Human Resources
Professionals
Association

HUMAN RESOURCES PROFESSIONALS ASSOCIATION OF ONTARIO

A Corporation established under the provisions of the *Human Resources Professionals Association of Ontario Act, 1990* (S.O. 1990, c.Pr28)

AMENDED AND RESTATED BY-LAWS

PREAMBLE

The Objects of the Association are:

To establish and encourage the acceptance and maintenance of uniform province-wide standards of knowledge, experience and ethics for all persons engaged in the field of Human Resources Management;

To promote and further the education and improve the competence of persons engaged in Human Resources Management by granting registration and Membership to persons who meet the standards of the Association;

To hold examinations and prescribe tests of competency deemed appropriate to qualify Membership in and certification by the Association;

To maintain discipline among Members of the Association;

To provide a medium for communication and exchange of information, knowledge and ethical standards for those persons engaged in the field of Human Resources Management;

To sponsor, encourage and promote liaison with other individuals, associations and groups engaged in similar or related fields of activity;

To promote the interests of the Association.

(s. 2, *Human Resources Professionals Association of Ontario Act, 1990*)

SECTION 1 - INTERPRETATION AND DEFINITIONS

1.1 Definitions

"Acclamation Date" shall mean the date upon which Directors are acclaimed as such pursuant to section 9.9, which date shall be the same as the Date of Mailing;

"Act" means the Human Resources Professionals Association of Ontario Act, 1990;

"Annual General Meeting: means the Annual General Meeting of the Association held pursuant to section 7.1;

"Association", "HRPA" or "HRPAO" means the Human Resources Professionals Association of Ontario, established under the Act;

"Board" means the Board of Directors of the Association;

"By-Laws" means the By-Laws of the Association as established hereunder;

"Candidate" means a Nominee who has been approved as a Candidate for election to the Board pursuant to section 9.5;

"Chapter" means an organization of Members who have applied for and have been granted recognition as a chapter in accordance with the By-Laws and such criteria as the Board may establish; and for greater certainty, includes those Chapters identified in section 6.1

"Date of Mailing" means the date on which ballots for the election of Directors are sent to each Member in accordance with section 9.5;

"Days" means calendar days;

"Director" mean a Member of the Board as elected or appointed pursuant to section 9;

"External Director" means a Director appointed pursuant to section 8.5;

"Member" means an individual who is admitted as a Member of the Association in the categories and according to the criteria established by these By-Laws;

"Member Director" means a Member Director elected pursuant to section 8.2;

"Nominee" means a person who submitted a written application to be considered as a Candidate for election to the Board pursuant to section 9.5;

"Officers" means the Officers set out in section 10.1;

"Public Representative" means a Director appointed pursuant to section 9.15 and 9.16;

"Registrar" has the meaning set out in section 3(8) of the Act and section 10.5 of these By-Laws;

1.2 "Days" does not include the first day, but includes the last day. If a prescribed day falls on a holiday or a weekend, the next following business day is the relevant day.

1.3 Gender and Case

Words importing the singular number include the plural and vice versa; words importing gender include all genders; and references to persons may include individuals, corporations, partnerships, trusts, and unincorporated organizations.

SECTION 2 – CORPORATE OFFICE, SEAL, AND ASSOCIATION YEARS

2.1 Registered Office

The registered office of the Association shall be located in the City of Toronto, or such other location as the Board may determine.

2.2 Seal

The seal of the Association shall be in such form as the Board may determine and shall contain the words “Human Resources Professionals Association of Ontario”.

2.3 Membership Year

The Association’s “Membership Year” shall be from 1 June in one year to 31 May in the year following.

2.4 Fiscal Year

The Association’s “Fiscal Year” shall be from 1 December in one year to 30 November in the year following.

SECTION 3 – CODE OF ETHICS, RULES OF PROFESSIONAL CONDUCT, STANDARDS OF PRACTICE

3.1 The Board shall establish a Code of Ethics, Rules of Professional Conduct and Standards of Practice for regulating and governing the conduct and competency of Members.

3.2 Members shall, as an obligation of Membership, abide by any such Code of Ethics, Rules of Professional Conduct and Standards of Practice as the Board may establish.

3.3 The Code of Ethics, Rules of Professional Conduct and Standards of Practice shall be published in such a manner so that they are brought to the attention of all Members.

SECTION 4 – MEMBERSHIP CATEGORIES AND CRITERIA

4.1 Membership Categories

The following are the categories of voting Members:

(a) Fellow;

(b) CHRP;

(c) SHRP;

Practitioner Members in these categories shall have the right to vote at all meetings of Members of the Association and shall have such other privileges of Membership as the Board may determine or as set out in these By-Laws.

4.2 The following are the categories of non-voting Members:

(a) General;

(b) Student.

(c) Allied Professional

(d) HR IEP

Members in these categories shall not have the right to vote at meetings of the Members of the Association. They shall have such other privileges of Membership as the Board may determine or as set out in these By-Laws.

4.3 The Association shall grant Membership to every person who applies in accordance with the By-Laws and who:

(a) Is of good character;

(b) Has met the criteria for the category of Membership to which the person has applied;

(c) Has agreed to abide by the Code of Ethics, Rules of Professional Conduct and Standards and Guidelines of Practice, or any other criteria as established by the Association, as applicable.

(d) If living or working in Ontario, is a Member of a Chapter.

4.4 Fellow

In exceptional circumstances, the Board may designate, by a two-thirds vote, as a Fellow those CHRP or SHRP Members who are deemed to have made outstanding contributions to the profession according to such criteria as the Board may establish. A Fellow may use the initials FCHRP to indicate their professional standing. There shall be no annual Membership fees applicable to this class of Membership.

4.5 Certified Human Resources Professional

A Member who meets the criteria established by the Board may be granted the designation of Certified Human Resources Professional and may use the initials CHRP to indicate their professional standing.

4.6 Senior Human Resources Professional

A Member who meets the criteria established by the Board may be granted the designation of Senior Human Resources Professional and may use the initials SHRP to indicate their professional standing.

4.7 Practitioner

A Member who is actively engaged in obtaining the CHRP designation and who is employed in a human resources functional area may be admitted to the category of Practitioner in accordance with the criteria established by the Board.

4.8 Student

A Member who is enrolled in HRPA-approved courses on a full-time or part-time basis and who is not employed in a human resources functional area on a full-time basis may be admitted to the category of Student Member in accordance with the criteria established by the Board.

4.9 General

An individual who is involved in human resources management in some capacity, such as a lawyer, consultant, line manager, academic, and who has an interest in the profession and who does not qualify for any other category may be admitted to the category of General Member in accordance with the criteria established by the Board.

4.10 Honorary Life Member

The Board may also appoint Honorary Life Members in any category, Members who have made significant contributions to the Association in accordance with the criteria established by the Board. There shall be no annual Membership fees applicable to this class of Membership.

4.11 Allied Professional

An individual who is a current Member of a regulated profession listed in Schedule 1 of the *Fair Access to Regulated Professions Act* and any other professional bodies as the Board may approve at its sole discretion from time to time may be admitted to the category of Allied Professional. Allied Professional Members must provide proof of their professional status and good standing with their professional body.

4.12 HR IEP

A Human Resources Internationally Educated Professional (HR IEP) is an individual who:

(a) obtained their professional education or professional experience from an accredited academic institution or an analogous corporate body outside the boundaries of Canada,
(b) has worked in human resources in a professional capacity for 2 of the past 5 years, and
(c) has obtained permanent residency status in Canada within the past 24 months,

may be admitted to the category of HR IEP.

The HR IEP must provide proof of the foregoing with their Membership application. The HR IEP Membership category provides a one-year bridge during which time the individual has the opportunity to establish themselves in the Ontario HR community. After the 12-month period, the Membership expires and the individual must renew at a prorated rate for one of the other voting or non-voting Membership categories if he or she wishes to remain a Member.

4.13 Member in Good Standing

In order to be admitted and continued in any category, a Member must have paid the applicable fees and must not have their Membership revoked or under suspension.

4.14 Application for Re-instatement

Any person whose Membership in the Association has been revoked or suspended, or who has resigned, or whose Membership has lapsed may apply in writing for reinstatement of Membership in accordance with any regulations that the Board may establish for such reinstatement. Reinstatement of Membership after it has been revoked, cancelled or suspended does not automatically reinstate the Member to the CHRP or SHRP designation.

4.15 Membership fees

The Board shall determine the annual Membership fees applicable to each category of Membership.

4.16 Failure to pay fees

Failure to pay Membership fees within the time frame prescribed by the Board may be sufficient cause for the Registrar to recommend to the Board the suspension or cancellation of Membership in accordance with such procedures as the Board may determine.

4.17 Cancellation of Membership

(a) The Board may, in its discretion, cancel the Membership of any Member who abuses the privileges of Membership by inappropriate use of the Membership Directory or any other Association material or by inappropriate activities involving the solicitation of business.

(b) The Board may, in its discretion, accept or reject the resignation of any Member.

SECTION 5 – REGISTER

5.1 Register

The Registrar shall keep a register in which shall be entered the names of all Members of the Association, their category and their status.

5.2 Inspection of Register

The Register shall be open to inspection by the public at the head office of the Association during normal business hours. Subject to any statutory requirements, access may be in such manner as the Registrar determines.

SECTION 6 – CHAPTERS

6.1 Structure

Until otherwise determined by By-law, the Membership of the Association will be divided into Chapters as follows

Chapter	*Boundaries of Geographical Area*
Algoma	
Barrie and District	
Brockville and District	
Durham	
Grand Valley	
Grey Bruce	
Guelph and District	
Halton	
Hamilton	
Kent	
Kingston District	
London and District	
Niagara	
North Bay	
Northumberland	
Northwestern Ontario	

Ottawa	
Peel	
Peterborough	
Quinte	
Sarnia and District	
Stormont, Dundas and Glengarry	
Sudbury	
Timmins and District	
Toronto	
West Toronto	
Windsor and District	
York Region	

6.2 Chapter Bound

A Chapter however and whenever constituted:

(a) shall be in all respects a local entity of the Association;
(b) shall be bound by the Objects of the Association;
(c) shall be subject to and abide by (to the extent applicable) all of the By-laws and other Codes, Rules, Regulations, and Standards of Practice of the Association as determined by the Association from time to time.

6.3 Chapter Obligations

A Chapter shall:

(a) adopt by-laws that are as nearly as possible the same as the By-laws of the Association, and to provide certified copies thereof, forthwith after enactment, to the Association;
    (i) provided that the Board of Directors of the Association shall have the right to require such reasonable changes to such Chapter by-laws as the Board of Directors consider necessary to ensure uniformity and consistency within the Association;
(b) adopt a Membership year that is identical to the Membership year established by the Association;
(c) provide to the Association, promptly after receipt, full and complete copies of all applications for Membership and for Membership renewal that the Chapter receives directly;
(d) remit to the Association, immediately after receipt, Association Membership fees that the Chapter receives directly and
(e) within ninety days after the end of each fiscal year of the Association, deliver a copy of audited or unaudited financial statements of the Chapter, (to include balance sheet, statement of income and expenses, and such other relevant statements as the auditors of the Association may require), signed by the auditor and the principal officer of the Chapter, covering the twelve month period ending on the last day of the relevant fiscal year of the Association;

6.4 Chapter Name

Chapters shall be named and shall identify themselves as either: “The Human Resources Professionals Association, [geographic name] Chapter” OR “[Geographic name] Chapter of the Human Resources Professionals Association (hereinafter called “the Chapter”) and shall carry on all of its activities under whichever of such names the Chapter has selected

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6.5 Establishment of new Chapter

Upon written application of 25 voting Members who request the establishment of a new Chapter, the Board, may by Bylaw approve such establishment provided the application fulfills such criteria as the Board may determine. The criteria shall include a requirement that the organization of Members agree to promote the objectives of the Association.

6.6 Association Right

Should a Chapter at any time after its creation, fail to comply with the requirements of this and all other By-laws of the Association, or otherwise, for just and sufficient cause, the Association may terminate, curtail, dissolve the Chapter, or otherwise intervene to protect the interests of the Association, its Members or both

6.7 Dissolution of Chapter

A Chapter which wishes to dissolve shall convene a General Meeting upon giving 30 calendar days' notice to the Chapter Members and to the Association Board of Directors The meeting shall consider, among other things, resolutions to:

(a) Dissolve the Chapter;

(b) Amalgamate with another Chapter;

Either decision by the Chapter must be subsequently approved by the Association Board of Directors.

6.8 Chapter Membership Limited

Membership in a Chapter shall be confined to persons in the Membership categories defined in the Association's By-laws who are in good standing, and who have their residence, educational institution or principal place of business within the boundaries of the geographical area of that Chapter;

(a) Provided that Members shall have the right to hold Chapter Membership in more than one Chapter but shall have their primary Chapter within the Region of their respective primary residence, educational institution or principal place of business.

6.9 Rights and Obligations of Chapter Members

Members of a Chapter shall have rights and obligations in the Chapter that are as nearly as possible the same as the rights and obligations that such Members have in the Association. Without limiting the generality of the foregoing, a Member of a Chapter shall have the right:

(a) to notice of meetings of Members of the Chapter, and to copies of all reports to be considered thereat;

(b) to attend meetings of Members of the Chapter; and

(c) to vote upon all matters that are the subject of a vote at meetings of Members of the Chapter.

6.10 Chapter Presidents Meeting

There shall be a meeting between Chapter Presidents and the Board at least twice annually to discuss matters of interest or concern to the Chapters or the Board. The purpose of the meeting shall be to serve as an interface between the Chapters' volunteer leaders and the Board. In

particular, the meeting will provide strategic input from the Membership to the Board and feedback from the Board to the Membership. The meetings shall be co-chaired by the HRPA Chair or a designate from the Board and a Chapter President.

SECTION 7 – MEETINGS OF MEMBERS

7.1 Annual General Meeting

The Annual General Meeting of Members of the Association shall occur not later than six months after the fiscal year end, at a date, time and place fixed by the Board of Directors.

7.2 Purpose

The purpose of the Annual General Meeting includes:

(a) Reading the minutes of the previous Annual General Meeting and any subsequent general or special meetings;

(b) Confirm, refer or reject any By-Law passed by the Board;

(c) Receive the audited financial statements;

(d) Appoint the auditor for the coming year;

(e) Receive reports from the Chief Executive Officer and the Chair of the Board on the activities of the Board and Association in the previous year;

(f) Receive a report on the election of Directors;

(g) Address any other matter as the Board determines may be properly brought before the meeting.

7.3 Special General Meeting

A Special General Meeting of the Members of the Association may be convened by the Board at any time with proper notice stating the business to be brought before the meeting. A Special General Meeting shall also be convened by the Board if it receives a petition in writing signed by at least 40 voting Members. At least 20 of those Members must come from one Chapter, and 20 from different Chapters. The petition shall include the resolutions to be discussed at the Special Meeting.

7.4 Notice to Members

The Members of the Association shall be notified of the date, time and place of the Annual General Meeting or a Special General Meeting at least 30 calendar days prior to the date of the meeting, the giving of which shall be in accordance with section 13.1. The notice shall include the agenda of the meeting.

7.5 Chair of the Annual General or Special General Meeting

The Chair of the Annual General or Special General Meeting shall be the Chair of the Association. Unless otherwise determined by vote of the Membership at the meeting.

7.6 Annual General or Special General Meeting Quorum

No fewer than 40 voting Members shall constitute a quorum at any meeting of Members of the Association.

7.7 Errors or Omissions

Errors or omissions in giving notice to any Member shall not invalidate such meeting or make void any proceedings taken at such meeting.

7.8 Voting

All votes cast at an Annual or Special General Meeting shall be by show of hands unless a call for a secret ballot is requested. Any Member in good standing, present and qualified to vote, may request that a matter be dealt with by a secret ballot. The Members present will, by a show of hands, decide whether the voting shall be done by secret ballot. In the event of a tie, the motion is lost.

7.9 Proxy Voting and Secret Ballots

Voting Members may vote by proxy on matters at Annual General, or Special General Meetings.

A proxy form shall be sent out with the notice of the meeting. The form of proxy shall provide means whereby the person whose proxy is solicited is afforded an opportunity to specify that the proxy shall be voted by the nominee in favour of or against, in accordance with such person's choice, each matter or group of related matters identified in the notice of meeting. The proxy may confer discretionary authority with respect to matters as to which a choice is not so specified by such means if the form of proxy or the notice of meeting clearly states in bold-face type how it is intended to vote the proxy in each such case. The proxy may confer discretionary authority with respect to amendments or variations to matters identified in the notice of meeting, or other matters which may properly come before the meeting, provided that the person by whom or on whose behalf the solicitation is made is not aware a reasonable time prior to the time the solicitation is made that any such amendments, variations or other matters are to be presented for action at the meeting, and a specific statement is made in the meeting notice or in the proxy that the proxy is conferring such discretionary authority.

Proxies must be filed with the Secretary no later than 48 hours prior to the meeting for which the proxy has been solicited and shall be filed in such manner as the Board may determine. Proxy and/or secret ballots will be counted by the Chief Executive Officer, under the supervision of the Past-Chair or Chair.

7.10 Rules of Procedure

At any Membership meeting or Board meeting, Robert's Rules of Procedure shall govern.

SECTION 8 – BOARD OF DIRECTORS

8.1 Duties of the Board

The role of the Board of Directors is governance and stewardship of the Association. The Board of Directors is accountable to Members for the management or supervision of those who manage the business and affairs of HRPA.

8.2 Composition of Board

Pursuant to the Act, the Board of Directors shall consist of a minimum of 15 Directors and a maximum of 35 Directors, as the Board may from time to time determine.

The Board of Directors shall consist of:

(a) 15 Member Directors elected from the Membership of the Association. Until changed by resolution of the Board, the number of Member Directors to hold office immediately following passage of this By-Law shall be 15 Member Directors,

(b) At least one public representative as appointed by the Board, as provided for in section 9.15 of these by-laws, and

(c) Up to five External Directors, as provided for in section 9.16 of these by-laws.

8.3 Meetings of the Board of Directors

The Board shall meet at least four times per year, on such dates and at such times as fixed by the Chair. Any five Member Directors may call a meeting of the Board.

8.4 Notice of Board Meetings

Notice of Board meetings shall be given to each Director by one of the following methods:

(a) by telephone, facsimile, email or other electronic method not less than two (2) days before the meeting is to take place; or

(b) by prepaid letter post not less than five (5) days before the meeting is to take place, the giving of which shall be in accordance with Section 13.1.

The statutory declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

8.5 Quorum

Pursuant to the Act, a quorum for a meeting of the Board shall be a majority of the Directors.

8.6 Attendance at the Board of Directors Meetings

Members in good standing shall have the right to attend Board meetings of the Association upon advising the Secretary of the Board. The Member will not be allowed to attend that portion of a meeting which is declared to be “in camera”.

SECTION 9 – ELECTION OF DIRECTORS

9.1 Qualification of Member Directors

In order to be eligible to be elected as a Member Director, a person must:

(a) Hold a CHRP or SHRP designation;

(b) Be a Member in good standing;

(c) Meet any other criteria as established by the Board, including but not limited to reference checks prescribed by the Board;

(d) Not be the subject of any disciplinary proceedings by the Association;

(e) Not have a finding of professional misconduct, incompetence, with respect to the person in the three years preceding the date of the election;

(f) Reside or work in the Province of Ontario;

(g) Have previous board experience;

(h) Have governance experience; and

(i) Have skills and experience commensurate with the needs of the Board.

9.2 Election and Term of Office

(a) Subject to section 9.2(c), Directors shall be elected by the Members for a three-year term, such term to expire at the third Annual General Meeting following election to the Board. Notwithstanding that election of the Board may occur in accordance with section 9.6, the effective date of election shall be the next Annual General Meeting following the election process set out in this section 9.

(b) Directors shall be eligible for re-election for one additional consecutive three-year term. No person may be elected a Director for more terms than will constitute eight consecutive years on the Board; provided that this section 9.2 shall not apply so as to prevent any person who is the Vice Chair, Chair or Past Chair to continue to serve in those offices for the remainder of the terms set out in sections 9.11, 9.12 and 9.13, respectively. They may stand again for another term providing they have left the Board for as long as they served. They may also stand for a second term in this instance. Any Directors presently serving on the Board will be allowed to serve until the end of their present term at which point, this clause will apply to them

(c) Notwithstanding the provisions of section 9.2(a) and 9.2(b), the person(s) holding the offices of Vice-Chair (for one year), Chair (for two years), and Past Chair (for one year) shall be eligible to hold office as a Director for such additional time as is required to complete the terms of office designated to those offices. In that event, the number of Directors to be elected at an Annual General Meeting may be adjusted to take into account any extended term.

9.3 Nominations

Nominees must be nominated by one Member who is not currently a Director.

9.4 Reference Checks

The Board may prescribe the form and content of, and the standards to be met in conducting, reference checks, including, but not limited to, credit checks and criminal record checks.

9.5 Nomination Procedures

(a) The Chief Executive Officer shall supervise the nomination process;

(b) The nomination and election process shall be conducted in accordance with the following table:

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
1.	The Chief Executive Officer or designate shall provide each Member with a notice of nomination and shall notify each Member eligible to vote of the relevant dates and processes.	On the 1st Friday in October each year or on such other date as may be determined annually by Board
2.	Application of each person for election shall: • be in writing; • include a biographical statement of qualifications; and • reference information prescribed by the Board. The Chief Executive Officer shall forward all properly completed applications to the Board Nomination Committee.	49 days after item 1
3.	Chief Executive Officer will notify Nominees of their eligibility for election based on their application; or their ineligibility for election based on their application.	7 days after item 2
4.	Rejected Nominees re: item 3 may appeal to the Appeals Committee.	7 days after item 3
5.	Appeals Committee shall render its decision re: item 4.	7 days after item 4
6.	Board Nomination Committee will: • notify Nominees of acceptance based on references; or • notify Nominees of rejection based on references.	21 days after item 5
7.	Any Nominee may request the withdrawal of their own name or any Candidate may request the removal of their own name from the ballot.	14 days after item 6
8.	A person who has been rejected re: item 6 may appeal to the Appeals Committee.	7 days after item 6
9.	Appeals Committee shall render its decision on an appeal re: item 8. • If appeal is granted, the Nominee shall be added to the list of Candidates; • If appeal is not granted, the rejected Nominee shall not be added to the list of Candidates.	7 days after item 8
10.	• Announcement of Candidate list by Chief Executive Officer; • Date of Mailing; and • Election voting shall commence.	10 days after item 9
11.	Election voting ends at 5:00 p.m. EST.	39 days after item 10

STEP NO.	STEP	NO. OF DAYS AFTER PREVIOUS EVENT
12.	In years where there is a vote for a Chair Elect, if a Director is elected to this position who is also standing in the Board Director election, the number of Directors to be elected may be one less than the number who's terms are completing. Notification of this will be made in the call for Board Director Nominations and the announcement date of the Directors elected will be made on the later of (a) three days after the Board election process ends or (b), one day after the Chair Elect vote is taken	
13.	Announcement of new Board Members by Chief Executive Officer.	3 days after item 11

(c) The Board Nomination Committee shall ensure that sufficient Candidates are nominated to fill every position. In the event that there are an insufficient number of Candidates for election, the Board Nomination Committee shall recruit potential Directors from the Membership.

9.6 Elections

Where there are more Candidates than there are positions, an election will be held. Elections will be held by means of a ballot which will be sent by the Date of Mailing to every Member qualified to vote.

9.7 Returning Officer and Balloting

The Chief Executive Officer or designate shall act as the returning officer. The deadline date for return of the ballots shall be clearly indicated in the ballot package. Balloting may also occur by electronic means.

9.8 Election Governance

Elections will be governed by these By-Laws, and by such other the election procedures as are approved by the Board of Directors.

9.9 Acclamation

If there is the same number of Candidates as there are vacant positions, the Candidates shall be acclaimed on the Acclamation Date.

9.10 Incomplete Term of a Member of the Board of Directors

If a vacancy occurs at any time among the Directors, the vacating Director shall be replaced for the remainder of the term by:

(a) The next available and eligible runner-up who most recently stood for election or bi-election when the vacancy existed; or

(b) In case there was no available or eligible runner-up, a province wide election shall take place;

(c) The appointed or elected replacement shall hold office for the remainder of the unexpired portion of the term of the vacating Director. Thereafter the replacing Director shall be eligible to be elected a Director in accordance with section 9.2.

9.11 Chair Term of Office

Subject to section 9.13, the Chair shall hold office for a term of two years, to commence at the next Annual General Meeting following the process set out in section 9.13, or until the Chair's successor is elected or appointed in the Chair's stead, and which term shall expire at the second Annual General Meeting following the Chair's appointment.

9.12 Selection of Vice Chair/Past Chair

(a) During the one year period commencing at the adjournment of the Annual General Meeting and ending at the adjournment of the Annual General Meeting next following, the person whose term of office of Chair has ended at the adjournment of the first of such Annual General Meetings shall hold the office of Past Chair; unless otherwise elected or appointed, such person shall cease to hold the office at the end of such one year period;

(b) In the year following the one year period described in subsection 9.12(a), the person elected in accordance with subsection 9.12(c) shall serve as the Vice Chair;

(c) The Vice Chair shall be elected by the Board of Directors at a Board meeting to be called and held between the date of the announcement of the election of Directors set out in step 13 of section 9.5(b) and the date of the Annual General Meeting described in subsection 9.12(a).

9.13 Succession of Vice Chair to Chair

(a) In the year in which the term of office of the Chair expires, the Board shall, at the last Board meeting called and held prior to the Annual General Meeting, consider whether the person who is Vice Chair shall succeed to the office of Chair; in doing so, the Board shall consider the recommendation of the Governance and Nominating Committee whose recommendation shall be made in accordance with the appropriate assessment process established by the Board from time to time; in the event of an equality of votes at such Board meeting on the question, the vote of the then Vice Chair shall not be counted;

(b) If the Board determines that the person who is then the Vice Chair shall succeed to the office of Chair, such person shall take office as Chair at the next Annual General Meeting, and hold office pursuant to section 9.11;

(c) If it is determined that the person who is then the Vice Chair shall not succeed to the office of Chair, the Board shall elect another person to be Chair, and such latter person shall hold office pursuant to section 9.11.

9.14 Incomplete Term of Chair, Vice Chair or Past Chair

(a) If the Chair is unable to complete the term of office of the Chair, the Past Chair or Vice Chair will fill the position for the remainder of that term. The Board of Directors may extend the term of office of the Chair for the year during which such Director would have otherwise become Chair;

(b) If the Vice Chair is unable to complete the term of office of Vice Chair, a new Vice Chair will be elected by the Board from among the Directors;

(c) If both the Chair and the Vice Chair are unable to complete their terms of office during the same year, the Board of Directors shall elect amongst them a new Chair and Vice Chair;

(d) In the event that the Past Chair is unable to complete or assume the term, the position shall remain vacant and their responsibilities will be assigned to other Board Members.

9.15 Public Representatives

The Member Directors shall appoint at least one public representative, who are not Members of the Association, which person or persons shall serve on the Board for a term of two years. A public representative may be re-appointed for one additional term of two years.

9.16 Qualifications of Public Representatives

Public Representatives shall meet the following criteria:

(a) That they, or an immediate member of their family, are not current or previous members of the Association,

(b) That they, or an immediate member of their family, are not current employers or an employee of a Human Resources professional

(c) That they, or an immediate member of their family, are not employees of any certification organization,

(d) That they, or an immediate member of their family, are not employees of any certifying body,

(e) That they, or an immediate member of their family, are not currently deriving, or in the past five years have derived, more than 5% of their total income from the Human Resources management activities,

(f) That they, or an immediate member of their family, have not worked for or provided contract services to the HRPA at any time during the five years preceding their appointment as a public representative

9.17 External Directors

The Member Directors may appoint to the Board up to five External Directors, as determined from time to time by the Board, and who are not Members of the Association, which persons shall serve on the Board for a term of two years. An External Director may be re-appointed for one additional term of two years.

9.18 Qualifications of External Directors

The External Directors shall meet the following criteria:

(a) Previous board experience;

(b) Governance experience;

(c) Skills and experience commensurate with the needs of the Board; and

(d) Any other criteria as established by the Board, including, but not limited to, reference checks prescribed by the Board.

9.19 Ceasing to be a Director

A person ceases to be a Director of the Association upon:

(a) the Director's death;

(b) the Director's resignation;

(c) the Director ceasing to be a Member in good standing; or

(d) if removed pursuant to section 9.20.

When a person ceases to be a Director, the records and materials belonging to the Association shall be returned forthwith.

9.20 Removal of Directors or Officers

(a) In a meeting of the Membership, a Director may be removed, for cause, on a two-thirds vote of eligible voting Members present at the meeting before the expiration of the term of office.

(b) The Chair, the Vice Chair, and the Secretary may be removed from office by a two-thirds vote of eligible voting Members of the Board present at the meeting.

(c) A Director shall be suspended from office, and from fulfilling any official duties, if the said person is under disciplinary investigation.

(d) A Director shall be removed from office where the Director has been found to be in violation of the Board's Code of Conduct or the Directors' Standards of Performance as established by the Board.

9.21 All Members of the Board of Directors in attendance at a Board meeting may vote on all resolutions except as provided below.

(a) If a Member of the Board of Directors has a conflict of interest, direct or indirect, in any matter and is present at a meeting of the Board of Directors, the Director:

(i) shall, prior to any consideration of the matter at the meeting, disclose the conflict of interest; and,

(ii) shall not take part in the consideration or the discussion of, or vote on any question in respect of the matter; and,

(iii) shall not attempt in any way before or during the meeting to influence the voting on any such question; and,

(iv) shall, leave the meeting or the part of the meeting during which the matter is under consideration.

(b) Where the conflict of interest of a Director has not been disclosed as required, by reason of the Director's absence from the meeting, the Director shall disclose the conflict of interest at the first meeting attended by the said Director.

SECTION 10 – OFFICERS

10.1 Officers

In the first year of a Chair's term of office, the Officers of the Association shall be Chair, Past Chair, and Secretary.

In the second year of a Chair's term of office, the Officers shall be Chair, Vice Chair and Secretary.

The Board may name any other Officers as it may choose.

10.2 Duties of Chair

The Chair is responsible for facilitating highly effective performance by the Board of Directors and governance of the Association. The Chair is not an executive and is not responsible for the operational management of any aspect of the Association's business. The Chair is the voice of the Board in communications with the Chief Executive Officer.

10.3 Duties of Vice Chair/Past Chair

The Vice Chair or Past Chair, as the case may be, may assist the Chair and may fulfil the Chair's role as deemed appropriate by the Chair.

10.4 Duties of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board. The Chief Executive Officer shall be the Corporate Secretary of the Association and is responsible for facilitating the highly effective performance of the Association. The CEO is an executive of the Association and as such is responsible for the operational management of any aspect of the Association's business as well as working with the Board to help set the overall strategy for the Association. The Chief Executive Officer is the voice of the HRPA staff in communications with the Board.

10.5 Registrar

The Board shall appoint a Registrar, who is not a Member of the Board, to perform the functions assigned by the Act and the Board of Directors. The Registrar must be a CHRP Member of the Association.

SECTION 11 - COMMITTEES

11.1 There shall be three kinds of committees:

(a) Board committees: membership shall be composed solely of Board Members;

(b) Standing committees: Chairs shall be appointed from Board Members;

(c) General committees: Chairs and members are appointed as determined by the Board.

11.2 Board committees are the following:

(a) Governance and Nominating

(b) Audit and Finance

(c) Human Resources

11.3 Standing committees are the following:

(a) Professional Standards

(b) Complaints, Investigation and Discipline

(c) Appeals

(d) Government Relations

11.4 The Board may appoint such additional general committees and ad hoc task groups as it deems advisable.

11.5 The composition and terms of reference of Committees shall be determined by the Board and reviewed annually.

SECTION 12 – FINANCIAL AND OTHER MATTERS

12.1 The Board of Directors of the Association is hereby authorized to:

(a) borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by the way of overdraft or otherwise;

(b) issue or re-issue debt obligations of the Association;

(c) pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;

(d) mortgage, charge, hypothecate, pledge or otherwise create a security interest in all or any property real and personal, immovable and moveable, undertaking and rights of the Association, owned or subsequently acquired, to secure any debt obligations of the Association present or future or any money borrowed or to be borrowed or any other debt or liability of the Association present or future;

(e) perform a guarantee on behalf of the Association to secure the performance of an obligation, of any person present or future.

12.2 Financial Management

(a) The Board shall appoint a bank chartered under the Bank of Canada for the use of the Association.

(b) A bank account will be maintained in the said bank in the name of the Association, and all the money belonging to the Association (except petty cash) shall be deposited thereon in the name of the Association.

(c) The Chief Executive Officer shall endorse any negotiable instrument for collection on account of the Association through the Bank for deposit to the credit of the Association with the Bank.

(d) Payments must be made on behalf of the Association.

(e) The Board shall establish and annually review an investment policy for any part of the surplus from its operations.

12.3 Execution Of Documents And Instruments

Documents and instruments that require the seal of the Association to be affixed thereto may be signed on behalf of the Association by any two Directors or any two Officers or any Director with an Officer and those documents and instruments that do not require the seal of the Association to be affixed thereto may be signed on behalf of the Association by any one of the Directors or Officers. In addition, the Board may at any time and from time to time direct the manner in which and the person or person by whom any particular document is to be signed on behalf of the Association.

12.4 Protection Of Directors And Officers

To the maximum extent permitted by the law the Association shall indemnify and save harmless every Director and Officer of the Association, every former Director and Officer of the Association, and every person who acts or has acted at the Association's request as a Director or Officer of a body corporate of which this Association is or was a shareholder or creditor, and their respective heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Director(s) and Officer(s) in respect of any civil, criminal or administrative action or proceeding to which the Director(s) and Officer(s) are made a party by reason of being or having been a Director or Officer of the Association or such body corporate.

12.5 Auditor

An auditor shall be appointed at each Annual General Meeting of the Association. The auditor shall conduct an audit of the books and accounting records of the Association following the end of each fiscal year and at other times if so directed by the Board. The auditor shall make a report on the annual audit to the Members and the Board within 90 calendar days of the end of the fiscal year of the Association.

SECTION 13 – NOTICE

13.1 Method of Notice

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone, or if in writing:

(a) by prepaid letter post;

(b) by facsimile;

(c) by e-mail; or

(d) by other electronic method.

addressed to the person for whom intended at the last address shown on the Association's records; or in lieu of the foregoing whenever the number of Members is not less than one hundred (100);

(e) by posting such notice on the Web Site maintained by the Association.

Any such notice shall be deemed given:

(f) in the case of telephone, at the time of the telephone call;

(g) in the case of letter post, on the third day after mailing;

(h) in the case of posting on the Web Site, on the date of posting; and

(i) in all other cases, when transmitted.

13.2 Computation of Time

In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

13.3 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non-receipt of any notice by any Director or Member of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director or Member of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

SECTION 14 - BY-LAW AMENDMENTS

14.1 By-law Amendments

The Board may pass or amend By-Laws of the Association from time to time.

14.2 Amendment Procedure

Where it is intended to pass or amend By-Laws at a Board meeting, the Secretary shall send, not less than 14 calendar days before the meeting, written notice of such intention to each Director at the Director's address as shown on the records of the Association. Where the notice of intention is not sent as provided herein, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention is needed. Further, an amendment requires the amendment be carried by a two-thirds majority of the Directors present and voting at the meeting at which the amendment to the By-Law is to be considered.

14.3 Effective Immediately

Except as hereinafter otherwise provided, a By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.

14.4 Confirmation by Members

A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next Annual General Meeting or Special General Meeting called for that purpose. The Members at the Annual General Meeting or Special General Meeting may confirm the By-Law as presented or reject or amend it, and, if rejected, it immediately ceases to have effect, and, if amended, it takes effect as amended from that time forward.

14.5 Rejection not Affect Prior Actions

Any rejection, amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this section 14, shall not invalidate any act done or right acquired under any such By-Law prior to its rejection, amendment or refusal to approve and such rejection or amendment shall have no retroactive effect.

14.6 Effective Date And Repeal

This By-Law shall come into force and take effect in accordance with applicable law whereupon all previous By-Laws of the Association are repealed. The repeal of such By-laws shall not in any way affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred there under prior to such repeal. All Directors, Officers and other persons acting under any repealed By-Laws shall continue to act as if elected or appointed under the provisions of this By-Law.

ENACTED by the Directors as a By-Law of the Association the 29th day of January, 2008.

Chair of the Board	Secretary

CONFIRMED by the Members in accordance with the Act on the _____ day of _____, 200__.

Chair of the Board	Secretary