



BY-LAW NO. 2014-1

**APPROVED BY MEMBERS
SEPTEMBER 18, 2014**

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ARTICLE 1 INTERPRETATION AND DEFINITIONS

1.1 Interpretation

- 1.1.1 In these By-laws and all other By-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular numbers shall include the plural numbers and vice versa, masculine shall imply both masculine and feminine and references to persons shall include firms and corporations.
- 1.1.2 All references to the **Canada Not-for-Profit Corporations Act**(the "Act") shall mean such statute as amended from time to time, and any act that may hereafter be substituted therefor.
- 1.1.3 All references in these By-laws to Members are those Members who are in good standing and who are not in arrears in respect of any applicable fees and dues to the Association.
- 1.1.4 These By-laws have been developed to be consistent with the Act.
- 1.1.5 These By-laws will be supplemented with policies developed by the Board of Directors and other association management practices.

1.2 Definitions

- 1.2.1 "**AGM**" means the Annual General Meeting of the Members of the Association.
- 1.2.2 "**Association**" means The Canadian Payroll Association/L'Association canadienne de la paie.
- 1.2.3 "**Branch**" means a gathering of Members in a city or other geographic area for the purpose of furthering the objects of the Association for Members residing or carrying on business in that geographic area.
- 1.2.4 "**Committee**" means a standing committee, ad hoc committee, council, task force, branch or other working group established from time to time by the Board.
- 1.2.5 "**Director**" and "**Board of Directors**" means the elected Directors of the Association.
- 1.2.6 "**Fellow of the Canadian Payroll Association (FCPA)**" means a person who has received Distinguished Service Recognition as determined by the Board of Directors as referred to in subparagraph 11.2.1.
- 1.2.7 "**Government Regulations**" means the regulations made under the Act as amended, restate or in effect from time to time.
- 1.2.8 "**In Writing**" includes both paper and electronic correspondence.
- 1.2.9 "**Member**" means a person who has been admitted as a Member pursuant to section 4.1.
- 1.2.10 "**Officers of the Association**" means the persons elected by the Board to hold the positions of Chair, Vice-Chair, Treasurer and the immediate Past-Chair plus the President as referred to in subparagraph 8.1.1 of the By-laws.
- 1.2.11 "**Region**" means the following areas into which the Association has grouped its Membership for the purpose of organizing its work in assisting its Members and promoting its objects:

1.2.11.1 Pacific: British Columbia, the Yukon Territory and all areas outside Canada;

1.2.11.2 Prairie: Alberta, Manitoba, Northwest Territories, Nunavut and Saskatchewan;

1.2.11.3 Ontario;

1.2.11.4 Quebec; and

1.2.11.5 Atlantic: Newfoundland and Labrador, New Brunswick, Nova Scotia and Prince Edward Island.

1.2.12 "Special Meeting" includes any meeting of Members that is not an Annual General Meeting;

1.2.13 "Term of Office" is the period of time from one AGM to the next AGM or when a successor is elected or appointed.

ARTICLE 2 - HEAD OFFICE

The head office of the Association shall be located in the City of Toronto, in the Province of Ontario, or if authorized by law, at such other location in Canada.

ARTICLE 3 - CORPORATE SEAL AND EXECUTION OF DOCUMENTS

3.1 Custody of the Seal

3.1.1 The President of the Association shall have the custody of the seal of the Association.

3.2 Execution of Documents

3.2.1 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by such signing officers as the Board of Directors may determine by resolution from time to time. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed by any officer or officers appointed by the Board of Directors.

ARTICLE 4 - MEMBERSHIP

4.1 One Class of Membership

There shall be one (1) class of membership in the Association, which shall be sub-divided into the following categories:

4.1.1 Organization Member;

4.1.2 Professional Member; and

4.1.3 Associate Member.

4.2 Categories of Membership

4.2.1 Organization Member

- 4.2.1.1 An Organization Member shall either be a sole proprietor, corporation, partnership or other organization that operates, is responsible for, supports or has an interest in, a Canadian payroll.
- 4.2.1.2 An Organization Member shall be limited to one (1) membership per Region and shall have one (1) vote per membership.
- 4.2.1.3 **Payroll Representative** – the Organization Member shall appoint a person who shall be its Payroll Representative. The Organization Member shall provide the details and contact information of its Payroll Representative to the President (or their designate) who shall immediately update the Association's records for the purpose of providing membership and compliance information in writing. The Payroll Representative of an Organization Member shall be entitled to receive notice of, to attend, to speak at any meeting of the Members and, to vote on Association business on behalf of the Organization Member.

4.2.2 Professional Member

- 4.2.2.1 A Professional Member shall be an individual who has attained and maintains a professional certification and/or years of experience in the payroll profession, as specified by the Board of Directors from time to time. The Professional Member shall provide the details and contact information to the President (or their designate) who shall immediately update the Association's records for the purpose of providing membership and compliance information in writing.

4.2.3 Associate Member

- 4.2.3.1 An Associate Member shall be an individual who has an interest in Canadian payroll. The Associate Member shall provide the details and contact information to the President (or their designate) who shall immediately update the Association's records for the purpose of providing membership and compliance information in writing.

4.3 **Application**

- 4.3.1 Each person or organization who applies in writing to become a Member of the Association and is approved as a Member by the Board of Directors shall become a Member upon payment of the requisite membership fee.

4.4 **Membership Fees**

- 4.4.1 Membership fees for each category of membership shall be determined from time to time by resolution of the Board of Directors.

4.5 **Rights, Privileges and Obligations**

- 4.5.1 Each Member, as divided into the sub-categories in this section 4, shall be entitled to one (1) vote for all matters brought before the Members for consideration.
- 4.5.2 In the event a Member ceases to be a Member of the Association, all rights, title and interests of such Member in and to the property and assets of the Association shall revert to the Association;

4.5.3 Membership is not transferable, except in the following circumstances:

4.5.3.1 where an Organization Member is acquired by another organization; or

4.5.3.2 where an Organization Member amalgamates with one or more organizations.

4.6 **Professional Conduct**

4.6.1 All Members shall comply with the Code of Professional Conduct, which shall set out the conduct expected of members. The Code shall be established and may be amended from time to time by the Board of Directors by resolution.

4.6.2 Professional Conduct Committee

4.6.2.1 The Association shall have a Professional Conduct Committee consisting of at least five (5) Members or Fellows of the Canadian Payroll Association, who shall be appointed by the Board.

4.6.2.2 The term of office on the Professional Conduct Committee shall be five (5) years and each Member may be appointed for one (1) further term.

4.6.2.3 No current Director may be on the Professional Conduct Committee.

4.6.2.4 The Members of the Professional Conduct Committee shall not be entitled to receive any remuneration for acting as Members of the Professional Conduct Committee.

4.6.2.5 The duties, rights and processes which members of the Professional Conduct Committee shall adhere to are set out in the Professional Conduct Committee Policy.

4.7 **Discipline of Members**

4.7.1 The Board shall have authority to suspend or expel any Member from the Association for any one (1) or more of the following grounds:

4.7.1.1 violating any provision of the Articles, By-Laws, or written policies of the Association, including failure to comply with the Professional Code of Conduct;

4.7.1.2 carrying out any conduct which may be detrimental to the member's employer and/or Association as determined by the Board in its sole discretion; or

4.7.1.3 for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Association.

4.7.2 In the event the Board determines that a Member should be suspended or expelled from membership in the Association, the Chair of Professional Conduct Committee, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of Professional Conduct Committee, the President, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.

4.7.3 In the event that no written submissions are received, the Chair of Professional Conduct Committee, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section 4.7, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

4.8 **Withdrawal, Suspended or Expelled**

4.8.1 Any Member may be suspended or expelled from membership in the Association by an affirmative vote of the majority of Board of Directors.

4.8.2 Any Member may withdraw from the Association by delivering a resignation in writing to the Association or may be deemed to have withdrawn by failing to remit the required membership fees within 60 days of the renewal date.

4.8.3 Without in any way limiting the generality of the foregoing, any member who is deemed by the Board of Directors to abuse the privileges of membership by the use of the Association's materials or activities for the purpose of soliciting business is subject to having their membership cancelled or suspended by the Board of Directors; provided that such Member shall be granted an opportunity to be heard by the Board of Directors prior to such cancellation or suspension of membership.

4.8.4 Membership may be suspended or expelled in accordance with the provisions of the Discipline Process.

ARTICLE 5 - MEMBERS' MEETINGS

5.1 **Annual General Meeting**

5.1.1 The AGM shall be held each year at such time and place as may be designated by the Board of Directors.

5.2 **Special Meetings**

5.2.1 The Board of Directors may call Special Meetings of the Members at such times and places as the Board of Directors may designate. The Chair shall call a Special Meeting, upon request in writing of at least one hundred and fifty (150) Members, within sixty (60) days after the filing of the request with the President. The business to be transacted at such Special Meetings shall be stated in the notice thereof, and no other business may be considered.

5.3 **Notice of Meeting**

5.3.1 Notice of any AGM or Special Meeting of Members shall be given to each Member at least thirty (30) days prior to holding the meeting. Notice may be in writing or by posting notice on the web site of the Association.

5.4 **Quorum**

5.4.1 At any AGM or Special Meeting, one hundred and fifty (150) Members present in person or by proxy shall constitute a quorum. Should the number of Members present in person or by proxy at an AGM or Special Meeting fall below the number required for a quorum, there can be no valid transaction of business until a quorum is again present.

5.5 Proxies

- 5.5.1** Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- 5.5.2** A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- 5.5.3** Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the Chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in the Act.
- 5.5.4** A proxy shall be deposited, either by mail or by electronic means, with the President or designate at least seven (7) calendar days prior to the meeting, or at such other time and in such manner as the Board may prescribe.

5.6 Voting

- 5.6.1** Every Member present in person or by proxy shall have one (1) vote, and every question shall be determined by a majority of votes unless otherwise specifically provided for by law or these By-laws.
- 5.6.2** Every question shall be decided in the first instance by a show of hands unless a paper ballot is demanded by a simple majority of Members present in person and/or by proxy.

5.7 Participation at Meetings of Members

- 5.7.1** Participation at meetings of Members shall be in person or by proxy as defined in section 5.5 and for clarity will not be by telephonic or electronic communication.

5.8 Adjournments

- 5.8.1** Any meeting of the Members or Directors may be adjourned and re-convened at any time. Any business transacted at the re-convened meeting will have the same force and effect as if transacted at the meeting that was adjourned.
- 5.8.2** No notice shall be required of any such adjournment.

5.9 Errors or Omissions

- 5.9.1** No error or omission in giving notice of any AGM or Special Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting. Any Member may at any time waive notice of any meeting and may ratify, approve and confirm any proceedings taken. For the purpose of sending notice of any meeting to any Member, the address of the Member shall be the last address recorded on the books of the Association.

ARTICLE 6 - BOARD OF DIRECTORS

6.1 Duties and Responsibilities

6.1.1 The affairs of the Association shall be governed by a Board of Directors, which shall set strategic direction and establish policies to direct all of the Association's activities. The Board of Directors shall actively pursue the mission and goals of the Association and may adopt such rules and regulations for the conduct of its business, consistent with these By-laws, as may be deemed advisable. The Board of Directors may delegate to any Committee or Officer any or all powers, duties and authority of the Board of Directors, which may lawfully be granted.

6.2 Composition

6.2.1 The Board of Directors comprises of nine (9) Directors who are:

6.2.1.1 Eight (8) elected Members.

6.2.1.2 The Immediate Past Chair, who shall be a director-at-large, as appointed pursuant to these by-laws;

6.2.2 For the purposes of Board composition only, an Organization Member encompasses all subsidiary and affiliated companies of that organization and shall not have more than one (1) Member on the Board of Directors.

6.2.3 No more than four (4) Directors shall be from any one Region.

6.3 Qualifications

6.3.1 Each Director shall be eighteen (18) or more years of age, and shall at the time of election and throughout each Director's Term of Office, be a Member.

6.3.2 Each Director will adhere to the "Code of Ethics for Directors of the Canadian Payroll Association/L'Association canadienne de la paie."

6.3.3 Candidates for Director should have served as a volunteer on a Committee, Council, or Task Force in the past three (3) years to become eligible for election to the Board of Directors.

6.3.4 Employees of the Association are ineligible for election to the Board of Directors, and shall remain ineligible for a period of three years after cessation of employment.

6.4 Removal of Directors

6.4.1 The term(s) of a Director shall cease automatically as the result of any of the following events:

6.4.1.1 If, by notice in writing to the Chair, a Director resigns from the Board;

6.4.1.2 If a Director is removed from office at a Special Meeting, called for that purpose, by a vote of a majority of the Members present in person or by proxy;

6.4.1.3 If a Director is found to be incapable of managing such Director's affairs by a court of competent jurisdiction;

6.4.1.4 If a Director is no longer a Member;

6.4.1.5 If a Director misses two (2) consecutive Board meetings he will be deemed to have resigned his position as a Director unless the Board, by a majority vote, decides otherwise;

6.4.1.6 If a Director is found by a resolution of the a majority of the Board of Directors to be in breach of the Association's Code of Professional Conduct, and/or Code of Ethics for Directors, or

6.4.1.7 On death.

6.5 **Vacancies**

6.5.1 If a vacancy occurs on the Board, the remaining Directors may appoint a Member to fill the vacancy until the next AGM.

6.6 **Meetings of the Board**

6.6.1 The Board of Directors shall meet immediately following the AGM of the Association for the purpose of electing or appointing Officers and for such other business as the Board of Directors may determine. No notice of a meeting of the Board of Directors held immediately following the AGM is required.

6.6.2 Meetings of the Board of Directors may be held at any time and place as determined by the Chair provided that seven (7) days' notice of such meeting shall be sent in writing.

6.6.3 The Board of Directors shall meet at least four (4) times each year upon the call of the Chair of the Board.

6.6.4 If all the Directors or a Committee of Directors (as the case requires) consent generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of conference telephone or other communications facilities. A person participating in such a meeting by such means is deemed to be present at the meeting. At the outset of each meeting and when votes are required, the Chair shall call roll to establish a quorum. Each Director should assure the Chair that the meeting may proceed with adequate security and confidentiality. If a quorum of the Directors cannot provide such assurances, the meeting should be adjourned and rescheduled.

6.6.5 When attendance in person or by a means set out in subparagraph 6.6.4 is not possible, a Director may be allowed to vote at a meeting of Directors by means of a detailed voting ballot; provided all background materials made available to the Directors in attendance at the meeting has also been made available in advance to the Directors exercising their vote by voting ballot, and provided further that the motion before the Board of Directors is identical to that contained in the voting ballot.

6.6.6 At any meeting of the Board of Directors, a quorum shall consist of a simple majority of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors present at a meeting of Directors falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

6.6.7 The Chair shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the members of the Board of Directors. The business to be transacted at such special meetings shall be stated in the notice therefor, and no other business may be considered at the meeting.

6.7 Election and Term of Office

6.7.1 The term of office of a Director shall be two (2) years, to expire at the second AGM following election, or, if no successor is elected at the AGM to expire when a successor is elected.

6.7.2 Directors shall be eligible for re-election if qualified, but no Director shall serve more than four (4) consecutive full terms.

6.8 Powers

6.8.1 The Board of Directors shall have the power to authorize and/or make expenditures on behalf of the Association from time to time.

6.9 Borrowing

6.9.1 The Directors may from time to time:

6.9.1.1 Borrow money on the credit of the Association;

6.9.1.2 Issue, sell or pledge securities of the Association; and

6.9.1.3 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Association.

6.10 Remuneration

6.10.1 No elected Director shall receive any remuneration for duties performed on behalf of the Association. Directors may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE 7 - NOMINATIONS AND ELECTIONS

7.1 Nominations Committee

7.1.1 The Nominations Committee shall be constituted for the next Term of Office by the Chair of the Board at the first meeting of the Board of Directors following the AGM and shall comprise the Executive Committee and one (1) other Member who shall be ineligible to be nominated for election to the Board of Directors. The immediate Past-Chair of the Board shall be the Chair of the Nominations Committee, and the Treasurer of the Board shall be the Vice-Chair of the Nominations Committee.

7.1.2 The duties of the Nominations Committee shall be:

7.1.2.1 To confirm the proper qualifications and consent of candidates for the positions of Directors on the Board of Directors, Chair and Vice Chair of the Regional Councils, and Chair and Vice Chair of the Branches, and/or other volunteer positions as required.

7.1.2.2 To prepare a full slate of candidates for election by the Members to fill the vacant Director positions in accordance with section 6.7.1 of these By-laws;

- 7.1.2.3 To prepare a single slate of Officers for election by the Board of Directors at the first meeting of the Board of Directors following the AGM; and
- 7.1.2.4 To ensure the election and appointment processes are carried out in accordance with these By-laws.
- 7.1.2.5 The members of the Nominations Committee shall not be entitled to receive any remuneration for acting as members of the Nomination Committee.

7.2 Nomination Process

- 7.2.1 Not less than ninety (90) days prior to the Association's AGM, the Nominations Committee shall notify the Board of Directors of vacancies, and shall issue to Members a call for nominations to the Board of Directors. Any two (2) Members may nominate another eligible Member to stand for election to the Board of Directors.
- 7.2.2 Nominations shall be in a form and manner as determined from time to time by resolution of the Board of Directors, and must be signed and delivered to the President of the Association at least sixty (60) days prior to the next AGM. The Association's "Candidate Profile Form" shall be completed by each nominee and must accompany the nomination. All candidates must attest to their willingness to stand for office and to serve faithfully the purposes and objects of the Association.
- 7.2.3 The Nominations Committee shall review all Candidate Profile Forms submitted to ensure that all candidates meet the qualifications criteria, and shall nominate such additional nominees to ensure that the number of qualified candidates is equal to or exceeds the number of vacancies.
- 7.2.4 The list of all qualified candidates, including a "Candidate Profile Form" for each candidate, shall be sent to the Members at least forty-five (45) days before the next AGM. The Nominations Committee shall recommend to the Members, from among the list of qualified candidates, a slate of candidates in a number sufficient to fill all vacancies.
- 7.2.5 In the event that the number of nominations received are less than or equal to the number of vacant positions on the Board of Directors, and all nominees meet the requirements, the nominees shall be acclaimed. A notice will be sent to the Membership advising of the acclamations.

7.3 Voting Process

- 7.3.1 In the event that the number of nominations of qualified candidates exceeds the number of vacant positions on the Board of Directors, the President shall circulate, no less than 45 days prior to the Association's AGM, send ballots and Candidate Profile Forms to Members. The ballot shall clearly identify, in alphabetical order, the names of candidates for the available positions, and the number of Directors to be elected for the available positions in accordance with section 6.7.1. Ballots must be received at least fifteen (15) days prior to the AGM.
- 7.3.2 The received ballots will be unsealed and counted by independent scrutineers, appointed by the Chair of the Nominations Committee. The scrutineers, who may not be Members, representatives of Members or any related party of any Members, employees, Officers or Directors of the Association, will provide a notarized statement of successful candidates for presentation by the Chair of the Nominations Committee at the AGM.

ARTICLE 8 - OFFICERS AND EXECUTIVE COMMITTEE

8.1 Officers

- 8.1.1** The Officers of the Association shall consist of the Chair, the Vice-Chair, the Treasurer, the Immediate Past-Chair, the President, and such other Officers as may from time to time be elected by the Board of Directors.
- 8.1.2** The Officers of the Association shall be elected from among the Directors at the first meeting of the Board of Directors following each AGM, with the following exceptions:
- 8.1.2.1** The President, who shall not be a Director and shall hold this office for as long as such person is employed as such by the Association; and
- 8.1.2.2** The Immediate Past-Chair, who, by appointment by the Board of Directors, becomes the Immediate Past-Chair following the expiration of such person's Term of Office as Chair of the Board.
- 8.1.3** The Nominations Committee shall present to the Directors their recommended slate of Officers to be so elected. Preference will be given to those individuals who have completed a minimum of one year of service on the Board of Directors.
- 8.1.4** All Officers, excepting the President, shall remain in office for one (1) Term of Office or until their successors shall be so elected. The Officers shall be subject to removal by resolution of the Board of Directors at any time.

8.2 Duties of Officers

- 8.2.1** The Chair of the Board shall preside at all meetings of the Board of Directors and of the Members of the Association. The Chair of the Board shall be an ex officio member of all Committees of the Association. The Chair of the Board shall have such other duties as may be assigned from time to time by the Board of Directors.
- 8.2.2** The Vice-Chair of the Board shall ensure the By-laws and meeting policies of the Association are adhered to in meetings and, in the absence, inability or unwillingness of the Chair, preside at such meetings of the Board of Directors and Members as may be required. The Vice-Chair of the Board shall have such other duties as may be assigned from time to time by the Board of Directors or the Chair of the Board.
- 8.2.3** The Immediate Past-Chair shall be the Chair of the Nominations Committee, and shall have such other duties as may be assigned from time to time by the Board of Directors or the Chair of the Board.
- 8.2.4** The Treasurer shall ensure that the investment policies of the Association are utilized, and shall be the Vice-Chair of the Nominations Committee, and shall have such other duties as may be assigned from time to time by the Board of Directors or the Chair of the Board.
- 8.2.5** The President shall be the Chief Executive Officer of the Association and supervise the general management of the operation of the Association and shall report to the Board of Directors on a regular basis. The President shall be entitled to attend all meetings of the Board of Directors, any Committee and the Members. The President shall have the following additional duties:
- 8.2.5.1** Shall act as the Corporate Secretary of the Association as required.
- 8.2.5.2** Shall have the custody of the Association funds and securities and shall keep full and accurate accounts of receipts, all monies and other valuable effects in the

name of and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time.

8.2.5.3 Shall ensure the disbursement of the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board an account of the financial position of the Association.

8.2.5.4 Shall ensure that all books and records and other requirements required by statute are so prepared and preserved.

8.3 Executive Committee

8.3.1 The Association shall have an Executive Committee comprising of the Officers of the Association.

8.3.2 The Chair of the Board of Directors shall be the Chair of the Executive Committee.

8.3.3 The Executive Committee shall have all the powers of the Board of Directors, during the intervals between meetings of the Board of Directors, in respect of the management and direction of the business and affairs of the Association, as permitted by applicable law. All expenditures authorized by the Executive Committee shall be reported to the Board of Directors at its next meeting.

8.3.4 Three (3) Members of the Executive Committee shall constitute a quorum.

8.3.5 Any member of the Executive Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Executive Committee upon ceasing to be an Officer.

8.3.6 If and whenever a vacancy shall exist on the Executive Committee, the remaining Officers may exercise all their powers so long as a quorum remains in office.

8.3.7 Meetings of the Executive Committee shall be held at times and places determined by the Chair. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it.

8.3.8 The Members of the Executive Committee shall not be entitled to receive any remuneration for acting as Members of the Executive Committee.

ARTICLE 9 - INDEMNIFICATION OF DIRECTORS AND OFFICERS AND COMMITTEES

9.1 Indemnification

9.1.1 Every Director and Officer of the Association and its Committees, and their respective heirs, executors, administrators and estate shall at all times be indemnified and saved harmless out of the funds of the Association from and against:

9.1.1.1 All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against them, for and in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the lawful execution of the duties of their office; and

- 9.1.1.2** All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE 10 - REGIONAL COUNCILS

10.1 Chair and Vice-Chair of the Regional Council

- 10.1.1** The Chair and the Vice-Chair of the Regional Council are Association Members appointed by the Board of Directors to represent the Association in the Region in which the Chair and Vice-Chair reside and/or carry on business.

10.2 Regional Council

- 10.2.1** The Regional Council shall consist of the Chair and Vice-Chair of the Regional Council, the Directors of the Board who reside or carry on business in the Region, Branch Chairs within the Region, the paid Regional Coordinator (who has no vote) and one (1) representative from each of the Federal, Quebec and Provincial Government Relations Advisory Councils.
- 10.2.2** The Council supports the objects of the Association within the Region, subject to any limitations, as the Board of Directors shall, from time to time, impose. The Regional Council has no power to enter into contracts to bind the Association.

ARTICLE 11 - RETIRED PROFESSIONALS AND DISTINGUISHED SERVICE RECOGNITION/ FELLOW OF THE CANADIAN PAYROLL ASSOCIATION

11.1 Retired Professionals

- 11.1.1** The Board of Directors may, in its sole discretion, consider, approve and revoke the admission of qualified individuals to the category of Retired Professionals. A Retired Professional shall be an individual holding a Payroll Compliance Practitioner (PCP) or Certified Payroll Managers (CPM) certification, but who shall not be earning income from a payroll position (full-time, part-time or on a contractual basis). Any other criteria for this category including, without limitation, the application process, if any, shall be as determined from time to time by the Board of Directors. For greater certainty, any individual granted admission to this category shall not otherwise be considered to be a Member of the Association and shall not be subject to any dues or fees.

11.2 Distinguished Service Recognition/Fellow of the Canadian Payroll Association

- 11.2.1** The Board of Directors may, in its sole discretion, consider, approve and revoke the admission of any person to a special category as a Fellow of the Canadian Payroll Association or other Distinguished Service Recognition as determined from time to time by the Board of Directors. The criteria for this category including, without limitation, the application process, if any, shall be as determined from time to time by the Board of Directors. For greater certainty, any person granted admission to this category shall not otherwise be considered to be a Member of the Association and shall not be subject to any dues or fees.

ARTICLE 12 - PUBLIC ACCOUNTANTS

12.1 Appointment

12.1.1 Subject to the Act and its Government Regulations, the Members of the Association at each AGM shall appoint one (1) or more Public Accountants. The Public Accountant shall hold office until the close of the next AGM and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

12.2 Remuneration

12.2.1 The remuneration of a Public Accountant, appointed by the Members, shall be fixed by the Board of Directors.

12.3 Vacancy in Office

12.3.1 The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

12.4 Removal of Public Accountant

12.4.1 The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the *Act*.

ARTICLE 13 - AMENDMENTS

13.1 Amendments

13.1.1 The By-laws of the Association may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the majority of Members present in person or by proxy at an AGM or Special Meeting duly called for the purpose of considering the repeal or amendment of the By-laws.

13.1.2 The notice calling a Special Meeting or AGM of Members shall contain an explicit summary of the By-laws to be affirmed together with explanatory material.

ARTICLE 14 - DISSOLUTION

In the event that the Association is dissolved and after payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be distributed to one or more organizations in Canada having cognate or similar objects.

ARTICLE 15 - REPEAL

15.1 Repeal

15.1.1 Subject to the provisions of Article 16, hereof, all prior By-Laws, resolutions and other enactments of the Association inconsistent in either form or content with the provisions of this By-Law are repealed.

15.2 Prior Acts

15.2.1 The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ARTICLE 16 - EFFECTIVE DATE

16.1 Effective Date of this By-Law

16.1.1 This By-Law shall only be effective upon the issuance of the Association's Certificate of Continuance under the Act by Industry Canada.

16.2 By-Laws and Effective Date

16.2.1 Subject to the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Association, and any such By-Law, 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 Ordinary Resolution of the Members.

16.2.2 If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law 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.

ENACTED by the Directors as a By-Law of The Canadian Payroll Association/L'Association canadienne de la paie on the 14th day of August, 2014.



Patrick Culhane, FCPA, FCMA, CAE
President/Secretary

CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 18th day of September, 2014.



Patrick Culhane, FCPA, FCMA, CAE
President/Secretary

Certificate of Continuance issued by Industry Canada on the 26th day of September, 2014, and thus is the date upon which this By-Law becomes effective pursuant to section 16.1.1.

Copy of the signed and fully approved By-Laws provided to the Ministry of Industry on the 1st day of December 2014.