

NAME

01.1 The name of this Association incorporated pursuant to the *Canada Corporations Act* (the “Act”) is the Association of International Customs and Border Agencies/Association des courtiers et intervenants frontaliers internationaux.

HEAD OFFICE, SEAL, and FISCAL YEAR

02.1 Until changed in accordance with the Act, the head office of the Association shall be in the Municipality of Ottawa, Province of Ontario.

02.2 The Seal of the Association shall be in the form impressed hereon.

02.3 The first fiscal year-end of the Association shall be December 31, 2001, and the fiscal year-end of the Association shall be December 31 of each year thereafter until otherwise ordered by the Board of Directors.

02.4 The operations of the Association are to be carried on throughout Canada, the United States of America and elsewhere.

DEFINITIONS

03.1 Definitions:

03.2 “Association” means the Association of International Customs and Border Agencies/Association des courtiers et intervenants frontaliers internationaux.

03.3 “Board” means Board of Directors of the Association.

03.4 “Bylaw” means these bylaws, these bylaws as amended pursuant to Section 29.1 hereof and any bylaws made pursuant to these bylaws.

03.5 “Carrier of International Freight” means a proprietorship, partnership or corporation actively engaged in the commercial carriage of goods through international borders.

03.6 “Customs Broker” means a proprietorship, partnership or corporation holding a License and actively engaged on the Practice of Customs Brokerage.

03.7 “International Bridge or Tunnel Operator” means the owner or operator of an international bridge or tunnel for the use of which a toll or other charge is payable.

03.8 “Licence” means a licence, issued by the Minister of National Revenue or the Department of Treasury – United States Customs Service or other authorized body, to transact business as Customs Broker.

03.9 “Member” means a Member in good standing of the Association who is a proprietorship, partnership, or corporation.

03.10 “Membership Fee” means fees, dues, and special assessments authorized under these Bylaws, required to maintain a Membership in good standing.

03.11 “Practice of Customs Brokerage” means consulting and other activities involving transactions with the Canada Customs and Revenue Agency or United States Customs Services concerning the import, release, movement and export of merchandise, its admissibility, classification and valuation, the payment of duties, taxes or other charges assessed or collected by the Canada Customs and Revenue Agency or the United States Customs Services upon merchandise by reason of its importation, movement, or exportation or the refund, rebate or drawback thereof.

03.12 “Regulation” means a regulation made under this bylaws.

03.13 “Region” means a region of the association defined as the Canadian Eastern Region consisting of the provinces of Newfoundland, Prince Edward Island, Nova Scotia, New Brunswick and Quebec, the US Eastern Region consisting of the states of Maine, Vermont, New Hampshire, and that portion of New York state that is adjacent to the province of Quebec, the Canadian Central Region consisting of the province of Ontario and the territory of Nunavut, the US Central Region consisting of the states of Michigan and that portion of New York state that is adjacent to the province of Ontario, the Canadian Western Region consisting of the provinces of Manitoba, Saskatchewan, Alberta, British Columbia, the territory of the Yukon, and the Northwest Territories, and the US Western Region consisting of the states of Minnesota, North Dakota, Montana, and Washington.

03.14 “Regional Committee” means the Canadian Eastern Region Committee, Canadian Central Region Committee, the Canadian Western Region Committee, the US Eastern Region Committee, the US Central Region Committee, and the US Western Committee.

03.15 “Regional Committee Chairperson” means the Chairperson of a region elected by their respective Regional Committee Members from their respective Regional Committee Members.

03.16 In these bylaws and in all other bylaws of the Association hereafter passed, unless the context otherwise requires, words importing the singular includes the plural, and the plural includes the singular. The masculine gender includes the feminine and the neuter, and reference to persons shall include sole proprietorships, firms, partnerships and corporations.

ASSOCIATION OBJECTS

04.1 The establishment and operation of an association for proprietorships, partnerships and corporations for the purpose of:

04.1.1 Securing public support in Canada and the United States of America and making representations to governments, and co-ordinating activities of the Association with other organizations for,

04.1.2 The expansion of Canadian and American Trade,

04.1.3 The simplification and modification of tariff charges, regulations and procedures,

04.1.4 The promotion of constructive legislation within the field of international trade and international transportation,

04.1.5 The self-regulation and professionalization of those engaged in the Practice of Customs Brokerage in Canada,

04.1.6 The development and promotion of standards of conduct among those engaged in the practice of Canadian customs brokerage,

04.1.7 The maintenance and improvement of the qualifications and standards of practice of those engaged in the Practice Customs Brokerage in Canada,

- 04.1.8 Promoting, protecting and furthering the interests, and conserving the rights of importers, exporters, customs brokers, transporters and others interested in international trade and international transportation,
- 04.1.9 Conducting research into and investigating issues affecting international trade and disseminating the results of such research to interested parties,
- 04.1.10 The Association shall strive, wherever possible to provide equal opportunities for participation in its affairs in both English and French and to provide services for its members in both English and French.

MEMBER

- 05.1 Any proprietorship, partnership or corporation who is a Carrier of International Freight, a Customs Broker, or an International Bridge or Tunnel Operator is eligible to apply to become a Member upon satisfaction of the Membership requirements set out in these Bylaws.
- 05.2 Any proprietorship, partnership or corporation who is a Carrier of International Freight, a Customs Broker, or an international bridge or tunnel operator shall be admitted as a Member upon application in accordance with the Membership Regulations for Members determined by the Board from time to time.
- 05.3 Every Member shall in writing advise the Secretary-Treasurer of the Association who its has appointed as its representative to the Association. Should the Member change its representative, the Member must immediately and in writing advise the Secretary-Treasurer of the Association of the change.
- 05.4 A Member shall have the right to vote and to have its representative(s) elected to the Board or hold office in the Association.

MEMBER MEETINGS

- 06.1 The time and place of the Annual Meeting of Members shall be fixed by the Board but shall not be later than twenty (20) weeks after the end of the fiscal year.
- 06.2 The Board may call a Special General Meeting of Members for the purpose of considering and determining the affairs of the Association.
- 06.3 The annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada or elsewhere as the Board may determine and on such day as the Board shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada.
- 06.4 Any ten (10) Members Representatives may give notice in writing, requiring the Secretary-Treasurer of the Association to call a Special General Meeting of Members, for the purpose of considering or transacting the business outlined in such notice.
- 06.5 The quorum necessary for any Annual or Special General Meeting of Members shall be twelve (12) Members.
- 06.6 All meetings of Members shall be held only upon notice to all Members in good standing, entitled to notice of such meeting, the notice being in writing and sent by any authorized means to the last known address of each Member at least fifteen (15) days prior to the date fixed for the meeting.

06.7 Any such notice must contain the date, hour and place of meeting and a brief summary of the business to be considered or transacted at the meeting, and the wording of any motion(s) proposed to be brought before the meeting of which the Secretary-Treasurer has foreknowledge.

06.8 The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members of the Association shall not invalidate any resolution passed or any proceeding taken at any meeting of Members.

06.9 The Annual Meeting of Members shall:

06.9.1 appoint an auditor for the Association for the ensuing year.

06.9.2 Receive reports of officers, committees and the appointed Auditor;

06.9.3 Elect Directors, if necessary, for the ensuing year; and

06.9.4 Deal with all other matters relating to the Association that may come before the meeting.

06.10 The appointed auditor shall audit the accounts of the Association for the purposes of reporting at the next Annual Meeting of Members.

06.11 The appointed auditor shall hold office until the next annual meeting of Members, unless there shall be a vacancy in the office of auditor, which may then be filled by appointment by the Board.

06.12 The Board shall fix the remuneration of the appointed auditor from time to time.

MEMBER VOTING

07.1 At all Meetings of Members, each Member shall be entitled to one vote.

07.2 Each Member entitled to vote at any meeting of Members may vote in person or may appoint a proxy holder to attend the meeting and to vote on the Member's behalf, in accordance with regulations set by the Board.

07.3 Any proxy prepared and granted by a Member pursuant to the provisions of this Section shall be in writing, executed by such Member and in a form acceptable to the President.

07.4 A proxy shall be acted upon only if, prior to a meeting of the Members, such proxy has been deposited with the President, either at the head office of the Association or at the meeting or to such other Director as may be designated by the Board for the receipt of proxies, at the commencement of a meeting of the Members.

07.5 In the event of an equality of votes on any question at any Meeting, the motion is lost.

OTHER MEMBERS

08.1 The Association may issue Associate Memberships under such Regulations as the Board may prescribe from time to time.

08.2 Applicants may be eligible to become an Associate Member and may be admitted as an Associate Member after the approval by the Board of the Applicant's written application for membership.

08.3 Associate Members shall not have the right to vote or hold office within the Association.

08.4 The Association may establish other classes of Members or certifications from time to time as may be in the best interests of the Association by Bylaws made in accordance with Section 30 of these Bylaws.

MEMBERSHIP RECORDS

09.1 The Association shall maintain one or more registers in which is entered every Member, identifying the terms, conditions and limitations (if any) attached to the Membership, and shall note on the register every revocation, suspension, withdrawal, cancellation or termination of a Membership and such other information as the Association directs.

09.2 No person, partnership or corporation shall hold themselves out to be a Member unless they are a Member in good standing.

MEMBERSHIP TERMINATION

10.1 The Association may suspend or terminate a Membership for:

10.1.1 Non-payment of any Membership Fee prescribed in these Bylaws or Regulations;

10.1.2 Ceasing to qualify for Membership as stated in these Bylaws or Regulations; or

10.1.3 A decision by the Discipline Committee, approved by the Board subject to the continuing jurisdiction of the Association in respect of any disciplinary action arising out of his conduct while a Member.

10.2 Notice of such suspension or termination shall be given forthwith to the Member concerned.

10.3 A proprietorship, partnership or corporation whose Membership was suspended or terminated by the Association under Section 10.1 is entitled to have the Membership reinstated upon compliance with the requirements and qualifications prescribed by the Bylaws and Regulations.

10.4 A Member may withdraw from the Association by giving no less than sixty (60) days of notice in writing to the Association.

10.5 An Associate Member may resign from Membership by filing with the Association a resignation in writing, giving no less than sixty (60) days of notice.

10.6 Associate Membership is not transferable and shall be automatically terminated upon the death or resignation of an Associate Member who is an individual.

BOARD OF DIRECTORS COMPOSITION

- 11.1 The Applicants for incorporation shall become the first directors of the Association whose term of office on the Board shall continue until their successors are elected. At the first meeting of Members, the directors then elected shall replace the provisional directors named in the Letters Patent of the Association.
- 11.2 The affairs, business and concerns of the Association shall be managed by a Board who shall be the governing body, and the Board shall consist of:
- 11.2.1 The immediate Past President;
 - 11.2.2 The President who is a representative of a Member;
 - 11.2.3 A Vice-President who is a representative of a Member who is a Canadian Customs Broker;
 - 11.2.4 A Vice-President who is a representative of a Member who is a US Customs Broker;
 - 11.2.5 A Vice-President who is a representative of a Member who is a Carrier of International Freight;
 - 11.2.6 A Vice-President who is a representative of a Member who is an International Bridge or Tunnel Operator;
 - 11.2.7 The Secretary-Treasurer who is a representative of a Member;
 - 11.2.8 The Regional Committee Chairpersons of the Canadian Eastern, Canadian Central and Canadian Western Regions who are representatives of Members who are Canadian Customs Brokers; and
 - 11.2.9 Six (6) additional Directors who are representatives of Members who are Canadian Customs Brokers, US Customs Brokers, Carriers of International Freight, or International Bridge or Tunnel Operators;
 - 11.2.10 The number of Directors by Member Category comprising the Board shall be in the following ratio, determined to the nearest whole number:

11.2.10.1	Canadian Customs Brokers	6
11.2.10.2	US Customs Brokers	4
11.2.10.3	Carriers of International Freight	4
11.2.10.4	International Bridge or Tunnel Operators	2
- 11.3 In the event that a vacancy exists with respect to the Board, the remaining members of the Board shall fill the vacancy for the remainder of the term of such Director by electing a successor from the Members of the Association in such manner so as to insure the representation stated in sections 11.2.3 through 11.2.9, inclusive of the Bylaws.
- 11.4 Any Director so elected shall hold office for the unexpired portion of the term of the Director whose position he was elected to fill.
- 11.5 All Directors must be employees, officers, directors, shareholders, partners or owners of Members of the Association.

- 11.6 All Directors shall take office at the end of the Annual Meetings of Members at which they were elected or appointed and shall remain in office until the end of the Annual Meeting of Members at which their term expires, when their successors are elected or appointed.
- 11.7 A Director may be removed from the Board by a motion, made at a meeting of the Board, by an affirmative vote of at least two-thirds of the Directors present.
- 11.8 Each Director is required to attend one meeting during the year in addition to those held in connection with the Annual Meeting of Members, or that Director will not be eligible for re-election or re-appointment the following year.
- 11.9 The position of a Director shall be automatically vacated:
- 11.9.1 if a Director resigns by delivering a written resignation to the President.
- 11.9.2 a Director is declared by a Medical Doctor or court of law to be lunatic or of unsound mind.
- 11.9.3 if a Director is in receivership or becomes bankrupt.
- 11.9.4 if, at a Special General Meeting of Members a resolution is passed by two-thirds of the Members present at that meeting that the Director be removed from office.
- 11.9.5 if the Member for whom the Director is a representative ceases to be a Member.
- 11.9.6 if a Director who is a representative of a Member who is a Canadian Customs Broker is or becomes a Director of another association representing Canadian customs brokers.
- 11.9.7 if he is absent from more than two consecutive meetings without just cause.
- 11.9.8 on the death of a Director.
- 11.9.9 provided that if any vacancies occur for any reason contained in this section, the Directors may by resolution fill the vacancy as outlined in these Bylaws.
- 11.10 Notwithstanding any designation attaching to the position of director, the duty and obligation of each director of the Association shall be to act in the best interests of the Members of the Association.

DIRECTOR TERM

- 12.1 Directors shall serve for a term of two (2) years from the date of their election until the second Annual Meeting of Members after their election or appointment.
- 12.2 Where one or more vacancies occur in the membership of the Board, the members remaining in office constitute the Board so long as their number is not less than a quorum of the Board as prescribed in Section 18.7 hereof.
- 12.3 In the event no quorum of the Board remains in office, a Special General Meeting of Members shall be held forthwith to fill the vacancies on the Board.

DIRECTOR NOMINATIONS

13.1 The President shall appoint not less than ninety (90) days in advance of each annual general meeting of members a Nominating Committee composed of four (4) Members of the Association, each of whom represent a different categories of membership in the Association being:

- Canadian Customs Brokers
- US Customs Brokers
- Carriers of International Freight
- International Bridge or Tunnel Operators

13.2 The Nominating Committee shall call for nominations from the list of Member representatives for election to the board of directors, not less than seventy-five (75) days before the date of the annual general meeting of members.

13.3 No nomination shall be valid unless it has been consented to in writing by the person nominated and filed with the Secretary-Treasurer.

13.4 Nominations of Member representatives who have consented in writing to be so nominated for election as directors may be sent by any Member to the Secretary-Treasurer, for transmission to the Nominating Committee, so that they are filed with the Secretary-Treasurer not less than forty-five (45) days before the date of the annual general meeting of members.

13.5 Only nominations so received shall be entitled to be voted upon by the member representatives.

OFFICERS OF THE ASSOCIATION

14.1 The officers of the association shall be duly elected or appointed by the board of directors of the association and shall consist of:

- The President;
- The Four Vice-Presidents;
- The Secretary-Treasurer; and
- The Immediate Past President of the Association.

14.2 The officers of the Association shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead.

14.3 In the event that a vacancy occurs with respect to the President, the Vice President(s) or the Secretary-Treasurer, the Board shall fill the vacancy for the balance of the term by electing a successor who is a representative of a Member of the Association, and in such a manner so as to insure the representation stated in sections 11.2.2 through 11.2.10, inclusive of the Bylaws.

14.4 All elected Officers must be owners or employees of Members and be principals, directors, officers or persons maintaining senior management positions with Members.

14.5 An Officer of the Association may be removed from office by motion made at a Meeting of the Members, by an affirmative vote of at least two-thirds of the Member Representatives present.

OFFICERS RESPONSIBILITIES

15.1 It will be the duty of the President to supervise the conduct of the affairs of the Association, to preside at all meetings of the Association and of the Board and to carry out such other duties as directed by the Board.

15.2 In the absence of the President, a Vice-President selected by the Executive Committee to serve for the duration of the President's absence, will assume the duties of the President.

15.3 The Secretary-Treasurer shall have charge of the Association's seal, papers, documents, books and records, including financial books and records, and shall supervise the financial affairs of the Association, record the proceedings of all meetings and cause minutes thereof to be issued as instructed by the Board, keep a roll of Members and their good standing, collect fees, certify documents issued by the Association, and undertake any other duties assigned to him by the Board.

15.4 Deeds, transfers, assignments, contacts, obligations, certificates and other instruments may be signed on behalf of the Association by any two officers of the Association.

15.5 The Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed; and

15.6 Any two (2) officer of the Association may affix the corporate seal to any instrument requiring the same.

COMMITTEES

16.1 The Board shall establish and appoint the following committees:

Executive Committee;

Finance Committee;

Membership Committee;

and may establish such other committees, as the Board from time to time considers necessary.

16.2 The Board may delegate to the Executive Committee the authority to exercise any power or perform any power or duty of the Board other than the power to make, amend or revoke a Regulation.

EXECUTIVE COMMITTEE

17.1 The President, the Secretary-Treasurer, the immediate Past President and four other Directors shall constitute the Executive Committee, provided that among the members of the Executive Committee, there shall at all times be three members of the Executive Committee who are Directors who are representatives of Members of the Association who are Canadian Customs Brokers, with one such Director representing a Canadian Customs Broker Members from the Canadian Eastern Region, the second a representing a Canadian Customs Broker Member from the Canadian Central Region and the third a representing a Canadian Customs Broker Member from the Canadian Western Region.

17.2 During intervals between the meetings of the Board, the Executive Committee shall possess and exercise, (subject to any Regulations which the Board may from time to time impose), all powers of the Board in the management and direction of the affairs of the Association, (save and except only such acts as must, by law, be performed by the

Board itself), in such manner as the Executive Committee shall deem best for the interests of the Members of the Association in all cases in which specific direction shall not have been given by the Board.

17.3 The meetings of the Executive Committee shall be called by the President, or in his absence by a Vice-President, or by a request in writing to the President signed by at least three Members of the Executive Committee.

17.4 The notice of meeting shall be in writing to all Executive Committee Members and state the date, time and location of the next meeting, providing at least twenty-four hours' notice.

17.5 Any such notice must contain the date, hour and place of meeting and a brief summary of the business to be considered or transacted at the meeting.

17.6 Quorum of the Executive Committee shall be three members thereof.

17.7 A member of the Executive Committee may participate in a meeting of the Executive Committee by telephone if all members of the Executive Committee present consent thereto.

BOARD OF DIRECTORS MEETINGS

18.1 The Directors shall hold no less than four meetings in each year as follows:

18.1.1 the first meeting shall be held immediately following the Annual Meeting of Members,

18.1.2 the second and third meeting shall be held as determined by the President,

18.1.3 the fourth meeting shall be held immediately prior to the next Annual Meeting of Members,

18.1.4 should business of sufficient importance arise to warrant the calling of a special meeting of the Board, the President is empowered to call such meeting; and

18.1.5 upon the written demand of any three (3) Directors, the President shall call a special meeting of Board.

18.2 The notice of meeting shall be in writing to all Directors and state the date, time and location of the next meeting.

18.3 Any such notice must contain a summary of the business to be considered or transacted at the meeting.

18.4 Such notice shall be seven (7) days in advance if notice is by facsimile or electronic means or fifteen (15) days in advance if notice is mailed.

18.5 Each Director shall have one vote at all meetings of the Board.

18.6 In the event of an equality of votes on any question at a meeting of the Board, the motion is lost.

18.7 The quorum for any meeting of the Board shall be six (6) Directors.

BOARD POWERS

19.1 The Board may make Regulations relating to the administrative and internal affairs of the Association not inconsistent with these Bylaws and, without limiting the generality of the foregoing:

- 19.1.1 Establish from time to time one or more Regions of the Association in any geographical area(s) and by resolution may rescind the establishment of any such Region;
- 19.1.2 prescribe the authority, responsibilities and duties of the Officers and employees of the Association;
- 19.1.3 In respect of committees other than the Executive Committee, determine the composition of committees required or allowed by these Bylaws, the mechanism of the appointment of Members of the committees and procedures ancillary to those specified in these Bylaws in respect of any committee;
- 19.1.4 establish matters of practice and procedure for committees required or allowed under these Bylaws;
- 19.1.5 prescribe the quorums of the committees required or allowed by these Bylaws, with the exception of the quorum for the Executive Committee;
- 19.1.6 prescribe classes of Members, whose interests are related to those of the Association and the privileges of Members of the classes in relation to the Association;
- 19.1.7 prescribe forms of application for Membership and require their use;
- 19.1.8 provide for the maintenance and inspection of registers of Members;
- 19.1.9 prescribe and review standards of practice and performance standards for the profession;
- 19.1.10 prescribe the making of returns of information and requiring the use of forms for such returns;
- 19.1.11 establish all procedures necessary for the exercise of the objects and powers of the Association and for that purpose the Board may engage solicitors or others to represent the Association upon such terms and conditions the Board may deem proper;
- 19.1.12 carry out the objects of the Association, as outlined in the Letters Patent or Supplementary Letters Patent issued to the Association
- 19.1.13 establish a fund by means of annual fees payable by the Members, and
 - 19.1.13.1. the amount of fees shall be determined annually by the Board, and duly sanctioned at the Annual Meeting of Members or at a Special General Meeting of Members duly called for considering Annual fees and,
 - 19.1.13.2. from time to time, by means of a special fee, called a Special Assessment, which shall be payable by the Members and;

- 19.1.13.3. the amount of the Special Assessment shall be determined from time to time by the Board and duly sanctioned at the Annual Meeting of Members or a Special General Meeting of Members duly called for the purpose of considering the Special Assessment;
- 19.1.14 appoint an individual to conduct the affairs of the Association under the general direction of the President, such appointment to be subject to annual renewal, and such appointment shall only exceed a period in excess of five (5) years in total accumulation on an affirmative vote of the Members present at a Meeting of Members; and
- 19.1.14.1. the Board may appoint such other individuals as are from time to time necessary or desirable in the opinion of the Board to perform the work of the Association, at such remuneration as is determined by the Board;
- 19.1.15 appoint, subject to approval of the Minister of National Revenue, at their first meeting in each year, a representative(s) from the Membership at large, who is a Member of the Board, to act on the Licensing Advisory Committee;
- 19.1.16 allow the Secretary-Treasurer to delegate to a Secretary or Executive Secretary, if appointed, subject to the approval of the Board, any part of the Secretary-Treasurer's duties;
- 19.1.17 appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Bylaws, a committee of the Board has no authority to exercise;
- 19.1.18 approve, at the last meeting of the Board in any fiscal year, the Association's budget for the forthcoming fiscal year. The Membership Fees as then determined by the Board may be collected from the Members subject to adjustment, if required, after the sanctioning of the amount of the fees by the Members as provided for herein;
- 19.1.19 establish and designate an official publication of the Association;
- 19.1.20 prescribe the insignia of the Association and provide for its use, and provide for the use of names and designations in the practice of Canadian customs brokerage;
- 19.1.21 provide for the execution of documents by the Association;
- 19.1.22 provide for banking and finance;
- 19.1.23 provide for the audit of the accounts and transactions of the Association;
- 19.1.24 provide for the calling, holding and conducting of meetings of the Board and the duties of Members of the Board;
- 19.1.25 provide for meetings of the Board and committees, by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear each other, and a Member of the Board or committee participating in a meeting in accordance with such Regulation shall be deemed to be present in person at the meeting;

- 19.1.26 provide for the calling, holding and conducting of meetings of Members;
- 19.1.27 provide for management of the property of the Association;
- 19.1.28 provide for the appointment, composition, powers, duties and quorums of additional or special committees;
- 19.1.29 provide for the application of the funds of the Association, the investment and reinvestment of any funds not immediately required and provide for the safekeeping of its securities;
- 19.1.30 provide for the borrowing of money by the Association and the giving of security therefore;
- 19.1.31 require a budget to be prepared at the beginning of each year, to include all projected works of the Association. The budget shall be submitted to the Board and for approval by the Annual Meeting of Members;
- 19.1.32 provide for other such matters as are entailed in carrying on the business of the Association.

COMPLAINTS

- 20.1 Upon receipt of a complaint in writing with respect to the conduct of any Member, the President may appoint a Discipline Committee to inquire into the complaint.
- 20.2 If the President does not appoint a Discipline Committee within thirty (30) days of the receipt of a complaint, the Member filing such complaint may request that it be considered by the Board at their next meeting, and the Board shall consider such complaint and may direct the President to appoint a Discipline Committee and the President shall forthwith do so.
- 20.3 The Board, on its own initiative, shall also have the power at any time or times to direct the President to appoint a Discipline Committee to inquire into the conduct of any Member, and the President shall forthwith do so.

DISCIPLINE COMMITTEE

- 21.1 The Discipline Committee shall consist of not less than three (3) and not more than five (5) persons who are Directors.
- 21.2 The President will select the Chairman of the Discipline Committee.
- 21.3 The Discipline Committee shall meet at any place or places within Canada or the United States of America upon call of the Chairman of the Committee.
- 21.4 The quorum shall consist of two-thirds of the members of the Discipline Committee.

DISCIPLINE COMMITTEE POWERS

- 22.1 The Discipline Committee shall forthwith institute an investigation and consider the complaint.
- 22.2 If the Discipline Committee determines at the completion of such investigation that the complaint is unjustified, it shall report such decision to the Board and the complaint will be deemed to be dismissed.
- 22.3 If the conduct of the Member shall appear to the Discipline Committee to be improper or prejudicial to the character or welfare of the Association as being contrary to or in violation of anything set out in Letters Patent, Bylaws, Code of Ethics or Regulations of the Association, the Discipline Committee shall give the Member notice thereof, which notice:
- 22.3.1 shall be delivered personally to such Member or sent to the Member by registered mail at the Member's last address as shown on the records of the Association;
- 22.3.2 shall state the substance of the allegation against the Member; and
- 22.3.3 shall state the place and time (not being less than ten (10) days after delivery or mailing of the notice, as the case may be) at which the Discipline Committee shall conduct a hearing of the said complaint at which time the Member may be heard with respect to the said complaint.

DISCIPLINE HEARINGS

- 23.1 Such hearing may be adjourned from time to time by the Discipline Committee in its discretion, but any member thereof who shall not have been present at any meeting of the Discipline Committee at which evidence is taken or at which a Member whose conduct is involved in the hearing is heard shall not participate in the final decision or any further part of the hearing.
- 23.2 After such hearing the Discipline Committee shall report its findings to the Board which may find the complaint against the Member to be lacking foundation, or if the complaint is made out in whole or in part, may acquit the Member of the said charges, censure the Members suspend or terminate the Member from Membership in the Association.
- 23.3 No proceedings prior to final determination shall be printed or otherwise made public.
- 23.4 Notice of any such determination shall be given forthwith to the Member concerned, and if the Member's membership is terminated, the Member thereupon forfeits the rights and privileges of a Member. Any Member whose membership is terminated shall surrender to the Association any certificate of Membership issued by the Association to such Member.
- 23.5 The disciplinary actions of the Board with respect to decisions regarding complaints against Members shall be deemed to have been confirmed unless a majority of the Members present at the next Annual or 00000Special Meeting of Members vote affirmatively to reverse such decision.

NOTICES DEEMED DELIVERED

- 24.1 A notice or document under these Bylaws and Regulations is sufficiently given, served or delivered by authorized means, if delivered personally, by facsimile, electronic means or by mail.

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24.2 Where a notice or document under these Bylaws or the Regulations, is sent to a person by mail, addressed to the person at the last address of the person in the records of the Association, there is a presumption that the notice or document is delivered to the person on the fifth day after the day of mailing.

INDEMNIFICATION

25.1 No action or other proceeding for damages shall be instituted against the Association, a committee of the Association or a member of a Committee of the Association, or a director or officer, employee, agent or appointee of the Association for any act done in good faith in the performance or intended performance of a duty or in the exercise or the intended exercise of a power under these Bylaws and Regulations, a Regulation or a Bylaw, or for any neglect or default in the performance or exercise in good faith of such duty or power.

25.1 Every Member of the Board or a Committee of the Association and every officer and employee of the Association, and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against,

25.2.1 all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

25.2.2 all other costs, charges and expenses that he may sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

25.2 No Director or Officer of the Association shall be liable for acts, receipts, neglects or defaults of any other Director, or Officer of the Association, or for joining in any receipt of act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security, in or upon which any of the monies of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, partnership or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss or damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or through his own wrongful and willful act or through his own wrongful or willful neglect or default.

25.3 The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

REMUNERATION

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26.1 Elected Officers and Directors shall serve without remuneration, but they may, subject to prior approval of the Board, be reimbursed for their reasonable expenses in connection with meetings of the Board and Committees, and while carrying out business of the Association, provided that receipts are tendered for all expenses before reimbursement.

26.2 Members of Committees of the Association shall receive no remuneration for serving as such, but shall be reimbursed for reasonable expenses incurred in the exercise of their duty as a member of a committee of the Association, with prior approval of the Board.

26.3 If any Director, Officer or Member of the Association shall be employed by or shall perform services for the Association otherwise than as a Director, Officer or Member or shall be a member of a firm or a shareholder, director or officer of a company which is or will be employed by or has or will perform services for the Association, the fact of being a Director, Officer, or Member of the Association shall not disentitle such Director, Officer or Member or such firm or company as the case may be, in receiving proper remuneration for services, provided that said Director, Officer or Member declares their involvement and removes himself from any vote that covers such firm or company.

CODE OF ETHICS

27.1 The Members will comply with the Code of Ethics of the Association that is set out in this section and is hereby incorporated into and forms part of these Bylaws. All Members shall endeavour to observe the spirit as well as the letter of the Code of Ethics.

27.2 A Member owes certain duties to the public, the Government of Canada or the United States of America, its employees, other Members and shall act at all times with:

27.2.1 responsibility for and fidelity to public needs; and

27.2.2 competence through devotion to high ideals and professional intents.

27.3 A Member shall:

27.3.1 provide opportunity for professional development and advancement of its employees, allowing them to maintain, at all times, the standards of competence expressed by the academic and experience requirements for admission to their profession and for continuation in their profession, and extend the effectiveness of the profession through the interchange of information and experience; and

27.3.2 endeavour at all times to enhance the public regard for the Members' profession by extending the public knowledge thereof and discouraging undue, unfair or exaggerated statements with respect to the Members' professions.

27.4 A Member shall act in matters for clients as a faithful agent or trustee and shall regard as confidential all information obtained by the Member as to the business affairs, technical methods or processes of clients and avoid or disclose a conflict of interest that might influence its actions or judgment.

27.5 A Member shall:

27.5.1 not commit an act discreditable to the Members' professions;

27.5.2 while promoting its professional interests and those of its clients, not compromise its duties or obligations to the Government of Canada or the United States of America;

27.5.3 not maliciously injure the reputation or business of another Member;

27.5.4 not attempt to gain advantage over other Members by providing personal compensation in securing work; and

27.5.5 uphold the principle of adequate compensation for services, within acceptable business practices.

27.6 A Member shall:

27.6.1 maintain the honour and integrity of the Members' professions and without fear or favour expose before the proper tribunals of the regulatory authority any incompetent, unethical, illegal or unfair conduct or practice of a Member which involves the reputation dignity or honour of the Members' professions; and

27.6.2 undertake only such work as its employees are competent to perform by virtue of their training and experience and shall, where it would be in the best interests of a client, engage or advise the client to engage other specialists.

27.7 A Member shall ensure that each member of the firm shall adhere to the preceding principles and shall:

27.7.1 act at all times with fairness and loyal to their associates, employers, clients, subordinates and employees;

27.7.2 regard their honesty to public welfare as paramount;

27.7.3 not express publicly, or while they are serving as a witness before a court, commission or other tribunal, opinions on matters that are not founded on adequate knowledge and honest conviction

27.7.4 endeavour, where applicable, to keep their certificate of qualification permanently displayed in their place of business;

27.7.5 inform their employer of any business connections or interests of which their employer would have a reasonable expectation to be made aware; and

27.7.6 not in the course of their duties on behalf of their employer hold, receive, bargain for or acquire any fee, remuneration or benefit without their employer's knowledge and consent.

BYLAW AMENDMENTS

29.1 These Bylaws may be amended by an affirmative vote of two-thirds of the votes cast at an Annual Meeting of Members or a Special General Meeting of Members called for that purpose and any amendment shall be subject to the approval of the Minister of Industry.

29.2 The full text of such amendment must be delivered by authorized means to each Member with notice of such meeting at least thirty days prior to the date of said meeting.

29.3 Any amendment to these Bylaws passed by the Board is not effective until approved by an affirmative two-thirds vote of the Members and is subject to the approval of the Minister of Industry.

REGULATIONS AND AMENDMENTS

30.1 Regulations made under these Bylaws by the Board, and amendments thereto, shall be:

30.1.1 forwarded to each Member; and

30.1.2 available for public inspection in the Head Office of the Association.

IN FORCE

31.1 Regulations made under the Bylaws may be amended by the Board and deemed in force as long as they are not inconsistent with these Bylaws.