BYLAWS
of
CHARTERED PROFESSIONALS IN HUMAN RESOURCES
OF BRITISH COLUMBIA AND YUKON

TABLE OF CONTENTS

1. INTERPRETATION....1
   1.1. Definitions....1
   1.2. Number....1

2. MEMBERSHIP....2
   2.1. Generally....2
   2.2. Application and Qualification....2
   2.3. Categories of Members....2
   2.4. Change of Membership Status....3
   2.5. Rights of Members....3
   2.6. Duties of Members....3
   2.7. Cessation of Membership....3
   2.8. Discipline, Suspension of Membership or Expelling a Member....3
   2.9. Delegation....4
   2.10. Opportunity to be Heard....4
   2.11. Suspension or Cancellation of CPHR Designation....4
   2.12. Good Standing....6

3. MEMBERSHIP DUES....6
   3.1. Entrance Fees and Dues....6
   3.2. Life Members of the Association....6
   3.3. Payment....6
   3.4. Special Dues....6
   3.5. Refunds....6

4. MEETINGS OF MEMBERS....6
   4.1. Directors Determine Meetings of Members....6
   4.2. Annual General Meeting....7
   4.3. Extraordinary General Meetings....7
   4.4. Calling and Requisitioning Extraordinary General Meetings....7
   4.5. Notice of General Meetings....7
   4.6. Waiving or Reducing Notice of General Meetings....7
   4.7. Notice Requirements Regarding Documents....7

5. PROCEEDINGS AT GENERAL MEETINGS....8
   5.1. Special Business....8
   5.2. Rules of Order....8
   5.3. Quorum....8
   5.4. Chair of General Meetings....9
   5.5. Adjourning and Adjourned Meetings....9

5.6. Tie Votes 9
5.7. Voting by Members 9
5.8. Action Normally by Ordinary Resolution 11

6. DIRECTORS 11
6.1. Power of Directors 11
6.2. Number of Directors 11
6.3. Directors Must be Members 11
6.4. Election of Directors 11
6.5. Term of Office of Directors and Eligibility for Re-Election 12
6.6. Dis-Qualification of Directors. 12
6.7. Nomination 13
6.8. Filling Casual Vacancies on the Board 13
6.9. Removal and Replacement of Directors 13
6.10. Ceasing to be a Director 13
6.11. No Invalidity of Actions 14
6.12. Remuneration of Directors 14
6.13. Disclosure of Conflicts of Interest of Directors 14
6.14. Public Representative Director 14

7. PROCEEDINGS OF DIRECTORS 14
7.1. Chair of Meetings of Directors 14
7.2. Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals 15
7.3. Meetings by Conference Telephone 15
7.4. Calling Meetings and Notice 15
7.5. Waiver of Notice of Meetings of Directors 15
7.6. Quorum for Meetings of Directors 15
7.7. Actions During a Vacancy 16
7.8. Validity of Acts of Directors 16
7.9. Resolutions in Writing 16

8. APPOINTMENT AND DUTIES OF OFFICERS 16
8.1. Appointment and Termination of Officers 16
8.2. Chair 16
8.3. Vice Chair 17
8.4. Immediate Past Chair 17
8.5. Secretary 17
8.6. Employees 17

9. COMMITTEES 18
9.1. Appointment of Committees 18
9.2. Authority of Committees 18
9.3. Duty to Keep Minutes and Report 18
9.4. Quorum 18
9.5. Proceedings of Committees 18
9.6. Written Resolutions 19
9.7. Certification Committee 19

10. THE SEAL 19
10.1. General 19
10.2. Affixing the Seal 19

11. BORROWING POWERS 20

12. INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS 20
12.1. Requirement to Indemnify 20
12.2. Advances on Undertaking 20
12.3. No Invalidity of Indemnity 20
12.4. Obligation of Association to Apply for Court Approval 21
12.5. Deemed Contract of Indemnification 21
12.6. Insurance 21

13. NOTICE TO MEMBERS 21
13.1. How to Give Notice 21
13.2. Deemed Receipt of Notices 21
13.3. Who is Entitled to Receive Notices 21
13.4. No Invalidity 22

14. AUDIT OF ACCOUNTS 22
14.1. Auditor Appointment and Qualification 22
14.2. Removal or Change of Auditor 22
14.3. Notice of Appointment or Removal of Auditor 22

15. CONSTITUTION AND BYLAWS 22
15.1. Members Are Entitled to a Copy of the Constitution and Bylaws 22
15.2. Alteration of Constitution or Bylaws 22

16. RECORDS OF THE ASSOCIATION 23
16.1. General 23
16.2. Inspection of Books and Records 23

BYLAWS
CHARTERED PROFESSIONALS IN HUMAN RESOURCES
OF BRITISH COLUMBIA AND YUKON

1. INTERPRETATION

1.1. Definitions

(a) In these Bylaws, unless the context otherwise requires:

(i) "**Association**" means Chartered Professionals in Human Resources of British Columbia and Yukon, and its successors.

(ii) "**Chair**" means the individual who is elected by the directors pursuant to Bylaw 8.2 and holds such office from time to time.

(iii) "**directors**" means the directors of the Association for the time being.

(iv) "**Immediate Past Chair**" is the last individual who held the office of Chair.

(v) "**Individual**" means a person that is not a body corporate, partnership or other artificial body.

(vi) "**registered address**" of a member means their address as recorded in the register of members of the Association.

(vii) "***Societies Act***" means the *Societies Act*, S.B.C., 2015, c. 18, as amended from time to time, and includes any successor legislation thereto.

(viii) "**Vice Chair**" means the individual who is elected by the directors pursuant to Bylaw 8.3 and holds such office from time to time.

(ix) "Public Representative Director" means an individual who is elected by the Directors pursuant to a policy approved by the Board, and who is not an HR professional.

(x) "Secretary" means the individual appointed by the Directors who will fulfill the duties defined in these Bylaws.

(b) The definitions in the *Societies Act* apply to these Bylaws.

1.2. Number

Words importing the singular include the plural and vice versa.

2. MEMBERSHIP

2.1. Generally

The members of the Association are those persons who are members of the Association in accordance with these Bylaws, and who have not ceased to be members.

2.2. Application and Qualification

Membership shall consist of those individuals whose occupational pursuits and interests are such as to require an earnest and active interest in the purposes of the Association as set out in the Constitution or corporations and similar bodies who meet the criteria established by the directors under Bylaw 2.3 (c). A person may apply in the prescribed form for membership in the Association and, on acceptance by the directors and payment of the required entrance and membership fee, becomes a member.

2.3. Categories of Members

Membership shall be divided into the following categories:

(a) General Member – A General Member is a person who is engaged at the management or professional level and who has a professional interest in the purpose of the Association.

(b) Professional Member – A Professional Member is a member who has been granted the Chartered Professional in Human Resources ("**CPHR**") designation by the Chartered Professionals in Human Resources of Canada.

(c) Corporate Member – A Corporate Member is a corporation, partnership, limited partnership, society or similar body who satisfies the criterion for corporate membership as determined by the directors.

(d) Student Member – A Student Member is a person who is enrolled in a post-secondary educational institution that is recognized by the directors and who is actively attending, on a full-time basis, a program that includes courses in human resources management.

(e) Life member is an honour and reference bestowed by the Association to a CPHR designation holder that has been recognized for their outstanding achievements.

(f) Fellow CPHR (FCPHR) is a prestigious award and distinction that is added to a current members designation, that the Association bestows to a CPHR designation holder who has made exemplary contributions to the HR Profession.

(g) Honorary CPHR is an Honorary designation bestowed by the Association, recognizing individuals who may or may not be members of the Association, that have made exemplary contributions to either the Association or the HR profession.

2.4. **Change of Membership Status**

A member may apply to the directors for a change of membership status to any applicable category.

2.5. **Rights of Members**

(a) General Members, Professional Members, Corporate Members, in good standing shall be entitled to vote and are eligible to hold office in the Association.

(b) Student Members are not entitled to vote or eligible to hold office in the Association.

(c) All members in good standing are entitled to receive notice of and to attend and speak at general meetings, whether or not entitled to vote.

(d) Corporate Members shall be entitled to authorize representatives in accordance with the rules established by the directors.

2.6. **Duties of Members**

Membership in the Association is a privilege for persons acceptable to the Association and every member must uphold the Constitution and comply with these Bylaws.

2.7. **Cessation of Membership**

A person immediately ceases to be a member of the Association on:

(a) delivery of their resignation in writing to the Association by hand, or by mailing, delivering, or emailing it to the address of the Association; or

(b) if an individual, their death, or if a corporate member on the bankruptcy or insolvency of the member; or

(c) the expulsion of a member under Bylaw 2.8; or

(d) having been a member not in good standing for 90 days, unless the directors determine otherwise.

2.8. **Discipline, Suspension of Membership or Expelling a Member**

The directors may discipline a member, or suspend the membership of a member and/or expel a member by a resolution passed at a meeting of the directors on any of the following grounds:

(a) violating any provision of the Bylaws or written policies of the Association;

(b) carrying out any conduct which may be detrimental to the Association as determined by the directors in their sole discretion;

(c) for any other reason that the directors in their sole and absolute discretion consider to be reasonable having regard to the purpose of the Association.

2.9. **Delegation**

The directors may delegate their powers under Article 2.8 to discipline a member and/or suspend a membership and/or expel a member to a committee established under Bylaw 9, either generally or in respect of any particular member. In the case of the delegation of the powers of the directors under Bylaw 2.8 to a committee, a person who is disciplined or whose membership is suspended or who is being expelled (the "**appellant**") may appeal the decision, suspension or expulsion to the directors by submitting a written request within 14 days of the decision. The appeal shall be decided by a resolution passed at a meeting of the directors of which notice has been given in accordance with Bylaw 2.10 and the appellant has the right to be heard and make representations and be accompanied by legal counsel or a member of the Association as set out in Bylaw 2.10. The directors shall consider the appeal at the next regularly scheduled meeting of the directors of which notice shall be given as required by Bylaw 2.10.

2.10. **Opportunity to be Heard**

The Secretary must provide to the member being considered for discipline, suspension or expulsion one week's notice of the time and place where the meeting at which the resolution for discipline, suspension and/or expulsion will be considered. The notice of the meeting must include a brief statement of the reason or reasons for the proposed discipline, suspension and/or expulsion. The person whose membership is the subject of such a proposed resolution must be given reasonable opportunity to be heard and to make representations at the meeting before such resolution is put to a vote and that person may be accompanied by legal counsel or one other member of the Association.

2.11. **Suspension or Cancellation of CPHR Designation**

(a) The CPHR designation of a Professional Member may be suspended or cancelled upon a final decision of the Association's Complaints, Investigation & Discipline Committee ("**C&D Committee**") or the Association's Appeals Committee ("**Appeals Committee**").

(b) If the CPHR designation of a Professional Member is:

(i) suspended, the Professional Member shall automatically become a General Member for the period of the suspension and shall automatically be restored as a Professional Member upon the expiry of the suspension;

(ii) cancelled, subject to Bylaw 2.11(c), the Professional Member shall automatically become a General Member, subject to satisfaction of reinstatement conditions, if any, specified in the final decision that resulted in such cancellation.

(c) In spite of Bylaw 2.8, upon a final decision of the C&D Committee or the Appeals Committee to cancel the CPHR designation of a Professional Member,

the directors may expel the member (the "**subject member**") from the Association, in accordance with the following provisions:

(i) Expulsion of the subject member shall be by resolution of the directors.

(ii) The directors must provide the subject member three weeks' notice of the time and place of the meeting of directors at which the resolution for expulsion will be considered, if it will be considered at a meeting, or the time when the resolution will be circulated in writing to the directors, if the resolution will not be considered at a meeting.

(iii) The subject member shall be entitled (but not required) to submit written argument as to why the subject member should not be expelled. The subject member shall not be entitled to make oral submissions. Any such written argument submitted under this clause must be:

A. submitted to the Association no later than five business days before the date of the meeting or date of circulation of the resolution, as applicable; and

B. based only upon a manifest error in fact, error in law (including interpretation of the Code of Ethics, the discipline process and any relevant bylaws, statutes or common law) and/or error in the application of the principles of natural justice. Unless the board of directors otherwise determines in accordance with clause (iv), below, no new evidence shall be presented.

(iv) In considering whether to expel the subject member, the directors shall only consider the written record and the final decision of the C&D Committee or Appeals Committee (as applicable) and the written argument, if any, submitted by the subject member in accordance with clause (iii), above. No oral submissions may be made. No new evidence shall be admitted unless the directors determine otherwise due to the discovery, after the final decision of the C&D Committee or Appeals Committee (as applicable), of compelling new facts that could not have been discovered by due diligence prior to consideration of the matter by the later of the C&D Committee or Appeals Committee (as applicable). If the directors determine to admit such new evidence, the directors may do so on such terms they consider appropriate, including admitting the new evidence as part of their consideration and determining the matter, or referring the matter back to the C&D Committee for a new hearing.

(d) For the purposes of this Bylaw, a "final decision":

(i) of the C&D Committee means a decision of the C&D Committee that the CPHR designation of a Professional Member be suspended or cancelled that is made following an investigation by the C&D Committee in accordance with operating procedures or terms of reference for the C&D Committee approved by the directors from time to time and if any time

limit for bringing an appeal of a decision of the C&D Committee has expired; and

(ii) of the Appeals Committee means a decision of the Appeals Committee that the CPHR designation of a Professional Member be suspended or cancelled that is made following an appeal of a final decision of the C&D Committee, that has been made in accordance with the operating procedures or terms of reference for the Appeals Committee approved by the directors from time to time.

2.12. **Good Standing**

A member is in good standing when the member has paid all entrance fees and dues for membership and any debt owing by the member to the Association. A member who has failed to pay any current annual membership fee, or any other debt due and owing by such member to the Association is not in good standing.

3. MEMBERSHIP DUES

3.1. **Entrance Fees and Dues**

Entrance fees and dues for membership shall be in such amounts as the directors shall from time to time approve. The directors may establish different entrance fees and membership dues for different categories of members.

3.2. **Life Members of the Association**

Membership dues shall not be levied upon Life Members of the Association.

3.3. **Payment**

Membership dues are payable on notification from the Association.

3.4. **Special Dues**

No special dues shall be levied except as decided by ordinary resolution.

3.5. **Refunds**

The cessation of membership of a member for any reason shall not entitle the member to a refund of any fees or membership dues.

4. MEETINGS OF MEMBERS

4.1. **Directors Determine Meetings of Members**

General meetings of the Association shall be held at times and places decided from time to time by the directors in accordance with the *Societies Act* and these Bylaws.

4.2. **Annual General Meeting**

Subject to any extensions of time permitted by the *Societies Act*, an annual general meeting must be held at least once in every calendar year and not more than 15 months after the last preceding annual general meeting.

4.3. **Extraordinary General Meetings**

Any general meeting other than an annual general meeting is an extraordinary general meeting.

4.4. **Calling and Requisitioning Extraordinary General Meetings**

The directors may, whenever they think fit, convene an extraordinary general meeting. Upon receipt of a requisition in writing in compliance with the *Societies Act* by at least 10% of the voting members in good standing, the directors shall call an extraordinary general meeting not more than 60 days after receiving such request.

4.5. **Notice of General Meetings**

Not less than 14 days' notice of a general meeting shall be given to the members, in accordance with Bylaw 13. Notice of a general meeting must specify the place, day, and time of the meeting, and, in case of special business (as specified in Bylaw 5.1), the general nature of that business. The notice must be given as provided in the *Societies Act* and these Bylaws.

4.6. **Waiving or Reducing Notice of General Meetings**

All members entitled to receive notice of a general meeting of the Association may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of the meeting or, if all are present at the meeting, by a unanimous vote, waive or reduce the period of notice of the meeting, and an entry in the minute book of such waiver or reduction will be sufficient evidence of the due convening of the meeting.

4.7. **Notice Requirements Regarding Documents**

Except as otherwise provided by the *Societies Act*, the notice of a general meeting shall state the nature of any business other than ordinary business, to be transacted at a general meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business and if any special business at a general meeting includes considering, approving, ratifying, adopting or authorizing any document or the execution of a document or the giving of effect to a document, the notice convening the meeting will, state that the document is available for inspection by members at the address of the Association or at some other place in British Columbia designated in the notice during usual business hours up to the date of such general meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1. Special Business

Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order and the conduct of and method of voting at the meeting; and

(b) all business at an annual general meeting except:

(i) the adoption of rules of order and the conduct of and method of voting at the meeting,

(ii) the consideration of the financial statements, and the respective reports of the directors and auditor (if any),

(iii) the election of directors,

(iv) the appointment of the auditor, if required, and fixing the remuneration of the auditor,

(v) any business that is brought under consideration by the report of the directors, and

(vi) such other business as by these Bylaws or the *Societies Act* may be transacted at a general meeting without prior notice being given to members.

5.2. Rules of Order

Robert's Rules of Order, Newly Revised shall govern matters of meeting procedure not covered by, and where not in conflict with, the *Societies Act,* the Constitution and these Bylaws.

5.3. Quorum

(a) No business, other than election of a person to chair the meeting and the adjournment or termination of the meeting, may be transacted at any general meeting at a time when a quorum of members entitled to attend and vote is not present. Once a quorum has been determined to be present at the commencement of a meeting, a quorum will be deemed to be present throughout the meeting.

(b) A quorum is 20 members present in person or by proxy who are members entitled to vote at the meeting.

(c) If a general meeting is convened upon the requisition of members in accordance with the *Societies Act* and a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved. In any other case if a quorum is not present within 30 minutes from the time appointed for the

meeting, the meeting shall stand adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present, being not less than five, shall constitute a quorum.

5.4. **Chair of General Meetings**

The Chair or, if the Chair is absent, the Vice Chair is entitled to preside as chair at every general meeting of the Association. If neither the Chair nor the Vice Chair is present within fifteen minutes after the time appointed for holding a general meeting, or if the Chair and the Vice Chair have advised the Secretary that they will not be present at the meeting or are present but are unwilling to act as chair, the members present may choose one of their number to be chair.

5.5. **Adjourning and Adjourned Meetings**

The chair may and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. Except as set out in Bylaw 5.3(c), if a meeting is adjourned for more than ten days, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

5.6. **Tie Votes**

In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which the chair may be entitled as a member, and the resolution will not pass.

5.7. **Voting by Members**

(a) The board of directors may determine that any resolution that is subject to a vote by the members, whether by ordinary resolution or by special resolution, may be voted on at a meeting and/or by mail or by electronic or on-line ballot or by telephone or any combination thereof, provided that proper notice is given of the resolution that is to be voted on in any such manner. All matters relating to the conduct and administration of voting by mail or by electronic or on-line ballot or by telephone, including the appointment of scrutineers and the counting of ballots, shall be governed by regulations established by the board of directors.

(b) A voting member in good standing is entitled to one vote on each matter put to a vote by members when (i) present in person or by proxy at a general meeting of the Association; or (ii) voting by mail or by electronic or on-line ballot or by telephone where the board of directors determines to conduct voting by any such method.

(c) When voting is conducted at a meeting, voting is by show of hands and shall include the results of any votes cast by mail or electronically or on-line or by

telephone, unless (before or on the declaration of the result of the show of hands) the chair directs or a member entitled to vote demands a poll. The chair must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll and such decision must be entered in the minutes of the meeting. A declaration by the chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Association is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(d) A demand for a poll may be withdrawn. No poll may be demanded on the election of a chair as that is conducted by the board of directors. If a member demands a poll vote, a poll must be taken immediately. In any dispute as to the admission or rejection of a vote the decision of the chair made in good faith is final and conclusive.

(e) Proxy voting is permitted. A written proxy, in a form set out below, signed by the member, shall be deposited with the chair of the meeting at, or prior to, the commencement of the meeting. The proxy may be given to any other voting member who shall be entitled to vote on behalf of the member who gave the proxy. A proxy may be revoked by the member who gave it either in writing signed by that member and deposited with the chair of the meeting at, or prior to, the commencement of the meeting, or by the member attending the meeting in person and expressing the intention to revoke the proxy. A proxy may be valid for one or more than one meeting.

FORM OF PROXY

CHARTERED PROFESSIONALS IN HUMAN RESOURCES OF BRITISH COLUMBIA AND YUKON

The undersigned, being a voting member of Chartered Professionals in Human Resources of British Columbia and Yukon (the "**Association**"), hereby appoints *[name]*, or, failing *[their name]*as proxyholder for the undersigned to attend and to vote for and on behalf of the undersigned at the general meeting of the Association to be held on *[month, day, year]* and at any adjournment thereof (or for a period of time ending on *[month, day, year]*

Signed *[month, day, year]*.

[signature of member]

(Name—please print).

5.8. **Action Normally by Ordinary Resolution**

Unless the *Societies Act*, the Constitution or these Bylaws otherwise provide, any action to be taken by a resolution of the members may be taken by an ordinary resolution.

6. DIRECTORS

6.1. Power of Directors

The directors must manage, or supervise the management of, the activities and internal affairs of the Association and are authorized to exercise all the powers of the Association and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members, but subject, nevertheless, to the provisions of all laws affecting the Association and these Bylaws. The directors shall determine where the operations of the Association will be carried on.

6.2. Number of Directors

The Association will have a minimum of three and maximum of eighteen directors, one of whom shall be a public representative director appointed under Bylaw 6.14 and one of whom shall be the Immediate Past Chair. The public representative director and the Immediate Past Chair do not need to be elected per Bylaw 6.4. One of the directors shall be a resident of British Columbia. The number of directors shall be fixed by ordinary resolution and may be changed by ordinary resolution.

6.3. Directors Must be Members

Except as provided in Bylaw 6.14 in respect of a public representative director, a director must be a member of the Association or be a designated representative of a Corporate Member as qualification for his or her office as a director.

6.4. Election of Directors

(a) Any election of the directors of the Association shall be carried out at the annual general meeting, or prior to the annual general meeting for announcement at the annual general meeting, by mail ballot, electronic or on-line ballot, telephone or any combination thereof, as determined by the directors. The members may implement a procedure for staggered director terms, such that it is not necessary that all directors elected at or prior to a particular annual general meeting hold office for the same term.

(b) Directors shall assume office immediately following the annual general meeting at which they were elected or, if elected prior to an annual general meeting pursuant to Bylaw 6.4(a), immediately following the annual general meeting at which their election is announced.

(c) All matters relating to the conduct and administration of elections, including the appointment of scrutineers and the counting of ballots, shall be governed by regulations established by the directors.

(d) Notwithstanding paragraph 6.4 (a) of this Bylaw, the office of director may be filled by acclamation.

6.5. **Term of Office of Directors and Eligibility for Re-Election**

Subject to Bylaws 6.3, 6.4 (a), and 6.6, and this Bylaw 6.5, a director may be elected or appointed to hold office for a term expiring at the conclusion of the first, second or third annual meeting following his or her election or appointment as a director, as provided in any procedure approved by the members for staggered director terms, at which time the director shall retire from office. A retiring director is eligible for re-election, provided that they:

(a) may only serve continuously as a director for a maximum aggregate period ending at the conclusion of the sixth annual meeting following their initial election or appointment as a director; and

(b) may only be re-elected to serve for a term that would expire prior to or at the conclusion of the sixth annual meeting following their initial election or appointment as a director.

A member who has served continuously as a director for a period ending at the conclusion of the sixth annual meeting following their initial election or appointment as a director may stand for re-election or re-appointment as a director after a period of two years has elapsed since that member was a director. The foregoing limitations do not apply to anyone who has been tracked as the Vice Chair.

6.6. **Disqualification of Directors.**

The following persons are disqualified from being a director of the Association:

(a) anyone who is under the age of 18 years;

(b) anyone who has been declared incapable by a court in Canada or in another country of managing the individual's own affairs;

(c) a person who is not an individual;

(d) a person who has the status of an undischarged bankrupt; and

(e) a person convicted in or outside of Canada of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless such person meets an exception provided in the *Societies Act*.

6.7. **Nomination**

A member who is eligible to hold office as a director under Bylaws 6.5 and 6.6 may apply to be nominated for election as a director if:

(a) The Secretary receives a written application from the applicant by the deadline published in the call for applications for nomination, and

(b) The applicant consents in writing in the written application to be nominated as a director.

The nominating committee of the Board will examine each application received and recommend a slate of candidates to be presented to the Annual General Meeting of the Association for the members to consider for election.

Applicants that are not selected by the nominating committee of the Board for recommendation as part of the slate of candidates for members to consider for election must notify the Association no later than 60 days prior to the Annual General Meeting of the Association whether they intend to stand for election. If any such applicant intends to stand for election no further nomination is required.

Nominations for election as director may not be made at the Annual General Meeting at which the election will be held.

6.8. **Filling Casual Vacancies on the Board**

The directors may fill any casual vacancy occurring in the board of directors. Any member so appointed holds office only until the conclusion of the next following annual general meeting, but is eligible for election at that meeting. Such period shall not be counted towards the maximum term in office allowable under Bylaw 6.5. This provision does not apply to a vacancy in the directorship held by the Immediate Past Chair.

6.9. **Removal and Replacement of Directors**

The members may by special resolution remove a director before the expiration of the term of office of such director and may by ordinary resolution appoint another person in their stead. Furthermore, in addition to the power of the members to remove a director, the Board may also remove a director before the expiration of the term of office of such director by a Board resolution approved by 2/3rds or more of the directors present at the meeting, and in the event the resolution is so approved, the Board may fill such casual vacancy under By-law 6.8. A director who the Board is seeking to remove is in a conflict of interest and is not permitted to vote on the resolution for such director's removal.

6.10. **Ceasing to be a Director**

A person immediately ceases to be a director of the Association:

(a) on the expiration of their term of office;

(b) on their death;

(c) on delivery of their resignation in writing to the Association by hand, or by email, or mailing, or delivering it to the address of the Association, or on such later date specified in the resignation;

(d) on their removal as a director under Bylaw 6.9.

6.11. **No Invalidity of Actions**

No act or proceeding of the directors is invalid only by reason of there being fewer than the prescribed number of directors in office, provided that there are sufficient directors to form a quorum or for any other reason provided in the *Societies Act*.

6.12. **Remuneration of Directors**

No director, other than the Public Representative Director, is entitled to be remunerated for being or acting as a director but a director is entitled to be reimbursed for all reasonable expenses that the director necessarily incurs in performing the director's duties as a director.

6.13. **Disclosure of Conflicts of Interest of Directors**

Every director of the Association who is, directly or indirectly, interested in a proposed contract or transaction with the Association or in a matter that is or is to be the subject of the consideration of the directors which could result in the creation of a conflict with the director's duty to the Association must disclose fully and promptly the nature and extent of the interest or conflict by a notice or statement in writing, which such director must deliver to the other directors of the Association.

6.14 **Public Representative Director**

One of the directors of the Association shall be a public representative director who shall be elected by the directors for a term of up to three years, as determined by the directors, and who is not required to be a member of the Association. The directors shall determine a method of nomination of suitable candidates for the public representative director.

7. PROCEEDINGS OF DIRECTORS

7.1. **Chair of Meetings of Directors**

The Chair or, if the Chair is absent, the Vice Chair, is entitled to preside as chair at every meeting of the directors. If neither the Chair nor Vice Chair is present within 15 minutes of the time appointed for holding the meeting or is willing to act as chair, or if the Chair and the Vice Chair have advised the Secretary that they will not be present at the meeting, the directors present may choose one of their number to be chair of the meeting.

7.2. **Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals**

The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the chair does not have a second or casting vote. Meetings of directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the directors may by resolution from time to time determine.

7.3. **Meetings by Conference Telephone**

A director may participate in a meeting of the directors or of any committee of the directors by means of conference telephone or other communication facilities by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. A director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

7.4. **Calling Meetings and Notice**

The Chair may, and the Secretary upon request of any three directors must, call a meeting of the directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each director by telephone, or by written notice sent by mail, fax or e-mail to each director at their address as it appears on the books of the Association, or delivered to their usual business or residential address. It is not necessary to give notice of a meeting of directors to any director if the meeting is to be held immediately following a general meeting at which the director was elected or is the meeting of directors at which the director was appointed. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director will not invalidate the proceedings at the meeting.

7.5. **Waiver of Notice of Meetings of Directors**

Any director may file with the Secretary a document executed by their waiving notice of any past, present or future meetings of the directors being, or required to have been, sent to them and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such director of any meeting of directors and all meetings of the directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such director.

7.6. **Quorum for Meetings of Directors**

The directors may fix the quorum necessary for the transaction of the business of the directors and if the directors do not fix the quorum, quorum will be the greater of three and a majority of directors then in office.

7.7. **Actions During a Vacancy**

The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of directors, the continuing directors may act for the purpose of summoning a general meeting of the Association, but for no other purpose.

7.8. **Validity of Acts of Directors**

All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such directors or of the members of such committee or person acting as a director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a director.

7.9. **Resolutions in Writing**

A resolution consented to in writing that not less than 75% of the directors have signed is as valid and effectual as if it had been passed at a meeting of the directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the directors and will be effective on the date the last director signed it or on any later date specified in the resolution. The Directors may also implement a policy of email polling and electronic voting.

8. **APPOINTMENT AND DUTIES OF OFFICERS**

8.1. **Appointment of Officers**

The officers of the Association shall be the Chair, Vice Chair, the Immediate Past Chair, the President & Chief Executive Officer and the Secretary, each of whom is entitled to be present at all directors' meetings. The other officers of the Association shall be determined by the directors, from time to time, but such officers shall not be entitled to attend directors' meetings, except by invitation of the directors. The President & Chief Executive Officer and the Secretary are appointed by the directors and may be the same person.

8.2. **Chair**

The Chair is elected by the directors from amongst their members and is entitled to chair all meetings of the Association and all meetings of the directors and to conduct such meetings and to enforce the provisions of the Constitution and these Bylaws. The Chair

shall hold office as such for a term of two years. No person may serve as Chair of the Association for more than two consecutive terms.

8.3. **Vice Chair**

The Vice Chair is elected by the directors and carries out the duties of the Chair if the Chair is absent or at the request of the Chair. The Vice Chair shall not necessarily automatically become the Chair, except if the office of Chair is vacant.

8.4. **Immediate Past Chair**

The Immediate Past Chair is the individual who last occupied the office of Chair. The Immediate Past Chair provides support and assistance to the Chair and shall carry out such duties as the Chair or the directors may determine and assign.

8.5. **Secretary**

The Secretary:

(a) deals with all correspondence addressed to the Association;

(b) issues notices of general meetings and directors' meetings;

(c) keeps minutes of general meetings and directors' meetings;

(d) collects all fees and dues levied by the Association;

(e) keeps such financial records, including books of account, as are necessary to comply with the *Societies Act*;

(f) has custody of all records and documents of the Association;

(g) provides financial statements to the directors, members and others when required;

(h) has custody of the common seal of the Association; and

(i) maintains the register of members.

8.6. **Employees**

The directors may employ such employees as they consider necessary in order to administer the affairs of the Association and may establish the terms of employment of such employees.

8.7. **Board to fill Officer Vacancies**

In the absence of a written agreement to the contrary, the directors may remove, by resolution, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold title until the earliest of:

(a) The officer's successor being appointed;

(b) The officer's resignation;

(c) In the case of the Chair and the Vice Chair, such officer ceasing to be a director;

(d) Such officer's death or permanent disability;

If the office of any officer of the Association shall be or become vacant, the directors may appoint, by resolution, a person to fill such vacancy.

9. COMMITTEES

9.1. Appointment of Committees

The directors may by resolution appoint one or more committees consisting of such directors, or combination of directors and members in good standing, as they think fit and may delegate to any such committee between meetings of the board of directors such powers of the directors (except the power to fill vacancies on the board of directors, the power to change the membership of or fill vacancies in any committee of the board of directors, the power to appoint or remove officers appointed by the directors) subject to such conditions as may be prescribed in such resolutions.

9.2. Authority of Committees

Unless the directors specify otherwise by resolution, committees are advisory only to the board of directors. The directors have the power at any time to revoke or override any authority given to or acts to be done by any such committees, except as to acts done before such revocation or overriding, and to terminate the appointment or change the membership of a committee and to fill vacancies in it.

9.3. Duty to Keep Minutes and Report

All committees so appointed must keep regular minutes of their decisions, recommendations and reports, must cause the minutes to be recorded in books kept for that purpose and must report the minutes to the directors at such times as the directors may from time to time require.

9.4. Quorum

A majority of members of a committee constitute a quorum.

9.5. Proceedings of Committees

Committees may meet and adjourn as they think proper, may make rules for the conduct of their business and may appoint such assistants as they consider necessary. Questions arising at any meeting will be determined by a majority of votes of members of the

committee present, and in case of an equality of votes the chair does not have a second or casting vote.

9.6. **Written Resolutions**

A resolution in writing that all members of the committee have signed is as valid and effective as if it had been passed at a meeting of such committee duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution must be filed with the minutes of the proceedings of the committee and will be effective on the date the last committee member signed it, or on any later date specified in the resolution.

9.7. **Certification Committee**

(a) The directors may by resolution appoint a Certification Committee consisting of such member or members of the Association as they think fit. The Certification Committee shall have the power to review and adjudicate applications for the conferring and the maintenance of the professional standing requisite for use of the professional designation, "Chartered Professional in Human Resources". Conferring and maintaining the designation will be based of the requirements specified by the Chartered Professionals in Human Resources of Canada, or any successor organization which the directors designate in its place.

(b) Any member may appeal a decision of the Certification Committee by making a written submission to the directors within fourteen (14) days of receiving a decision of the Certification Committee. The written submission of a member shall state the decision appealed from and the grounds on which the member wishes the matter to be reconsidered.

(c) Following the receipt of a written submission from a member appealing a decision of the Certification Committee, the directors shall consider the decision appealed from at the next regularly scheduled meeting of the directors and the directors shall provide the member with its decision in writing within seven (7) days after such meeting.

10. **THE SEAL**

10.1. **General**

The directors may provide for a common seal for the Association and for its use and may from time to time destroy it and substitute a new seal in its place.

10.2. **Affixing the Seal**

The common seal for the Association must not be affixed to any instrument except by authority of a resolution of the directors, or of an ordinary resolution, and in the presence of the following persons:

(a) any two directors; or

(b) such person or persons as are specified in the resolution,

who must sign such instrument. For the purpose of certifying under seal true copies of any document or resolution, the seal may be affixed in the presence of any one of the foregoing persons.

11. BORROWING POWERS

Subject to the *Societies Act*, the directors may from time to time on behalf of the Association:

(a) borrow up to $50,000 in such manner, on such security, from such sources and upon such terms and conditions as they think fit;

(b) borrow $50,000 or more only upon the authority of a special resolution;

(c) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Association or any other person; and

(d) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future).

12. INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

12.1. Requirement to Indemnify

The Association shall, to the full extent that the *Societies Act* permits, indemnify and hold harmless every person who has been, is now, or is in the future a director, officer, senior manager, or agent of the Association and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which they are subject by reason of being or having been a director, officer, employee or agent of the Association, including an action brought by the Association or a subsidiary of the Association.

12.2. Advances on Undertaking

In the discretion of the directors, the Association may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part.

12.3. No Invalidity of Indemnity

The failure of a current or former director, officer, employee or agent of the Association to comply with the provisions of the *Societies Act* or the Constitution or Bylaws will not invalidate any indemnity under this Part.

12.4. **Obligation of Association to Apply for Court Approval**

The Association shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part effective and enforceable.

12.5. **Deemed Contract of Indemnification**

Each director, officer, employee and agent of the Association on being elected, appointed, employed or engaged is deemed to have contracted with the Association on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each director, officer, employee and agent of the Association held such office or position, even if they no longer continue to hold that office or position.

12.6. **Insurance**

The directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the Association or any other entity, their heirs and personal representatives, against any liability incurred by them as such director, officer, employee or agent.

13. **NOTICE TO MEMBERS**

13.1. **How to Give Notice**

A notice, statement or report (in this Bylaw 13, called a "notice") may be given or delivered by the Association to any member either by delivery to the member personally or by sending it by mail, fax or e-mail to the address the member has provided to the Association.

13.2. **Deemed Receipt of Notices**

A notice sent by fax or e-mail shall be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, it was faxed or e-mailed, and a fax confirmation report confirming transmission or e-mail delivery receipt shall be sufficient proof that notice has been given. A notice sent by mail shall be deemed to have been given on the third day, Saturdays, Sundays and holidays excepted, following the date of mailing and a certificate signed by an officer of the Association that the notice was properly addressed and put in a Canadian post office receptacle will be conclusive evidence thereof.

13.3. **Who is Entitled to Receive Notices**

Notice of every general meeting shall be given to every member who has the right to receive notices of general meetings and is shown on the register of members on the day notice is given, and to the auditor if one is required. No other person is entitled to receive notice of general meetings.

13.4. **No Invalidity**

No error or omission in giving and non-receipt of a notice of any meeting, or any adjournment of a meeting, shall invalidate such meeting or make void any proceedings taken at the meeting and any person may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

14. AUDIT OF ACCOUNTS

14.1. **Auditor Appointment and Qualification**

The members shall appoint an auditor at each annual general meeting of the Association. The auditor shall not be a director and shall otherwise be independent of the Association and meet all of the qualifications in the *Societies Act*.

14.2. **Removal or Change of Auditor**

An auditor may be removed or changed in accordance with the *Societies Act*.

14.3. **Notice of Appointment or Removal of Auditor**

The Secretary shall promptly inform an auditor in writing of its appointment or removal.

15. CONSTITUTION AND BYLAWS

15.1. **Members Are Entitled to a Copy of the Constitution and Bylaws**

On being admitted to membership, on request, a member is entitled to, and the Association must provide such member with, a copy of the Constitution and Bylaws of the Association free of charge.

15.2. **Alteration of Constitution or Bylaws**

The Constitution and Bylaws of the Association may be amended by special resolution.

Subject to the provisions of the Act, the Board may, by a resolution passed by not less than two thirds (2/3) of the votes cast at a duly constituted meeting, enact, amend or repeal any Bylaws. The exact wording of any enactment, amendment or repeal of the Bylaws, shall be published in the notice for the next general meeting where confirmation by the members is required by the Act.

Any enactment, amendment or repeal of the Bylaws approved by the Board, shall have effect at the next general meeting, once the members, by special resolution, confirm, reject, or amend any such enactment, amendment or repeal.

16. RECORDS OF THE ASSOCIATION

16.1. General

The directors shall cause to be kept books and records required by the *Societies Act*, including those showing:

(a) the minutes of every general meeting;
(b) the minutes of every meeting of the directors;
(c) the minutes of every committee meeting;
(d) sufficient and proper records showing full details of all financial matters of the Association; and
(e) membership registration.

16.2. Inspection of Books and Records

The following books and records of the Association shall be open to inspection by any member of the Association by providing at least twenty one days, (3) weeks advance notice to the association, and shall take place at the Association's head office:

(a) Financial statements;

(b) Minutes of meetings of the directors, except for minutes of in camera meetings; and

(c) Such other books and records as the directors may decide from time to time upon such terms as the directors may determine.

(End of Document) June 4, 2025.