

By-law No. 1 (the “**General By-law**”) relating to the conduct of the affairs of

Association of Canadian Safety Professionals

(The "**Corporation**")

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As amended and restated November, 2017

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

Association of Canadian Safety Professionals

(The "**Corporation**")

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

1.1 Definitions

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

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

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

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

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

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

"**Ordinary resolution**" means a resolution passed by a majority of the votes cast on that resolution

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

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

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

1.2 Interpretation

In the interpretation of this by-law or another by-law of the Corporation, 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.

Other than as specified in this by-law or another by-law of the Corporation, words and expressions defined in the Act have the same meanings when used in the by-laws.

1.3 Corporate Seal

The Corporation 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 secretary of the Corporation shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.5 Financial Year

The financial year end of the Corporation shall be determined by the Board.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.7 Annual Financial Statements

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

2. Corporation's Membership

In accordance with the Articles, there are three classes of members in the Corporation, Class A members, Class B members and Class C members.

Class A Members

1. Subject to the additional provisions in the Articles, Class A voting membership shall be available to individuals who have applied and have been accepted by the resolution of all of the directors who have been elected to the Board by the Class A voting members.
2. There are no qualifications or policies for Class A membership.
3. The term of membership of a Class A voting member shall be ongoing, and not subject to renewal.
4. As set out in the Articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
5. As set out in the Articles, the Class A voting members shall vote together with the Class B members, except that (per the Articles) the Class A members shall vote separately from the class B members in the election of three or four directors.

Class B Members

1. Class B voting membership shall be available to individuals or organizations who have applied and have been accepted by the Board for Class B voting membership in the Corporation.
2. The Board may establish qualifications and policies for Class B membership in a policy passed by resolution of the Board.
3. The term of membership of a Class B voting member shall be ongoing, but may be subject to renewal (if the Board establishes conditions for renewal).
4. As set out in the Articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B voting member shall be entitled to one (1) vote at such meetings.
5. As set out in the Articles, the Class B voting members shall vote together with the Class A members except that (per the Articles) the Class B members shall vote separately from the class A members in the election of one, two or three directors.

Class C Members

1. Class C non-voting membership shall be available only to individuals who have applied and have been accepted by the Board for Class C non-voting membership in the Corporation. However, the Board may delegate the decision whether or not an individual is accepted into membership, including whether the individual meets the qualifications that have been established, to one or more officers.
2. The Board may establish qualifications and policies for Class C membership, including Class C membership dues (see s. 3.2) in a policy passed by resolution of the Board.
3. The term of membership of a Class C non-voting member shall be ongoing, but may be subject to renewal on a periodic or other basis as provided in a policy passed by resolution of the Board.

4. Subject to the Act and the Articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Articles or the by-laws concerning the terms and conditions of membership, including to create a new class of members. Also, pursuant to subsection 199(1) (Class Vote) of the Act, but subject to the additional provision in the Articles, the Class C members may be entitled to vote separately as a group on a proposal to make an amendment to the rights or conditions attached to Class C membership.

3. Membership Conditions

3.1 Membership Transferability

A membership may only be transferred to the Corporation.

3.2 Class C Membership Dues

Class C members shall be notified in writing of the membership dues (if any) at any time payable by them at least sixty (60) days before they are due. If any dues are not paid by a Class C member by the later of the due date or three (3) calendar months after the membership renewal date, the member in default shall then automatically cease to be a Class C member of the Corporation.

3.3 Termination of Membership

A Class A membership in the Corporation is terminated when:

- the member dies or resigns;
- the membership is terminated in accordance with the Act or the Articles, or otherwise under this By-law; or
- the Corporation is liquidated and dissolved under the Act.

A Class B or Class C membership in the Corporation is terminated when:

- the member dies or resigns;
- the member fails to maintain any qualification for membership or fails to renew his/her membership, as described in the by-laws or in a policy passed by resolution of the Board (and the member has received adequate notice of such failure and has been given an opportunity to address it) – and in the case of a Class C member, the member fails to pay the membership dues required (see s. 3.2);
- the member's term of membership (if any) expires;
- the member is expelled or the membership is otherwise terminated in accordance with the Act, the Articles or this By-law; or
- the Corporation is liquidated and dissolved under the Act.

3.4 Effect of Termination of Membership

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

3.5 Discipline of Class C Members

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

1. violating any provision of the Articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation, including detrimental to the reputation and/or standards of the Corporation, as determined by the Board in its sole discretion; or
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation

3.6 Written Notice of Discipline

In the event that the Board determines that a Class C member should be expelled or suspended from membership in the Corporation, the executive director, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the executive director, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the executive director, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4. Voting Members Meetings

4.1 Notice of Members' Meeting

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

- by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.2 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with Section 167 of the Act on the written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.3 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Corporation 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 Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

4.4 Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

4.5 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless it is otherwise provided by ordinary resolution of the members present at the meeting.

4.6 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.7 Persons Entitled to be Present at Members' Meetings

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 (if any) of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members entitled to vote.

4.8 Chair of Members' Meetings

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

4.9 Quorum at Members' Meetings

A quorum at any meeting of members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.10 Votes to Govern at Members' Meetings

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

4.11 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.12 Members' Meeting Held Entirely by Electronic Means

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

5. Corporation's Board of Directors

5.1 Number of Directors

- The Board shall consist of the number of directors specified in the Articles, being a minimum of three (3) and a maximum of seven (7).
- To meet the requirement for a 'soliciting corporation', the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.2 Term of Office of Directors

- The directors shall be elected to hold office for the term as specified at the time of their election (but in any case the term shall expire not later than the close of the fourth annual meeting of members following the election)
- It is not necessary that all directors elected at a meeting of members hold office for the same term.

5.3 Election of Directors (and Filling Vacancy)

- Class A Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect three (3) or four (4) directors as provided in the Articles, to hold office for a term as specified at the time of their election (see s. 5.2).
- Class B Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect one (1), two (2) or three (3) directors as provided in the Articles, to hold office for a term as specified at the time of their election (see s. 5.2).
- Where a vacancy occurs among the directors elected by the Class A members, then the Class A members shall vote to fill the vacancy. And where a vacancy occurs among the directors elected by the Class B members, then the Class B members shall vote to fill the vacancy.
- A voting member of the Corporation may be a director, but a director is not necessarily required to be a voting member.

5.4 Honorarium and Reimbursement of Directors

- The Board may pay an honorarium to the directors, and reimburse the directors for expenses they incur, in connection with their attendance at meetings of the Board.
- Also the Board may pay the directors remuneration, and reimburse the directors for expenses they incur, in connection with services they provide to the Corporation in a capacity other than as directors.
- And the Board may reimburse a director, an officer or an employee for expenses they incur on behalf of the Corporation as a director, an officer or an employee.

5.5 Removal of Directors

- A director elected by class A members may only be removed an ordinary resolution of Class A members.
- A director elected by class B members may only be removed by an ordinary resolution of Class B members.

5.6 Statement of Directors

Subject to this by-laws, a director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a meeting is called for that purpose.

5.7 Duties of Directors

Standard of care (148(1))

1. Every director of the Corporation in exercising their powers and discharging their duties shall

- act honestly and in good faith with a view to the best interests of the Corporation; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Duty to comply (148(2))

1. Every director of the Corporation shall comply with the Act, the Articles and the By-laws.

5.8 Insurance (151)

The Corporation shall purchase and maintain insurance for the benefit of its directors, officers, employees and other workers against any liability incurred by the individual: (a) in the individual's capacity as a director or an officer, or (b) in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

6. Disclosure of Interest

6.1 Conflicts of Interest

- If a director, officer or member has a financial or personal interest in any matter coming before the Board, the affected person shall
 - a) fully disclose the nature of the interest; and
 - b) withdraw from discussion, lobbying, and voting on the matter.
- Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so.

- The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

7. Meetings of Board of Directors

7.1 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) directors at any time; provided that for the first organizational meeting following incorporation, such meeting may be called by any director or incorporator.

7.2 Notice of Meeting of Board of Directors

- Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this By-law to every director of the Corporation not less than fifteen (15) days before the time when the meeting is to be held.
- Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.3 Regular Meetings of Board of Directors

- The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.
- A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed.

7.4 Votes to Govern at Meetings of the Board of Directors

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

7.5 Committees of Board of Directors

- The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes with such powers as the Board shall see fit.
- Such a committee or advisory body may be composed only of directors, or of both directors and individuals who are not directors.

- Any such committee or advisory body may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.
- Any member of such committee or advisory body may be removed by resolution of the Board of directors.

8. Corporation's Officers

8.1 Appointment of Officers

The Board may designate the offices of the Corporation, appoint officers and specify their duties, and fix their reasonable remuneration.

- Directors may delegate to such officers the power to manage the affairs of the Corporation. The directors shall determine the remuneration of the officers.
- A director may be appointed to any office of the Corporation. An officer may, but need not be, a director. (142)
- Two or more offices may be held by the same person.(142)
- A voting member may be appointed to any office of the Corporation. An officer may, but need not be, a voting member.
- A director, an officer or a member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity.(143 (2))

8.2 Description of Offices

The offices of the Corporation (if designated and if such officers are appointed) shall have the following duties and powers associated with their positions:

- a. Chair of the Board –
 - The chair of the Board shall be a director.
 - The chair of the Board shall, when present, preside at all meetings of the Board and of the members.
 - The chair shall have such other duties and powers as the Board may specify
- b. Vice-Chair of the Board –
 - The vice-chair of the Board, if one is to be appointed, shall be a director.
 - If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members.
 - The vice-chair shall have such other duties and powers as the Board may specify.
- c. Executive Director –
 - The executive director shall be the chief executive officer of the Corporation

- Shall be responsible for developing and implementing the strategic plans and policies of the Corporation.
 - The executive director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- d. Secretary –
- The secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board.
 - The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
 - He/she shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees.
 - The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. Treasurer –
- The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation.
 - The treasurer shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
 - The treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and he/she shall render to the Board (at the regular meeting of the Board or whenever the Board requires it) an accounting of all the transactions and a statement of the financial position of the Corporation.

8.3. Removal of Officers

The Board may remove an officer of the Corporation, if the officer

- violates any provision of the Articles, By-laws, or written policies of the Corporation;
- carries out any conduct which may be detrimental to the Corporation, including detrimental to the reputation and/or standards of the Corporation, as determined by the Board in its sole discretion.

8.4 Vacancy in Office

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

An officer if removed shall hold office until the earlier of the officer's successor being appointed.

9. Method of Giving Notice

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

- 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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person, at such person's recorded address by prepaid ordinary or air mail;
- 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.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10. Omissions and Errors

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

11. Mediation and Arbitration

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

12. By-laws and Effective Date

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. However, the By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act, because such By-law amendments or repeals are only effective when confirmed by the members.

CERTIFIED to be By-law No. 1 of the Corporation, the General By-law, as approved by the Board as of the 10 day of November, 2017, and confirmed by the voting members of the Corporation on the 10 day of November, 2017.

DATED the 10 day of November, 2017