

BY-LAW NO. 1

being the General By-Law of

THE CANADIAN ASSOCIATION OF HOME & PROPERTY INSPECTORS – ATLANTIC

(hereinafter referred to as the "**Association**")

ARTICLE 1: INTERPRETATION

1.1 Definitions

1.1.1 In this By-law, unless the context otherwise specifies or requires, the following words and terms have the following meanings respectively:

- (a) "**Act**" means the *Canada Corporations Act*, R.S.C. 1970, c. C-32 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "**Affiliate Member**" means a person admitted as a member of the Association in accordance with the criteria set out in section 4.3.4 of this By-law, and any reference to "**Affiliate membership**" shall have a corresponding meaning;
- (c) "**Associate Member**" means a person admitted as a member of the Association in accordance with the criteria set out in section 4.3.2 of this By-law, and any reference to "**Associate membership**" shall have a corresponding meaning;
- (d) "**Board of Directors**" means the Board of Directors of the Association;
- (e) "**By-laws**" means any by-law of the Association from time to time in force and effect;
- (f) "**CAHPI**" means the Canadian Association of Home & Property Inspectors, the national organization with which the Association is associated;
- (g) "**Certification Board**" means the Certification Board of the Association, a committee constituted by the Board of Directors from time to time in accordance with Article 11 of this By-law;
- (h) "**Code of Ethics**" means the Code of Ethics adopted by the Association from time to time;
- (i) "**Director**" means a member of the Board of Directors;
- (j) "**Honorary Member**" means a person admitted as a member of the Association in accordance with the criteria set out in section 4.3.5 of this By-law, and any reference to "**Honorary membership**" shall have a corresponding meaning;

- (k) **"Letters Patent"** means the letters patent and any supplementary letters patent of the Association;
- (l) **"Registered Member"** means a person admitted as a member of the Association in accordance with the criteria set out in section 4.3.1 of this By-law, and any reference to **"Registered membership"** shall have a corresponding meaning;
- (m) **"Standards of Practice"** means the Standards of Practice adopted by the Association from time to time;
- (n) **"Student Member"** means a person admitted as a member of the Association in accordance with the criteria set out in section 4.3.3 of this By-law, and any reference to **"Student membership"** shall have a corresponding meaning.

1.2 Interpretation

- 1.2.1** In this By-law, and in all other By-laws hereafter passed unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or feminine gender, as the case may be, and vice versa, and references to persons shall include firms and associations.

ARTICLE 2: CORPORATE SEAL

2.1 Seal

- 2.1.1** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Association.

ARTICLE 3: HEAD OFFICE

3.1 Head Office

- 3.1.1** The head office of the Association shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the Board of Directors may, by resolution, determine. Subject to the Act, the Association may, by a By-law, change the place or municipality and the province in which the registered office of the Association shall be situated. A copy of the By-law approved by two-thirds (2/3) of the votes cast in favour of the By-law shall be filed with the Minister of Consumer & Corporate Affairs.

ARTICLE 4: MEMBERSHIP

4.1 Qualifications for Membership

- 4.1.1** Any person is eligible to become a member of the Association who:

- (a) is a Canadian citizen or permanent resident of Canada (in the case of an individual);

- (b) is of the age of majority in his or her Province of residence (in the case of an individual);
- (c) meets the qualifications for the category of membership that the person seeks;
- (d) subscribes to the objects and basic policies of the Association;
- (e) pays the annual membership fees;
- (f) agrees to comply with the By-laws, and with such conditions as the Board of Directors may, by resolution, determine from time to time; and
- (g) whose application for membership is approved by the Board of Directors.

4.2 Application for Membership

4.2.1 Any eligible person is entitled to apply to be a Registered Member, Associate Member, Student Member or Affiliate Member.

4.2.2 Applications for membership shall:

- (a) be made in such form(s) as the Board of Directors may from time to time prescribe;
- (b) be filed with the Registrar of the Association;
- (c) be accompanied by proof of credentials and/or proof of qualifications for the membership category applied; and
- (d) be accompanied by the application fee, the amount of which shall be prescribed from time to time by the Board of Directors.

4.2.3 Subject to Section 4.2.4 below, applications for membership shall be considered by the Board of Directors or by such persons duly designated by the Board of Directors. Applications for membership shall not be rejected for any unreasonable or arbitrary reason. The Board of Directors shall communicate their decision in writing to the applicant.

4.2.4 Applications for Registered or Associate membership require the recommendation of the Certification Board pursuant to section 11.3.2 of this By-law. Upon receipt of an application for Registered or Associate membership, the Secretary shall present the application to the Certification Board for review. The Certification Board shall review the application and make a recommendation to the Board of Directors or its designate in accordance with section 11.3.2 of this By-law. Upon receipt of such recommendation, the application shall be considered by the Board of Directors or its designate in accordance with section 4.2.3 above.

4.2.5 Applicants for Student membership or Affiliate membership may appeal the denial of membership to the Board of Directors, the decision of which shall be final and binding, and there shall be no further rights of appeal.

4.3 Categories of Membership

The Association shall have five (5) categories of membership as follows:

4.3.1 Registered Members:

An applicant for Registered membership must establish to the satisfaction of the Board of Directors that he or she:

- (a) has a technical background in construction or a thorough working knowledge of the same;
- (b) has successfully completed the Defect Recognition and Reporting Course or such other course as designated from time to time by the Board of Directors;
- (c) has successfully completed the certification exam;
- (d) is able to provide written reports, which must be verified, as having met specific quality standards;
- (e) has completed a minimum of 250 fee-paid inspections in accordance with the Standards of Practice;
- (f) has attended a minimum of three (3) Association meetings within the preceding 12 month period; and
- (g) satisfies any other qualification criteria determined from time to time by the Board of Directors for such classification.

4.3.2 Associate Members:

An applicant for Associate membership must establish to the satisfaction of the Board of Directors that he or she:

- (a) is actively working towards Registered membership by working towards the completion of 250 fee-paid inspections in accordance with the Standards of Practice;
- (b) has successfully completed the Defect Recognition and Reporting Course or such other course as designated from time to time by the Board of Directors;
- (c) has successfully completed the certification exam;
- (d) is able to provide written reports, completed under the guidance of a Registered Member, which must be verified as having met specific quality standards;
- (e) has a technical background in construction or a thorough working knowledge of the same;

- (f) has attended a minimum of three (3) Association meetings within the preceding 12 month period; and
- (g) satisfies any other qualification criteria determined from time to time by the Board of Directors for such classification.

4.3.3 Student Members:

An applicant for Student membership must establish to the satisfaction of the Board of Directors that he or she:

- (a) is not yet, or will not be until qualified according to the standards of the Association, a practicing fee-paid home inspector; and
- (b) is actively working toward meeting the requirements of an Associate Member or Registered Member; and
- (c) satisfies any other qualification criteria determined from time to time by the Board of Directors for such classification.

Student Members may not have yet passed all written examinations.

4.3.4 Affiliate Members:

An applicant for Affiliate membership must establish to the satisfaction of the Board of Directors that he or she or it:

- (a) is not a practicing home or property inspector;
- (b) desires to be affiliated with the Association; and
- (c) satisfies any other qualification criteria determined from time to time by the Board of Directors for such classification.

An Affiliate Member may be an individual, partnership, association of persons, body corporate or other legal entity.

4.3.5 Honorary Members:

The Board of Directors shall be entitled in their discretion to appoint a person who is not otherwise eligible to be a Registered Member, Associate Member, Student Member or an Affiliate Member and who has performed distinguished service for the Association, the home and property inspection profession or the community, to the status of Honorary Member for a specified time. The Board of Directors may prescribe additional qualification criteria for Honorary membership from time to time.

4.4 Conditions of Membership

4.4.1 Each member of the Association shall:

- (a) pay the annual membership fees to the Association as determined by the Board of Directors;
- (b) recognize, adopt, promote and maintain the Association's Standards of Practice and Code of Ethics;
- (c) perform any home or property inspection in accordance with the Standards of Practice and Code of Ethics;
- (d) uphold the principle of appropriate and adequate compensation for the value and performance of their work;
- (e) refrain from utilizing fee programs, discounts, referral fees or engaging in other unethical marketing practices not endorsed by the Association;
- (f) not repair any condition found during the performance of inspections;
- (g) not recommend that a client use a specific contractor for repair work;
- (h) actively promote cooperation and better understanding between members and others in the home and property inspection profession and with other professions; and
- (i) comply with such other further responsibilities as may be established by the Board of Directors from time to time.

4.4.2 No Registered Member, Associate Member, or Student Member shall be actively engaged in business as a broker or salesperson in the sale, purchase or listing of real estate to third parties.

4.4.3 Each Registered Member, Associate Member, and Student Member shall attend a minimum of three (3) meetings of the Association in every 12 month period to maintain their membership. Attendance at the CAHPI National Conference shall be considered as one of the required meetings. The Board of Directors may excuse the failure to meet the attendance requirement at their sole discretion.

4.4.4 A Student Member who does not qualify for or advance to the next level of membership status (Associate Member) within two (2) years of becoming a Student Member will automatically cease to be a Student Member. The affected person may re-apply for membership in the Association (as a new Student Member) at that time, subject to meeting the entrance requirements in place at such time.

4.4.5 After the initial three (3) years of Associate membership, there will be an automatic review by the Certification Board of the progress of an Associate Member toward achieving the status of Registered Member. If necessary, recommendations for their

further progress will be made. An Associate Member who does not qualify for, or advance to, the next level of membership status (Registered Member) within five (5) years of becoming an Associate Member will automatically cease to be an Associate Member. The affected person may re-apply for membership in the Association (as a new Student Member) at that time, subject to meeting the entrance requirements in place at such time.

4.5 Membership Fees

4.5.1 Amount

The Board of Directors shall determine each year by resolution the annual membership fees and other charges of the Association payable by the members. The Board of Directors may establish different amounts of annual membership fees or other charges for each membership category.

4.5.2 When Due

Annual membership fees shall be paid in full on or before the 31st day of January each calendar year.

4.5.3 Late Payment

Any member more than sixty (60) days in arrears for any indebtedness to the Association, including payment of membership fees, shall be considered not in good standing and the member's rights shall be suspended until such indebtedness is paid in full.

4.6 Transition

All persons who were members of CAHPI-Atlantic, the predecessor organization of the Association, on the date of incorporation of the Association, are hereby declared to be members of the Association as of such date without any further act or formality.

4.7 Resignation

Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.

4.8 Leave of Absence

4.8.1 At the discretion of the Board of Directors, a leave of absence may be granted to a member upon their request in writing, if such member is in good standing with the Association and has, in the opinion of the Board of Directors, a past history of support to the Association. A leave of absence is deemed to be a privilege of membership and not an assumed right. A leave of absence shall be subject to a yearly review by the Board of Directors and may be renewed for a maximum of three (3) years. Members on leave of absence shall surrender any and all membership rights and privileges for the duration of the leave of absence period.

- 4.8.2** At the discretion of the Board of Directors, a member returning from a leave of absence (with prior good standing and history of support) may, upon request in writing, be granted full membership and status. If a satisfactory past history cannot be established the affected person may re-apply for membership in the Association (as a new applicant) at that time, subject to meeting the entrance requirements in place at such time.

4.9 Removal

- 4.9.1** Should any member or any of its employees or agents be found by the Board of Directors to have willfully violated the By-laws of the Association, or any one or more rules or regulations made pursuant to the By-laws, or to have acted in a manner considered by the Board of Directors to be improper or likely to endanger the welfare, interest or character of the Association, the Directors may in their sole discretion, by resolution of three-quarters (3/4) of the members of the Board of Directors present at a meeting of the Board of Directors as herein constituted and duly called for that purpose:

- (a) suspend any or all membership rights and privileges of the member for a specified time and subject to any such conditions as the Board of Directors may prescribe; or
- (b) expel the violating member from membership in the Association.

- 4.9.2** Any violating member shall be given a reasonable opportunity to be heard by the Board of Directors prior to its determination of the matter.

- 4.9.3** In the event of an expulsion, all fees and other charges owed by the violating member to the Association shall immediately become due and payable. All rights and privileges of an expelled member shall immediately cease.

- 4.9.4** The Directors may in their sole discretion, by resolution, revoke any suspension if they deem it advisable to do so.

ARTICLE 5: MEETINGS OF MEMBERS

5.1 Annual General Meeting

The Association shall hold one (1) annual general meeting in each calendar year at such date, time and place as may be determined by the Directors and not later than 15 months after the preceding annual general meeting. The business of the annual general meeting shall be: to receive and consider the financial statements of the Association, the report of the Directors and the report, if any, of the auditors; to elect Directors in the place of those retiring; to appoint auditors for the ensuing year; to fix the remuneration of auditors; and to transact any other business of the Association.

5.2 Other Regular Meetings

In addition to the annual general meeting, the Association shall hold a minimum of three (3) regular general meetings of members in each calendar year at such dates, times and places as may be determined by the Directors.

5.3 Special Meetings

Special meetings of the members of the Association may be called by the Board of Directors or the President of the Association at any time. The Board of Directors shall call a special meeting of members upon the written request of 25% or more of the members entitled to vote, in which the reason for the request is clearly identified. The place, date and time of any special meeting shall be designated by the Board of Directors with official notice being sent by mail or telecommunication to members at least thirty (30) days prior to the meeting date and stating the purpose or purposes for which the meeting is being held.

5.4 Business

The members may consider and transact any business, either special or general, at any meeting of the members provided that notice of any special business (that is to say, any business other than that hereinbefore in this section specifically mentioned) shall be given to the members.

5.5 Notice

No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member entitled to such notice by sending the notice by prepaid mail or telecommunication at least thirty (30) days before the time fixed for the holding of such a meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

5.6 Error or Omission in Giving Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded in the membership register.

5.7 Location of Meetings

The annual, or any regular or special meeting of the members shall be held at the head office of the Association or at any place in Canada as the Board of Directors may

determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada.

5.8 Members' Voting Rights

- 5.8.1** Subject to the provisions, if any, contained in the Letters Patent or By-laws of the Association, each Registered Member and Associate Member shall be entitled to receive notice of members' meetings, to attend and participate in all meetings of members and be entitled to one vote thereat.
- 5.8.2** Registered Members and Associate Members resident in the Province of Newfoundland & Labrador may, by means of a written proxy, appoint another member of the Association as proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. Proxies shall be provided to such members eligible to vote by proxy along with notice of the meeting. The proxy shall be in writing and may be for any or all of the items on the call of the meeting. A signed and dated proxy must be received by the Secretary before the commencement of the meeting. Proxies may be revoked by the maker prior to their being voted.
- 5.8.3** No member shall be entitled to vote at meetings of the Association unless he or she is in good standing with the Association and has paid all fees, dues or other charges, if any, then payable by him to the Association.
- 5.8.4** A Student Member in good standing shall be entitled to receive notice of members' meetings, to attend and participate in such meetings, but shall not be entitled to vote thereat unless acting as a proxy for a Registered Member or Associate Member.
- 5.8.5** An Affiliate Member in good standing shall be entitled to receive notice of members' meetings and to attend as an observer but shall not be entitled to vote thereat unless acting as a proxy for a Registered Member or Associate Member.
- 5.8.6** Honorary Members shall not be entitled to vote in matters concerning the Association.

5.9 Quorum

- 5.9.1** At least 25% of the total number of the Registered Members and Associate Members entitled to vote and voting in person or by proxy shall constitute a quorum at any annual, regular or special meeting of the Association, provided that the quorum shall include the President or Vice-President and at least two other Officers or Directors.
- 5.9.2** If the Association does not receive a quorum of voting members at two consecutive regularly-called meetings, the Board of Directors may call a third meeting at which quorum requirements are waived, provided that notice is sent to each member by single registered mail at their last address recorded in the membership register at least 30 days prior to the date set for such meeting, stating the intention to hold a non-quorum meeting of the Association. At such meeting, the Association may conduct or conclude any business of the Association. The Board of Directors may deem members who are eligible to vote and have not responded to the meeting call to be not in good standing, and the Board of Directors may further revoke the membership status of such members.

5.10 Proceedings at Meetings

5.10.1 At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws or by law. Every question shall be decided in first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members having voting rights present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Association in the general meeting upon the matter in question.

5.10.2 In case of an equality of votes at any general meeting, the matter fails.

5.10.3 Issues which require voting from the general membership between general meetings may be done by mail provided a majority of voting members respond.

5.11 Conduct of Meetings

The rules contained in Robert's Rules of Order (current edition) shall govern meetings of the Association in all applicable cases where not inconsistent with these By-laws.

5.12 Adjournments

Any meeting of the Association may be adjourned to any time and from time to time 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 shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

ARTICLE 6: BOARD OF DIRECTORS

6.1 Number

The property and business of the Association shall be managed by a Board of Directors, comprised of not less than five (5) and not more than eight (8) Directors, elected to office by the membership. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of Directors to be elected to the Board of Directors.

6.2 Qualifications

6.2.1 Every Director shall be:

- (a) an individual;
- (b) of the age of majority in his or her Province of residence;
- (c) with the power of law to enter into contract; and
- (d) a Registered Member or Associate Member.

6.3 First Directors

The applicants for incorporation shall become the first Directors of the Association. Their term of office shall continue until their successors are elected at the first meeting of members.

6.4 Election and Term

- (a) Directors shall be elected yearly by the members at the annual general meeting.
- (b) Commencing with the election of Directors at the first meeting of members following incorporation of the Association, the members shall elect Directors so that at least four of the Directors include one individual who is resident in each of the four Atlantic Provinces (being Newfoundland and Labrador, New Brunswick, Nova Scotia and Prince Edward Island).
- (c) The Directors shall hold office for a term of one year from the date of the appointment or election, or until their successors are elected or appointed in their stead.

6.5 Vacancies

6.5.1 The office of a Director shall be automatically vacated:

- (a) if the Director resigns his office by delivering a written resignation to the Secretary of the Association;
- (b) if the Director ceases to be a Registered Member or a Associate Member;
- (c) if the Director ceases to be a practicing home and property inspector;
- (d) if the Director is found by a Court to be of unsound mind;
- (e) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

- (f) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the Director before the expiration of the Director's term of office; or
- (g) on death.

6.6 Filling Vacancies

6.6.1 A vacancy occurring in the Board of Directors shall be filled as follows:

- (a) if the vacancy occurs as a result of the removal of any Director by the members in accordance with Section 6.5.1(f) above, it may be filled upon the vote of a majority of the members and any Director elected to fill a removed Director's place shall hold office for the remainder of the removed Director's term;
- (b) any other vacancy may be filled for the remainder of the term by appointment by the Directors then in office, if they shall see fit to do so, as long as there is a quorum of Directors in office, provided that if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members for the purpose of filling the vacancy, and, in default or if there are no Directors then in office, such a meeting may be called by any member; and
- (c) otherwise such vacancy shall be filled at the next annual general meeting of the members at which the Directors for the ensuing year are elected.

6.7 Remuneration

No Director is entitled to remuneration. Directors may be reimbursed for expenses reasonably incurred in carrying out work of the Association. Nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefor.

ARTICLE 7: GENERAL POWERS OF DIRECTORS

7.1 General Powers of Directors

The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is authorized to exercise and do.

7.2 Duties of Directors

7.2.1 The duties of Directors include, but are not limited to:

- (a) establishing administrative policies governing the affairs of the Association and devising measures for the Association's growth and development;

- (b) providing for the proper care of materials, equipment and funds of the Association, and for the payment of legitimate expenses;
- (c) enforcing the Standards of Practice;
- (d) appointing persons to fill vacancies on the Board of Directors;
- (e) fixing the remuneration of all Officers, agents, employees and committee members of the Association, by resolution of the Board of Directors; and
- (f) calling an annual general meeting of the Association each year.

7.3 Power of Expenditure

7.3.1 The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees.

7.3.2 The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.

7.3.3 The Board of Directors is hereby authorized, from time to time:

- (a) to borrow money upon the credit of the Association, from any bank, Association, 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 of Directors 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 Association 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 of Directors; and
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

7.3.4 The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

7.4 Appointment of Agents

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. Remuneration for all Officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

ARTICLE 8: DIRECTORS' MEETINGS

8.1 Meetings

8.1.1 The Board of Directors shall hold at least one (1) meeting each year.

8.1.2 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that ten (10) days written notice of such meeting shall be given to each Director.

8.1.3 Meetings of the Board of Directors may be called by the President on ten (10) days written notice to each member of the Board of Directors, and shall be called by the President on like notices on the request of not less than 25% of members of the Board of Directors.

8.2 Notice

8.2.1 Notice of the time and place for holding any meeting shall be given by serving it upon each Director or leaving it at his usual place of business or may be sent by mail or by telecommunication. Notice must be received at least ten (10) days in advance of the meeting. If the President has called the meeting and considers it to be a matter of urgency, he may give notice of a meeting to the other Directors by telephone or any other form of telecommunication, not less than twenty-four (24) hours before the meeting so convened.

8.2.2 A quorum of the Board of Directors or the Executive Committee may hold a meeting without notice, provided that the transaction at such meetings are ratified at the next regularly-called meeting of the Board of Directors or the Executive Committee, as the case may be; otherwise such transactions shall be void.

8.2.3 No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.3 Chairman

The President of the Association shall serve as Chairman of the Board of Directors, and shall preside over all meetings of the Directors, and over general membership meetings. The Chairman at any meeting of Directors may vote as a Director but, in the case of an

equality of votes, shall not have a second or casting vote. In the event of his absence, the President may ask any Vice-President to serve as Chairman.

8.4 Quorum

- 8.4.1** A majority of Directors in office, from time to time, but no less than four Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Association.
- 8.4.2** Any meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of the Association for the time being vested in or exercisable by the Directors generally.
- 8.4.3** If the Board of Directors does not receive a quorum at two consecutive regularly-called meetings, the Board of Directors may hold a third meeting at which quorum requirements are waived, provided that a notice has been sent by single registered mail to all Directors members at their last address recorded the membership register at least 10 days in advance of such meeting stating the intention to hold a non-quorum meeting. At such a meeting the Board of Directors' members present may conduct or conclude any business of the Board of Directors.

8.5 Voting

- 8.5.1** Each Director is authorized to exercise one (1) vote.
- 8.5.2** Unless otherwise specified in the By-Laws or required by law, questions arising at any meeting of Directors shall be decided by a simple majority of votes.
- 8.5.3** In case of an equality of votes, the motion fails.

8.6 Meetings by Telephone and Electronic Means

- 8.6.1** Meetings of the Board of Directors or the Executive Committee may be conducted by teleconference or other electronic means.
- 8.6.2** A meeting of the Board of Directors by teleconference or other electronic means must be approved by a majority of Directors.
- 8.6.3** A meeting by other electronic means must permit all Directors participating in the meeting to communicate adequately with each other, and must permit the Chairperson to establish quorum and record votes. Each Director must:
 - (a) consent in advance to the method of communication; and
 - (b) have equal access to the method of communication.

ARTICLE 9: OFFICERS

9.1 Offices

9.1.1 The Officers of the Association shall be a President, Vice-President, Immediate Past President, Treasurer, Registrar and Secretary. The Directors may also appoint as Officers, at any time and from time to time, up to three (3) more Vice-Presidents, one (1) or more Assistant-Secretaries, one (1) or more Assistant-Treasurers and any such other Officers as the Board of Directors may determine.

9.1.2 All Officers shall hold office until their successors are chosen and, when necessary, qualified in their stead, subject always to removal as provided in the By-laws. All Officers shall respectively perform such duties, in addition to those specified in the By-laws, as shall, from time to time, be prescribed by the Directors.

9.2 Election and Appointment

9.2.1 The President, Vice-President, Secretary, Registrar and Treasurer shall be appointed by the Directors by resolution at the first meeting of the Board of Directors following the annual general meeting of Members.

9.2.2 An Officer must be a Registered Member or an Associate Member.

9.2.3 One person may hold more than one office.

9.2.4 Any other Officers shall be appointed by the Board of Directors.

9.3 Duties of Officers

9.3.1 President

The President shall be the Chairman of the Board of Directors and the Executive Committee and shall preside at membership meetings. The President shall be an ex-officio member of all committees and shall appoint committee chairs subject to approval of the Board of Directors.

9.3.2 Vice-Presidents

In the absence of the President, the longest-serving Vice-President shall assume the duties of the President. The Vice-President shall also assume such other duties as are assigned by the Board. If the office of the President shall become vacant, the longest-serving Vice-President shall automatically succeed to the office of President to fill the unexpired term.

9.3.3 Treasurer

The Treasurer shall have general supervision over the fiscal affairs of the Association. The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever bank, trust company, credit union or Treasury Branch the

Board of Directors may order. He shall properly account for the funds of the Association and keep such books as may be directed by the Board of Directors. He shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested and shall prepare for submission to the annual general meeting a statement of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association. The Treasurer shall also report the financial standing of the Association to the Board of Directors or to the Executive Committee from time to time as directed by the Board of Directors or the Executive Committee, as the case may be.

9.3.4 Secretary

The Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for this purpose. The Secretary of the Association shall be responsible to take accurate minutes of the meetings of the Association, the Executive Committee and the Board of Directors. He shall be the custodian of the Seal of the Association and of all books, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up and only when authorized by a Resolution of the Directors to do so, and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors. If the Secretary cannot attend a meeting, it is his responsibility to arrange for someone to assume his duties for that particular meeting. In the absence of the Secretary or his delegate, his duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall be responsible for the maintenance of all correspondence, documents and records of the Association other than the membership register and financial documents and records. The Secretary shall send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Association, such monies to be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or Treasury Branch as hereinafter required.

9.3.5 Registrar

The Registrar shall maintain the membership register, which shall classify each member, and which shall include their phone numbers and addresses and documentation supporting their classification. He shall oversee the activities of the Certification Board and ensure that it is performing all of its duties in a fair, impartial and timely fashion.

9.3.6 Other Officers

The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors or Executive Committee may from time to time prescribe.

9.4 Remuneration of Officers

The remuneration of all Officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors. All Officers shall be entitled to

be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

9.5 Vacancies

9.5.1 Each Officer shall continue in office until the earlier of:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that Officer ceasing to be a Director if such is a necessary qualification of appointment;
- (d) the meeting at which the Directors annually appoint the Officers of the Association;
- (e) that Officer's removal;
- (f) that Officer's death.

9.5.2 If the office of the Vice-President, Secretary, Registrar or Treasurer shall become vacant, the President shall appoint a successor to complete the unexpired portion of the term subject to approval by the Board of Directors. If the appointee is already holding an elected or appointed office, the appointee shall serve in the appointed capacity in addition to fulfilling their other duties.

9.6 Removal of Officers

An Officer may be removed by the Board of Directors upon a vote of a minimum 60% of the Directors present at a meeting duly called for such purpose, and shall automatically cease to be an Officer and a member of the Executive Committee.

ARTICLE 10: EXECUTIVE COMMITTEE

10.1 Composition

There shall be an Executive Committee comprised of those Officers appointed to the offices of President, Vice-President, Secretary, Registrar and Treasurer.

10.2 Duties

The Executive Committee shall perform such duties and powers as shall be determined by the Board of Directors from time to time.

10.3 Quorum

At least 50% of the Executive Committee members shall constitute a quorum at a meeting of the Executive Committee.

10.4 Meetings

The Executive Committee may regulate the time and place of holding, the manner of convening, the giving of notice and the conduct of its meetings. Save as otherwise provided herein, the Executive Committee shall be entitled to make such rules and regulations as it deems necessary for the proper administration and conduct of its business and affairs.

10.5 Remuneration

The remuneration of all members of the Executive Committee shall be determined from time to time by resolution of the Board of Directors. All members of the Executive Committee shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties as members of the Executive Committee.

10.6 Removal of Executive Committee Members

A member of the Executive Committee shall automatically cease to be a member of the Executive Committee upon ceasing to hold an office listed in Section 10.1.

ARTICLE 11: CERTIFICATION BOARD

11.1 Establishment and Composition

The Certification Board shall be established as a committee consisting of:

- (a) Two (2) members of the Association who shall be appointed by the members at the annual general meeting;
- (b) One (1) non-member from a closely related field who shall be appointed by the Board of Directors for a one-year term. If a non-member is not appointed a third member of the Association shall be appointed.

11.2 Meetings

11.2.1 The Certification Board may regulate the time and place of holding, the manner of convening, the giving of notice and the conduct of its meetings. All appointed members of the Certification Board must be present when reviewing applications for membership.

11.2.2 Save as otherwise herein provided the Certification Board shall be entitled to make such rules and regulations as it deems necessary for the proper administration and conduct of its business and affairs.

11.3 Duties

11.3.1 The Certification Board shall be a committee which shall be maintained at all times for the purpose of ascertaining the grades or qualifications of members of the Association. Save as specifically provided in this By-law no person may become a member of the Association unless and until he has received the necessary recommendation of qualification from the Certification Board.

11.3.2 Upon receipt of an application for membership from the Secretary, the Certification Board shall review such application and make its recommendation to the Board of Directors or its chosen representative(s) in respect of such application.

11.4 Remuneration

The Board of Directors may, in its discretion, set appropriate remuneration for members of the Certification Board. Members of the Certification Board may be reimbursed for expenses reasonably incurred in carrying out work of the Association. Nothing herein contained shall be construed to preclude any member of the Certification Board from serving the Association as an Officer or in any other capacity and receiving compensation therefore.

11.5 Removal of members of the Certification Board

A member of the Certification Board may be removed by the Board of Directors upon a vote of a minimum 60% of the members of Directors present at a meeting duly called for such purpose, and shall automatically cease to be a member of the Certification Board.

ARTICLE 12: DISCIPLINE COMMITTEE

12.1 Composition

There shall always be maintained during the existence of the Association a Discipline Committee comprised of two (2) members of the Association elected by the members at the annual general meeting, and one (1) other non-member from a related field appointed by the Board of Directors annually. If a non-member is not appointed, a third member of the Association shall be appointed.

12.2 Duties

12.2.1 Where, after due inquiry by the Discipline Committee, a member of the Association has been found to have been guilty of gross negligence, or of corruption in the execution of the duties of his work, or of misconduct, or of conduct apt to bring the Association or a member thereof into disrepute, or to be in contravention of the principles of the Code of Ethics or Standards of Practice, the Discipline Committee may reprimand or censure such member of the Association or may expel him from membership in the Association and from certification for such time, not exceeding one year, as the Discipline Committee may deem proper, or may fine such member in such manner as the Discipline Committee may deem just and proper.

- 12.2.2** It is incumbent upon the members of the Discipline Committee to carry out the duties of their office, as so herein described, without undue delay and to keep active records, transcripts, or other information associated with the inquiry.

12.3 Review and Appeal

- 12.3.1** When an order has been made by the Discipline Committee, as hereintofore provided in this By-law, the affected member may apply for a review by the Discipline Committee prior to his reapplication for membership and/or certification to the Board of Directors following the period of his suspension. Following a successful review by the Discipline Committee, the affected member may reapply for membership and/or for certification.
- 12.3.2** When an order has been made by the Discipline Committee, as herein provided for in this section, the affected member, or former member, of the Association, as the case may be, may appeal such decision to the Board of Directors.
- 12.3.3** The appeal shall be by notice of motion served upon the President, Vice-President or Secretary of the Association within fifteen (15) days after service upon the member, or the former member, of a copy of the decision appealed from.
- 12.3.4** The Board of Directors, comprising not less than a quorum, may hear the appeal of the transcript of the evidence taken before the Discipline Committee or upon such further evidence as they may permit, as they may rehear the case, or they may remit the case for rehearing on such evidence as they may indicate.
- 12.3.5** The Board of Directors may affirm, vary or rescind the order of the Discipline Committee or make such other order as they deem just.
- 12.3.6** The Board of Directors may at any time direct the Secretary of the Association to restore to membership and certification of any person removed from membership or decertified upon such terms and conditions as may be determined by the Board of Directors.

12.4 Remuneration

The Board of Directors may, in its discretion, set appropriate remuneration for members of the Discipline Committee. Members of the Discipline Committee may be reimbursed for expenses reasonably incurred in carrying out work of the Association. Nothing herein contained shall be construed to preclude any member of the Discipline Committee from serving the Association as an Officer or in any other capacity and receiving compensation therefore.

12.5 Removal of members of the Discipline Committee

A member of the Discipline Committee may be removed by the Board of Directors upon a vote of a minimum 60% of the members of the Board of Directors present at a meeting duly called for such purpose, and shall automatically cease to be a member of the Discipline Committee.

**ARTICLE 13:
CAHPI CHAPTER REPRESENTATIVES**

13.1 Nomination

- 13.1.1** The Board of Directors shall nominate such number of representatives from the membership of the Association as the Association is entitled to designate to represent the Association on the council of CAHPI.
- 13.1.2** The President shall assume the role of CAHPI National Representative, and upon approval of the Board of Directors, the President may appoint a designate from the membership of the Association to represent the Association on the CAHPI National Council.

**ARTICLE 14:
EXECUTION OF DOCUMENTS**

14.1 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two of the President, Vice-President or Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Executive Committee may by resolution designate an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Executive Committee.

**ARTICLE 15:
FINANCIAL PROCEDURES & RECORDS**

15.1 Financial Year

Unless otherwise determined by the Board of Directors the fiscal year of the Association shall be from January 1st to December 31st of the calendar year.

15.2 Auditors

- 15.2.1** The members shall, at each annual general meeting, appoint an auditor to audit the books, accounts and annual financial statements of the Association for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.
- 15.2.2** A complete and proper statement of the accounts for the previous year shall be submitted by such auditor or auditors at the annual general meeting of the Association.

15.3 Books & Records

15.3.1 The Directors shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

15.3.2 The books and records of the Association may be inspected by any member at the annual general meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board of Directors shall at all reasonable times have access to such books and records.

15.4 Cheques and Bills of Exchange

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers by rubber stamp for that purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.

15.5 Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Officer or Officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

ARTICLE 16: INDEMNIFICATION

16.1 Indemnification of Directors and Officers

Every Director and Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any other company controlled by it, and their heirs, executors, and administrators and estate and effects,

respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

16.2 Insurance

The Association shall purchase, subject to availability, liability insurance for the benefit of its Directors and Officers.

ARTICLE 17: LOGO

17.1 Use of the Logo

17.1.1 Associate Members and Registered Members may use the logo of the Association and note their affiliation on promotional materials and on stationery.

17.1.2 Student Members, Affiliate Members and Honorary Members shall not advertise their membership or use the logo of the Association on promotional materials or on their stationery, except as permitted by the Board of Directors.

ARTICLE 18: AMENDMENT OF BY-LAWS

18.1 Amendment

The By-laws of the Association may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-law, provided that the enactment, repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE 19: RULES AND REGULATIONS

19.1 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem

expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Association when they shall be confirmed and failing such confirmation at such annual general meeting of members shall at and from that time cease to have any force and effect.