

**PROFESSIONAL GOLFERS' ASSOCIATION OF CANADA / ASSOCIATION DES GOLFEURS PROFESSIONNELS DU  
CANADA**

**BY-LAWS 2024**

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**PROFESSIONAL GOLFERS' ASSOCIATION OF CANADA / ASSOCIATION DES GOLFEURS PROFESSIONNELS DU  
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**BY-LAWS 2024**

**ARTICLE I: GENERAL**

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of Professional Golfers' Association of Canada / Association des golfeurs professionnels du Canada, a Canadian Corporation.
- 1.2 Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) *Annual Meeting* – the annual meeting of the Members;
  - c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
  - d) *Board* – the Board of Directors of the Corporation;
  - e) *Committee* – a Standing Committee or Ad-Hoc committee established from time to time by the Board;
  - f) *Corporation* – Professional Golfers' Association of Canada / Association des golfeurs professionnels du Canada;
  - g) *Days* – days including weekends and holidays;
  - h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - i) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
  - j) *Governing Documents* – the Corporations’ By-laws, Board Regulations, Policies, Procedures, Rules and Regulations.
  - k) *Member* – Class A Members as defined herein;
  - l) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
  - m) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
  - n) *Public Accountant* – an individual, partnership, or corporation, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
  - o) *Regulations* – the regulations made under the Act, as amended, restated, or in effect from time to time;
  - p) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
  - q) *Zone* – a geographic region into which Canada is divided; and
  - r) *Zone Association* – an incorporated organization responsible for the administration of a Zone in accordance with its Zone License Agreement and must adhere to the Corporation’s policies, procedures, and By-laws.
- 1.3 Registered Office – The Registered Office of the Corporation will be located in the province of Ontario at such address as the Board may determine.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert’s Rules of Order* (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

## **ARTICLE II: MEMBERSHIP, APPLICANTS AND APPRENTICE PROFESSIONALS**

### **Membership Categories**

2.1 Categories – The Corporation has the following category of Members:

- a) Class A Member – An individual who had the status of Apprentice Professional who has completed the qualifications prescribed in the Corporation’s Governing Documents and who is registered as a member of the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

### **Application**

2.2 Applicant – Individuals who meet eligibility criteria as prescribed in the Corporation’s Governing Documents may submit an online application in a form specified by the Corporation. Individuals who have submitted applications are known as Applicants.

2.3 Apprentice Professionals – Applicants who have passed the Play Ability Test (as amended) and met entrance requirements as determined by the Corporation’s Governing Documents are known as Apprentice Professionals.

### **Admission of Members**

2.4 Admission of Members – Apprentice Professionals will be admitted as a Class A Member if:

- a) The Apprentice Professional makes an application for membership in a manner prescribed by the Corporation;
- b) The Apprentice Professional possesses the qualifications prescribed from time to time by the Corporation’s Governing Documents;
- c) The Apprentice Professional has paid dues as prescribed by the Corporation;
- d) The Apprentice Professional is ordinarily resident in Canada and has been assigned by the Board (or designate) to register with a Zone Association or who is an unassigned non-resident; and
- e) The Apprentice Professional has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Dues and Duration**

2.5 Dues and Assessments – Dues and Assessments are determined by the Corporation and by Zone Associations as follows:

- a) National Dues for Class A Members, Apprentice Professionals, and Applicants will be determined annually by the Board (or designate)
- b) Zone Association Dues for Class A Members and Apprentice Professionals residing within the respective Zone will be determined annually by the Zone Association, and must be approved by the Corporation’s Board of Directors at least sixty (60) days in advance of being levied on Members

2.6 Notice of Dues and Assessments – Notice of assessment will be sent to each Class A Member and Apprentice Professional at least sixty (60) days prior to the due date.

2.7 Duration – Duration:

- a) Class A Members have a membership term of one (1) year that ends on December 31<sup>st</sup> unless renewed or unless the Class A Member resigns or is removed from membership
- b) Apprentice Professionals remain Apprentice Professionals for a term of one (1) year that ends on December 31<sup>st</sup> unless renewed, or unless the Apprentice Professional becomes a Class A Member, or

unless the Apprentice Professional resigns or is removed from being an Apprentice Professional by the Board (or designate)

- c) Applicants remain Applicants for one year after the date of registration, until they become Apprentice Professionals, or renew their status as an Applicant.

2.8 **Deadline** – The Corporation will inform Class A Members, Apprentice Professionals, and Applicants of the deadline for dues to be paid. If dues are not paid within thirty (30) days of the deadline specified:

- a) Class A Members will cease to be members of the Corporation;
- b) Apprentice Professionals will no longer be Apprentice Professionals; and
- c) Applicants will no longer be Applicants.

### **Renewal**

2.9 **Renewal of Membership** – Current Class A Members will have their membership renewed if:

- a) They are a member in good standing;
- b) They meet the definition of Class A Member as described in Section 2.1; and
- c) They have paid dues prescribed by the Board (or designate) prior to December 31<sup>st</sup> of each year.

2.10 **Renewal of Registration** – Current Apprentice Professionals and Applicants will have their registration renewed if:

- d) They are in good standing;
- e) They meet the definition for eligibility; and
- f) They have paid dues prescribed by the Board (or designate) prior to December 31<sup>st</sup> of each year.

### **Transfer, Suspension, and Termination of Membership**

2.11 **Transfer** – Any interest arising out of membership in the Corporation is not transferable; provided that a person who is a member of a Recognized Professional Golfers' Association shall have the right to apply to transfer to membership in the Corporation pursuant to the Corporation's policies.

2.12 **Suspension** – A Member, Apprentice Professional, or Applicant may be suspended in accordance with the Corporation's Governing Documents.

2.13 **Termination** – Membership and registration in the Corporation is terminated when:

- a) The Member, Apprentice Professional, or Applicant fails to pay dues (if any) by the specified deadline;
- b) The Member, Apprentice Professional, or Applicant fails to maintain any of the qualifications or conditions of membership or registration, as applicable;
- c) Resignation by giving written notice to the Corporation considering Section 2.17;
- d) Dissolution of the Corporation;
- e) A decision made by a panel in accordance with the Corporation's applicable discipline policies;
- f) The individual's death; or
- g) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the individual being considered for termination is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination and the individual receiving the notice will be entitled to submit a written submission opposing the termination.

2.14 **May Not Resign** – An individual may not resign from the Corporation if the individual is subject to a disciplinary investigation or action.

### **Leave of Absence**

2.15 **Application for Leave** – A Class A Member or Apprentice Professional may apply at any time to the Board for a leave of absence, subject to the following:

- a) The application shall be in writing to the Board;
- b) The Class A Member or Apprentice Professional shall be in good standing and not indebted to the Corporation or a Zone Association in any manner whatsoever, the verification of which shall be the responsibility of the Board;

- c) The leave of absence must be approved by the Board;
- d) The leave of absence shall be for a twelve (12) month period and may be renewed, subject to annual approval by the Board.

2.16 Privileges on Leave – A Class A Member or Apprentice Professional who has been granted a leave of absence:

- a) Shall not be eligible to enter nationally conducted tournaments;
- b) In the case of a Class A Member, shall not be entitled to vote at any meeting of the Members, or hold office as a Director or Officer of the Corporation;
- c) Shall be subject to Zone privileges as may be determined by the application Zone Association Board in its sole discretion;
- d) Shall not be subject to any professional development requirements; and
- e) Shall pay assessments and insurance premiums as determined from time to time by the Board.

#### **Resignation of Apprentice Professionals**

2.17 Resignation – A Class A Member, Apprentice Professional, or Applicant may resign at any time; provided that the individual is not indebted to the Corporation in any manner whatsoever. Resignations shall be in writing and shall be directed to the Corporation. Before accepting the resignation, the Corporation shall ensure that the individual has no outstanding indebtedness with the Corporation or with a Zone Association. Upon acceptance of the resignation, a refund of any eligible assessment paid shall be provided to the reigning individual pursuant to the Corporation's Governing Documents.

#### **Good Standing**

2.18 Definition – A Member, Apprentice Professional, and Applicant will be in good standing provided that the individual:

- a) Has not ceased to be a Member (if applicable)
- b) Has not been suspended or terminated, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Corporation's Governing Documents;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required dues or fees.

2.19 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members, will have their names removed from the membership roster, and will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

#### **Discipline**

2.20 Discipline – A Class A Member, Apprentice Professional, or Applicant may be suspended or terminated from the Corporation in accordance with the Corporation's Governing Documents relating to discipline.

### **ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members include Annual Meetings and Special Meetings.

3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. A Special Meeting of the Members may be called at any time by:

- a) the President,
- b) the Board, or
- c) the Members in good standing, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time, and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.

3.4 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, 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.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, 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.

3.6 Notice – The notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the Public Accountant, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation’s website not less than thirty (30) days prior to the date of the meeting; or
- d) Whenever the number of Members exceeds two hundred and fifty (250), by publication, in a publication of the Corporation sent to all Members at least once during a period of twenty-one (21) days to sixty (60) days before the day on which the meeting is to be held.

3.7 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.8 Persons Entitled to Attend – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the Public Accountant of the Corporation, individuals possessing a proxy on behalf of a Member, staff of the Corporation, scrutineers, and others who are entitled to attend per the Corporations Governing Documents or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair, approved by the Board, or with the majority consent of the Members present.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting provided the adjourned meeting is held within thirty (30) days of the original meeting.

3.10 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Declaration of any conflicts of interest
- f) Adoption of minutes of the previous Annual Meeting
- g) Board, Committee, and Staff reports
- h) Finance Report
- i) Appointment of Public Accountant
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment



3.11 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.12 Quorum – Ten (10) Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **Voting at Meetings of Members**

3.13 Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a) Class A Members have one vote each.

3.14 Proxy Voting – Members may vote by proxy if:

- a) The Member notified the Corporation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy is received by the Corporation prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting; and
- d) The proxy clearly states to whom the proxy is given.

3.15 Maximum Number of Proxies – No Member will hold more than one (1) proxy vote.

3.16 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation (other than the scrutineer or administrative support) is not able to identify how each Member voted.

3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally or by electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The National Board shall consist of one (1) Director from each Zone and two (2) additional Directors who need not be Members. Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at eleven (11) Directors, each of whom shall be elected by the Members of the Corporation. The nine (9) Directors from Zones are nominated by each of the nine (9) Zones that exist as of the date of the coming into force of this By-Law. The Members thereafter delegate to the National Board the right to fix the number of Directors from time to time.

### **Eligibility of Directors**

4.2 Eligibility – Any individual who meets the following qualifications may be nominated for election or appointment as a Director:

- a) Eighteen (18) years of age or older;

- b) Resident of Canada as defined in the *Income Tax Act*;
- c) Has the power under law to contract;
- d) Class A Member in good standing;
- e) Has not been declared incapable by a court in Canada or in another country;
- f) Does not have the status of bankrupt;
- g) Is not an employee of the Corporation or a Zone Association; and
- h) Is registered with a Zone Association.

Points d and h are not requirements for the two Directors who need not be Members.

4.3 Eligibility Post-Election – For Directors associated with a Zone

- a) Will throughout the Director’s term remain a member within the Zone Association for which the Director was nominated for a period of not less than one (1) year.
- b) Who is elected to the Board and is also a Director of a Zone Association must resign as a Director of the Zone Association or will be ineligible to serve on the Board of the Corporation.

**Election of Directors**

4.4 Solicitation of Nominees – The Corporation will send out a call for nominees for election as a Director in a timely manner prior to elections.

4.5 Nomination – Any nomination of an individual for election as a Director will:

- a) Be submitted by the Corporation;
- b) Include the written consent of the nominee by signed or electronic signature;
- c) Comply with the procedures established by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least sixty (60) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 More than one Nominee within a Zone – The Corporation will conduct an election within the Zone which has more than one nominee to determine the Zone’s Nominee for election as a Director.

4.7 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual Meeting at least thirty (30) days prior to the elections.

4.8 Number of Directors Elected – Three (3) Directors-at-Large, and any vacancies, will be elected at each Annual Meeting of the Members on a rotational basis as follows:

- a) Zone 4 (Manitoba), Zone 5 (Northern Ontario), and Zone 7 (Ottawa)
- b) Zone 2 (Alberta), Zone 6 (Ontario), and Zone 8 (Québec)
- c) Zone 1 (British Columbia), Zone 3 (Saskatchewan), and Zone 9 (Atlantic) plus the (2) two Directors not affiliated with a Zone.

4.9 Director-at-Large Elections – Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

4.10 Terms – A Director is eligible for election for up to three (3) consecutive full terms and will hold office until they or their successors have been duly elected in accordance with these By-laws unless they resign or are removed from or vacate their office. After three (3) consecutive full terms, a Director is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director; provided, however, that the foregoing term limits shall not apply to a Director who also serves, or is about to serve, as the Secretary, Vice-President or President. In that event, a Director who holds, or is about to hold, the foregoing

offices shall be considered to be eligible to hold office as a Director on the National Board until the person has completed any term of office as an Officer, up to and including the office of President.

### **Resignation and Removal of Directors**

4.11 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective on the date on which the notice is received by the President or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.12 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director is no longer registered with a Zone Association;
- c) The Director resigns;
- d) The Director is found to be incapable of managing property by a court or under federal law;
- e) The Director is found by a court to be of unsound mind;
- f) The Director charged and/or convicted of any criminal offence related to the position;
- g) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- h) The Director dies.

4.13 Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board**

4.14 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Director's term. The individual filling the vacancy must be from the same Zone Association as the Director of the vacant position.

### **Meetings**

4.15 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board. The President, Vice President, Secretary, or any three (3) Directors may call a meeting of the Board.

4.16 Chair – The President will be the Chair of all meetings of the Board unless otherwise designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.17 Notice – Notice of meetings of the Board will be given to all Directors at least two (2) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.18 Content of Notice – Notice of a meeting of the Board will specify the nature of the business to be conducted at that meeting.

4.19 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year.

4.20 Quorum – At any meeting of the Board, quorum will consist of majority of Directors holding office but never fewer than (3).

4.21 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.22 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Chair or Board.

4.24 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology provided all Directors can communicate with each other during the meeting. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

#### **Powers of the Board**

4.25 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.26 Empowered – The Board is empowered, including by not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, Apprentice Professionals, and Zone Associations, and have the authority to discipline in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

#### **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, and Chief Executive Officer.

5.2 Eligibility – Officers who are Directors must have served at least one (1) year on the Board before being eligible to serve as an Officer.

5.3 Chief Executive Officer – The Chief Executive Officer is an employee of the Corporation and not a Director of the Board. Sections of the By-laws that apply to elected Officers, terms of Officers, and the removal and vacancy of Officer positions do not apply to the Chief Executive Officer.

5.4 Term – The term of the Officers will be one (1) year or until they or their successors are elected or appointed, or until the Officer's term as a Director has ended or the Officer has been removed from or vacated his or her Director position. Officers may serve up to two (2) one (1) year consecutive terms in the same position.

5.5 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Vice President, and Secretary. They shall take office immediately.

5.6 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, he or she may not be nominated for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:



Apprentice Professional to the new Zone Association; the Class A Member or Apprentice Professional transferring shall be subject to all new requirements and shall furnish such information as may be requested by the Zone Association Board of the new Zone; upon meeting such qualifications and supplying such information such Class A Member or Apprentice Professional shall be subject to such privileges as the person's category allows; and

- v. to be eligible for nomination as a Director, a person must have been a Class A Member in the nominating Zone for not less than one (1) full year immediately preceding the Annual Meeting; and
- f) Nominate individuals to serve as Directors of the Corporation

6.4 **Dues** – Zone Associations may determine dues payable to the Zone Association within their Zone. Dues set by Zone Associations must be communicated to the Corporation by July 1<sup>st</sup> and thereafter approved by the Corporation’s Board of Directors prior to being levied.

#### **Term**

6.5 **Term** – Zone Associations will be registered with the Corporation for a term beginning on the date the Zone Association executed its Zone Administrator Agreement with the Corporation.

#### **Discipline**

6.6 **Discipline** – A Zone Association may be suspended or expelled from the Corporation in accordance with the Corporation’s By-laws, policies, and procedures relating to discipline of Zone Associations.

### **ARTICLE VII: COMMITTEES**

7.1 **Appointment of Committees** – The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation.

7.2 **Executive Committee** – The Board may appoint an Executive Committee and the Board may delegate any of its powers and functions to the Executive Committee.

7.3 **Vacancy** – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

7.4 **Removal** – The Board may remove any member of any Committee.

7.5 **Committee Limitations** – No Committee, including the Executive Committee, has authority to:

- a) Submit to the Members any question or matter requiring approval of the Members;
- b) Fill a vacancy among the Directors or in the office of the Public Accountant or appoint additional Directors;
- c) Issue debt obligations except as authorized by the Board;
- d) Approve any financial statements;
- e) Adopt, amend, or repeal the By-laws; or
- f) Establish contributions to be made, or dues to be paid.

### **ARTICLE VIII: CONFLICT OF INTEREST**

8.1 **Conflict of Interest** – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation’s Governing Documents and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

### **ARTICLE IX: FINANCE AND MANAGEMENT**

9.1 Fiscal Year – The fiscal year of the Corporation will be January 1<sup>st</sup> to December 31<sup>st</sup>, or such other period as the Board may from time to time determine.

9.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

9.3 Public Accountant – Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint a Public Accountant. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed. The Public Accountant must meet the requirements in the Act. The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act. The remuneration of a Public Accountant appointed by the Members shall be fixed by the Board.

9.4 Annual Financial Statements - The Corporation will send (electronically or otherwise) to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

9.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the general membership of the Corporation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

9.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, or any other instruments in writing to be executed by the Corporation will be done in accordance with the Corporation's Governing Documents.

9.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

9.8 Borrowing - The Board may borrow money upon the credit of the Corporation as it deems necessary:

- a) From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- d) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, 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.

9.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers, or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

**ARTICLE X: AMENDMENT OF BY-LAWS**

10.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the amendment to the Members at the next meeting of Members, and the Members may amend the By-laws by Ordinary Resolution. The amendment is effective from the date of the resolution of the Directors. If the amendment is amended by the Members, it remains effective in the form in which it was confirmed.

10.2 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

**ARTICLE XI: FUNDAMENTAL CHANGES**

11.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change, or remove any other provision that is permitted by the Act to be set out in the Articles.

**ARTICLE XII: NOTICE**

12.1 Written Notice – In these By-laws, a written notice will mean a notice that is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

12.2 Date of Notice – The date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

**ARTICLE XIII: DISSOLUTION**

13.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

**ARTICLE XIV: INDEMNIFICATION**

14.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.



14.2 Will Not Indemnify – The Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

14.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

**ARTICLE XV: ADOPTION OF THESE BY-LAWS**

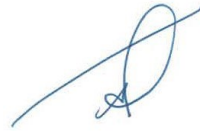
15.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on **February 14<sup>th</sup>, 2024**.

15.2 Ratification – These By-laws were ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on **April 18<sup>th</sup>, 2024**.



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President of the National Board –  
Gord Percy



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Secretary of the National Board  
Tiffany Gordon

15.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.