor at the time of the election;
- 11.4.3 solicit nominees for vacancies by informing the membership of the vacancies and accepting the names of those Ordinary and/or Honourary Members who state a willingness to stand for election;
- 11.4.4 make recommendations to the BOARD of individuals to fill vacancies in office or on the BOARD or on committees that occur throughout the year.

11.5 Rules Governing Committees

Except as otherwise provided by By-Law of the CORPORATION, all Committees other than the Executive Committee are subject to the following:

- 11.5.1 the Chair of each Committee shall be appointed by the Executive Committee, if any, otherwise by the BOARD, from among the DIRECTORS of the CORPORATION;
- 11.5.2 the Executive Committee, if any, otherwise the BOARD, may appoint to any Committee, persons who are or are not members of the CORPORATION who are qualified to hold office;
- 11.5.3 a member of a Committee shall serve for a term ending at the annual meeting of members following appointment, and is eligible for reappointment for one or more additional terms;
- 11.5.4 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Executive Committee, if any, otherwise by the BOARD;
- 11.5.5 each Committee shall be responsible to, and report after each meeting to, the Executive Committee (or if none, to the BOARD);
- 11.5.6 subject to any rules established by the Executive Committee (or if none, by the BOARD), each Committee may establish its own rules of procedure and may appoint subcommittees.

12. PROTECTION OF DIRECTORS AND OFFICERS

12.1 DIRECTORS and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past DIRECTOR or officer of the CORPORATION shall be personally liable for any loss or damage or expense to the CORPORATION arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of such DIRECTOR or officer or of any other DIRECTOR or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 12.1.1 insufficiency or deficiency of title to any property acquired by the CORPORATION or for or on behalf of the CORPORATION;
- 12.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the CORPORATION shall be placed out or invested;
- 12.1.3 loss or damage arising from the bankruptcy or insolvency of any individual including any individual with whom or which any monies, securities or effects shall be lodged or deposited;
- 12.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the CORPORATION;

12.1.5 loss, damage or misfortune whatever which may happen in the execution of the duties of the DIRECTOR'S or officer's respective office or trust or in relation thereto; and

12.1.6 loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

12.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.3 herein, or purchasing insurance provided in section 12.4 herein, the BOARD shall consider:

12.2.1 the degree of risk to which the DIRECTOR or officer is or may be exposed;

12.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;

12.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;

12.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and

12.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

12.3 Indemnification of DIRECTORS and Officers

Every individual, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

12.3.1 is a DIRECTOR; or,

12.3.2 is an officer of the CORPORATION; or

12.3.3 is a member of a Committee; or

12.3.4 has undertaken, or, with the direction of the CORPORATION is about to undertake, any liability on behalf of the CORPORATION or any corporation controlled by the CORPORATION, whether in the individual's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall, upon approval of the BOARD from time to time, be indemnified and saved harmless out of the funds of the CORPORATION, from and against costs, charges and expenses which such individual sustains or incurs:

12.3.5 in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

12.3.6 in relation to the affairs of the CORPORATION generally,

save and except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The CORPORATION shall also, upon approval by the BOARD from time to time, indemnify any such individual in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any individual entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

12.4 Insurance

The CORPORATION shall purchase and maintain appropriate liability insurance for the benefit of the CORPORATION and each individual acting or having previously acted in the capacity of a DIRECTOR, officer or any other capacity at the request of or on behalf of the CORPORATION, which insurance may include:

12.4.1 comprehensive general liability insurance;

12.4.2 DIRECTORS' and officers' insurance; and,

12.4.3 such other insurance as the BOARD sees fit from time to time;

with coverage limits and with insurers deemed appropriate by the BOARD from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the CORPORATION.

It shall be the obligation of any individual seeking insurance coverage or indemnity from the CORPORATION to co-operate fully with the CORPORATION in the defence of any demand, claim or suit made against such individual, and to make no admission of responsibility or liability to any third party without the prior agreement of the CORPORATION.

13. **EXECUTION OF DOCUMENTS**

13.1 Cheques, Drafts, Notes, Etc

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or individual or individuals and in the manner from time to time prescribed by the BOARD.

13.2 Execution of Documents

Documents requiring execution by the CORPORATION may be signed by any two EXECUTIVE OFFICERS or any one (1) EXECUTIVE OFFICER, together with any one (1) DIRECTOR, and all documents so signed are binding upon the CORPORATION without any further authorisation or formality. The BOARD may from time to time appoint any officer or officers or any individual or individuals on behalf of the CORPORATION, either to sign documents generally or to sign specific documents. The corporate seal of the CORPORATION shall, when required, be affixed to documents executed in accordance with the foregoing.

13.3 Books and Records

The BOARD shall see that all necessary books and records of the CORPORATION required by the By-Laws of the CORPORATION or by any applicable statute are regularly and properly kept.

14. **BANKING ARRANGEMENTS**

14.1 BOARD Designate Bankers

The BOARD shall designate, by resolution, the officers and other individuals authorised to transact the banking business of the CORPORATION, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the BOARD has designated as the CORPORATION'S banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

14.1.1 operate the CORPORATION'S accounts with the banker;

14.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

14.1.3 issue receipts for and orders relating to any property of the CORPORATION;

14.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

14.1.5 authorise any officer of the banker to do any act or thing on the CORPORATION'S behalf to facilitate the banking business.

14.2 Deposit of Securities

The securities of the CORPORATION shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the BOARD. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the CORPORATION signed by such

officer or officers, agent or agents of the CORPORATION, and in such manner, as shall from time to time be determined by resolution of the BOARD and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the BOARD shall be fully protected in acting in accordance with the directions of the BOARD and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15. **BORROWING BY THE CORPORATION**

15.1 General Borrowing Authority

Subject to the limitations set out in the By-Laws or in the Letters Patent or Supplementary Letters Patent of the CORPORATION, the BOARD may:

- 15.1.1 borrow money upon the credit of the CORPORATION;
- 15.1.2 limit or increase the amount to be borrowed;
- 15.1.3 issue debentures or other securities of the CORPORATION;
- 15.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 15.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the CORPORATION, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CORPORATION, and the undertaking and rights of the CORPORATION.

Notwithstanding anything herein contained, the CORPORATION shall not enter into a borrowing transaction under which the CORPORATION becomes indebted for an amount in excess of ten per cent (10%) of the net assets (i.e. assets less liabilities of the CORPORATION).

15.2 Specific Borrowing Authority

From time to time the BOARD or members entitled to vote may authorise any DIRECTOR or officer of the CORPORATION to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the BOARD or members entitled to vote may authorise, and generally to manage, transact and settle the borrowing of money by the CORPORATION.

16. **FINANCIAL YEAR**

16.1 Financial Year Determined

The financial year of the CORPORATION shall terminate on the 31st day of July in each year or on such other date as the BOARD may from time to time by resolution determine.

17. **AUDITOR**

17.1 Annual Appointment

The members of the CORPORATION at each annual meeting shall appoint one or more auditors (who shall be a Chartered Accountant and none of whom shall be a DIRECTOR, officer or employee of the CORPORATION unless the appointment is approved by all of the members entitled to vote), to audit the accounts (including the financial statements) of the CORPORATION and to report thereon to members at the annual meeting, to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed.

17.2 Notice of Intention to Nominate

An individual, other than a retiring auditor, is not capable of being appointed auditor at an annual meeting unless notice in writing of an intention to nominate that individual to the office of auditor has been given by a member not less than fourteen (14) days before the annual meeting; and the member shall send a copy of

any such notice to the retiring auditor and to the individual it is intended to nominate, and shall give notice thereof to the members, either by advertisement or by notice in the manner set out in Article 18, not less than seven (7) days before the annual meeting.

17.3 Vacancy in the Office of Auditor

The BOARD may fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

17.4 Removal of Auditor

The members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such individual for the remainder of the term.

17.5 Remuneration of Auditor

The remuneration of an auditor appointed by the members shall be fixed by the members, or by the BOARD if authorised to do so by the members, and the remuneration of an auditor appointed by the BOARD shall be fixed by the BOARD.

18. **NOTICE**

18.1 Method of Notice

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone, or if in writing:

18.1.1 by prepaid letter post,

18.1.2 by facsimile,

18.1.3 by e-mail, or

18.1.4 by other electronic method,

addressed to the person for whom intended at the last address shown on the CORPORATION'S records. Any such notice shall be deemed given:

18.1.5 in the case of telephone, at the time of the telephone call;

18.1.6 in the case of letter post, on the third day after mailing; and

18.1.7 in all other cases, when transmitted.

18.2 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

18.3 Omissions and Errors

The accidental omission to give notice of any meeting of the BOARD, a Committee or members or the non-receipt of any notice by any DIRECTOR or member or by the auditor of the CORPORATION or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any DIRECTOR, member or the auditor of the CORPORATION may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

19. **BY-LAWS AND AMENDMENTS, ETC.**

19.1 Requirements for Amendment of By-Laws

By-Laws of the CORPORATION may be amended, repealed, altered, or added to by By-Law enacted by a majority of the BOARD at a meeting of the BOARD and sanctioned by a majority of the votes cast at a meeting of the members duly called for the purpose of considering the said By-Law.

19.1.1 Provided that no such repeal, amendment, alteration or addition to the By-Laws shall affect anything theretofore done under or pursuant to the By-Laws;

19.1.2 Provided further that the enactment, repeal, amendment, alteration or addition of or to such By-Law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

19.2 Additional Requirements for By-Law Amendment

In addition to the provisions of Section 19.1, no By-Law amendment shall be effective unless there is compliance with the following:

19.2.1 the proposed amendment is delivered to the Head Office of the CORPORATION at least twenty-one (21) days prior to any meeting of members;

19.2.2 the CORPORATION notifies each member entitled to vote of such proposed amendment(s) not less than fourteen (14) days prior to the meeting of members.

19.3 By Whom By-Law Amendments Proposed

By-Law amendments may be proposed by any member entitled to vote.

20. **EFFECTIVE DATE**

20.1 Effective Date

This By-Law shall become effective on 1st August 2004, provided that it has been sanctioned by a majority of the votes cast at a meeting of members duly called for the purpose of considering the said By-Law, and provided that the approval of the Minister of Industry has been obtained.

ENACTED by the DIRECTORS as a By-Law of the **Canadian Association of Professional Regulatory Affairs/Association canadienne des professionnels en réglementation** and sealed with the corporate seal this 31st day of August, 2004.

Paul J. Larocque
Chair of the BOARD

Karen Major
Corporate Secretary

CONFIRMED by the Members in accordance with the *Canada Corporations Act* (Ontario) on the 31st day of August, 2004.

Paul J. Larocque
Chair of the BOARD

Karen Major
Corporate Secretary

APPROVED by the Minister of Industry and with effect as of the 1st day of August, 2004.