



**2025 Annual General Meeting  
Assemblée générale annuelle 2025**

Thursday, May 29, 2025 – 1:00 PM ET  
Jeudi le 29 mai 2025 – 13 h HE

**AGENDA / ORDRE DU JOUR**

1. Welcome / Bienvenue
2. Call to Order / Ouverture
3. AGM Business / Affaires de l'AGA
  - a. Adoption of 2025 AGM Agenda / Adoption de l'ordre du jour de l'AGA 2025
  - b. Adoption of 2024 AGM Minutes / Adoption du procès-verbal de l'AGA 2024
4. President's Report / Rapport de la présidente
5. Introduction of the New CEO / Présentation de la nouvelle directrice générale
6. Treasurer's Report / Rapport du trésorier
  - a. Presentation of the Audited 2024 Financial Statements / Présentation des états financiers audités de 2024
  - b. Appointment of Auditors for 2025 / Nomination de vérificateurs pour 2025
7. Bylaws / Règlements
  - a. Review of Proposed Amendments / Examen des modifications proposées
  - b. Adoption of Bylaw Amendments / Adoption des règlements modifiés
8. Board of Directors 2025/2026 / Conseil d'administration 2025/2026
  - a. [Presentation of Slate](#) / [Présentation de la liste de candidats](#)
  - b. Election of New Directors / Élection de nouveaux membres du conseil d'administration
  - c. Introduction of the Full Board of Directors / Présentation de tous les membres du conseil d'administration
9. Recognition of Outgoing Board Members / Reconnaissance des membres du conseil sortants
10. AGM Adjournment / Levée de la séance
11. Keynote Speakers / Conférenciers d'honneur

Michael Fox & Steven Pelletier, Indigenous and Community Engagement (ICE)



## Draft Minutes

### 2024 Annual General Meeting (AGM)

May 30, 2024  
Videoconference

#### 1. Welcome

CIP President Dan Huang RPP, MCIP welcomed everyone to CIP's 2024 Annual General Meeting (AGM). He honoured and recognized that CIP's office is located on the unceded territory of the Anishinaabe Algonquin Nation and welcomed attendees to pay respect and gratitude for the ancestral lands, wherever they were located, across Canada and beyond. Dan also noted that CIP was pleased to offer translation of the AGM into French.

Dan introduced CIP's Treasurer, Doug Daniels RPP, MCIP, and CIP's CEO, Beth McMahon, and special guest and keynote speaker Jay Pitter, who would be speaking about her preliminary findings on the recent Being Black in Public survey following the AGM. That address would be presented in English only due to the sensitive nature of the information. Dan also recognized that most of the members of the current Board of Directors were also in attendance.

Dan urged those who had not yet done so to complete CIP's Equity, Diversity and Inclusion Insight Survey which was closing the following day. He noted that CIP would be celebrating its 105th anniversary on May 31 and recognized long-time AGM attendees.

#### 2. Call to Order

With quorum confirmed, the 2024 AGM was called to order, and Dan provided housekeeping notes, mentioning that there were over 119 voting and non-voting members in attendance online.

#### 3. AGM Business

The first order of business was to approve the agenda and the 2023 AGM Meeting Minutes.

##### a. Adoption of 2024 AGM Agenda

###### **Motion**

Moved: Rasika Acharya RPP, MCIP / Seconded: Bassel Sleem

*"That the agenda for the 2024 Canadian Institute of Planners Annual General Meeting be adopted as circulated."*

**CARRIED**

##### b. Adoption of 2023 AGM Minutes

###### **Motion**

Moved: Eleanor Mohammed RPP, MCIP / Seconded: Michael Doyle RPP, MCIP

*"That the minutes from the 2023 Canadian Institute of Planners Annual General Meeting be adopted as circulated."*

**CARRIED**

#### 4. President's Report

Dan acknowledged that he was providing his President's Report from Victoria, British Columbia, located on the traditional territories of the Lekwungen people, represented today by the Esquimalt and Songhees Nation. He honoured all First Nation, Inuit and Métis people across Turtle Island and their stewardship of the lands and waters throughout the many communities across Canada in which we are privileged to work, live and play.

Dan stated that it has been an honour serving as CIP's President for the past four years, along with a dedicated Board of Directors, and that he would work closely with the Board for a seamless transition to the new President and executive in Fall 2024, before the completion of his elected term in Spring 2025.

Throughout the past year and the first part of 2024, the planning profession and the communities it serves continue to face several headwinds and challenges, including climate change, housing supply and affordability, the shortage of planners, and growing social divisions and inequality. Dan stated that while some days it may feel that the profession is not respected and is losing ground, he believes that the planner's role in community building and seeking collaboration amongst diverse voices is more important than ever. CIP is committed to providing support for all its members, both in professional training opportunities and care for physical and mental wellness.

CIP has now surpassed 9,000 members and continues to grow while maintaining a solid financial footing. There is strong participation in CIP conferences and webinars, scholarship and bursary opportunities, and other programs and initiatives. This includes a very successful 2023 CIP/API conference in Halifax and he thanked all conference organizers, speakers, and volunteers for their contributions. Dan thanked CIP's many other dedicated volunteers in their support of the planning ecosystem across the country, as well as with our international partners.

Progress continues to be made on the strategic plan and pathway towards 1,835 days of impact based on three key priority areas: integrated action on complex issues, more equitable planning together, and career support for life. In fall 2023, CIP launched The Path – Your Journey Through Indigenous Canada, an online Indigenous cultural awareness course developed by NVision, to assist CIP and its members along our journey towards reconciliation within the planning profession. All members of the Board of Directors, committees, and staff have or are working towards completing the training, and all members are encouraged to take the course as well, noting that 100 free enrollments were recently offered to members.

During the spring of 2024, CIP ramped up its efforts and advocacy on housing, which is one of the most significant multi-jurisdictional challenges facing our country and around the globe. CIP is collaborating closely with the Canada Mortgage and Housing Corporation and the Federal Ministry of Housing on a number of their initiatives, including the Housing Accelerator Fund, pre-approved housing designs, and other housing best practices. CIP also meets regularly with planning directors across Canada to discuss their challenges and successes in the housing space, as well as other current planning topics and trends, such as artificial intelligence.

Housing continued to be a strong theme during the recent American Planning Association (APA) 2024 National Planning Conference in Minneapolis, which Dan attended along with CIP's CEO and CIP's National Director of Policy and Public Affairs. Dan took part in an international panel on the global challenges of planning for housing, represented by the respective Presidents from

around the world. A meeting was also attended with members of APA's International Division and other leaders from the Global Planners Network, whom CIP continues to collaborate with on various initiatives, including World Town Planning Day and UN Habitat.

Throughout 2023 and 2024, there has been continued collaboration the Provincial and Territorial Institutes and Associations (PTIAs) and the Professional Standards Board (PSB). Following a pause in efforts to update the profession's competency standards, the PTIAs and CIP worked with the PSB and a consultant to develop a new framework, whereby the Standards Committee would be relocated within the PSB rather than as a stand-alone entity. Ideally, this will provide a more seamless integration of standard setting, member certification, and university accreditation, with all three components organized under one governance structure. In addition, the PTIAs and CIP are committed to reviewing the current Prior Learning and Assessment and Recognition (PLAR) process, as well as the reciprocal agreement process to assist in addressing the shortage of planners and improve labour mobility.

Dan thanked CIP staff, led by CEO Beth McMahon, for all of their hard work in order to keep CIP's many programs and initiatives moving forward. He thanked his colleagues on the Board during this past year, including those Directors whose current terms are expiring or who are no longer on the Board: AJ Bimm, Doug Daniels, Ken Melanson, Daniel Mercer, and Adam Wright. Dan then thanked his fellow CIP members for their service to the planning profession and for working to help their communities become the best that they can be.

Dan then introduced CIP Treasurer Doug Daniels to present the next agenda item.

## **5. Treasurer's Report**

### *a. Presentation of the Audited 2023 Financial Statements*

CIP Treasurer, Doug Daniels RRP, MCIP, noted the 2023 Financial Statements had been included in the meeting package.

2023's revenues were \$2,730,937 with expenses of \$2,715,653, including a gain on investments of \$40,429, for a net revenue of \$55,713 for 2023. This puts CIP with net assets of over \$3M at the end of 2023.

2023's expenses reflect increased costs related reflect an increased cost related to CIP's investments in initiatives to support its priority issues, including reconciliation and equity, diversity and inclusion, as well as supporting new career support programs and additional support for students and early career members. CIP also continues to invest in software shared by CIP and the PTIAs, and increased staffing to support the delivery of all these programs and services, as well as to support CIP's growing membership.

Doug noted that on the revenue side, CIP continues to see an increase in the number of members with an 11% increase over 2022. As per CIP policy, membership fees for Full, Candidate, and Pre-Candidate members increased to reflect the Consumer Price Index, which was 3.7%.

For 2024, the Board of Directors has approved a strategic budget to advance CIP's priorities. Two major factors forming the basis of the 2024 budget were: drawing-down CIP's growing surplus of unallocated reserves to ensure sound fiscal management and reinvest in CIP's activities; and secondly, allocating funding for new Strategic Plan-related investments, including the development of a new Reconciliation Action Plan.

Doug then welcomed questions and there being none, the following motion was put forward:

*b. Appointment of Auditors for 2024*

**Motion**

Moved: Sean Norman RPP, MCIP / Seconded: Mac Hickley RPP, MCIP

*"That the firm Hendry Warren LLP, Chartered Professional Accountants be appointed as auditors for the 2024 fiscal year."*

**CARRIED**

Dan recognized that this was Doug's final Treasurer's Report, as he is concluding his second term on the Board. Having been Treasurer for four years, Doug has served CIP and its members with great integrity and has helped to steward CIP into a stronger financial position.

**6. Board of Directors 2024/2025**

Five positions were open for the 2024/2025 Board of Directors. An online vote was held between April 26 and May 16, 2024 to determine CIP members' preferred candidates for the final slate. Additionally, last September, following a call for nominations with all eligible Fellows, the Board of Directors welcomed Beata Bowron to the Board for the remainder of that position's term. That position will also be ratified for the one year remaining of her term. Dan thanked all nominees for their interest in CIP and also thanked all of the members who voted.

*a. Presentation of Slate*

Region 2: AB/NT/NU:	Robert (Bob) Priebe PhD, RPP, MCIP
Region 5: ON:	Jason Ferrigan RPP, MCIP
Region 6: QC:	Olimpia Pantelimon urbaniste, RPP, MCIP
Director-at-large:	Raymond Kan RPP, MCIP
Student:	Eliza Hydesmith

*b. Election of New Directors*

**Motion**

Moved: Eleanor Mohammed RPP, MCIP / Seconded: David Hales RPP, MCIP

*"That the slate of the new CIP Directors be ratified as presented."*

**CARRIED**

*c. Introduction of the Full Board of Directors*

Dan affirmed that CIP's Board positions are categorized by region or type of member and noted that these individuals are not representatives for those regions and categories, but rather Directors who must consider the interests of all members.

The members of the 2024/2025 Board of Directors were introduced:

Director – Region 1: BC/YK:	Dan Huang RPP, MCIP
Director – Region 2: AB/NT/NU:	Robert (Bob) Priebe PhD, RPP, MCIP
Director – Region 3: SK:	Laura Hartney RPP, MCIP
Director – Region 4: MB:	Paul Bell RPP, MCIP
Director – Region 5: ON:	Jason Ferrigan RPP, MCIP
Director – Region 6: QC:	Olimpia Pantelimon urbaniste, RPP, MCIP
Director – Region 7: ATL:	Gordon Smith LPP, MCIP

Director – Fellow:	Beate Bowron RPP, FCIP
Director – Academic:	Janice Barry PhD, RPP, MCIP
Director – Student:	Eliza Hydesmith
Director-at-large:	Lesley Cabott RPP, FCIP, ICD D
Director-at-large:	Raymond Kan RPP, MCIP
Director-at-large:	Jenna Schroeder RPP, MCIP

## 7. Recognition of Outgoing Board Members

Outgoing Directors from the 2023/2024 term were recognized: AJ Bimm, Doug Daniels RPP, MCIP, Ken Melanson RPP, MCIP, Daniel Mercer urbaniste, RPP, MCIP, and Adam Wright RPP, MCIP. In appreciation of their contributions, a donation was made to the CIP/ICU Planning Student Trust Fund, Canada’s national registered charity for planning students. CIP is supporting three Diversity Impact Bursaries, which were created to specifically support planning students who are Indigenous, Black, and all students of colour, to help address the issue of under-representation in the planning profession. It reflects the priorities of CIP-PSTF and CIP in furthering Equity, Diversity, and Inclusion, and removing financial barriers to the profession.

Dan also noted that the following Director openings will be open for the CIP Board for election in 2025: Region 1 (BC/Yukon), Region 7 (Atlantic Canada), Fellow, and Director-at-large. Dan encouraged those interested in serving on the Board to reach out to any one of our current Directors or the CEO to learn more about the role.

## 8. Adjournment

Dan thanked all members and guests for attending the AGM. He welcomed everyone to stay for the upcoming presentation by special guest Jay Pitter.

### **Motion**

Moved: Daniel Mercer urbaniste, RPP, MCIP / Seconded: Jenna Schroeder RPP, MCIP  
*“That the Canadian Institute of Planners 2024 Annual General Meeting be adjourned.”*



**HENDRY  
WARREN<sup>LLP</sup>**  
CHARTERED PROFESSIONAL ACCOUNTANTS

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Financial Statements of

**CANADIAN INSTITUTE OF  
PLANNERS**

December 31, 2024



**HENDRY  
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May 6, 2025

## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of  
Canadian Institute of Planners:

### *Opinion*

We have audited the accompanying financial statements of the Canadian Institute of Planners (the "Institute"), which comprise the statement of financial position as at December 31, 2024, and the statements of operations, changes in net assets and cash flow for the year then ended, as well as a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Institute as at December 31, 2024, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

### *Basis for Opinion*

We conducted our audit in accordance with Canadian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Institute in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Other Information*

Management is responsible for the other information. The other information comprises the information, other than the financial statements and our auditor's report thereon, in the Annual Report.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.





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The Annual Report is expected to be made available to use after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

*Responsibilities of Management and Those Charged with Governance for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management is responsible for assessing the Institute's ability to continue as a going concern, disclosing, as applicable, matters related to a going concern and using the going concern basis of accounting unless management either intends to liquidate the Institute or to cease operations, or has no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Institute's financial reporting process.

*Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian Auditing Standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Institute's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Institute's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Institute to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

*Hendry Warren<sup>LLP</sup>*

HENDRY WARREN<sup>LLP</sup>  
Chartered Professional Accountants  
Licensed Public Accountants  
Ottawa, Ontario

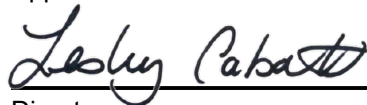
# CANADIAN INSTITUTE OF PLANNERS

## Statement of Financial Position

December 31, 2024, with comparative figures for 2023

	2024	2023
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 2,042,619	\$ 2,110,702
Short-term investments (Note 3)	968,217	1,135,669
Accounts receivable	362,747	424,647
Government remittances receivable	7,711	-
Prepaid expenses	243,068	103,774
	3,624,362	3,774,792
Capital assets (Note 4)	41,398	42,023
Intangible assets (Note 5)	142,690	199,568
	\$ 3,808,450	\$ 4,016,383
<b>Liabilities and Net Assets</b>		
Current liabilities		
Accounts payable and accrued charges	\$ 283,573	\$ 211,214
Government remittances payable	-	52,858
Deferred fees	450,288	671,897
Due to related entity	-	205
	733,861	936,174
Commitments (Note 6)		
Net assets		
Unallocated surplus	1,263,764	1,640,424
Unrestricted funds - operating reserve	1,324,002	1,042,170
Internally restricted funds - opportunity reserve	386,823	297,615
Internally restricted funds - legal reserve	100,000	100,000
	3,074,589	3,080,209
	\$ 3,808,450	\$ 4,016,383

Approved on behalf of the Board:



Director

# CANADIAN INSTITUTE OF PLANNERS

## Statement of Operations

Year ended December 31, 2024, with comparative figures for 2023

	2024	2023
Revenue		
Membership fees	\$ 1,744,410	\$ 1,635,707
Annual conference	814,836	702,959
Member services	300,638	288,817
Investment income	35,453	103,454
	2,895,337	2,730,937
Expenses		
Administrative expenses	1,705,171	1,552,824
Amortization	68,561	67,648
Annual conference	641,111	652,504
Bad debts	1,911	1,524
Communications	28,815	36,032
Governance	176,824	81,887
Membership services	228,674	219,372
National projects	112,909	65,052
Strategic relationships	54,149	38,810
	3,018,125	2,715,653
(Deficiency) excess of revenue over expenses before gain on investments	(122,788)	15,284
Gain on investments	117,168	40,429
(Deficiency) excess of revenue over expenses	\$ (5,620)	\$ 55,713

# CANADIAN INSTITUTE OF PLANNERS

## Statement of Changes in Net Assets

Year ended December 31, 2024, with comparative figures for 2023

2024

	Unallocated Surplus	Operating Reserve	Opportunity Reserve	Legal Reserve	Total
Balance, beginning of year	\$ 1,640,424	\$ 1,042,170	\$ 297,615	\$ 100,000	\$ 3,080,209
Deficiency of revenue over expenses	(5,620)	-	-	-	(5,620)
Transfer to internally restricted reserves	(371,040)	281,832	89,208	-	-
Balance, end of year	\$ 1,263,764	\$ 1,324,002	\$ 386,823	\$ 100,000	\$ 3,074,589

2023

	Unallocated Surplus	Operating Reserve	Opportunity Reserve	Legal Reserve	Total
Balance, beginning of year	\$ 1,941,417	\$ 714,309	\$ 268,770	\$ 100,000	\$ 3,024,496
Excess of revenue over expenses	55,713	-	-	-	55,713
Transfer to internally restricted reserves	(356,706)	327,861	28,845	-	-
Balance, end of year	\$ 1,640,424	\$ 1,042,170	\$ 297,615	\$ 100,000	\$ 3,080,209

# CANADIAN INSTITUTE OF PLANNERS

## Cash Flow Statement

Year ended December 31, 2024, with comparative figures for 2023

	2024	2023
Operating activities		
Deficiency (excess) of revenue over expenses	\$ (5,620)	\$ 55,713
Non-cash items:		
Amortization expense	68,561	67,648
Accrued interest on GICs	(21,329)	-
Fair market value adjustment on short-term investments	(38,111)	(40,429)
Changes in non-cash working capital balances (Note 7)	(287,213)	100,324
Cash (used in) provided by operating activities	(283,712)	183,256
Investing activities		
Proceeds on sale of investments	640,782	14,188
Purchase of investments	(413,890)	-
Acquisition of capital assets	(7,718)	(5,071)
Acquisition of intangible assets	(3,340)	(114,610)
Advances to related entity	-	(15,940)
Cash provided by (used in) investing activities	215,834	(121,433)
Financing activities		
Repayment of long-term debt	-	(40,000)
Advances from related entity	-	205
Repayment to related entity	(205)	-
Cash used in financing activities	(205)	(39,795)
(Decrease) increase in cash	(68,083)	22,028
Cash, beginning of year	2,110,702	2,088,674
Cash, end of year	\$ 2,042,619	\$ 2,110,702

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

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### 1. Statutes of incorporation and nature of activities

Canadian Institute of Planners ("CIP" or the "Institute") is incorporated as a not-for-profit organization under Part III of the Not-for-Profit Corporations Act. The Institute was continued under the Canada Not-for-Profit Corporations Act on September 5, 2014. The Institute is a not-for-profit organization within the meaning of the Income Tax Act (Canada) and is exempt from income tax under section 149(1)(e) of the Income Tax Act (Canada).

In support of an active and evolving municipal planning profession, CIP is involved in a broad range of activities including the development of programs, products, and services that members need and value; the development of public policy positions supported by advocacy and partnerships; and, communication and promotion of the profession, CIP programs, services, and advocacy efforts nationally and internationally.

### 2. Significant accounting policies

The financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

#### Revenue recognition

The Institute follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when they are received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Membership fees are recognized as revenue over the period to which they relate and when collection is reasonably assured.

Annual conference fees are recognized as revenue in the year in which the related conference occurs assuming collection is reasonably assured.

Member services are recognized as revenue when the related service is performed, there is persuasive evidence that an arrangement exists and collection is reasonably assured.

Investment income represents interest income and dividend income and is recognized as revenue when it is earned, the amount is determinable and collection is reasonably assured.

Deferred fees represents membership and conference fees received or receivable in the current period that are related to the subsequent period.

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

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### Cash and cash equivalents

The Institute's policy is to disclose bank balances net of outstanding items under cash and cash equivalents, including cash held in high-interest savings accounts with the Institute's financial institution and brokerage accounts, and GIC balances redeemable within 12 months.

### Capital assets

Capital assets are accounted for at cost. Amortization is based on the assets' respective useful lives using the following method and durations:

Asset	Method	Duration
Computer hardware	Straight-line	5 years
Furniture and equipment	Straight-line	10 years
Leasehold improvements	Straight-line	Lease term

### Intangible assets

Intangible assets are accounted for at cost. Amortization is expensed once the asset is ready for use. The MPower AMS database and the Institute website are amortized on a straight line basis over their useful lives of five years.

### Use of estimates

The preparation of these financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the current period. These estimates are reviewed periodically and adjustments are made to income as appropriate in the year they become known.

Significant estimates in the financial statements include the completeness of accruals for certain accounts receivable, accounts payable and accrued charges, and the useful lives of capital and intangible assets.



# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

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### Financial instruments

#### Measurement of financial instruments

The Institute initially measures its financial assets and liabilities at fair value.

The Institute subsequently measures all its financial assets and financial liabilities at amortized cost, except for short-term investments that are quoted in an active market, which are measured at their fair value. Changes in fair values are recognized in the statement of operations.

Financial assets measured at amortized cost include cash and cash equivalents and accounts receivable.

Financial liabilities measured at amortized cost include accounts payable and accrued charges.

#### Impairment

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of any write-down is recognized in (deficiency) excess of revenue over expenses. Any previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of any reversal is recognized in the (deficiency) excess of revenue over expenses.

#### Transaction costs

The Institute recognizes its transaction costs in net income in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance or assumption.

### 3. Short-term investments

At December 31, 2024, short-term investments were comprised of the following:

	2024	2023
Equities	\$ 260,323	\$ 260,050
Mutual funds	183,007	164,602
Fixed income	524,887	711,017
	<u>\$ 968,217</u>	<u>\$ 1,135,669</u>

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

### 4. Capital assets

	2024		2023	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Computer hardware	\$ 72,753	\$ 58,756	\$ 13,997	\$ 11,003
Furniture and equipment	99,630	72,922	26,708	28,123
Leasehold improvements	61,005	60,312	693	2,897
	\$ 233,388	\$ 191,990	\$ 41,398	\$ 42,023

### 5. Intangible assets

	2024		2023	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Institute website	\$ 117,950	\$ 47,180	\$ 70,770	\$ 91,688
MPower AMS	179,800	107,880	71,920	107,880
	\$ 297,750	\$ 155,060	\$ 142,690	\$ 199,568

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

### 6. Commitments

The Institute is committed under the terms of a five-year operating lease for rental of office space until November 2027. Annual minimum lease payments for the next three years are as per the table below. In addition, the Institute is responsible for its share of annual operating costs which are approximately \$54,694 per year.

	Premises
2025	\$ 42,630
2026	42,630
2027	39,078
	\$ 124,338

The Institute has signed contracts with various venues for the upcoming conferences. At December 31, 2024, the Institute was committed to pay an additional \$40,000 (2023: \$40,000) under these contracts, of which 50% will be covered by the Institute and 50% will be covered by the co-hosting Provincial and Territorial Institute and Association ("PTIA") and is sitting in deferred revenues at December 31, 2024.

### 7. Changes in non-cash working capital balances

Changes in non-cash working capital balances have provided (used) cash as follows:

	2024	2023
Accounts receivable	\$ 61,900	\$ (246,355)
Government remittance receivable	(7,711)	4,842
Prepaid expenses	(139,294)	12,349
Accounts payable and accrued charges	72,359	29,122
Government remittance payable	(52,858)	52,858
Deferred fees	(221,609)	247,508
	\$ (287,213)	\$ 100,324

### 8. Credit facility

During the year, the Institute had VISA Business credit available to a maximum of \$37,500 (2023: \$42,500). At December 31, 2024, there was \$10,081 (2023: \$23,685) outstanding under this facility and included in accounts payable and accrued charges on the statement of financial position.

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

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### 9. Related entity transactions

During the year, the membership of the Institute paid a levy to the CIP-PSTF, an organization with common management and control, of \$Nil (2023: \$13,500), made a donation of \$46,000 (2023: \$6,000), paid expenses on behalf of CIP-PSTF of \$6,810 (2023: \$19,794), and charged volunteer time of \$1,397 (2023: \$Nil). At year-end, there is \$40,587 (2023: \$Nil) owing to CIP-PSTF included in accounts payable and accrued charges. These transactions are made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Professional Standards Committee for the Planning Profession of Canada (the "SC") was a joint policy-making body with responsibility to set standards as well as the oversight, maintenance, and revision for the planning profession's certification, accreditation and ethical standards. The SC was not incorporated, and disbanded in 2024. The Institute previously represented by 1 of 7 members of the SC, and served as the SC's secretariat by providing administration, financial management, communications and meeting coordination services.

At December 31, 2024, the SC had excess of funds collected over expenses of \$Nil (2023: \$20,081). This included deferred fees and represented cash that was restricted for the use of the SC's activities. During the year, the Institute had the following transactions with the SC:

- Contributed \$3,602 to the SC (2023: \$7,005); and,
- Charged \$Nil for services performed for the SC (2023: \$4,990).

The Standards Advisory Committee (the "SAC") is a joint policy-making body which was created in 2024 to takeover the responsibilities previously carried on by the SC. The Institute contributes one member to the SAC who is not already a member of the Board of Directors. The Institute's financial responsibility to the SAC is to cover 100% of the expenses incurred by the committee, of which 25% is contributed by the Institute and 75% is contributed by the PTIA's as a part of the signed service agreements.

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

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### 10. Financial instruments

#### Risk and concentrations

The Institute is exposed to various risks through its financial instruments. The following analysis provides a measure of the risk exposures and concentrations at the statement of financial position date, December 31, 2024.

#### Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Institute's main credit risks relate to its accounts receivable. At December 31, 2024, approximately 92% of total accounts receivable is due from the Planning Institute of British Columbia, a longtime member of the Institute and no history of collection issues. It is management's opinion that there has been no change in credit risk since December 31, 2023.

#### Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Institute is exposed to this risk mainly in respect of its accounts payable and accrued charges and its ability to provide activities related to its deferred fees. It is management's opinion that there has been no change to liquidity risk from December 31, 2023.

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk, and other prices risk. The Institute is mainly exposed to interest rate and other price risk.

#### Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Institute is exposed to interest rate risk on its short-term investments. It is management's opinion that there has been no change to interest rate risk from December 31, 2023 given the composition of events has remained consistent.

#### Other price risk

Other price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Institute is exposed to other price risk through its investments in quoted shares. It is management's opinion that there have been no change to other price risk since December 31, 2023.

# CANADIAN INSTITUTE OF PLANNERS

## Notes to the Financial Statements

December 31, 2024, with comparative figures for 2023

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### 11. Unrestricted and internally restricted reserves

The Institute maintains various reserves as described below.

Unallocated surplus represents the result of operations. The entirety of excess revenues over expenses are initially allocated to this reserve.

The Operating Reserve is an unrestricted reserve intended to protect the Institute against extraordinary events through internally sourced funding for situations such as a sudden increase in expenses, one-time unbudgeted expenses, and unforeseen events. The reserve is funded with unallocated surplus. In addition, the Board of Directors may direct a specific source of revenue to be set aside for this fund.

The Opportunity Reserve is an internally restricted reserve intended to provide the Institute with the flexibility to pursue an opportunity or need that furthers the mission of the Institute. The Opportunity Reserve is also intended as a source of internal funds for organizational capacity building such as staff development, market research, or investment in infrastructure that will build long-term capacity.

The Legal Reserve is an internally restricted reserve established to mitigate the contingent liability associated with litigation, defence, or representation for the Institute in any significant legal action or dispute, not including normal operational legal expenses. Unless otherwise instructed by the Board of Directors, significant is defined as having, or likely to have influence or effect equal to or greater than five percent of the prior year excess of revenues over expenses as reported on the annual financial statements.

Both the Opportunity Reserve and the Legal Reserve are funded with special designations made by the Board of Directors from unallocated surplus.



## **Proposed Bylaw Amendments**

The CIP Board of Directors has been exploring options for building succession planning into its Officers model. The Officers, who must be Directors, comprise the President, Vice-President, and Treasurer. With the exception of the Student Director, Directors have three-year terms, renewable once, to a maximum of six years. Officers have two-year terms, renewable once, to a maximum of four years. There is no automatic succession established between the Officer roles, and Officers' terms can end at the same time.

At its March 20, 2025 meeting, the Board decided to propose creating a formal Past President role for the immediately preceding President. This would be an ex-officio role and not an Officer position. The Past President would attend Board meetings at the discretion of the Board, and the Board would establish any other duties. This approach was selected by the Board because it provides for succession planning, it aligns with the term lengths for Directors and Officers, and it is consistent with the Canada Not-for-profit Corporations Act and the Canada Not-for-profit Corporations Regulations that apply to CIP.

The following amendments to CIP's Bylaw No. 1 (the bylaws) were prepared by a legal consultant and are being recommended for adoption to the membership by the Board of Directors.

Amendments include:

- Addition of "Past President" in the Definitions section (1.1)
- Update to "Officer" in the Definitions and Officers section (1.1, 7.1)
- Addition of clarifying language regarding Officer terms (7.3)
- Addition of "Past President" in Officers section (7.4)
- Addition of "Past President" in Method of Giving Notice (9.1)
- Deletion of certification language in Effective Date section (12) (this doesn't form part of the actual bylaws but rather is the certification of their approval after the fact)
- Change from "Executive Director" to "Chief Executive Officer" throughout the bylaws (for housekeeping)
- Deletion of references to the appointment of a CEO being optional throughout (for housekeeping)

In summary, the ex-officio role of Past President:

- Will be filled by the immediately preceding President and their term will last until the following President is elected
- Will not be an Officer
- Will not have the right to vote at Board meetings, unless they are still a Director



**CIP•ICU**

Canadian Institute of Planners  
Institut canadien des urbanistes

## Bylaw No. 1

~~June 19, 2017~~  
XX, 2025



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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 – 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) "Candidate" is an individual who has been approved as such by a PTIA program or equivalent program;
- 6) "CIP" means the Canadian Institute of Planners/ Institut canadien des urbanistes;
- 7) "days" means calendar days;
- 8) "Director" means a Director of the Board of the Institute;
- 9) "~~Executive Director~~Chief Executive Officer" means the senior staff person appointed by the Board to manage the Institute;
- 10) "FCIP" means Fellow, Canadian Institute of Planners;
- 11) "FICU" means Fellow de l'Institut canadien des urbanistes;
- 12) "ICU" means the Institut canadien des urbanistes/Canadian Institute of Planners;
- 13) "Institute" means the Canadian Institute of Planners/ Institut canadien des urbanistes;
- 14) "LPP" means a Licensed Professional Planner or equivalent fully certified member as conferred by a PTIA;
- 15) "MCIP" means Member, Canadian Institute of Planners;
- 16) "MICU" means membre de l'Institut canadien des urbanistes;
- 17) "meeting of members" means the annual general meeting of members or a special meeting of members;
- 18) "Officer" means a Director elected, or in the case of the ~~Executive Director~~Chief Executive Officer, a staff person appointed by the Board, to perform specific duties but which for greater certainty does not include the Past President;
- ~~19)~~ "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- ~~19)~~20) "Past President" means the person who is the immediate past President and who is no longer serving as President, regardless of whether they are a Director;
- ~~20)~~21) "Pre-Candidate" means an individual who has been approved as such by a PTIA program or equivalent for the purposes of accumulating the necessary experience to qualify for Candidate status;

~~24)~~22) "President" means the Officer 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;

~~22)~~23) "PTIA" means a Provincial, Regional or Territorial Institute or Association that regulates the planning profession provincially or regionally;

~~23)~~24) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

~~24)~~25) "RPP" means a Registered Professional Planner or equivalent fully certified member as conferred by a PTIA;

~~25)~~26) "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;

~~26)~~27) "special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;

~~27)~~28) "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;

~~28)~~29) "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~~Chief Executive Officer, 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 – 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**

The following individuals are eligible to become Voting Members:

- 1) Individuals who are actively involved in either, practicing, studying or engaged in activities related to the profession:
  - (a) as an RPP, LPP, or equivalent fully certified member residing in Canada; or
  - (b) as an equivalent fully certified planner residing outside of Canada; or
  - (c) into the Candidate or pre-Candidate program or equivalent working towards full certification; or
  - (d) as a student member, and who is enrolled in an accredited university planning program.

**2.3 Rights of Voting Members**

- 1) The term of membership of a Voting Member shall be annual, subject to renewal in accordance with the policies of the Institute.
- 2) 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.
- 3) 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) 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.

**2.6 Title Rights**

- 1) Only those persons meeting the requirements of Article 2.2 (1a) of these bylaws, may use in connection with their names the title of "Member of the Canadian Institute of Planners", "MCIP", "Membre de l'Institut canadien des urbanistes", or "MICU".

- 2) Only those persons meeting the requirements of Article 2.2 (1b) of these bylaws, may use in connection with their names the title of "Member of the Canadian Institute of Planners, International", "MCIP-I", "Membre de l'Institut canadien des urbanistes international", or "MICU-I".
- 3) Only persons who have been or are hereafter admitted to the College of Fellows of the Canadian Institute of Planners may use the title of "Fellow of the Canadian Institute of Planners", "FCIP", "Fellow de l'Institut canadien des urbanistes", or "FICU".
- 4) CIP reserves the right to establish additional criteria for variations of the MCIP/MICU and FCIP/FICU titles, including those developed for honorific purposes. These requirements will be established by the Board of Directors.

## **2.7 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.

## **2.8 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.

## **2.9 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 – 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 – 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 – 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 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~~ Chief Executive Officer, 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 – OFFICERS AND PAST PRESIDENT

### 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~~ Chief Executive Officer shall be appointed by the Board, if one is to be appointed. For greater certainty, the Past President is not an Officer.

### 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~~ Chief Executive Officer 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~~ Chief Executive Officer 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~~ Chief Executive Officer 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. At the end of their term, Officers, with the exception of the Chief Executive Officer, may stand for and be re-elected by the Board to one additional two-year term, to a maximum of four consecutive years.

- 2) An Officer shall cease to be an Officer if removed by special resolution of the Board.

### 7.4 Past President

- 1) The immediately preceding President, who is no longer serving as President, shall be deemed to be the Past President, without need for further election or appointment to that position, and shall serve in that position until such time as the then current President ceases to be President.

- 2) The Past President, is not, by virtue of serving in that position, an Officer or Director, provided that such person may nonetheless be a Director if otherwise elected as such pursuant to these bylaws.

2) \_\_\_\_\_

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3) The Past President shall be entitled to receive notice of, attend and participate in all meetings of the Board but shall, in that capacity, have no vote at such meetings, provided that the Board may determine, in its discretion, that the Past President may not attend one or more meetings of the Board.

4) The powers and duties of the Past President, if any, shall be determined by the Board from time to time.

## 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, the Past President, 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.