

RATIFIED BY MEMBERS AT THE 2019 AGM ON JUNE 10, 2020

IAP2 CANADA

(Canada Not-for-profit Corporations Act)

Corporation Number 774699-7

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[II. Corporation number](#)

[III. Province or Territory where the registered office is situated](#)

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I. Current name of the corporation

IAP2 Canada

II. Corporation number

774699-7

III. Province or Territory where the registered office is situated

Ontario

IV. Minimum and maximum number of directors

Minimum number: 7

Maximum number: 13

V. Statement of the purpose of the corporation

1. The objects of the Association are to:

- a) Encourage the growth and development of the public participation field, the development of techniques for use in the public participation field, and the public understanding of and participation in the public participation field,
- b) Improve the quality and professionalism of persons in the public participation field,
- c) Hold meetings, conferences, seminars and other sessions, including virtual sessions at which information concerning the practice of public participation can be disseminated,
- d) Promote, enhance and encourage the exchange of information among practitioners and users of public participation and the general public,
- e) Publish, edit or otherwise disseminate to practitioners and the general public articles, journals, books, monographs, audiovisual materials, newsletters, and other materials concerning the practice of public participation,
- f) Advocate for the recognition of public participation as an area of practice that can positively inform public policy and decision-making,
- g) Explore and encourage partnerships with associations having similar or related objects in order to further the preceding objects of the Association, and
- h) Without limitation, doing all such other things as may be incidental and ancillary to the attainment of these objects.

2. The operations of the Association:

- a) May be carried on throughout Canada and elsewhere, and
- b) Must be carried on without pecuniary gain to its members, and any profits or other accretions to the Association must be used to promote its objects.

VI. Restrictions on the activities that the corporation may carry on, if any

None.

VII. The classes, or regional or other groups, of members that the corporation is authorized to establish

1. Full Members.

2. Life Members.

All members have the right to vote, and are eligible to be elected as directors.

VIII. Statement regarding the distribution of property remaining on liquidation

It is specially provided that in the event of liquidation, dissolution or winding-up of the Association, all its remaining assets after payment of its liabilities must be distributed to one or more registered charities as defined in the Income Tax Act.

GENERAL OPERATING BY-LAW NO. 2

A by-law relating generally to the conduct of the affairs of IAP2 Canada (the "Association ")

PART 1 – DEFINITIONS

1.1 In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a) "Act" refers to the Canada Not-for-profit Corporations Act, the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time,
- b) "AGM" means an annual general meeting,
- c) "articles" mean the original letters patent, the articles of continuation, and any amendment to them,
- d) "Association" means IAP2 Canada,
- e) "Board" or "Board of Directors" means the directors of the Association, acting as a body, and "director" means a member of the Board,
- f) "by-law" means this by-law and any other by-law of the Association as amended and which is, from time to time, in force and effect,
- g) "Chapter" has the meaning given to it in Part 15 and, except where otherwise required, includes Wild Rose Chapter,
- h) "IAP2 Federation or IAP2 International" means the nonprofit International Association for Public Participation. IAP2 Canada is an affiliate of IAP2 Federation, and members from the affiliates comprise the International board. These bylaws are those of IAP2 Canada, and are made in accordance with the International organization, incorporated in the state of Colorado, United States of America,
- i) "meeting of members" includes an annual meeting of members or a special meeting of members,
- j) "member" means a member in good standing of the Association,
- k) "ordinary resolution" means a resolution passed by a simple majority of the votes cast on that resolution,
- l) "President", "Vice President", "Secretary" and "Treasurer" have the meaning given to them by Part 12,
- m) "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 of the Act,
- n) "Regulations" means the regulations made pursuant to the Act, as amended, restated or in effect from time to time,
- o) "special resolution" means a resolution passed by the Board and by a majority of not less than two-thirds (2/3) of the votes cast by the members on that resolution,
- p) "Wild Rose Chapter" means IAP2 Wild Rose Association, incorporated in the Province of Alberta, and
- q) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, email, fax and other electronic means.

1.2 1) In the interpretation of this by-law, unless the context requires otherwise, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

2) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

PART 2 – FINANCE AND SEAL

2.1 The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary must be the custodian of the corporate seal.

2.2 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document must be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

2.3 The financial year end of the Association must be determined by the Board, and if it is not so determined, must be December 31st.

2.4 The banking business of the Association must be transacted at such credit union, bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it must be transacted by an officer or officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.5 The Board must not, unless approved by a special resolution:

- a) borrow money on the credit of the Association,
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Association,
- c) give a guarantee on behalf of the Association, and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

2.6 The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172 (1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

PART 3 – MEMBERSHIP

3.1 1) Categories of members are determined by the Board of Directors.

2) Members must be 18 years of age or older

3) Membership dues and the date of payment are established by the Board.

3.2 Every member must uphold:

- a) the articles and by-laws,
- b) any rules and policies made by the Association, and
- c) all rules of order governing meeting conduct of members and of the Board.

3.3 1) A member ceases to be a member upon:

- a) delivering a written resignation to the Association,
- b) death,
- c) having been a member not in good standing for 30 days, or
- d) being expelled.

2) A member becomes a member not in good standing upon failure to pay:

- a) annual membership dues by or before the time set for their payment, or
- b) a debt due and owing to the Association.

3.4 Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

PART 4 – MEMBERS DISCIPLINE

4.1 The Board may, by a resolution approved by 2/3 of the directors in office, suspend or expel any member on any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Association,
- b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion, or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, must provide 21 days notice of suspension or expulsion to the member and must provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Board, in response to the notice received within such 21 day period. In the event that no written submissions are received, the Board may notify the member that the member is suspended or expelled.

If written submissions are received in accordance with this by-law, the Board must consider such submissions in arriving at a final decision and must notify the member concerning such final decision within a further 21 days from the date of receipt of the submissions.

4.2 1) A member may be expelled by special resolution of the membership.

2) The notice of a resolution to expel a member must be accompanied by a brief statement of the reason or reasons for the proposed action, and must be sent in writing to every member at least 30 days before the meeting of members at which it will be considered.

3) The member who is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of members before the resolution is put to a vote.

PART 5 – NOTICES OF MEETINGS

5.1 Notice of the time and place of a meeting of members must be given to each member:

a) by mail, courier or personal delivery to each member entitled to vote at the meeting, not less than 30 days before the day on which the meeting is to be held, or

b) by telephone, electronic or other communication methods to each member entitled to vote at the meeting, not less than 21 days before the day on which the meeting is to be held.

5.2 1) The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance does not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

2) A member may at any time waive notice of a meeting of members and may ratify, approve and confirm any or all proceedings taken.

3) For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be the member's last address recorded on the books of the Association.

4) Notice of a meeting of members must, when a special resolution will be proposed, contain sufficient information to permit members to form a reasoned judgment on the decision to be taken.

5.3 Any notice, communication or document, other than notice of a meeting of members or a meeting of the Board, to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant is sufficiently given, if:

a) delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 or 134 of the Act,

b) mailed to such person at such person's recorded address by mail

c) sent to such person by telephone, electronic or a widely used communication method or

d) provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered is deemed to have been given when it is delivered personally or to the recorded address, a mailed notice is deemed to have been sent when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication is deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or delegate the change of the registered address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

The declaration by the Secretary that notice has been given pursuant to this by-law is sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

PART 6 – MEETINGS OF MEMBERS

6.1 1) Meetings of members must be held at the date, time and place, in accordance with the Act and these by-laws, that the Board decides.

2) The Annual General Meeting must be held no later than 15 months after the previous annual meeting and no later than 6 months after the preceding financial year-end.

3) The Board may at any time call a special meeting of the members.

4) The Board must call a special general meeting in accordance with Section 167 of the Act on a written requisition of 10% of the members. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

6.2 1) The business of an AGM is:

a) the adoption of the agenda,

b) the adoption of rules of order, if required,

c) minutes from the last preceding AGM and any intervening special general meetings,

d) the report of the Board,

e) consideration of the annual financial statements,

f) the report of the public accountant, if applicable,

g) appointment of the public accountant, if required,

h) announcement of the results in the election of directors, if applicable

i) resolutions, if applicable, and

j) the other business that, pursuant to these by-laws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

2) The business at a special meeting of the members is limited to that set by the Act:

a) adoption of rules of order, if required, and

b) that set out in a requisition of the members, if applicable, and

c) that determined by the Board.

6.3 Subject to the Regulations, a proposal pursuant to the Act may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

6.4 A member who submits a proposal pursuant to the Act must pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise determined by ordinary resolution at the meeting.

6.5 Subject to the Act and the By-Laws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

PART 7 – PROCEEDINGS AT MEETINGS OF MEMBERS

7.1 1) Twenty Members present at a meeting of members constitute a quorum.

2) No business, other than the election of a chair, if required, and the adjournment or termination of the meeting, can be conducted at a meeting of members at a time when a quorum is not present.

3) If at any time during a meeting of members there ceases to be quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

7.2 1) The President must preside as chair of a meeting of the members. If the President is absent, or unable or unwilling to act as chair, the Vice-President must chair the meeting.

If neither the President nor the Vice-President is present, or able or willing to chair the meeting, the members present must elect one of the directors present to be chair.

2) If at a meeting of members:

a) there is no President, Vice-President, or other director present within 15 minutes after the time set for the meeting, or

b) the President, Vice-President and all other directors present are unwilling or unable to act as chair, the members present must choose one of their number to be chair.

7.3 Subject to section 159 of the Act, a meeting of members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

7.4 The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the directors and the public accountant of the Association and such other persons who are entitled or required pursuant to any provision of the Act, articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution.

7.5 1) A meeting of members may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

2) When a meeting of members is adjourned for more than 30 days, notice of the adjourned meeting must be given as in the case of the original meeting.

3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting of members.

7.6 1) If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

2) A meeting of members may be held entirely by telephonic, electronic or other communication facility.

PART 8 – VOTING AT MEETINGS OF MEMBERS

8.1 1) A Member in good standing and present at a meeting of members has the right to one vote.

2) At a meeting of members every question, resolution or motion must, unless otherwise provided by the articles, by-laws or the Act, be determined by a simple majority vote. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting does not have the right to a second or casting vote.

3) Voting must be by show of hands, except:

a) where otherwise required,

b) in an election of directors, or

c) when a secret ballot is requested before a vote is taken, on a show of hands.

4) A resolution proposed at a meeting of members must be seconded, and the chair must not move or propose a resolution.

8.2 Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Association has a system that:

a) enables the votes to be gathered in a manner that permits their subsequent verification, and

b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

PART 9 – DIRECTORS

9.1 Subject to the Act, the articles, and the by-laws, the Board manages or supervises the management of the activities and affairs of the Association.

9.2 1) There must be at least seven and not more than 13 directors

2) A director must be a member in good standing.

9.3 Elections

1) If the number of nominees is equal to or fewer than the number of positions to be filled, the nominees will be declared to be elected.

2) If required, elections may be conducted by electronic or mail balloting before the AGM, with the results announced at the AGM.

9.4 Terms

1) Terms are 3 years unless otherwise specified.

2) Board member terms shall be staggered.

3) Directors may serve a maximum of 6 consecutive years and may not be appointed or elected as a director for a period of at least one year.

4) Regular terms commence on September 1 of the year in which the director was elected.

5) Special terms begin and end as specified by these by-laws or the board of directors

6) Candidates for board election are advanced by self-nomination only

9.5 Vacancies: 1) The Board may appoint a Member in good standing as a director to fill a vacancy in the Board. This person serves a term of less than one year concluding on September 1.

2) Such directors hold office until the replacement director takes office or September 1,

9.6 A director ceases to be a director at the end of the director's term of office, or if the director:

a) dies,

b) ceases to be a member in good standing,

c) resigns in writing,

d) becomes unable to act as a director due to physical or mental disability,

e) ceases to be eligible to be a director in accordance with section 126 of the Act,

f) fails to adhere to the Board Code of Conduct or

g) is removed from office by a special resolution.

9.7 A director may be removed from office by a special resolution, in accordance with section 130 of the Act.

9.8 A director must not be remunerated for being or acting as a director.

PART 10 – BOARD MEETINGS

10.1 1) A meeting of the Board may be called by:

a) the President, or

b) any three directors, or

c) resolution of the Board.

2) A quorum of the Board is a majority of directors then in office, but not less than four directors.

3) There must be not less than one meeting of the Board each year.

10.2 The Board may agree upon dates and times for regular meetings. An invitation and agenda must be sent prior to each meeting to each director.

10.3 Except where otherwise required, at all meetings of the Board, every question, resolution or motion must be decided by a majority of the votes cast on the question.

10.4 Subject to the Act and the By-Laws, a meeting of the Board may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

10.5 1) The Board may by resolution appoint a committee, whose members hold office at the will of the Board. The Board must determine the responsibility and authority of a committee.

2) A committee must comply with any rules imposed on it by the Board, and must report to the board regularly.

4) The President has the right to: notice of meetings, attend, to speak at, but not to vote at committee meetings unless given the right to vote by the resolution of the Board creating the committee.

10.6 A director may participate in a meeting of the Board by teleconference, videoconference, or other electronic means, provided that all participants in the meeting:

a) can hear or otherwise effectively communicate with each other, and

b) consent to meeting in that manner.

10.7 1) The President must chair all meetings of the Board. If the President is absent, or unable or unwilling to act as President, the Vice-President must be chair.

2) If both the President and Vice-President are absent, or unable or unwilling to act as chair, the directors present must elect one of the directors to be chair.

10.8 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

PART 11 – DIRECTORS' DUTIES, CONFLICTS & INDEMNIFICATION

11.1 1) A director must:

a) act honestly and in good faith and in the best interests of the Association, and

b) exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances, in exercising the powers and performing the functions of a director.

2) The requirements of this by-law are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of corporation incorporated under the Act.

11.2 Nothing in a contract, the constitution or by-laws, or the circumstances of a director's appointment, relieves a director from:

a) the duty to act in accordance with the Act and the regulations, or

b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Association.

11.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Association must disclose fully and promptly the nature and extent of the interest to each of the other directors.

11.4 1) A director referred to in by-law 11.3 must account to the Association for profit made as a consequence of the Association entering into or performing the proposed contract or transaction:

a) unless:

i) the director discloses the interest as required by by-law 11.3,

ii) after the disclosure the proposed contract or transaction is approved by the directors, and

iii) the director abstains from voting on the approval of the proposed contract or transaction, or

b) unless:

i) the contract or transaction was reasonable and fair to the Association at the time it was entered into, and

ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.

2) A director referred to in by-law 11.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

11.5 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Association does not make the contract or transaction void, but, if the matters referred to in by-law 11.4(1)(a) or (b) have not occurred, the court may, on the application of the Association or an interested person, do any of the following:

- a) prohibit the Association from entering into the proposed contract or transaction,
- b) set aside the contract or transaction, or
- c) make any order that it considers appropriate.

11.6 Subject to court approval, the Association must indemnify a director or former director of the Association, and a director's heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Association, if:

- a) the director acted honestly and in good faith with a view to the best interests of the Association, and
- b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful.

PART 12 – OFFICERS

12.1 1) The officers are the President, Vice President, Secretary, and Treasurer.

2) Officers are elected from among the directors at the first meeting of the Board after September 1 each year, or as otherwise agreed to by the board.

3) An officer holds office beginning on the date of election or appointment

4) Terms: Officers serve one-year terms.

5) An officer ceases to be an officer upon:

- a) a successor being elected or appointed,
- b) being dismissed pursuant to by-law 12.1 (4),
- c) resigning,
- d) ceasing to be a director, or
- e) death.

If the office of any elected officer becomes vacant, the Board may elect or appoint a director to fill such vacancy.

6) The Board may by resolution of 2/3 of the directors then in office, remove an officer from that position; in such case, the person retains their position as a director.

7) A member may not hold more than one office at any one time.

8) Term limits: Officers are limited to four consecutive terms in any office.

9) IAP2 Federation/International representatives: The membership will elect representatives to the IAP2 International board according to the position description provided by IAP2 International.

12.2 Executive Committee: 1) The Executive Committee consists of of the President, Vice-President, Secretary, and Treasurer. If the Past President is still a director, the Past President may also be a member of the Executive Committee.

2) The Executive Committee must:

- a) hold such responsibility and authority as are delegated to it by the Board,
- b) keep formal notes and report regularly to the Board.

3) Meetings of the Executive Committee may be held at times and places determined by its members.

4) Not less than 48 hours notice of a meeting of the Executive Committee must be given to each member.

5) Quorum at a meeting of the Executive Committee is a simple majority of its members.

6) A member of the Executive Committee may at any time waive notice of a meeting of the committee, and may ratify, approve, and confirm any or all proceedings taken at that meeting.

12.3 Roles and Responsibilities

President:

- a) chairs meetings of the members and of the Board, unless otherwise delegated,
- b) supervises the directors and officers in the performance of their duties,
- c) is the chief executive officer of the Association, unless one is appointed pursuant to by-law 12.8 (2), and,
- d) ensures that all resolutions of the Board are carried out.

12.4 Vice President: in the absence or disability of the President, performs the duties and exercises the powers of the President, and other duties as are from time to time determined by the Board.

12.5 The Treasurer is responsible for:

- a) custody of the funds and securities of the Association,
- b) keeping full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Association in the books belonging to the Association,
- c) ensuring all monies, securities and other valuable effects are deposited in the name and to the credit of the Association in such chartered bank, credit union, or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board,
- d) disbursing the funds of the Association as required,
- e) rendering to the Board at each of its meetings and as required an accounting of all the transactions and a statement of the financial position of the Association,
- f) other duties as may from time to time be directed by the Board.

12.6 The Secretary is responsible for:

- a) attending and keeping minutes of all meetings of the Board and members,
- b) entering, or causing to be entered in the Association's official record, minutes of all proceedings at such meetings,
- c) giving, or causing to be given, as and when instructed, notices to members, directors, the public accountant and members of committees
- d) all books, papers, records, documents and other instruments belonging to the Association.

12.7 Other officers: The Board may appoint such other officers and agents as it deems necessary.

12.8 1) The Board may hire staff, and set the title, remuneration and terms and conditions of employment.

2) The staff member is an appointed officer and:

- a) must, subject to resolutions of the Board, generally supervise the affairs of the Association,
- b) may also be called a title as the Board may determine,
- c) reports to the Board, and
- d) has the right to notice, to attend, and to speak, but not to vote at, meetings of the Board and of the Executive Committee.

12.9 An elected officer must not be remunerated for acting as such, unless authorized by an ordinary resolution.

PART 13 – DISPUTE RESOLUTION

13.1 A dispute or controversy among members, directors, officers, committee members, or volunteers of the Association may be resolved with mediation and/or arbitration as provided below.

13.2 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy must be settled by a process of dispute resolution as follows:

- a) The dispute or controversy must first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute must be settled by arbitration before a single arbitrator, who must not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration must be kept confidential and there must be no disclosure of any kind. The decision of the arbitrator must be final and binding and must not be subject to appeal on a question of fact, law, or mixed fact and law.
- All costs of the mediators appointed in accordance with this section must be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section must be borne by such parties as may be determined by the arbitrators.

PART 14 – AUDIT

- 14.1** 1) The members may, at the AGM, appoint a public accountant to audit or review the accounts and annual financial statements of the Association for report to the members at the next AGM. A public accountant must not be a director, officer, or employee of the Association.
- 2) Where permitted by the Act, the members may waive the appointment of a public accountant, or determine that a review engagement be conducted in place of an audit.

PART 15 – BY-LAWS, AMENDMENT

- 15.1** The invalidity or unenforceability of any provision of these by-laws must not affect the validity or enforceability of the remaining provisions of the by-laws.
- 15.2** Subject to the articles, the Board may, by resolution, make, amend or repeal this by-law and any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal has no force or effect until and unless approved by members, and filed with the Minister pursuant to the Act.

PART 16 – CHAPTERS

- 16.1** 1) The Board must:
- a) establish a Chapter in each geographical area of Canada in which there are 15 or more members, where those members wish a Chapter to be established, and have met the requirements of this Part,
- b) work with potential chapter members to determine the boundaries and name of the Chapter,
- c) notify all members who are ordinarily resident within the boundaries of the proposed Chapter, and
- d) conduct a vote amongst those members to determine if a Chapter will be established.
- 2) The members of a Chapter are all those members who are ordinarily resident within the boundaries of the Chapter, and those other members who wish to become members.
- 3) A Chapter must not be incorporated, with the exception of Wild Rose Chapter.
- 4) The Board must establish rules and regulations governing the establishment and operation of Chapters, which must be agreed to by the members of a proposed Chapter before it is established. Such rules and regulations may but need not be the same for all Chapters, and may be in the form of a Chapter Agreement.
- 5) A Chapter, and the directors and members of a Chapter, must comply with:
- a) the articles and by-laws,
- b) a Chapter Agreement between the Association and the Chapter, and

c) any rules, regulations and policies made by the Board for the establishment and operation of Chapters.

6) A member of a Chapter must be a member of the Association. A member of the Association who does not ordinarily reside within the geographic area of any Chapter need not be a member of a Chapter.

7) A Chapter may be dissolved by:

- a) a resolution of which 2/3 of the directors of the Association then in office are in favour, or
- b) a resolution of which 2/3 of its members are in favour. A Chapter that dissolves must immediately cease operations, and transfer all its property to the Association.

16.2 1) A Chapter must hold an annual general meeting of its members, and must provide reasonable notice of that meeting to its members.

2) Quorum at a general meeting of a Chapter is 10% of the members of the Chapter present, but must not be less than 10.

16.3 1) There must be not fewer than three and not more than 13 directors of a Chapter, with the number set at the annual general meeting of the Chapter, and including the members of the executive committee as decided by each chapter.

2) The directors of a chapter must be elected at its annual general meeting and the term length is at the discretion of the chapter.

3) The directors of a Chapter must manage its affairs, and meet at least three times each year. Quorum at a meeting of the directors of a Chapter is a majority present.

4) The directors of a Chapter must:

a) take minutes of all meetings of the members and directors of the Chapter, and send them to the Association as noted by chapter agreements.

b) organize events and communications to assist its members,

c) foster the development of professionalism in the Chapter and Association, and

d) make recommendations to the Association Board on matters of local and provincial interest.

5) A Chapter must appoint a Chapter Liaison from amongst its directors, who must perform such duties as are described by a Chapter Agreement.

16.4 1) A Chapter must not establish a bank account, borrow, pledge the credit of the Association, or hold itself out as the agent of the Association without prior written consent of the Association.

2) A Chapter must hold more than three events or meetings for its members each year.

3) The Board must provide such funding to a Chapter as is determined by a Chapter Agreement.

4) A Chapter must keep such records and documents as may be required by a Chapter Agreement or the Board, and provide copies of the following to the Association:

a) all financial statements,

b) minutes of meetings of its members and directors,

c) an annual report, summarizing operations and activities,

d) promotional materials,

5) Subject to a Chapter Agreement, a Chapter must at all times:

a) use the IAP2 visual identity on all its documents and promotional materials, and

b) identify itself as a Chapter of IAP2 Canada.

6) Any dispute between the Association and a Chapter that is not determined by the articles, the by-laws, and a Chapter Agreement must be determined in accordance with Part 13.