

AMENDED AND RESTATED BYLAW NO. 2016-1

of the

**CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS**

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CANADA NOT-FOR-PROFIT CORPORATIONS ACT

AMENDED AND RESTATED BYLAW NO. 2016-1

of the

CANADIAN ASSOCIATION OF GIFT PLANNERS

ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONN PLANIFIÉS

PART 1. – INTERPRETATION

1.1 Definitions

In these Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- (a) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **“Articles”** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **“Board”** means the Directors acting as authorized by the Articles and these Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (d) **“Board Policy”** means any policy, procedure, rule or regulation set by the Board to govern the affairs of the Corporation and adopted by Board Resolution.
- (e) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (f) **“Bylaws”** means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (g) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (h) **“Chapter”** means those working groups of the Corporation established in a specific geographic area of Canada, as determined by the Board from time to time, to carry on operations as described in Part 10 of these Bylaws;
- (i) **“Code of Ethics”** means the Code of Conduct and Ethics for Members approved and adopted by the Board from time to time;

- (j) **“Corporation”** means “CANADIAN ASSOCIATION OF GIFT PLANNERS/ ASSOCIATION CANADIENNE DES PROFESSIONELS EN DONNS PLANIFIÉS”;
- (k) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (l) **“Directors”** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (m) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Meeting of Members”** means the annual general meeting and any special general meetings of the Corporation;
- (p) **“Members”** means those Persons who have become members in accordance with these Bylaws and who have not ceased to be members;
- (q) **“Ordinary Resolution”** means
 - (i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (r) **“Organization”** means an association, corporation, partnership or society;
- (s) **“Person”** means an individual;
- (t) **“President and Chief Executive Officer”** means the Person appointed by the Board as the president and chief executive officer of the Corporation;
- (u) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with these Bylaws;
- (v) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (w) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;

- (x) **“Special Resolution”** means:
- (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members:
 - (1) of which the period of notice required by these Bylaws has been given, and which notice includes the text of the resolution; or
 - (2) if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members.

1.2 Canada Not-for-profit Corporations Act Definitions

Except as specifically provided herein, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

PART 2. – MEMBERSHIP

2.1 Composition

Subject to the Articles, there will be one (1) class of voting Members.

Membership in the Corporation will comprise:

- (a) those Persons who are Members in good standing on the date these Bylaws are adopted by Special Resolution; and
- (b) those Persons who are eligible and who have been admitted as Members in accordance with these Bylaws

provided, in each case, that such Person has not ceased to be a Member in accordance with section 2.12.

2.2 Eligibility for Membership

A Person may be eligible for admission as a Member if he or she:

- (a) is ordinarily resident in Canada;
- (b) is of the age of majority in the jurisdiction in which they ordinarily reside; and

- (c) is interested in advancing the purposes and supporting the activities of the Corporation.

2.3 Application for Membership

Unless otherwise determined by the Board in its discretion, an eligible Person who submits the following to the Corporation at its Registered Office will be admitted as a Member:

- (a) a completed application in such form as may be prescribed by the Board;
- (b) a signed agreement to abide by the Code of Ethics; and
- (c) payment of all applicable membership dues and fees.

The Board may, by Board Resolution, postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Corporation.

2.4 Membership not Transferable

Membership in the Corporation is not transferable.

2.5 Term of Membership

The term of membership is one (1) year and may be renewed in accordance with section 2.6.

For purposes of calculating the duration of a term of membership, the term will be deemed to commence on the date a complete application for membership is processed, or such later date as may be determined by the Board.

2.6 Renewal and Reapplication for Membership

A Member who remains eligible may renew his or her membership for another term prior to its expiry by submitting notice of renewal in such form as may be prescribed by the Board, along with applicable membership dues and fees, to the Corporation.

A Member whose membership has expired may reapply for membership in accordance with section 2.3.

2.7 Membership Dues and Assessments

Annual membership dues will be as determined by the Board. In the absence of a Board Resolution to determine membership dues in a given year, the annual membership dues from the previous year are deemed to continue until changed by Board Resolution.

The Board may, from time to time, approve fees or special assessments to be levied against Members and notice of a special assessment will be provided to all Members in writing.

2.8 Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who is suspended or is otherwise subject to discipline (including, at the discretion of the Board, an ongoing investigation) for breaching his or her obligations as a Member; and
- (b) a Member that has failed to pay the annual membership dues, fees or such special assessment determined by the Board, if any, when due and owing and such Member is not in good standing so long as the debt remains unpaid.

2.9 Compliance with Articles, Bylaws and Policies

Every Member will, at all times:

- (a) comply with the Articles, Bylaws and the Board Policies of the Corporation adopted by the Directors from time to time;
- (b) abide by the Code of Ethics; and
- (c) further and not hinder the aims and purposes of the Corporation.

2.10 Discipline of Member

Following such investigation as may be determined by the Board as appropriate in the circumstances, a Member may be disciplined or suspended for inappropriate conduct, including, without limitation, a breach of section 2.9, by Board Resolution.

A Member who is the subject of proposed discipline will be provided notice in writing of an investigation and will be given an opportunity to make reasonable written submissions within 30 days of the receipt of notice of discipline.

2.11 Expulsion of Member

A Member may be expelled and his or her membership in the Corporation revoked for inappropriate conduct, including, without limitation, a breach of section 2.9, by a resolution of the Board approved by 2/3 vote of those Directors present at a meeting of the Board, or by Board Resolution in writing.

Notice of a resolution of the Board to expel a Member will be provided to that Member and accompanied by a brief statement of reasons for the expulsion.

A Member who is the subject of proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the resolution of the Board is considered.

2.12 Cessation of Membership

A Person will cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Registered Office and the effective date of the resignation stated thereon; or
- (b) upon the date which is 60 days after the expiry of his or her term of membership;
or

- (c) upon his or her expulsion; or
- (d) upon his or her death.

2.13 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, if any, cease on the occurrence of any of the events described in section 2.12.

PART 3. - MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

A Meeting of Members will be held at a place in Canada that the Directors determine.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 Calling of Special General Meeting

The Board may, whenever it thinks fit, convene a special general meeting of Members. The Board will call a special meeting on the written requisition of at least five percent (5%) of the Members.¹

3.5 Notice of Meeting of Members

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) by publication in a newsletter (including an electronic newsletter) or other publication of the Corporation distributed to all Members at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (c) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number, as the case may, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held.

¹ Note that the 5% requirement to requisition a special meeting is required by the Act and cannot be altered in the bylaws.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

3.6 Waiver or Reduction of Notice Period

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing.

3.7 Entitlement to Notice of Meeting of Members

Notices of a Meeting of Members will be given to:

- (a) every Person shown on the register of members as a Member at:
 - (i) the close of business on the day immediately preceding the day on which the notice is given; or
 - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- (b) the Directors; and
- (c) the Public Accountant.

No other Person is entitled to receive notice of a Meeting of Members.

3.8 Contents of Notice

Notice of a Meeting of Members will specify the place, the day and the hour of the meeting and the special business to be transacted at the meeting.

Notice of a Meeting of Members will include the text of any Special Resolution to be considered at the meeting.

3.9 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

PART 4. - PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Special Business

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
 - (iii) consideration of the financial statements;
 - (iv) consideration of the Public Accountant's report;
 - (v) the election of Directors; and

(vi) re-appointment of the incumbent Public Accountant.

4.2 Requirement of Quorum

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

4.3 Quorum

A quorum for a Meeting of Members is ~~fifty (50)~~ twenty-five (25) Members in good standing on the date upon which notice of the Meeting of Members is given, present as permitted by these Bylaws.

4.4 Lack of Quorum

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.5 Loss of Quorum

If quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.6 Participation in a Meeting by Electronic Means

The Board may determine that any Meeting of Members may, in accordance with the Act, be held so as to facilitate participation by Electronic Means.

Any Person entitled to attend a Meeting of Members that the Board has determined to hold by Electronic Means may, in accordance with the Act, participate in such Meeting of Member by Electronic Means and a Person so participating in such a meeting is deemed to be present at the meeting.

4.7 Chair

The Chair (or, in the absence or inability of the Chair, the vice-chair) will preside at all Meetings of Members, provided that the Board may appoint, by Board Resolution, another Person to preside at a Meeting of Members.

If at any Meeting of Members the Chair, vice-chair or such alternate Person appointed by Board Resolution, is not present within 15 minutes after the time appointed for the meeting, those Directors present may choose one of their number to preside at that Meeting of Members.

4.8 Alternate Chair

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, the Board may designate another Director to preside for that Meeting of Members or portion thereof.

4.9 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.11 Ordinary Resolution Sufficient

Any issue at a Meeting of Members which is not required by the Act, the Articles or these Bylaws or to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to Vote

Each Member in good standing on the date of the Meeting of Members is entitled to one (1) vote.

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot Voting will be by show of hands or voice vote recorded by the secretary of the meeting, provided that, at the request of any Member entitled to vote at the meeting, a secret vote by written ballot will be required.

4.14 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote electronically, provided that the Corporation has made available a system of voting that meets the following criteria:

- (a) the identity of the voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification; and
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

4.15 Proxy Voting by Members

Proxy voting by Members is not permitted.

4.16 Voting by Mail Ballot

- (a) The Board may determine to allow Members to vote by mail in ballot at one or more Meetings of Members.
- (b) If the Board determines to allow votes by mail in ballot for a Meeting of Members, a Member may cast his or her vote to be counted at such Meeting of Members by mail-in ballot, which will be prepared by the Corporation and distributed to all Members with the notice of the meeting.
- (c) Ballots must be signed and dated by the Member completing it, and submitted to the Corporation not later than two (2) days prior to the Meeting of Members to which it relates.
- (d) Ballots will be counted by scrutineers appointed by the Board and ballot votes will be announced by the person presiding as chair following the vote by those Members present at the Meeting of Members.

4.17 Resolution in Writing

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members is valid and effectual as a resolution as if it had been passed at a Meeting of Members duly called and constituted and will be deemed to be a resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5. – DIRECTORS

5.1 Management of Property and Affairs

The property and the affairs of the Corporation will be managed by the Board.

5.2 Composition of Board

The Board will be composed of no fewer than nine (9) and no more than fifteen (15) Directors, each of whom will be elected by the Members in accordance with the Act.

At least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

5.3 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.4 Disqualified Person

A Person is disqualified from serving as a Director if he or she:

- (a) is less than 18 years of age; or
- (b) has been declared incapable by a court in Canada or elsewhere; or
- (c) is an undischarged bankrupt.

5.5 Director Must be a Member

A Person must be a Member to be eligible to be elected or serve as a Director.

5.6 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Corporation.

5.7 Election of Directors.

Directors will be elected by Ordinary Resolution at a Meeting of Members at which an election of Directors is required and will take office commencing at the close of such meeting.

5.8 Term of Office

The term of office of Directors will be three (3) years, to expire at the third annual general meeting following election; provided that the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected and will be deemed to expire at the close of the third annual general meeting held after such director's election to office.

5.9 Consecutive Terms

A Director may serve for a maximum of two (2) consecutive full three (3) year terms or six (6) consecutive years, as applicable; provided that the foregoing term limits shall not apply to a Person who also serves, or is about to serve, as an officer, holding the office of Chair or the past-chair. Any Person who holds, or is about to hold office as either the Chair or the past-chair shall be considered eligible to hold office as a Director until the Person has completed the office of Chair or past-chair, as applicable.

Subject to the exception in the immediately preceding paragraph, a Person who has served the maximum term of office as a Director may not be re-elected for at least eleven (11) months following the expiry of his or her latest term.

5.10 Appointing Additional Directors

The Directors may, if provided for in its Articles and in accordance with the Act, appoint additional Directors to hold office until the close of the next annual general meeting.

5.11 Nominations

A Member in good standing may be nominated to serve as a Director, provided that all nominations must be made in accordance with the applicable Board Policies in force from time to time.

5.12 Election of Candidates

- (a) In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates will be elected by single vote as a slate.
- (b) In elections where there are more candidates than vacant positions for Directors, election will be by separate vote by show of hands or voting cards for each candidate unless a secret ballot is requested by a Member and approved by a vote of at least 1/3 of those Members present who are entitled to vote.
- (c) Candidates will be deemed to be elected in descending order of votes received. In the event of a tie for the last vacant position, run-off elections between the tied candidates will be held, provided further that if after three (3) subsequent run-off elections, the result remains a tie, the candidates will be decided by coin toss if there are two tied candidates, or by drawing straws if there are more than two tied candidates.

5.13 Voiding of Ballot

In the case of a ballot vote, no Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be spoiled and will not be counted.

5.14 Filling Vacancy Among Directors

Subject to the Act, the remaining Directors may appoint a Member who is qualified pursuant to section 5.4 to fill a vacancy on the Board. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

5.15 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.14.

5.16 Election of Less than Required Number of Directors

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

5.17 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon the date such Person is no longer a Member;
- (c) upon his or her removal as a Director pursuant to section 5.18;
- (d) upon ceasing to be qualified pursuant to section 5.4; or
- (e) upon his or her death.

5.198 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

5.19 Protection of Directors and Officers

Subject to the provisions of the Act and in accordance with Board Policy, the Corporation will indemnify every present and former Director and officer and will purchase and maintain appropriate liability insurance for the benefit of the Corporation, its directors and officers.

PART 6. – POWERS OF THE BOARD

6.1 Plenary Powers of the Board

The Board may exercise all such powers and do all such acts and things as the Corporation 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 nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these Bylaws and the Articles.

6.2 Financial Powers

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

6.3 Board Policies

The Board may establish Board Policies relating to the affairs of the Corporation as it deems expedient, provided that no Board Policy is valid to the extent that it is inconsistent with the Act, the Articles or these Bylaws.

6.4 President and Chief Executive Officer

The Board may appoint, dismiss, and prescribe the terms and duties of employment of, an President and Chief Executive Officer. The person appointed as President and Chief Executive Officer shall not be a Director.

6.5 Banking Arrangements

The Board will designate, by Board Resolution, and in accordance with the Act, the financial institution or institutions at which the Corporation will deposit its assets.

The Board may designate, by Board Resolution, the officers and other Persons who are authorized to transact the banking business of the Corporation, subject to such restriction as the Board determines from time to time.

6.6 Investment of Property and Standard of Care

The Board may invest the property of the Corporation in accordance with the Act and applicable Board Policies in force from time to time.

PART 7. - PROCEEDINGS OF THE BOARD

7.1 Regular Meetings

The Board may, by Board Resolution, designate one or more days in the coming fiscal year for regular meetings of the Board, to be held at a place and time named and no further notice of such meetings is required.

7.2 Calling of Meetings

The Chair, vice-chair or secretary may at any time, and the secretary at the request of any two (2) Directors will, convene a meeting of the Board.

The Board will hold a meeting within seven (7) days of the annual general meeting for the purpose of organization, election of officers and such other business as may be necessary.

7.3 Notice of Meetings

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Corporation.

For the purposes of a meeting of the Board held immediately following the election of a Director or Directors at a Meeting of Members, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

7.4 Quorum

A quorum for a meeting of the Board will be a majority of the Directors currently in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act.

7.5 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the vice-chair) will preside at all meetings of the Board, provided that the Board may appoint, by Board Resolution, another Person to preside at a meeting of the Board.

If at any meeting of the Board the Chair, vice-chair or such alternate Person appointed by Board Resolution, is not present within 15 minutes after the time appointed for the meeting, those Directors present may choose one of their number to preside at that meeting.

7.6 Alternate Chair

If a Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, the Board may designate another Director to preside for that meeting or portion thereof.

7.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

7.8 Electronic Participation

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

7.9 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

7.10 Resolution in Writing

A Board 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 and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 8. - OFFICERS

8.1 Officers

The officers of the Corporation are the Chair, Vice-chair, Past-chair, Secretary, Treasurer and President and Chief Executive Officer, together with such other offices, if any, as the Board, in its discretion, may create. Unless otherwise provided by Board Policy, all officers, other than the President and Chief Executive Officer, shall be Directors of the Corporation,

Unless otherwise provided by Board Policy, the term of office of each officer who is not an employee of the Corporation shall be one (1) year, to expire at the next annual general meeting following election or appointment. Any officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

The Board may, by Board Policy, create and remove such other offices of the Corporation as it deems necessary and will determine by Board Policy the duties, responsibilities and term of all officers.

PART 9. – COMMITTEES

9.1 Establishing Committees

The Board may, by Board Policy, appoint such committees as it deems appropriate from time to time and establish the mandate, responsibilities and powers of each such committee, provided that each such committee will include at least one Director.

9.2 Delegation to Committees

The Board may, in accordance with the Act, delegate its powers to committees. Every committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by the Board.

9.3 Board Policy

A committee, in the exercise of the powers delegated to it, will conform to applicable Board Policies in force from time to time.

PART 10. –CHAPTERS

10.1 Establishment of Chapters

The Board may, by Board Policy, establish and dissolve Chapters within any specified geographical area of Canada to promote the objects of the Corporation within such areas.

10.2 Management of Chapters

The affairs of any Chapter will be conducted by a governing committee, in accordance with all such Board Policies and other policies governing the operation and management of Chapters as may be established from time to time by the Board.

The governing committee of a Chapter will, on request by the Board and in any event not less than annually, provide a report on the activities and finances of the Chapter to the Board.

PART 11. – EXECUTION OF DOCUMENTS

11.1 No Seal

The Corporation will not have a seal.

11.2 Execution of Cheques, Drafts Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange may be executed on behalf of the Corporation by an officer or officers or Person or Persons, and in the manner, as from time to time prescribed by the Board.

11.3 Execution of Documents Generally

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) any two of the Chair, vice-chair, secretary or treasurer, or
- (b) in the absence of all such officers, any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality.

The Board will have power from time to time by Board Policy to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally, to sign classes of documents, or to sign specific contracts, documents or instruments in writing. All documents executed in accordance with Board Policies are binding on the Corporation without further action or formality.

PART 12. – BORROWING

12.1 Powers of Directors

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation,

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

12.2 Restrictions on Borrowing Powers

The Members may by Special Resolution restrict the borrowing powers of the Board.

PART 13. – AUDITOR

13.1 Appointment of Public Accountant

The Members will, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.

13.2 Failure to Appoint

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

13.3 Notice of Appointment and Removal

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

13.4 Removal and Replacement of Public Accountant

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

13.5 Ceasing to Hold Office

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution;
- (c) upon his, her or its removal in accordance with section 13.4; or
- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and these Bylaws.

13.6 Filling Vacancy

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 13.4, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

13.7 Replacement to Request Statement from Incumbent

As is required by the Act, the Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

13.8 Attendance at Meetings of Members

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

13.9 Audit of Financial Statements

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

13.10 Report to Members

After conducting an audit engagement, the Public Accountant will report to the Members in the manner required by the Act.

PART 14. – NOTICE

14.1 Method of Giving Notice

Except as otherwise provided in the Act or these Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

14.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day it reaches the electronic mail address that the Member has designated for the purpose of receiving notices.

14.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 15. – MISCELLANEOUS

15.1 Registered Office

The Registered Office of the Corporation will be in such province in Canada as may be set in the Articles, at a location in that province as may be determined by the Board from time to time.

15.2 Financial Year

The financial year of the Corporation will terminate on December 31 of each year, or such other date as may be set by Board Resolution.

15.3 Right to become Member of other Corporation

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 16. - BYLAWS

16.1 Repeal of Previous Bylaws

On the date these Bylaws are confirmed by the Members in accordance with the Act, all prior bylaws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of these Bylaws are, to that same extent, repealed.

16.2 Prior Acts Valid Despite Repeal

The repeal of prior bylaws, resolutions and other enactments does not invalidate or otherwise impair in any way the validity of any act or thing done pursuant to any such repealed bylaws, resolutions or other enactment.

16.3 Resolution of Members required to Alter or Add to Bylaws

Subject to section 197(1) of the Act, the Members may amend, add to or repeal the Bylaws by Ordinary Resolution.

16.4 Amendment and Repeal of Bylaws

Subject to the Act, the Articles and these Bylaws, the Board may make, amend or repeal any Bylaws to regulate the activities or affairs of the Corporation. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members, where it may be confirmed, rejected or amended by the Members by Ordinary Resolution or Special Resolution, as applicable.

If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

16.5 Special Resolution Required

Notwithstanding the foregoing, the Board may not make, amend or repeal any Bylaws where the enactment, amendment or repeal would have any of the following effects:

- (a) changing the conditions for membership in the Corporation; or
- (b) changing or removing any designation, rights or conditions or any class, category or group of Members; or
- (c) dividing any existing class, category or group of Members into two or more classes categories or groups or fixing the rights of such classes, categories or groups; or
- (d) adding, changing or removing a provision respecting the transfer of membership; or
- (e) changing the manner of giving notice to members entitled to vote at a Meeting of Members; or
- (f) changing the method of absentee or electronic voting by Members; or
- (g) changing or altering any provision of the Articles.

A provision of the Bylaws respecting matters described above may be made, amended or repealed by Special Resolution.

16.6 Effective Date

Notwithstanding the provisions of the Act, any amendment, addition to or repeal of the Bylaws shall only be effective as of the later of:

- (a) the date when the Ordinary Resolution or Special Resolution, as applicable, authorizing the Bylaws was passed; or
- (b) such later date that may be set out in writing in the Ordinary Resolution or Special Resolution, as applicable, authorizing the Bylaws.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

ENACTED by the Directors as a By-Law of **CANADIAN ASSOCIATION OF GIFT PLANNERS/ ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS** this _____ day of _____, 2016.

Chair of the Board

Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the _____ day of _____, 2016.

Chair of the Board

Secretary

Copy of the signed and fully approved By-Laws provided to Industry Canada on the _____ day of _____, 20___. (required to be deposited within one year of approval).