



Bylaw No. 1

April 4, 2016

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BYLAW NUMBER ONE

A bylaw relating generally to the conduct of the affairs of the Canadian Institute of Planners hereinafter referred to as the Institute and translated in French to "Institut canadien des urbanistes"

SECTION 1.0 – GENERAL

1.1 Definitions

In this bylaw and all other bylaws of the Institute, unless the context otherwise requires:

- 1) "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;
- 2) "Articles" means the original or restated articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Institute;
- 3) "Board" means the Board of Directors of the Institute;
- 4) "bylaw" means this bylaw or any other bylaw of the Institute as amended and which are, from time to time, in force and effect;
- 5) "CIP" means the Canadian Institute of Planners/ Institut canadien des urbanistes;
- 6) "days" means calendar days
- 7) "Director" means a Director of the Board of the Institute;
- 8) "Executive Director" means the senior staff person appointed by the Board to manage the Institute;
- 9) "FCIP" means Fellow, Canadian Institute of Planners;
- 10) "FICU" means Fellow de l'Institut canadien des urbanistes;
- 11) "ICU" means the Institut canadien des urbanistes/Canadian Institute of Planners
- 12) "Institute" means the Canadian Institute of Planners/ Institut canadien des urbanistes;
- 13) "LPP" means a Licensed Professional Planner or equivalent fully certified member as conferred by a PTIA;
- 14) "MCIP" means Member, Canadian Institute of Planners;
- 15) "MICU" means membre de l'Institut canadien des urbanistes;
- 16) "meeting of members" means the annual general meeting of members or a special meeting of members;
- 17) "Officer" means a Director elected, or in the case of the Executive Director, a staff person appointed by the Board, to perform specific duties;
- 18) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- 19) "President" means the Director elected by the Board to be the chief spokesperson of the Institute who presides at the annual general meeting of members and at meetings of the Board;
- 20) "PTIA" means a Provincial, Regional or Territorial Institute or Association that regulates the planning profession provincially or regionally;
- 21) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 22) "RPP" means a Registered Professional Planner or equivalent fully certified member as conferred by a PTIA;
- 23) "special meeting of members" means a meeting of any class or classes of members or a special meeting of all members entitled to vote at an annual general meeting of members;
- 24) "special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 25) "Treasurer" means the Officer elected by the Board to, among other things, have the custody of the corporate seal and of all funds and securities and keep full and accurate accounts of receipt and disbursements in books belonging to CIP;
- 26) "Vice-President" means the Officer elected by the Board to, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as shall from time to time be requested by the Board.

1.2 Interpretation

- 1) In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2) Other than as specified in 1. 1 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3 Invalidity of any provisions of this bylaw

- 1) The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

1.4 Corporate Seal

- 1) The Institute may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Treasurer of the Institute shall be the custodian of the corporate seal.

1.5 Execution of Documents

- 1) Contracts, documents, or any instruments in writing requiring the signature of the Institute, shall be signed by any two Officers or by the Executive Director, if one is appointed, and any one Officer. Documents and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The Officers shall have power from time to time, contingent upon Board approval, to appoint a member or members on behalf of the organization to sign specific contracts, documents and instruments in writing.

SECTION 2.0: MEMBERSHIP

2.1 Membership Classes

- 1) Subject to the articles, there shall be two classes of members in the Institute, namely,
 - 1- Voting Members
 - 2- Non-Voting Members
- 2) Members shall be admitted in such manner as may be prescribed by the Board.
- 3) The Board of Directors of the Institute shall, by ordinary resolution, confirm the admission of the members of the Institute.

2.2 Eligibility of Voting Members

- 1) The following individuals are eligible to become Voting Members:
- 2) Individuals who are actively involved in either, practicing, studying or engaged in activities related to the profession and have been admitted by a PTIA:
 - a) as an RPP, LPP, or equivalent fully certified member and whose membership in a PTIA has not ceased; or
 - b) into the Candidate or pre-Candidate program or equivalent working towards full certification; or
 - c) as a student member, and who is enrolled in an accredited university planning program.

2.3 Rights of Voting Members

- 1) Only members of the Institute who have been admitted by a PTIA as an RPP or LPP, or equivalent fully certified member may use the title Member of the Canadian Institute of Planners "MCIP", or Membre de l'Institut canadien des urbanistes "MICU".
- 2) Only members of the Institute who have been conferred the FCIP or FICU distinction are entitled to use the title Fellow of the Canadian Institute of Planners "FCIP", or Fellow de l'Institut canadien des urbanistes "FICU"
- 3) The term of membership of a Voting Member shall be annual, subject to renewal in accordance with the policies of the Institute.
- 4) Each Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such Voting Member shall be entitled to one vote at such meetings. Voting Members may stand for office.
- 5) Inactive members including those who have requested and received status as retired members, or those classified as being away on leave shall not qualify as Voting Members but may be admitted as Non-Voting Members.

2.4 Eligibility of Non-Voting Members

- 1) Individuals with an interest in the objectives of the Institute who are not eligible for any other membership status may apply as Non-Voting Members.
- 2) These individuals become Non-Voting Members after approval by the Board and upon payment of Non-Voting Member annual fees. The term of membership of a Non-Voting Member shall be annual, subject to renewal in accordance with the policies of the Institute.
- 3) Individuals who are eligible to be a member of a PTIA or a provincial/territorial regulator of planning shall not be eligible to be Non-Voting Members.
- 4) Non-Voting Members who are eligible to be Voting Members shall not be permitted to continue to be registered as Non-Voting Members.

2.5 Rights of Non-Voting Members

- 1) Non-Voting Members may be invited to meetings of Voting Members but are not allowed to vote.
- 2) Non-Voting Members shall not be permitted to use the MCIP - MICU titles.

2.6 Notice of Meeting of Members

- 1) Notice by mail or electronic means for a meeting of members shall be sent at least thirty days prior to the meeting to all members. Where letter ballots are anticipated, an additional thirty days shall be required.

2.7 Mail-in or Electronic Ballots

- 1) Whenever required by these bylaws, or at option of the Board, pursuant to subsection 171(1) (Absentee Voting) of the Act, Voting Members may vote by mailed-in or electronic ballot if the Institute has a system that:
 - a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - b) permits the tallied votes to be presented to the Institute without it being possible for the Institute to identify how each member voted.

2.8 Amendments to Eligibility and Rights of Members

- 1) Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to section 2.0 of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

SECTION 3.0 - MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.1 Membership Fees

- 1) Members shall be notified in writing of the membership fees payable by them and, if any are not paid within sixty days after the membership renewal date, the members shall be declared in default and subject to late fees in addition to the outstanding membership fees. If the outstanding membership fees are not paid within ninety days after the membership renewal date, the members shall cease to be members.

3.2 Termination of Membership

- 1) A membership in the Institute is terminated when:
 - a) the member dies;
 - b) the member fails to maintain qualifications for membership described in Section 2 of these bylaws;
 - c) the member resigns by delivering a written resignation to the Institute in which case such resignation shall be effective on the date specified in the resignation;

- d) the member is expelled in accordance with Section 3. 3 below or is otherwise terminated in accordance with the Articles or these bylaws;
 - e) the member's term of membership expires; or
 - f) the Institute is liquidated or dissolved under the Act.
- 2) Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Institute, automatically cease to exist.

3.3 Discipline

- 1) The Board, may expel, suspend, or reprimand a member for:
 - a) engaging in activities that violate any provision of the articles, bylaws, or written policies of the Institute; or
 - b) any conduct which may be detrimental to the Institute as determined by the Board in its sole discretion.
- 2) The Board will not exercise its discipline process with respect to matters governed by professional regulation by a PTIA.
- 3) In the event that the Board determines that a member should be expelled or suspended from membership in the Institute, the President, or such other Officer as may be designated by the Board, shall notify the member and provide an opportunity for the member to make a written submission to the Board in accordance with the Institute's discipline policies and procedures before the Board makes a final decision.

SECTION 4.0 MEETINGS OF THE MEMBERS

4.1 Persons Entitled to be Present

- 1) The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Institute and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Institute to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.2 Quorum

- 1) The quorum for all meetings of members shall be twenty-five Voting Members.

4.3 Votes to Govern

- 1) Except as otherwise provided for by the Act, questions shall be decided by a simple majority of those voting.
- 2) Votes shall be determined by a show of hands unless a recorded ballot is requested by a majority of those voting.
- 3) Any vote at a meeting of members may be held, in accordance with the policies of the Institute entirely by means of a telephonic, an electronic or other communication facility, if the Institute makes available such a communication facility.

4.4 Chair of the Meeting

- 1) In the event that the President and the Vice-President - are absent, the Directors shall choose a Director to chair the meeting.

4.5 Rules

- 1) The rules contained in the Modern Edition of Robert's Rules of Order shall govern the Institute in all cases where they are not inconsistent with these bylaws and any special rules of order the Institute may adopt.

SECTION 5.0: BOARD OF DIRECTORS

5.1 Composition

The property and business of the Institute shall be managed by a Board of not less than seven and not more than thirteen Directors, comprising:

- 1) Seven Voting Members who shall be MCIPs, FCIPs, MICUs or FICUs elected one each from the following regions:

Region 1: British Columbia/Yukon
Region 2: Alberta/Northwest Territories/Nunavut
Region 3: Saskatchewan
Region 4: Manitoba
Region 5: Ontario
Region 6: Quebec
Region 7: Atlantic (New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador);
- 2) One Voting Member who shall be an MCIP or MICU and a full-time faculty member of an accredited Canadian university planning program;
- 3) One Voting Member who at the time of the election shall have been admitted by a PTIA as a student member enrolled in an accredited Canadian university planning program;
- 4) One Voting Member who shall be an FCIP or FICU; and
- 5) Three Directors-at-large who may be members of the Institute or members of the general public or any combination thereof.

Each Director shall have one vote on the Board.

5.2 Election and Term

- 1) Subject to these bylaws and the articles, any person may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by the Voting Members. Directors shall be elected for a term expiring not later than three years following their election, except for the Student Director who shall be elected for a two-year term.
- 2) At the end of their term, Directors except the Student Director, may stand for, and be re-elected by the Voting Members to one additional three-year term, as the case may be, to a maximum of six consecutive years, accordingly.
- 3) The Student Director may serve one non-renewable term.
- 4) Former Directors may stand for election by the Voting Members provided that they have not exercised the office of Director for a minimum of three years following the end of their most recent term.

5.3 Vacancy in Office

- 1) Subject to subsections 132 (4) and (5) of the Act, the Board, by ordinary resolution, may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the articles or a failure to elect the number or minimum number of Directors provided for in the articles. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

5.4 Directors – Ceasing To Hold Office

- 1) The office of a Director shall be automatically vacated:
 - a) if a Director resigns the office by delivering a written resignation to the President of the Institute;
 - b) if a Director is found by a court to be of unsound mind;
 - c) if a Director becomes bankrupt;
 - d) if, at a special meeting of members, a resolution is passed by special resolution of the members present at the meeting that a director be removed from office; or
 - e) on death.

SECTION 6: MEETINGS OF THE BOARD

6.1 Time and Place

- 1) There shall be at least two meetings per year of the Board. Meetings of the Board may be held at any time and place as determined by the President, or in the absence of the President, by the Vice-President, or within two months following a request for a Board meeting by any three Directors.

6.2 Quorum

- 1) A simple majority of Directors shall constitute a quorum.

6.3 Notice of Meeting

- 1) Notice of the time and place for the holding of a meeting of the Board shall be given to every Director by mail or other electronic means not less than seven days before the time when the meeting is to be held.
- 2) 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.
- 3) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4) Unless the bylaw 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.

6.4 Amendments to Manner of Giving Notice

- 1) Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the Voting Members is required to make any amendment to the bylaws of the Institute to change the manner of giving notice to Voting Members.

6.5 Votes to Govern

- 1) At all meetings of the Board, every question shall be decided by ordinary resolution, unless otherwise required by the Institute's bylaws.

6.6 Remuneration

- 1) Directors and Officers, except for the Executive Director, shall serve as such without remuneration and no Director or Officer shall directly or indirectly receive any profit from the position as such, provided that a Director or Officer may be reimbursed reasonable expenses incurred in the performance of Director or Officer duties.

6.7 Committees

- 1) 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.
- 2) Any committee member may be removed by ordinary resolution of the Board of Directors.

SECTION 7.0– OFFICERS

7.1 Description of Officers

- 1) The Board shall elect from among themselves the Officers of the Institute: President, Vice-President, and Treasurer. The Executive Director shall be appointed by the Board, if one is to be appointed.

7.2 Duties of Officers

- 1) The President shall, among other things, preside at the annual meeting of members and at meetings of the Board
- 2) The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be requested by the Board.
- 3) The Treasurer shall have the custody of the corporate seal and of all funds and securities. The Treasurer shall also perform such other duties as may from time to time be determined by the Board.
- 4) The Executive Director or other title as the Board may determine from time to time if one is appointed, shall be the chief staff person of the Institute and shall be responsible for managing the day-to-day operation of the Institute. The Executive Director shall attend meetings of the Board in a non-voting capacity and subject to the authority of the Board, have general supervision of the affairs of the Institute.
- 5) The powers and duties of all other Officers of the Institute shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.3 Term

- 1) Officers, except for the Executive Director who will serve at the pleasure of the Board, shall serve from the date of their election, and until their successors are elected as follows: the President, Vice-President, and the Treasurer may serve two-year renewable terms.
- 2) An Officer shall cease to be an Officer if removed by special resolution of the Board.

SECTION 8: FINANCES

8.1 Financial Year End

- 1) The financial year end of the Institute shall be December 31 or as otherwise determined by the Board.

8.2 Banking Arrangements

- 1) The banking business of the Institute 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 ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Institute and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct or authorize.

8.3 Annual Financial Statements

- 1) The Institute shall publish the annual financial statements on the members' section of the Institute website. Any member may, on request, obtain a paper copy free of charge at the registered office or by prepaid mail.

8.4 Indemnification

- 1) The Institute shall provide present or former Board Members or Officers with the indemnification described in section 151 of the Canada Not-for-profit Corporations Act.

SECTION 9 - METHOD OF GIVING NOTICE

9.1 Method of Giving Notice

- 1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the bylaws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:
 - a) 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 Institute or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Institute in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors); or
 - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 2) 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.
- 3) The Treasurer 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 Treasurer to be reliable. The declaration by the Treasurer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Institute to any notice or other document to be given by the Institute may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.2 Omissions and Errors

- 1) 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 Institute has provided notice in accordance with the bylaws 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 10 – DISPUTE RESOLUTION

10.1 Dispute Resolution

- 1) In the event that a dispute or controversy among members, Directors, Officers, committee members, employees or volunteers of the Institute arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Institute 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 Institute as set out in the Articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution which may include alternative dispute resolution, mediation and arbitration as may be determined by the Board.

SECTION 11 – AMENDMENTS

11.1 – Bylaws

- 1) Unless the Articles, the bylaws or a unanimous resolution by the Voting Members otherwise provides, the Board may, by ordinary resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Institute, as referred to in Part 10 subsection 152 of the Act, except in respect of matters referred to in subsection 197(1).

SECTION 12 - EFFECTIVE DATE

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the Board.

CERTIFIED to be bylaw No. 1 of the Institute, as enacted by the Directors of the Institute by ordinary resolution on the **4th day of April, 2016** and confirmed by the members of the Institute by special resolution on the 19th day of May, 2016.

Dated as of the 19th day of May, 2016.



Hazel Christy MCIP, RPP
President, Canadian Institute of Planners