

A by-law relating generally to the conduct of the affairs of

## **Performance and Planning Exchange**

(the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

### **SECTION 1 - GENERAL**

#### **1.01 Definitions**

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

**"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;

**"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"Board"** means the board of directors of the Corporation and "director" means a member of the board;

**"By-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"Meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**"Ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"Proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"Special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.03 Financial Year End**

The financial year end of the Corporation shall be June 30 in each year.

## **1.04 Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **1.05 Annual Financial Statements**

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

## **SECTION 2 - MEMBERSHIP**

### **2.01 Membership Conditions**

Members shall be welcomed from all professions and Public and Private sectors internationally, especially practitioners and their successful organizations.

The composition of the membership shall be as provided in the Bylaws of the organization. Membership in the organization shall include those persons interested in furthering the objectives of the organization, who may have used the services of the organization and are or have participated in one or more of the programs offered by the organization, or who have completed a membership application provided by the staff, the

said application duly processed by the staff of the organization, and have remitted the required admission fee; the successful candidate individually referred to herein as a "Member" and collectively as "Members".

There is no charge for membership in the organization.

Members may withdraw from the organization at any time through a written request submitted to the organization staff and at that time, may request that their name be struck from the organization's membership list. No refund of the application fee, in whole or in part, shall be refunded to the individual requesting cancellation of membership.

Any Member may be expelled from membership through just cause by the Members by a vote of three-quarters (3/4) of the Members at an annual meeting of Members, provided that such Member shall be granted an opportunity to be heard at such a meeting.

The Board of Directors may approve an honorary membership for any distinguished person who has made a significant contribution towards the achievement of the organization's objectives. Such a member would have the full rights and privileges as bestowed on Members who have completed the normal application process and requirements.

In order to become eligible to be a Member of the Board of Directors, one must first become a Member of the organization with all its inherent rights and responsibilities.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.02 Notice of Members Meeting**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- i. By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- ii. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.01 Membership Dues**

There shall be no dues payable by members for membership in the corporation.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- i. The member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- ii. A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- iii. The member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- iv. The member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- v. The member's term of membership expires; or
- vi. The Corporation is liquidated or dissolved under the Act.

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

### **3.03 Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- i. Violating any provision of the articles, by-laws, or written policies of the Corporation;
- ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

- iii. For any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, 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 president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, 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 Corporation.

If written submissions are received in accordance with this section, 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.

## **SECTION 4 – MEETINGS OF MEMBERS**

### **4.01 Chair of Members' Meetings**

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **4.02 Quorum at Members' Meetings**

A meeting of four members of the Board of Directors including the President, or the First Vice-President acting for the President, shall be considered a quorum for the transaction of business.

### **4.03 Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **4.04 Participation by Electronic Means at Members' Meetings**

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

#### **4.05 Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **SECTION 5 - DIRECTORS**

#### **5.01 Number of Directors**

The organization shall have a Board of Directors, referred to, individually, as a "Director" and collectively as the "Directors", not to be fewer in number than four (4) and not to exceed seventeen (17) in number, consisting of individuals, eighteen (18) years of age or older, residing in Canada at the time of their election.

#### **5.02 Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

### **SECTION 6 - MEETINGS OF DIRECTORS**

#### **6.01 Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

## **6.02 Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods:

- i. Delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- ii. Mailed by prepaid ordinary mail to the director's address as set out in (a);
- iii. By telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- iv. By an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

## **6.03 Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **6.04 Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **6.05 Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time

make. Any committee member may be removed by resolution of the board of directors.

## **SECTION 7 – OFFICERS**

### **7.01 Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **7.02 Description of Offices**

The President (or Co-Presidents) shall be the Chairperson of the Board of Directors of the Organization and shall preside at all meetings of the Members of the Organization and of the Board of Directors. With assistance from the Board, s/he/they shall endeavour to verify that all orders and resolutions of the Board of Directors and of the Members are carried into effect and shall perform such other duties as may be specified by By-law from time to time.

Full details of her/his/their responsibilities are listed herewith:

Responsibilities of Leadership:

- Sets the tone and goals for your administration
- Builds a program plan for your term of office
- Presides over Board meetings, ensures that the rules of order are followed
- Delegates responsibility and provides support

Administration:

- Reads and follows the constitution and bylaws
- Prepares in advance for each Board meeting
- Has no vote at board meeting while acting as Chair; may designate someone else as Chair if wishes to vote
- Appoints special committees
- Makes additional appointments as needed



- Calls for regular committee reports, make sure that the chairperson of each committee carries out their tasks
- Prepares a successor for office
- Sits on hiring committee to hire Executive Director
- Acts as signing officer for bank account

Represents the Organization:

- Attends conferences
- Attends Board training sessions
- Represents the organization in the community
- Signs all official correspondence including funding applications and letters to elected officials.

The Vice-president shall, in the absence or disability of the President or Co-Presidents, perform the duties and exercise the powers of the President or Co-Presidents and shall perform such other duties as may be specified by By-law from time to time. Additional duties of the Vice-President include attending Executive Committee meetings, presiding at Board meetings in absence of the President, and preparing a successor for office.

Full details of her/his responsibilities are listed herewith:

Membership in the Association:

- Prepares a strategy for building membership in the association during term of office
- May Chair Membership committee; reports to Executive Committee
- Establishes a program to maintain existing memberships and encourage renewals
- Develops a program to encourage prospective members to join the association
- Plans at least an annual meeting of the association membership
- Directs a program to record in a database the pertinent data required of each member

Administration:

- Uses the membership database to issue membership cards, receipts, etc.
- Attends Executive committee meetings

- Presides at Board meetings in absence of the President or Co-Presidents
- Works with the Executive Director
- Prepares a successor for office

The Secretary shall, under the direction of the Board of Directors, perform such duties as may be specified by By-law from time to time, shall attend all meetings of the Board of Directors and Members Meetings and act as clerk thereof and record all votes and minutes of all proceedings and accept committee reports which will be placed in the minutes and duly recorded in the books to be kept for that purpose. S/he shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President/Co-Presidents, under whose joint direction s/he shall be. The Secretary shall, under the direction of the Board, receive and reply to all correspondence expressly directed to the Board. The Secretary shall be the custodian of the seal of the organization, which s/he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

Full details of her/his/their responsibilities are listed herewith:

#### Association Responsibilities:

- Maintains a current Board roster with address, telephone, etc. and an accurate Board attendance record at Board meetings
- Records and reads, distributes and files minutes of association meetings and activities and Executive Committee meetings
- Keeps the association bylaws and constitution
- Prepares a successor for office

#### Reports and Correspondence:

- Records the names and addresses of all new Board members and committee appointments
- Accepts all committee reports approved by the Association Board
- Maintains general association correspondence.

The Board may delegate the role and responsibilities of Secretary to the Executive Director or Manager of the Organization, in which case the Secretary would continue to sit on the Executive Committee but as a non-voting member.

The Treasurer shall chair the Finance Committee and request financial reports from the

Executive Director and staff on a timely basis, which shall be submitted to the Board for its approval and placed in the minutes of the organization. S/he shall also perform such other duties as may be specified by By-law from time to time.

Full details of her/his/their responsibilities are listed herewith:

Receive and Disburse Funds:

- Attends Board meetings;
- Attends meetings of Executive Committee;
- Chairperson of Finance Committee;
- Provides the bank with new signature cards for signing officers;
- Supervises the charging of membership fees (if applicable);
- Works with the Executive Director when applying for funding;
- Oversees the flow of funds into the association and other budgetary matters;
- Acts as signing officer for bank account;
- Directs the payment of bills promptly.

Records and Reports:

- Prepares an annual budget with the help of the Executive Director for the Association;
- Oversees all association financial transactions;
- Presents a verbal or written financial report at Board meetings;
- Participates in the annual audit function;
- Prepares a successor for office.

The Executive Committee is responsible for directing and overseeing the day-to-day affairs of the organization and the Executive Director or Manager and may approve expenditures regarding on-going operations consistent with the budget and general policy directions established by the full Board.

### **7.03 Vacancy in Office**

The Board of Directors shall attend Board meetings and member meetings of the organization. Directors on the Board will participate in or head committees appointed by

the President, with the President, Treasurer, Vice-President and Secretary holding positions as Officers of the organization on the Executive Committee.

The office of a Director shall become vacant:

- i. If that Director misses more than three (3) consecutive meetings of the Board and the failure to attend jeopardises the viability and wellbeing of the organization;
- ii. If that Director shall resign their office by delivering a written resignation to the Secretary of the organization;
- iii. If a Director is found by a court to be of unsound mind;
- iv. If at a special general meeting of the Members, a resolution that the Director be removed from the office is supported by 66 2/3% of the Members present at such meeting;
- v. If a Director becomes bankrupt or suspends payment or compounds with his creditors;
- vi. On death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote may fill the vacancy.

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which her retirement is accepted.

When an office of Director is vacated for whatever reason, all physical properties of the organization relating to that office or borrowed by the Officer, shall be returned immediately to the organization's place of business.

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.

## **SECTION 8 – NOTICES**

### **8.01 Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- i. If delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- ii. If mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- iii. If sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- iv. If provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.02 Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **8.03 Omissions and Errors**

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

## **SECTION 9 – DISPUTE RESOLUTION**

### **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **9.02 Dispute Resolution Mechanism**

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

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

## **SECTION 10 - EFFECTIVE DATE**

### **10.01 By-laws and Effective Date**

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. 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 the members by ordinary resolution. 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. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

DATE MODIFIED:

2021-12-16