

## Table of Concordance 2017-18 Revisions

Section	Old Version	New Version	Rationale
1.01	“Retired Member” means a Member who is no longer practising in human resources on a full-time, part - time, infrequent or voluntary basis;	n/a	‘Retired member’ is now listed as a ‘Status of Membership’ rather than a definition.
1.01	n/a	“Review Committee” has the meaning given to it in section 40 of the Act;	The Definition for the Review Committee was added because the committee is referenced in the By-laws but wasn’t previously defined.
1.01	“Rules of Professional Conduct” means the Rules of Professional Conduct for Members and includes the HRP A Code of Ethics; and	“Rules of Professional Conduct” means the Rules of Professional Conduct for Members attached as Schedule 1 and includes the HRP A Code of Ethics; and	The Rules of Professional Conduct are now a schedule rather than a separate By-law based upon a recommendation by legal counsel.
1.01	“Standards and Guidelines of Practice” means the Standards and Guidelines of Practice for Members attached as Schedule 2.	n/a	The definition for ‘Standards and Guidelines of Practice for Members’ was removed because HRP A currently does not issue standards and guidelines of practice.
1.01	“Student” means an individual or a registrant of HRP A who meets all of the criteria for membership in the Association and who, in addition, is enrolled in HRP A-approved courses on a full-time basis;	“Student” means an individual registered as a Student with HRP A.	The definition for ‘student’ was cleaned up because requirements for the student category are already set out in s.15.01 of the By-laws.
1.04	n/a	<b>Retrospectivity</b> These By-laws reflect the version in effect. Amendments may have been made. Any amendments are intended to apply retrospectively unless specifically stated otherwise.	Retrospective language included to minimize potential exposure.
3.02	<b>Failure to Comply</b> Initial applicants shall not be considered members or students unless the written attestation has been completed.	<b>Failure to Comply</b> Applicants for initial registration with HRP A, shall not be considered for registration as Members or Students unless the application is complete.  For greater clarity, applications shall be deemed complete only when they include; (1) all requested information, (2) all necessary supporting documents and, (3) all required attestations.	The language was revised to provide greater clarity around the current registration process.

Section	Old Version	New Version	Rationale
4.01	<p><b>Composition of Board</b></p> <p>The affairs of HRP A shall be managed in accordance with the Act and the By-laws by a Board of Directors composed of nine (9) Member Directors, zero (0) Non-Member Directors, three (3) Order in Council Appointees, appointed by the Lieutenant Governor in Council, and the CEO (collectively “Directors”). Should the Lieutenant Governor in Council not appoint the number of Order in Council Appointees provided for in the Act, the legal constitution of the Board or its ability to manage the affairs of HRP A shall not be adversely affected</p>	<p><b>Composition of Board</b></p> <p>The affairs of HRP A shall be managed in accordance with the Act and the By-laws by a Board of Directors composed of nine (9) Member Directors, zero (0) Non-Member Directors, three (3) Order in Council Appointees, appointed by the Lieutenant Governor in Council, and the CEO (collectively “Directors”).</p>	<p>The last sentence was removed because in accordance with the Act the Board is not properly constituted without the required number of Order in Council Appointees.</p>
5.01	<p><b>Qualification of Member Directors</b></p> <p>In order to be eligible to be elected as a Member Director, an individual must:</p> <ul style="list-style-type: none"> <li>(b) be a Member in good standing;</li> <li>(g) have previous board and governance experience satisfactory to the governance and nominating committee;</li> </ul>	<p><b>Qualification of Member Directors</b></p> <p>In order to be eligible to be elected as a Member Director, an individual must:</p> <ul style="list-style-type: none"> <li>(b) be a Member with an Active status, and in good standing;</li> <li>(g) have completed HRP A Board governance training or previous board and governance experience satisfactory to the governance and nominating committee;</li> </ul>	<p>Update the more clearly outline required qualifications for member directors.</p>
5.02	n/a	<p><b>Election and Term of Office of Member Directors</b></p> <p>(e) Unless a Member Director is appointed to the Board pursuant to Section 5.09(b), no Member Director who is unsuccessful in an election for an additional term may stand again for election unless they have been off the Board for the same number of years they have served on the Board in total, at which point they may stand again for one term of up to three years with the right to stand for election for a further three-year term.</p>	<p>Added to clarify cooling off period.</p>

Section	Old Version	New Version	Rationale
6.01	<p><b>General Governance Issues</b></p> <p>The mandate of the Governance and Nominating Committee is to maximize Board effectiveness:</p> <p>e) by considering any complaint that a Director, director of a Chapter, or a committee member of the Association or of a Chapter has failed to live up to their volunteer duties under the Act or the By-Laws or any breach of the respective Codes of Conduct.</p>	<p><b>General Governance Issues</b></p> <p>The mandate of the Governance and Nominating Committee is to maximize Board effectiveness:</p> <p>e) by considering any complaint that a Director, or a volunteer of the Association has failed to live up to their volunteer duties under the Act or the By-Laws or any breach of the respective Codes of Conduct.</p>	Reference to ‘director of a Chapter, or a committee member of the Association or of a Chapter’ was revised to ‘or a volunteer of the Association’ for simplicity and inclusiveness.
6.02	<p><b>Code of Conduct Complaints</b></p> <p>The Governance and Nominating Committee shall consider a complaint made by a Member, a Director or the Registrar that a Director, director of a Chapter or committee member of the Association or of a Chapter has failed to live up to their duties under the Act or the By-Laws or has breached an obligation under the respective Codes of Conduct.</p>	<p><b>Code of Conduct Complaints</b></p> <p>The Governance and Nominating Committee shall consider a complaint made by a Member, a Director or the Registrar that a Director, or a volunteer of the Association has failed to live up to their duties under the Act or the By-Laws or has breached an obligation under the respective Codes of Conduct.</p>	Reference to ‘director of a Chapter, or a committee member of the Association or of a Chapter’ was revised to ‘or a volunteer of the Association’ for simplicity and inclusiveness.
7.01	<p><b>Officers</b></p> <p>In the first year of a Chair’s term of office, the Officers of the Association shall include the Chair, Past Chair, and Secretary.</p> <p>In the second year of a Chair’s term of office, the Officers shall include the Chair, Vice Chair and Secretary.</p>	<p><b>Officers</b></p> <p>In the first year of a Chair’s term of office, the Officers of the Association shall include the Chair, Past Chair (if the Past Chair is still a Director), the Chief Executive Officer and the Registrar.</p> <p>In the second year of a Chair’s term of office, the Officers shall include the Chair, Vice Chair the Chief Executive Officer and the Registrar.</p>	Amended to clarify that the Registrar is an officer and to take into account the possibility that the previous Chair might no longer be a member of the Board. Also, since the CEO is the Secretary the language has been revised for more clarity.
7.03(d) and 7.03 (e)	<p><b>Selection of Vice Chair/Past Chair</b></p> <p>(d) Any chair of a Board committee is eligible to stand for election as Vice Chair of the Board. Additionally, any other Member Director who is nominated by at least five other Directors may stand for election as Vice Chair. Any such Director who wishes to stand for election as Vice Chair must declare his or her intent to do so no later than a nomination deadline to be established from time to time by the Board.</p>	<p><b>Selection of Vice Chair/Past Chair</b></p> <p>(d) Any Member Director is eligible to stand for election as Vice Chair of the Board. Candidates for Vice Chair require one supporting Board Director in order to stand for election. Any such Director who wishes to stand for election as Vice Chair must declare his or her intent to do so no later than a nomination deadline to be established from time to time by the Board.</p> <p>(e) The Election Process and Voting procedures for Vice Chair shall be conducted in accordance with the following table: [see By-laws for table]</p>	<p>Revised to allow all Member Directors to stand for electing as Vice Chair of the Board as long as they have the support of one Board Director.</p> <p>A table was added to more clearly outline the selection process.</p>

Section	Old Version	New Version	Rationale
7.05	<p><b>Removal of Officers</b></p> <p>The Chair, the Vice Chair, Past Chair and the Secretary may each be removed from office by a simple majority vote cast by the remaining Directors present and voting at a meeting of which notice of intention to pass such motion has been previously given.</p>	<p><b>Removal of Officers</b></p> <p>The Chair, the Vice Chair, Past Chair and the Secretary may each be removed from office by a two thirds majority vote cast by the remaining Directors present and voting at a meeting of which notice of intention to pass such motion has been previously given.</p>	<p>Revised to require a two thirds rather than a simple majority vote because removing an officer is a significant decision. It should not be possible for less than 50% of the Board to decide to remove an officer should a number of Board members be unable to attend a meeting where this is being contemplated.</p>
9.01	<p><b>Membership Class</b></p> <p>There are two Membership classes: Voting Members and Non-voting Members.</p>	<p><b>Membership Class</b></p> <p>There shall be five classes of members of the Association:</p> <ul style="list-style-type: none"> <li>(a) Certified Human Resources Professionals (CHRP);</li> <li>(b) Certified Human Resources Leaders (CHRL);</li> <li>(c) Certified Human Resources Executives (CHRE);</li> <li>(d) Practitioner Members; and</li> <li>(e) Allied Professional Members.</li> </ul>	<p>Revised to ensure compliance with the Act because HRPA is mandated to create classes not categories of membership.</p>
9.02 - 9.04	<p><b>Voting Members</b></p> <p>The following Member categories comprise the Voting Member class:</p> <ul style="list-style-type: none"> <li>(a) Certified Human Resources Professionals (CHRP);</li> <li>(b) Members who have been recognized as Certified Human Resources Leaders (CHRL);</li> <li>(c) Members who have been recognized as Certified Human Resources Executives (CHRE).</li> </ul> <p>Unless otherwise stated, Voting Members with the status of Active shall have the right to receive notice of, to attend (in person or by proxy) and to exercise one vote each at all meetings of Members and shall have such other privileges of Membership as set out in the By-laws.</p>	<p><b>Certified Human Resources Professionals (CHRP)</b></p> <p>Certified Human Resources Professionals (CHRP) with Active status shall have the right to</p> <ul style="list-style-type: none"> <li>(a) receive notice of, to attend (in person or by proxy) all meetings of Members;</li> <li>(b) exercise one vote each at all meetings of Members;</li> <li>(c) if otherwise qualified, stand for election as a Member Director; and</li> <li>(d) other privileges of Membership as set out in the By-laws.</li> </ul> <p><b>Certified Human Resources Leaders (CHRL)</b></p> <p>Certified Human Resources Leaders (CHRL) with Active status shall have the right to</p> <ul style="list-style-type: none"> <li>(a) receive notice of, to attend (in person or by proxy) all meetings of Members;</li> <li>(b) exercise one vote each at all meetings of Members;</li> <li>(c) if otherwise qualified, stand for election as a Member Director; and</li> </ul>	<p>Revised to ensure compliance with the Act because HRPA is mandated to create classes not categories of membership.</p>

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		<p>(d) other privileges of Membership as set out in the By-laws.</p> <p><b>Certified Human Resources Executives (CHRE)</b></p> <p>Certified Human Resources Executives (CHRE) with Active status shall have the right to</p> <ul style="list-style-type: none"> <li>(a) receive notice of, to attend (in person or by proxy) all meetings of Members;</li> <li>(b) exercise one vote each at all meetings of Members;</li> <li>(c) if otherwise qualified, stand for election as a Member Director; and</li> <li>(d) other privileges of Membership as set out in the By-laws.</li> </ul>	

Section	Old Version	New Version	Rationale
9.05 – 9.06	<p><b>Non-voting Members</b></p> <p>The following Member categories comprise the Non-voting Member class:</p> <ul style="list-style-type: none"> <li>(a) Members whose status is retired or suspended in accordance with Sections 9.29 or 9.30 respectively;</li> <li>(b) Practitioner Members; and</li> <li>(c) Allied Professional Members</li> </ul>	<p><b>Practitioner Members</b></p> <p>Practitioner Members shall:</p> <ul style="list-style-type: none"> <li>(a) not have the right to receive notice of, to attend or to vote at meetings of the Members;</li> <li>(b) have such privileges as may be set out in the By-laws.</li> </ul> <p><b>Allied Professional Members</b></p> <p>Allied Professional Members shall:</p> <ul style="list-style-type: none"> <li>(a) not have the right to receive notice of, to attend or to vote at meetings of the Members;</li> <li>(b) have such privileges as may be set out in the By-laws.</li> </ul>	Revised to ensure compliance with the Act because HRPA is mandated to create classes not categories of membership.
9.07	n/a	<p><b>Transferability</b></p> <p>Membership is not transferable.</p>	Added for greater clarity.
9.13	n/a	<p><b>Collecting Information</b></p> <p>Before making a referral to the Registration Committee, the Registrar may reach out to the applicant to request information regarding the possible grounds for the referral. The applicant shall be provided at least have 30 Days to submit the requested information.</p>	Provides an explanatory note on existing process.
10.02	n/a	<p><b>Authorization to Use a Designation by the Board</b></p> <p>The Board shall prescribe the criteria applicants need to fulfill to be authorized to use the Certified Human Resources Professional (CHRP) designation, the Certified Human Resources Leader (CHRL) designation or the Certified Human Resources Executive (CHRE) designation. Once an applicant has met the criteria as prescribed by the Board, the Registrar shall communicate the authorization to use the CHRP, CHRL or CHRE designation to the applicant on behalf of the Board. Notification of an applicant by the Registrar that the applicant has met the criteria as prescribed by the Board and has been authorized to use the CHRP, CHRL or CHRE shall constitute a decision of the Board.</p>	Added to clarify the process because the Act requires the Board to authorize members to use a designation.

Section	Old Version	New Version	Rationale
11.21	<p><b>Reinstatement, Active Members within Two Years of Revocation per s. 11.09</b></p> <p>A Member whose designation has been revoked per s. 11.09 may reinstate their designation by submitting the outstanding CPD log as well as supporting documentation for each activity listed in the log if submitted within two years of the revocation date. The log will be audited by the CPD committee.</p>	<p><b>Reinstatement, Active Members within Two Years of Revocation per s. 11.09</b></p> <p>A member whose designation has been revoked per s.11.09 may reinstate their designation within two years of the revocation date by submitting the outstanding CPD log and, if deemed necessary, supporting documentation for each activity listed in the log for an audit of the log by the CPD Committee.</p>	Revised to provide flexibility regarding whether a log must be audited if an active member applies for reinstatement of a designation within two years of revocation.
15.05	n/a	<p><b>Collecting Information</b></p> <p>Before making a referral to the Registration Committee, the Registrar may reach out to the applicant to request information regarding the possible grounds for the referral. The applicant shall have at least 30 Days to submit the requested information.</p>	Provides an explanatory note on existing process.
19.06	n/a	<p><b>Costs Incurred by the Association Due to a Practice Inspection</b></p> <p>In accordance with Section 44 of the Act, a member or firm subject to a practice inspection shall bear the costs incurred by the Association as a result of the practice inspection, including but not limited to any fees payable to an inspector as well as travel costs.</p>	Added to ensure consistency with the Act.
21.05	<p><b>Publication of Decisions</b></p> <p>Once the Discipline Committee or Review Committee has rendered its decision, and upon the prescribed time limits for an appeal having elapsed without a request for appeal having been filed, the Registrar shall publish in the same location as the original publication of the Notice of Hearing the decision and reasons of the Discipline Committee or the Review Committee including any orders issued by the Committee related to the proceeding.</p>	<p><b>Publication of Decisions</b></p> <p>Once the Discipline Committee or Review Committee has rendered its decision the Registrar shall publish in the same location as the original publication of the Notice of Hearing the decision and reasons of the Discipline Committee or the Review Committee including any orders issued by the Committee related to the proceeding.</p>	Revised to remove time lapse between rendering of decision and publishing the decision to ensure transparency.

Section	Old Version	New Version	Rationale
21.07	<p><b>Updating the Public Register if Allegations are Dismissed</b></p> <p>Upon dismissal of all the allegations, the Registrar shall update the Register to remove:</p> <ul style="list-style-type: none"> <li>(a) any note to the effect that the Member was the subject to a proceeding before the Discipline Committee;</li> <li>(b) the summary of the Allegations, including a brief description of the particulars;</li> <li>(c) the place and time of any hearings; and</li> <li>(d) any interim order of the Discipline Committee or Review Committee.</li> </ul>	<p><b>Updating the Public Register if Allegations are Dismissed</b></p> <p>Upon dismissal of all the allegations, the Registrar shall update the Register to reflect the dismissal of the allegations.</p>	<p>Revised because allegations and subsequent non-finding should remain on the public register for transparency.</p>
21.09		<p><b>Publication of Information Related to Discipline or Review Proceedings in Third Party Publications.</b></p> <p>Where deemed appropriate, or where ordered by the Discipline or the Review Committee, and once the prescribed time limits for an appeal have elapsed without a request for appeal having been filed, the Registrar in accordance with the <u>Policy on the exercise of the Registrar's discretion</u>, may publish a decision of the Discipline Committee or the Review Committee in a third party publication, such as a newspaper, including:</p> <ul style="list-style-type: none"> <li>a) The name of the student, member or firm who or which was subject to the proceeding;</li> <li>b) A summary of the allegations, including a brief description of the particulars; and</li> <li>c) A summary of the decision and reasons of the Discipline or the Review Committee, including any orders issued by the committee related to the proceeding.</li> </ul>	<p>Added to allow HRPAs to publish information related to Discipline or Review proceedings in third party publications to protect the public interest, enhance HRPAs' profile as a regulator, be more transparent and educate member and the public.</p>



Section	Old Version	New Version	Rationale
21.12	<p><b>Publication of Information of Appeal Decision</b></p> <p>Should the Appeal Committee uphold the decision of the Discipline Committee or the Review Committee, the Registrar shall publish in the same location as the original publication of the Notice of Hearing:</p> <ul style="list-style-type: none"> <li>(a) the original decision and reasons of the Discipline Committee or the Review Committee including any orders issued by the Committee;</li> <li>(b) the decision and reasons of the Appeal Committee including any orders issued by the Committee.</li> </ul> <p><b>Removal of Information if Decision Overturned</b></p> <p>Should the Appeal Committee overturn the complete decision of the Discipline Committee or Review Committee, the Registrar shall update the Register to remove:</p> <ul style="list-style-type: none"> <li>(a) any note to the effect that the members was the subject to a proceeding before the Discipline Committee or the Review Committee;</li> <li>(b) the summary of the Allegations, including a brief description of the particulars,</li> <li>(c) the place and time of any hearings, and</li> <li>(d) any interim orders of the Discipline Committee or Review Committee.</li> </ul>	<p><b>Publication of Information of Appeal Decision</b></p> <p>Once the Appeal Committee has rendered its decision, the Registrar shall publish in the same location as the original publication of the Notice of Hearing:</p> <ul style="list-style-type: none"> <li>(a) the original decision and reasons of the Discipline Committee or the Review Committee including any orders issued by the Committee;</li> <li>(b) the decision and reasons of the Appeal Committee including any orders issued by the Committee.</li> </ul>	<p>Revised because decision should be published regardless of outcome to ensure transparency.</p>

Section	Old Version	New Version	Rationale
21.13	n/a	<p><b>Suspension of a Student’s Registration, a Member’s Membership or a Firm’s Registration if Student, Member or Firm Found Guilty of Professional Misconduct</b></p> <p>In accordance with Section 34(4)(2) of the Act, the Discipline Committee may suspend a Student’s registration, a Member’s membership or a Firm’s registration for a specific period, with or without conditions, if the Student, Member or Firm has been found guilty of Professional Misconduct. In determining the appropriate period of suspension, the Discipline Committee shall consider the following factors:</p> <ul style="list-style-type: none"> <li>(a) protection of the public interest;</li> <li>(b) general deterrence for the Student, Member and Firm;</li> <li>(c) specific deterrence for the Student, Member or Firm;</li> <li>(d) rehabilitation of the Student, Member or Firm;</li> <li>(e) the nature of the Professional Misconduct; and</li> <li>(f) any aggravating or mitigating factors.</li> </ul>	<p>Added because the Act enables suspension as per By-laws but the By-laws did not previously include parameters.</p>
21.14	n/a	<p><b>Costs Incurred by the Association as the Result of a Discipline Proceeding</b></p> <p>In accordance with Section 37(3), the Discipline Committee may award the costs of proceeding before it under Section 34 of the Act against the Student, Member or Firm that is the subject of the proceeding, including any costs incurred by the Association for the publication of a Notice of revocation of registration or membership and of any restriction or suspension imposed on the Student, Member or Firm in a newspaper or newspaper distributed in the geographic area where the subject of the revocation, suspension or restriction practiced, and in any other area ordered by the Discipline committee, if the Discipline Committee finds that such publication is required for the protection of the public.</p>	<p>Added to ensure consistency with the Act.</p>

Section	Old Version	New Version	Rationale
22.12	<p><b>Conducting a Review</b></p> <p>a) Reviews conducted by the Appeal Committee shall be based on written documentation only;</p> <p>b) Upon a Request to Appeal Form having been filed of a decision or order that was not made pursuant to a hearing, the Registrar shall have 30 Days to respond to the Request to Appeal Form. The Registrar’s response shall be provided to the Appellant.</p> <p>c) The Appellant shall have 30 Days from receipt of the Registrar’s response to make any additional submissions in relation to the arguments in the Registrar’s response, but shall not be permitted to raise new grounds of appeal.</p>	<p><b>Conducting a Review</b></p> <p>a) Reviews conducted by the Appeal Committee shall be based on written documentation only;</p> <p>b) Upon a Request to Appeal Form having been filed of a decision or order that was not made pursuant to a hearing, the Registrar shall have 30 Days to respond to the Request to Appeal Form. The Registrar’s response shall be provided to the Appellant.</p> <p>c) The Appellant shall have 10 Days from receipt of the Registrar’s response to make any additional submissions in relation to the arguments in the Registrar’s response, but shall not be permitted to raise new grounds of appeal.</p>	<p>Timeline for additional submissions by the appellant regarding the Registrar’s response to the appeal reduced to 10 days to streamline the process.</p>
22.18	n/a	<p><b>Effective Date of Decision of the Appeal Committee</b></p> <p>Any decision of the Appeal Committee shall take effect on the day the decision is released to the parties unless otherwise ordered by the Appeal Committee as part of the decision.</p>	<p>Added to define effective date of appeal decisions.</p>
22.19	n/a	<p><b>Costs Incurred by the Association as the Result of an Appeal Proceeding.</b></p> <p>In accordance with Section 37(3) of the Act, the Appeal Committee may award the costs of proceeding before it under Section 36 of the Act against the Student, Member or Firm that is the subject of the proceeding, including any costs incurred by the Association for the publication of a Notice of revocation of registration or membership and of any restriction or suspension imposed on the student, member or firm in a newspaper or newspaper distributed in the geographic area where the subject of the revocation, suspension or restriction practiced, and in any other area ordered by the Appeal Committee, if the Appeal Committee finds that such publication is required for the protection of the public.</p>	<p>Added to ensure consistency with the Act.</p>

Section	Old Version	New Version	Rationale
23.11	<p><b>Chapter Voting</b></p> <p>For the purposes of voting in Chapter matters, including but not limited to, Chapter elections, Chapter Board related matters and Chapter business meetings, all Voting Members in good standing affiliated with a Chapter and all Non-Voting Members in good standing affiliated with a Chapter with the status of active or retired, as well as Students in good standing shall be eligible to vote and run for election at the Chapter level.</p>	<p><b>Chapter Voting</b></p> <p>For the purposes of voting in Chapter matters, including but not limited to, Chapter elections, Chapter Board related matters and Chapter business meetings, all Members in good standing affiliated with a Chapter with the status of active or retired, as well as Students in good standing shall be eligible to vote and run for election at the Chapter level. The Governance of HRPAs Chapters is defined in the Associations <i>Chapter Operating Terms</i>.</p>	Revised to specify that the governance of Chapters is defined in the <i>Chapter Operating Terms</i> .
24.04	<p><b>Protection of Directors and Officers, Chapter Executives, and Association Volunteers.</b></p> <p>To the maximum extent permitted by law, the Association shall indemnify and save harmless every Director and Officer and every former Director and Officer, every Chapter executive Member and Association volunteer and every individual (each, an “Indemnitee”) who acts or acted at the Association’s request as a director or officer, or in a similar capacity, of another person, against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Indemnitee in respect of any civil, criminal, administrative, investigative or other action or proceeding (except for those proceedings brought under the Act or the By-laws in respect of Directors and Officers and former directors and officers of a Chapter Executive, and Association volunteers) in which the Indemnitee is involved because of that association with HRPAs or other person if: [...]</p>	<p><b>Protection of Directors and Officers, Chapter Executives, Employees and Association Volunteers.</b></p> <p>To the maximum extent permitted by law, the Association shall indemnify and save harmless every Employee, Director and Officer and every former Director and Officer, every Chapter executive Member and Association volunteer and every individual (each, an “Indemnitee”) who acts or acted at the Association’s request as a director or officer, or in a similar capacity, of another person, against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Indemnitee in respect of any civil, criminal, administrative, investigative or other action or proceeding (except for those proceedings brought under the Act or the By-laws in respect of Directors and Officers and former directors and officers of a Chapter Executive, and Association volunteers) in which the Indemnitee is involved because of that association with HRPAs or other person if:</p> <p>(e) It shall be noted that only those individuals who have been successful in obtaining a volunteer position with are HRPAs at local or the provincial level are eligible for coverage. The individuals must be named in reporting requirements listed in the Chapter Operating Terms.</p>	Revised to include employees and to add provision that volunteers at the local or provincial level must be named in reporting requirements listed in the Chapter Operating Terms to be covered because undeclared volunteers could be a risk to the Association and themselves.

SCHEDULE 2: CODES OF CONDUCT No changes were made to Schedule 2

Section	Old Version	New Version	Rationale
<b>SCHEDULE 3: CHAPTER OPERATING TERMS</b>			
Application	These Chapter Operating Terms apply to all Chapters established by the Association Board in their entirety, unless amended as per Section 20 of these Operating Terms.	These Chapter Governance and Operating Terms (“Operating Terms”) apply to all Chapters established by the Association Board.	The word “Governance” has been added to reflect the fact that this by-law contains detailed rules for the internal governance of Chapters. The concluding words, which refer to amendment, have been deleted because they are unnecessary.
1.1 (a)	No definition.	“ <b>Act</b> ” means the <i>Registered Human Resource Professionals Act, 2013</i> ;	This is a new definition. Self-Explanatory.
1.1 (b)	“ <b>Active Status</b> ” has the meaning given to it in Section 4.12 of the General By-law;	“ <b>Active Status</b> ” has the meaning given to it in Section 9.32 of the General By-law;	A cross-reference to the General By-Law has been corrected.
1.1 (g)	“ <b>Association Governance Materials</b> ” has the meaning given to it in Section 2.3 of these Operating Terms;	“ <b>Association Governance Materials</b> ” has the meaning given to it in Section 2.5 of these Operating Terms;	A cross-reference has been corrected.
1.1 (h)	“ <b>Attestation</b> ” has the meaning given to it in Section 9.2 of these Operating Terms;	Deleted.	This definition is no longer required because the requirement for a signed attestation in Section 9.2 has been deleted.
1.1 (m)	“ <b>Chapter Mandate</b> ” means the Chapter’s mission to inform, educate and mentor Chapter Members and create a sense of professional community at the local level (within the geographic boundaries of the Chapter established by the Registrar in the By-laws) to achieve continual improvement in Chapter Member engagement as measured by retention and participation in the local community in which the Chapter is situated	“ <b>Chapter Mandate</b> ” has the meaning given to it in Section 2.2 of these Operating Terms.	This definition has been shortened and moved to Section 2.2 (Chapter Purpose).

Section	Old Version	New Version	Rationale
11.1 (p)	<b>“Chapter Position”</b> means one or more of the positions undertaken by a Director while serving on the Chapter Board described in Section 11.1 and Section 11.2 of these Operating Terms;	<b>“Chapter Position”</b> means one or more of the positions undertaken by a Chapter Director while serving on the Chapter Board described in Section 11.1 and Section 11.2 of these Operating Terms;	The word “Chapter” has been added before the word “Director” in this definition and throughout the document to distinguish between Association Board directors and directors on a Chapter Board.
1.1 (q)	<b>“Code of Conduct for Directors”</b> has the meaning given to it in Section 9.1 of these Operating Terms;	<b>“Code of Conduct for Volunteers”</b> has the meaning given to it in Section 9.1 of these Operating Terms;	The word “Volunteers” has been substituted for “Directors” to reflect the accurate name of this Code of Conduct.
1.1 (r) and (s)	<b>“Director”</b> means a Chapter Member who has been elected or appointed to the Chapter Board; <b>“Director Candidates”</b> has the meaning given to it in Section 8.8 of these Operating Terms;	<b>“Chapter Director”</b> means a Chapter Member who has been elected or appointed to the Chapter Board; <b>“Chapter Director Candidates”</b> has the meaning given to it in Section 8.8 of these Operating Terms;	Self-explanatory.
1.1 (w), (x), (aa) and (ff)	<b>“good standing”</b> has the meaning given to it in Section 4.17 of the General By-law; <b>“Membership Class”</b> means each class of Association membership described in Section 4.01 of the General By-law; <b>“Nomination Deadline”</b> has the meaning given to it in Section 8.3(f) of these Operating Terms; <b>“Retired Status”</b> has the meaning given to it in Section 4.13 of the General By-law;	<b>“good standing”</b> has the meaning given to it in Section 9.35 of the General By-law; <b>“Membership Class”</b> means each class of Association membership described in Section 9.01 of the General By-law; <b>“Nomination Deadline”</b> has the meaning given to it in Section 8.3(e) of these Operating Terms; <b>“Retired Status”</b> has the meaning given to it in Section 9.33 of the General By-law;	Cross-references to the General By-Law in these definitions have been corrected.
2.2	<b>Chapter Purpose</b> The purpose of the Chapter is to fulfil the Chapter Mandate, which is to inform, educate and mentor chapter members and create a sense of professional community at the local level in order to achieve continuous improvement in Chapter Member engagement.	<b>Chapter Purpose</b> The purpose of the Chapter is to promote and increase the knowledge, skill and proficiency of members of the Association, firms and students in accordance with clause (b) of the Objects of the Association as set out in section 4 of the Act.	This revised provision uses the wording in clause b) of the Association’s objects for the sake of consistency.
2.4 (b)	The The Chapter Members (upon receiving the subsequent approval of the Association Board) may	The Chapter Members (upon receiving the subsequent approval of the Association Board) may disband or	The cross-reference to the General By-Law has been corrected.

Section	Old Version	New Version	Rationale
	disband or combine the Chapter with another Chapter in accordance with Section 6.08 of the General By-law.	combine the Chapter with another Chapter in accordance with Section 23.03 of the General By-law.	
2.6	New provision	<p><b>Reporting to Association Board</b></p> <p>A Chapter Board shall send the following Reports to the Association Board:</p> <p>(a) a report no later than September 15<sup>th</sup> of each calendar year, setting out the names and positions of all volunteers serving on Chapter Committees, including the terms of reference of each Chapter Committee; and</p> <p>(b) a report no later than March 15<sup>th</sup> of each calendar year, setting out the number and type of professional development activities, number of members in the Chapter, a list of Chapter Directors, including the Chapter Positions held by each Chapter Director, and the number of Chapter Director vacancies, if any...</p>	The purpose of these reports is to provide the Association Board with accurate and up-to-date information on Chapter activities in accordance with the oversight role set out in Section 2.1. The timing of the reports will enable this information to be taken into consideration in the preparation of the Association’s Annual Report. In addition, Chapter Directors and Chapter committee members will benefit because up-to-date information about them will ensure that they are covered by the Association’s insurance policy. Association staff will prepare an electronic template and assist in the preparation of these reports.
4.2	The Registrar shall review all applications for Chapter affiliation and, subject to a referral of an application to the Association’s registration committee in accordance with Section 16.03 of the General By-law, the Registrar may approve or reject an Association Member for Chapter affiliation. The Registrar shall promptly notify the applicable Association Member and Chapter Membership Director of its approval or rejection of the Association Member’s application for affiliation with the Chapter, which for convenience is referred to herein as Chapter Membership.	The Registrar shall review all applications for Chapter affiliation and, subject to a referral of an application to the Association’s registration committee in accordance with Section 9.14 of the General By-law, the Registrar may approve or reject an Association Member for Chapter affiliation. The Registrar shall promptly notify the applicable Association Member and Chapter Board of its approval or rejection of the Association Member’s application for affiliation with the Chapter, which for convenience is referred to herein as Chapter Membership.	The cross-reference to the General By-Law has been corrected. The reference to the Chapter Membership Director has been replaced with the words “Chapter Board” as this position will no longer exist.
5.1	<p><b>Timing</b></p> <p>The Chapter’s Annual Business Meeting shall be held not later than six (6) months following the end of each Fiscal Year at a date, time and place fixed by the Chapter Board.</p>	The Chapter’s Annual Business Meeting shall be held no later than May 15 <sup>th</sup> of each calendar year at a date, time and place fixed by the Chapter Board.	This revised timing will allow Chapter volunteer terms to be consistent with the Association’s annual volunteer term.

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5.2 (c)	<p><b>Business to be Conducted</b></p> <p>Business to be conducted at the Chapter’s Annual Business Meeting includes:</p> <p>(c) introducing any Directors elected during the Membership Year;</p>	<p>Business to be conducted at the Chapter’s Annual Business Meeting includes:</p> <p>(c) receiving a report on the election of Chapter directors;</p>	<p>It is more appropriate that there be a report on the election of Chapter directors instead of merely introducing the newly elected directors.</p>
5.3	<p><b>Notice of Annual Business Meeting</b></p> <p>The Chapter Secretary shall notify Chapter Members in good standing of the date, time and place of the Annual Business Meeting at least thirty (30) days prior to the date of the meeting. The delivery of such notice shall be in accordance with Section 19.1 of these Operating Terms. The notice of Annual Business Meeting shall include the agenda of the meeting.</p>	<p>The Chapter Secretary shall notify Chapter Members in good standing of the date, time and place of the Annual Business Meeting at least thirty (30) days prior to the date of the meeting. The delivery of such notice shall be in accordance with Section 19.1 of these Operating Terms. The notice of Annual Business Meeting shall include the agenda of the meeting and the minutes of the previous year’s meeting.</p>	<p>A requirement to include the minutes of the previous annual Business meeting with the Notice of the Meeting has been added. It is good practice to always include these minutes with a notice of a meeting.</p>
5.4(a) and (b)	<p><b>Special Chapter Members’ Meetings</b></p> <p>A special Chapter Members’ meeting may be called by:</p> <p>(a) the Chapter President;</p> <p>(b) the Chapter Board;</p>	<p>A special Chapter Members’ meeting may be called by:</p> <p>(a) the Association Board or the Governance and Nomination Committee of the Association Board;;</p> <p>(b) the Chapter Chair;</p> <p>(c) a majority of Chapter directors</p>	<p>New paragraph (a) is in accordance with the Association Board’s oversight role. Paragraph (b) changes the term “Chapter President” to Chapter Chair”, a change that is made throughout this document to clarify that the only President is the Association President. New paragraph (c) clarifies that only a majority of Chapter directors is required to call this type of meeting.</p>
5.8 (opening part)	<p><b>Right to Vote</b></p> <p>In accordance with Section 6.11 of the General By-law, notwithstanding an Association Member’s voting status at the Association level, each:</p>	<p>In accordance with Section 23.11 of the General By-law, notwithstanding an Association Member’s voting status at the Association level, each:</p>	<p>The cross-reference to the General By-Law has been corrected.</p>
5.9	<p><b>Voting</b></p> <p>All votes cast at any Chapter Members’ meeting shall be by a show of hands, unless a secret ballot is requested. Any Chapter Member in good standing, present and having the right to vote, may request that a matter be dealt with by secret ballot. The Chapter Members will, by a show of hands, decide whether the</p>	<p>All votes cast at any Chapter Members’ meeting shall be by a show of hands, unless a secret ballot is requested with the exception of a vote to remove a Director which shall be held by a secret ballot.. Any Chapter Member in good standing, present and having the right to vote, may request that a matter be dealt with by secret ballot. The Chapter Members will, by a show of hands, decide</p>	<p>Given the sensitivity of the removal of a Chapter director, such a vote should always be held by secret ballot.</p>



Section	Old Version	New Version	Rationale
	vote shall be conducted by secret ballot. In the event of a tie, the motion for a secret ballot is defeated.	whether the vote shall be conducted by secret ballot. In the event of a tie, the motion for a secret ballot is defeated.	
5.12	<p><b>Meeting Adjournment</b></p> <p>Notice of an adjourned Chapter Members’ meeting, including the Annual Business Meeting, is not required if the time and place of the adjourned meeting is announced at the original Chapter Members’ meeting.</p>	Notice of an adjourned Chapter Members’ meeting, including the Annual Business Meeting, is not required if the time and place of the adjourned meeting is announced at the original Chapter Members’ meeting and the adjourned meeting takes place within 30 days when approved by the members at the meeting.	Absent this provision, an adjourned meeting could not take place in less than 30 days after the original meeting because of the notice requirement in Section 5.3. This amended provision will ensure that an adjourned meeting can occur less than 30 days after the original meeting when approved by the members at the meeting.
5.13	New provision.	<p><b>Attendance at Chapter Members’ Meetings</b></p> <p>Only Association members and Registered Students may attend or otherwise participate in a Chapter annual business meeting or a special Chapter members’ meeting.</p>	is appropriate that only Association members and Registered Students attend a Chapter annual business meeting or a special members’ meeting of a Chapter. The rationale is that confidential matters are discussed at such meetings.
7.3	<p><b>Chapter Past President</b></p> <p>The immediate Chapter Past President shall be an <i>ex-officio</i> member of the Chapter Board. The Chapter Board, without the input or vote of the Chapter Past President shall decide whether or not the Chapter Past President has a right to vote on Chapter Board matters at Chapter Board meetings and if the Chapter Past President’s presence at a Chapter Board meeting will be counted towards quorum. The Chapter Past President’s inclusion as an <i>ex-officio</i> member on the Chapter Board shall not be counted towards the required number of Directors that must comprise the Chapter Board pursuant to Section 7.2 of these Operating Terms.</p>	Deleted.	This section has been replaced by sections 11.1 and 12.1.
8.1	<p><b>Yearly Directors’ Election</b></p> <p>A Directors’ election shall be called each Membership Year pursuant to the timelines set out in Section 8 of these Operating Terms. A Chapter Board nominating</p>	A Chapter Directors’ election shall be called each Membership Year pursuant to the timelines set out in Section 8 of these Operating Terms. A Chapter Board nominating committee (“the <b>Chapter Nominating</b>	Technical changes have been made to reflect the new terminology- Chapter Chair, Chapter Past Chair and Chapter Chair-Elect. The same

Section	Old Version	New Version	Rationale
	committee consisting of either the Chapter President and the Chapter Past President, or the Chapter President, and two (2) Chapter Members (“ <b>Nominating Committee</b> ”), shall organize and manage all Directors’ elections.	<b>Committee</b> ”) shall comprise: (a) the Chapter Chair; (b) the Chapter Past Chair , or the Chapter Chair-Elect; and (c) two (2) Chapter Members. The Chapter Nominating Committee shall organize and manage all Directors’ elections.	changes have been made throughout Section 8.
8.4	<b>Nomination</b> Any Chapter Member in good standing may nominate a Chapter Member in good standing, including oneself, for candidacy in a Directors’ election by following the process established by the Nominating Committee in accordance with Section 8.3 of these Operating Terms.	Any Chapter Member in good standing may nominate a Chapter Member or a Registered Student in good standing, including oneself, for candidacy in a Directors’ election by following the process established by the Chapter Nominating Committee in accordance with Section 8.3 of these Operating Terms.	Registered students in good standing should be permitted to be nominated and elected to a Chapter Board.
8.6 (b)	<b>Nomination Qualifications</b> To become a Director Candidate, a Chapter Member must: (a) be an Association Member for at least one (1) Membership Year;	Deleted	The one year Association membership requirement has been deleted because it is perceived as a barrier to persons volunteering to be Chapter directors. Its deletion is consistent with the Association General By-Law.
8.14	<b>Results</b> The Nominating Committee shall notify Chapter Members of the results of the Directors’ election, publishing the names of those Chapter Members who were elected or appointed to the Chapter Board, by April 15 <sup>th</sup> of each Membership Year.	The Chapter Nominating Committee shall notify Chapter Members of the results of the Chapter Directors’ election, publishing the names of those Chapter Members who were elected or acclaimed to the Chapter Board within three days of the acclamation or the close of the Chapter Director Election (whichever applies).	It is more accurate to refer to Chapter directors who were acclaimed instead of appointed in the most recent election. In addition, the election results must be sent out within three days of the end of the annual election process instead of by April 15 <sup>th</sup> . This ensures that Chapter members are informed of the election results in a timely manner.

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8.17	<p><b>Length of Term</b></p> <p>(a) Subject to Section 8.17(b) and Section 10, each Director shall serve on the Chapter Board for a one (1) year term, commencing the day after the Annual Business Meeting held during the Membership Year the Director is elected or appointed and ending at the conclusion of the Annual Business Meeting of the following year.</p> <p>(b) The Nominating Committee may establish the term a Director may serve on the Chapter Board, provided that such term is not longer than two (2) years, commencing the day after the Annual Business Meeting held during the Membership Year the Director is elected or appointed and ending at the conclusion of the Annual Business Meeting two (2) years later.</p> <p>A Director serving on a Chapter Board may serve successive terms if re-elected or re-appointed to the Chapter Board in accordance with these Operating Terms, subject to the limitation included in 11.6.</p>	<p>(a) Subject to Section 8.17(b) and Section 10, each Chapter Director shall serve on the Chapter Board for a three (3) year term, commencing immediately after the Annual Business Meeting held during the Year the Director is elected, acclaimed or appointed and ending at the conclusion of the Annual Business Meeting at the end of their third year.</p> <p>(b) The following transition rules apply to the term of Chapter directors elected, acclaimed or appointed for the 2018 year:</p>	<p>These rules provide detailed guidance for the transition to a rotating board with each Chapter Director being elected to a three year term commencing with the 2019 Annual Business meeting.</p>

		<ul style="list-style-type: none"> <li>(i) If a Chapter Board has five directors, one director shall serve until 2019, two directors shall serve until 2020 and two directors shall serve until 2021;</li> <li>(ii) If a Chapter Board has six directors, two directors shall serve until 2019, two directors until 2020 and two directors until 2021;</li> <li>(iii) If a Chapter Board has seven directors, one director shall serve until 2019, three directors shall serve until 2020 and three directors until 2021;</li> <li>(iv) If a Chapter Board has eight directors, two directors shall serve until 2019, three directors shall serve until 2020 and three directors until 2021;</li> <li>(v) If a Chapter Board has nine directors, three directors shall serve until 2019, three directors shall serve until 2020 and three directors shall serve until 2021;</li> <li>(vi) If a Chapter Board has 10 directors, three directors shall serve until 2019, four directors shall serve until 2020 and four directors shall serve until 2021;</li> <li>(vii) If a Chapter Board has eleven directors, three directors shall serve until 2019, four directors shall serve until 2020 and four directors shall serve until 2021.</li> </ul> <p>Despite the foregoing, if a Chapter director has one year remaining in their term at the 2018 Annual Business meeting, that Chapter director shall be deemed to have been elected for a one year term for purposes of these transitional rules.</p> <p>(c) A Director serving on a Chapter Board may serve successive terms if re-elected or re-appointed to the Chapter Board in accordance with these Operating Terms, subject to the limitation included in Section 11.6.</p>	
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Section	Old Version	New Version	Rationale
9.1	<p><b>Training and Code of Conduct</b></p> <p>Promptly upon election or appointment to the Chapter Board, and prior to commencing his or her term on the Chapter Board, a Director shall:</p> <ul style="list-style-type: none"> <li>(a) successfully complete Director training, the nature, delivery method, subject matter, and timing of such training to be determined by the Association at its sole and absolute discretion; and</li> <li>(b) sign the Association’s code of conduct respecting directors (“<b>Code of Conduct for Directors</b>”).</li> </ul>	<p>Promptly upon election or appointment to the Chapter Board, and prior to commencing his or her term on the Chapter Board, a Director shall:</p> <ul style="list-style-type: none"> <li>(a) successfully complete training for their Chapter Board duties, the nature, delivery method, subject matter, and timing of such training to be determined by the Association at its sole and absolute discretion; and</li> <li>(b) sign the Association’s code of conduct respecting volunteers (“<b>Code of Conduct for Volunteers</b>”).</li> </ul>	<p>This revised provision refers to training for Chapter Board duties, which will include director and Chapter Position training. In addition, the correct name for the Association Code of Conduct is set out.</p>
9.2	<p><b>Attestation</b></p> <p>Prior to the start of the new Membership Year, the Chapter President shall deliver a signed attestation to the Association stating which Directors signed the Code of Conduct for Directors in accordance with Section 9.1(b) of these Operating Terms (the “<b>Attestation</b>”).</p>	Deleted.	<p>This requirement for a signed attestation is unnecessary. It will be replaced by the new reporting requirements under Section 2.6.</p>
10.1	<p><b>By Vote</b></p> <p>Subject to the Association Governance Materials, the Chapter Members may, by simple majority vote at a special Chapter Members’ meeting, remove any Director from the Chapter Board, of which notice of intention to pass such motion was previously given in accordance with the notice procedures set out in Section 19.1 of these Operating Terms.</p>	<p>Subject to the Association Governance Materials, the Chapter Members and Registered Students may, by a two-thirds majority vote at a special Chapter Members’ meeting, remove any Chapter Director from the Chapter Board, of which notice of intention to pass such motion was previously given in accordance with the notice procedures set out in Section 19.1 of these Operating Terms.</p>	<p>It is appropriate that more than a simple majority be required for the Chapter’s members to remove a Chapter director. It is a fundamental principle that if the Chapter members elect a Chapter director, they should have the right to remove that director rather than a Chapter board. In addition, since registered students are given full voting rights, they will have the right to vote to remove a Chapter director.</p>
10.2 (e)	<p><b>Ceasing to be a Director</b></p> <p>An individual ceases to be a Director upon:</p> <ul style="list-style-type: none"> <li>(e) removal of a Director by the Association Board (based on the recommendation of the determination panel) in accordance with</li> </ul>	<p>An individual ceases to be a Director upon:</p> <ul style="list-style-type: none"> <li>(e) removal of a Chapter Director by the Association Board (based on the recommendation of the determination panel) in accordance with Section 6.08 of the General By-law (if such Director is</li> </ul>	<p>A cross-reference to the General by-Law has been corrected.</p>

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	Section 10.12 of the General By-law (if such Director is found to be in breach of the Code of Conduct).	found to be in breach of the Code of Conduct for Volunteers).	
10.3	<p><b>Suspension and Other Restrictions</b></p> <p>Pursuant to Section 10 of the General By-law, a Director may be suspended from serving on the Chapter Board, suspended from fulfilling any Chapter Board or volunteer related duties, or be subject to other restrictions or conditions on the Director's Chapter activities by the Association's investigation panel or determination panel while such Director is under investigation for breaching the Code of Conduct.</p>	<p>Pursuant to Section 6 of the General By-law, a Chapter Director may be suspended from serving on the Chapter Board, suspended from fulfilling any Chapter Board or volunteer related duties, or be subject to other restrictions or conditions on the Chapter Director's Chapter activities by the Association's investigation panel or determination panel while such Director is under investigation for breaching the Code of Conduct for Volunteers.</p>	A cross-reference to the General By-Law has been corrected.
11.1	<p><b>Mandatory Positions</b></p> <p>The Chapter Board shall appoint Directors to the following Chapter Positions:</p> <ul style="list-style-type: none"> <li>(a) Chapter President;</li> <li>(b) Chapter President-Elect;</li> <li>(c) Chapter Secretary;</li> <li>(d) Chapter Treasurer;</li> <li>(e) Chapter Communications Director;</li> <li>(f) Chapter Membership Director; and</li> <li>(g) Chapter Programs/Professional Development Director.</li> </ul>	<p>The Chapter Board shall appoint Directors to the following Chapter Positions:</p> <ul style="list-style-type: none"> <li>(a) Chapter Chair;</li> <li>(b) Chapter Chair-Elect;</li> <li>(c) Chapter Secretary-Treasurer;</li> <li>(d) Chair, Chapter Communications Committee; and</li> <li>(e) Chair, Chapter Programs/Professional Development Committee.</li> </ul> <p>The Chapter Past-Chair, if any, shall hold that position by virtue of being the Chapter Chair during the immediately preceding volunteer year.</p> <p>A person who holds the position of Chapter President on the effective date that these Chapter Governance and Operating Terms come into force shall be deemed to be the Chapter Chair. A person who holds the position of Chapter Past-President on the effective date that these Chapter Governance and Operating Terms comes into force shall be deemed to be the Chapter Past-Chair.</p> <p>Despite the foregoing, a Chapter Director holding the position of Chapter Membership Director and any Chapter members serving on a Chapter Membership Committee, if any, and any other person holding a</p>	<p>(i) It is recommended that the positions of Secretary and Treasurer be combined because most financial matters are handled by the Association. One person should be able to handle both positions because the Secretary is also assisted by Association staff. In addition, it does not appear necessary to have a director dedicated to membership because membership is handled by the Association staff and encouragement of member participation should be a shared responsibility of all directors. In addition, communications and professional development should be a shared responsibility with a director dedicated as Chair of each respective committee. Reduction in the number of mandatory Chapter positions will assist small Boards.</p> <p>ii) it is recommended that references to the Chapter</p>

Section	Old Version	New Version	Rationale
		<p>Chapter Position whose term is not completed, on the effective date that these Operating Terms come into force, may continue to serve in those Positions until the end of the 2019 volunteer term.</p>	<p>President and Chapter Past-President should be changed respectively to Chapter Chair and Chapter Past-Chair with a deeming provision to change the title of the incumbent when these Operating Terms come into force.</p> <p>(iii) The objects of the Association clearly state the mandate of the Chapters. Asking volunteers to operate outside of the Chapter mandate is not recommended by legal counsel because it may create problems of possible contravention of the Employment Standards Act. To allow for a transition period, current Chapter Directors and volunteers assigned to membership will continue until the 2019 volunteer term ends. A similar transition rule will apply to other persons holding Chapter Positions whose term will not expire until 2019.</p>
11.2	<p><b>Additional Optional Positions</b></p> <p>Subject to Section 11.3 of these Operating Terms, the Chapter Board may from time to time appoint Directors to a Chapter Position, other than those listed in Section 11.1 of these Operating Terms, if the Chapter Board deems the Chapter Position necessary to the Chapter's management.</p>	<p>Subject to Section 11.3 of these Operating Terms, the Chapter Board may from time to time appoint Directors to a Chapter Position, other than those listed in Section 11.1 of these Operating Terms, if the Chapter Board deems the Chapter Position necessary to the Chapter's management, including the following Positions that have been approved by the Association:</p> <ul style="list-style-type: none"> <li>(a) the Chair of the Mentorship Committee;</li> <li>(b) the Chair of the Student Liaison Committee; and</li> <li>(c) the Chair of the Regulatory Liaison Committee.</li> </ul>	<p>It appears appropriate that the three specific optional Chapter Positions be provided for in this section.</p>

Section	Old Version	New Version	Rationale
11.4	<p><b>Multiple Positions</b></p> <p>The Chapter Board may appoint one (1) Director, including the Chapter Past President (an <i>ex-officio</i> member of the Chapter Board in accordance with Section 7.3 of these Operating Terms), to the Chapter Positions of:</p> <ul style="list-style-type: none"> <li>(a) Chapter Secretary and Treasurer;</li> <li>(b) Chapter President-Elect and any other Chapter Position, other than Chapter Secretary;</li> <li>(c) Chapter Programs/Professional Development Director and any other Chapter Position, other than Chapter Treasurer; or</li> <li>(d) Chapter membership Director and any other Chapter Position.</li> </ul>	<p>The Chapter Board may appoint one (1) Director, including the Chapter Past Chair (an <i>ex-officio</i> member of the Chapter Board in accordance with Section 12.1 of these Operating Terms), to the Chapter Positions of:</p> <ul style="list-style-type: none"> <li>(a) Chapter Chair and any other Chapter Position, other than Chapter Secretary-Treasurer;</li> <li>(b) Chair, Chapter Programs/Professional Development Committee and any other Chapter Position, other than Chapter Secretary-Treasurer; or</li> <li>(c) Any other Chapter Position.</li> </ul>	<p>This provision contains complementary amendments to reflect the fact that the Chapter Positions of Chapter Secretary and Chapter Treasurer have been combined.</p>
11.6	<p><b>Term</b></p> <p>Unless a Director resigns or is otherwise removed from a Chapter Position in accordance with these Operating Terms, any Director appointed to a Chapter Position shall hold that Chapter Position for one (1) year or the remainder of the Director’s term on the Chapter Board (whichever is shorter). A director may be re-appointed to the same Chapter Position so long as the Director’s term in that Chapter Position does not exceed four (4) consecutive years (“<b>Position Term</b>”). For example, a Director who is appointed Chapter President cannot hold the role of Chapter President for a period longer than the Position Term. However, after holding the role of Chapter President for the Position Term, such Director may continue to serve the Chapter and the Chapter Board by holding another Chapter Position, such as Chapter Secretary, as long as such Director continues to be re-elected or re-appointed to the Chapter Board by the Chapter Members and such Director does not resign, or is not otherwise removed, from the Chapter Board.</p>	<p><b>Chapter Position Term of Office</b></p> <p>Unless a Chapter Director resigns or is otherwise removed from a Chapter Position in accordance with these Operating Terms, any Director appointed to a Chapter Position other than the Chapter Chair or Chapter Chair-Elect shall hold that Chapter Position for three (3) years or the remainder of the Director’s term on the Chapter Board (whichever is shorter). A Chapter Director may be re-appointed to the same Chapter Position so long as the Director’s term in that Chapter Position does not exceed six (6) consecutive years (“<b>Position Term</b>”). For example, a Director who is appointed Chapter Chair cannot hold the role of Chapter Chair for a period longer than the Position Term. However, after holding the role of Chapter Chair for the Position Term, such Chapter Director may continue to serve the Chapter and the Chapter Board by holding another Chapter Position, such as Chapter Secretary-Treasurer, as long as such Director continues to be re-elected or re-appointed to the Chapter Board by the Chapter Members and Registered Students and such Chapter Director does not resign, or is not otherwise removed, from the Chapter Board. Despite the foregoing, the Chapter Chair, Chapter Past Chair and Chapter Chair-</p>	<p>The term of a person holding a Chapter Position, other than Chapter Chair, Chapter Chair-Elect and Chapter Past Chair, will hold office for a term of three years, because this is the same term as a Chapter Director. A six year term limit is consistent with the Association Board’s term limits. A Chapter Chair, Chapter Past Chair and Chapter Chair-Elect, however, will have a longer term limit of twelve years to reflect the fact that they hold these Chapter Positions during a four year cycle and may hold another Chapter Position upon ceasing to be a Chapter Past Chair. It is desirable to continue to have the benefit of their experience for an additional period of time.</p>



Section	Old Version	New Version	Rationale
		Elect may hold a Chapter Position for a maximum of twelve (12) consecutive years.	
11.7	Not applicable.	<p><b>Chapter Chair Term of Office</b></p> <p>Subject to Section 12, the Chapter Chair shall hold office for a term of two (2) years unless otherwise approved by the Association Board, which term shall expire at the second Annual Business Meeting following the Chapter Chair’s appointment.</p>	This is a new provision, which establishes a two year term for the Chapter Chair, unless otherwise approved by the Association Board, as part of its oversight role. This ensures that a new leader (usually the Chapter Chair-Elect) will assume the position. The new Chapter Chair will have the benefit of advice from the Chapter Past Chair, who will continue as a Chapter Board member for at least one additional year.
11.8	Not applicable.	<p><b>Ceasing to Hold a Chapter Position</b></p> <p>The Chair, Past Chair-Elect and individuals holding other Chapter Positions cease to hold those positions if:</p> <ul style="list-style-type: none"> <li>(a) The individual ceases to be a Chapter Director;</li> <li>(b) The individual resigns a Chapter Position; or</li> <li>(c) The individual is removed from a Chapter Position by a two-thirds majority of the Chapter Board.</li> </ul> <p>When an individual ceases to hold a Chapter Position other than Chapter Past Chair, the Chapter Board shall appoint another Chapter Director to the vacant Chapter Position for the remainder of the unexpired term of the Chapter Position. If the Chapter Past Chair is unable to complete or assume that Chapter Position, the position shall remain vacant and the Past Chair’s duties shall be assigned to other Chapter Directors.</p>	This new provision addresses the situation when a person ceases to hold a Chapter Position before the completion of the person’s term. This matter is not addressed in the current Chapter Operating Terms.
12.1	Not applicable.	<p><b>Chapter Past Chair</b></p>	This new provision clarifies that a Chapter Chair, upon completion of the two year term of office, holds the position of Chapter Past Chair for a one year term to assist the new Chapter Chair and act as a mentor.



Section	Old Version	New Version	Rationale
	<p>ensure that minutes of Chapter Member committee meetings (or any written resolutions in lieu of meeting) are included in the Chapter records. The Chapter Secretary shall also be responsible for providing notice of meeting and delivering meeting materials for any Chapter Members' meeting or Chapter Board meeting to the applicable Chapter Members.</p> <p><b>Chapter Treasurer</b></p> <p>The Chapter Treasurer shall be responsible for planning and preparing the Chapter's annual budget, and monitoring the Chapter's revenues and expenses. This includes ensuring that Chapter revenues and expenses are aligned with the Association's and Chapter's annual operating plan, as well as reviewing the Association's quarterly financial statements (or other time periods as necessary), and presenting them to the Chapter Board for their information. On a quarterly basis, the Chapter Treasurer shall provide updates to the Chapter's annual forecast to the Association's Chapter Financial Specialist. The Chapter Treasurer also shall help ensure that an annual budget has been approved by the Chapter Board in advance of each fiscal year, usually around July of each year. The Chapter Treasurer shall also ensure that the Association's year-end operating statements are presented to the Chapter Board for information purposes, prior to presentation to Chapter Members.</p>	<p>that minutes of Chapter Member committee meetings (or any written resolutions in lieu of meeting) are included in the Chapter records. The Chapter Secretary shall also be responsible for providing notice of meeting and delivering meeting materials for any Chapter Members' meeting or Chapter Board meeting to the applicable Chapter Members.</p> <p>The Chapter Secretary-Treasurer shall be responsible for planning and preparing the Chapter's annual budget, and monitoring the Chapter's revenues and expenses. This includes ensuring that Chapter revenues and expenses are aligned with the Association's and Chapter's annual operating plan, as well as reviewing the Association's quarterly financial statements (or other time periods as necessary), and presenting them to the Chapter Board for their information. On a quarterly basis, the Chapter Secretary-Treasurer shall provide updates to the Chapter's annual forecast to the Association's Chapter Financial Specialist. The Chapter Secretary-Treasurer also shall help ensure that an annual budget has been approved by the Chapter Board in advance of each fiscal year, usually around July of each year. The Chapter Secretary-Treasurer shall also ensure that the Association's year-end operating statements are presented to the Chapter Board for information purposes, prior to presentation to Chapter Members.</p>	
13.6	<p><b>Chapter Membership Director</b></p> <p>The Chapter Membership Director shall ensure that new Chapter Members are introduced at Chapter Members' meetings, and prepare and maintain Chapter Membership lists. The Chapter Membership Director shall Chair the Chapter Membership Committee. The Chapter Membership Director shall work with Association Staff to apply Association member engagement metrics to local activities and to report to the Chapter Board on the effectiveness of its operations in meeting Chapter Member needs and to</p>	Deleted.	See the detailed rationale for the elimination of this Chapter Position in the Rationale for the changes to Section 11.1.

Section	Old Version	New Version	Rationale
	improve Chapter Members' experience in accordance with the Board Mandate.		
13.5 (formerly 13.7)	<p><b>Chapter Programs/Professional Development Director</b></p> <p>The Chapter Programs/Professional Development Director shall facilitate, with the cooperation of the Association's staff and the Chapter Board, the Chapter's annual professional development, networking and mentoring program calendar in accordance with the needs of the Chapter Members, the Chapter's Mandate and Section 6.1 of these Operating Terms, and in alignment with the Association's annual plan and performance obligations. The Chapter Programs/Professional Development Director shall act as Chair of the Chapter Professional Development Committee (if the Chapter Board decides to form such a committee).</p>	<p><b>Chair, Chapter Programs/Professional Development Committee</b></p> <p>The Chapter Programs/Professional Development Chair shall be Chair of the Chapter Professional Development Committee, formed under Section 16.1. The Committee shall facilitate, with the cooperation of the Association's staff and the Chapter Board, the Chapter's annual professional development, networking and mentoring program calendar in accordance with the needs of the Chapter Members, the Chapter's Mandate and Section 6.1 of these Operating Terms, and in alignment with the Association's annual plan and performance obligations.</p>	This Chapter Position will be the chair of a committee rather than being a director.
13.6 (formerly 13.8)	<p><b>Chapter Communications Director</b></p> <p>The Chapter Communications Director shall encourage Chapter Member engagement by keeping Chapter Members informed of the operating plans in support of the Chapter Mandate, as well as relevant human resources events in local community and business area, and Association initiatives (such as the annual conference, HR hotline, and paid internships for CHRP candidates). The Chapter Communications Director shall support the communications needs of the Chapter Membership Director's Chapter Member contact efforts, outreach to large employers, business associations, and post-secondary schools within the Chapter.</p>	<p>The Chapter Communications Chair shall chair the Chapter Communications Committee formed under Section 16.1. The Committee shall encourage Chapter Member engagement by keeping Chapter Members informed of the operating plans in support of the Chapter Mandate, as well as relevant human resources events in local community and business area, and Association initiatives (such as the annual conference, HR hotline, and paid internships for CHRP candidates).</p>	This Chapter Position will be chair of a committee rather being a director. The last sentence with a cross-reference to the Chapter Membership Director has been deleted because this Chapter Position will be eliminated.
13.7	Not applicable.	<p><b>Chair, Chapter Mentorship Committee</b></p> <p>The Chapter Mentorship Committee Chair shall chair the Mentorship Committee, if any, formed under Section 16.2 and act as the lead for Chapter Mentor programs,. The Chair's duties shall include recruiting volunteers for Chapter committees and facilitating orientation programs and ongoing volunteer engagement.</p>	It is considered desirable to have an optional committee that addresses the need for mentorship.

Section	Old Version	New Version	Rationale
13.8	Not applicable.	<p><b>Chair, Chapter Student Liaison Committee</b></p> <p>The Chapter Student Liaison Committee Chair shall chair the Student Liaison Committee, if any, formed under Section 16.2. The Chair' shall take the lead in developing improved relationships with students in post-secondary human resources programs and actively promote student involvement and membership in the Chapter. The Chair's duties shall include ensuring timely communication with student groups and coordinating student volunteers when required.</p>	It is considered desirable to have an optional committee to encourage student involvement and membership in Chapters.
13.9	Not applicable.	<p><b>Chair, Chapter Regulatory Liaison Committee</b></p> <p>The Chapter Regulatory Liaison Chair shall chair the Regulatory Liaison Committee, if any, formed under Section 16.2. The Chair's duties shall include: conducting discussion groups and organizing other events in the Chapter related to professional regulation; ensuring that Chapter communications contain professional regulation content, including placing Office of the Registrar content on the Chapter website; acting as a resource to Chapter positions, members and registered students with respect to questions about regulatory matters.</p>	It is considered desirable to have an optional committee to increase knowledge of professional regulation.
15.2	Not applicable.	Any full-time, part-time or contract employees shall report to Association staff.	This new provision will ensure that Chapter employees have terms and conditions of employment that are consistent and appropriate.
16.1	<p><b>Mandatory Committees</b></p> <p>The Chapter Board shall form the following Chapter Member committees:</p> <ul style="list-style-type: none"> <li>(a) Membership Committee, including the Renewal/Win-back Subcommittee, the New Member Handoff Subcommittee, and the Keep in Touch Subcommittee; and</li> <li>(b) Nominating Committee,</li> </ul> <p>the descriptions for such committees are set out in the Association Governance Materials.</p>	<p>The Chapter Board shall form the following Chapter Committees:</p> <ul style="list-style-type: none"> <li>(a) the Chapter Communications Committee, with the description set out in Section 13.6;</li> <li>(b) the Chapter Nominating Committee, with the description set out in the Association Governance Materials; and</li> <li>(c) the Chapter Programs/Professional Development Committee, with the description set out in Section 13.5.</li> </ul>	Two additional committees (the Chapter Communications and Chapter Programs/Professional Development Committees) will become mandatory committees because of their essential role in fulfilling the Chapter's Purpose and Mandate as set out in Section 2.2. The requirement for a Chapter Membership Committee has been deleted for the reasons set out in the rationale for changes to Section 11.1.

Section	Old Version	New Version	Rationale
16.2	<p><b>Optional Committees</b></p> <p>The Chapter Board may form the following Chapter Member committees:</p> <ul style="list-style-type: none"> <li>(a) Communications Committee;</li> <li>(b) Mentoring Committee; and</li> <li>(c) Professional Development Committee,</li> </ul> <p>the descriptions for such committees are set out in the Association Governance Materials.</p>	<p>The Chapter Board may form the following Chapter Member committees:</p> <ul style="list-style-type: none"> <li>(a) the Chapter Student Liaison Committee, with the description set out in Section 13.8;</li> <li>(b) the Chapter Regulatory Liaison Committee, with the description set out in Section 13.9; and</li> <li>(c) the Chapter Mentorship Committee.</li> </ul>	<p>See the reasons for these three optional Chapter Committees in the Rationale set out above for Sections 13.7, 13.8 and 13.9.</p>
16.3	<p><b>Committee Terms</b></p> <p>All Chapter Member committees shall serve the Chapter Members and Chapter Board until the next Annual Business Meeting. Chapter Members appointed to Chapter Member committees by the Chapter Board may be re-appointed each Membership Year. There is no limitation on the number of terms a Chapter Member may participate on one or more Chapter Member committees.</p>	<p><b>Committee Membership and Terms</b></p> <p>Each Chapter Committee Chair shall determine the Committee membership and term limits in accordance with their Association approved Terms of Reference.</p>	<p>This revised section confers authority on each Chapter committee chair to determine the appropriate membership and terms limits for membership in accordance with the committee's terms of reference approved by the Association. The committee chair is in the best position to make these decisions.</p>
16.4	<p><b>Additional Committees</b></p> <p>The Chapter Board or any Chapter Member may propose additional Chapter Member committees by submitting terms of reference for the proposed committee(s) to the Nominating Committee. The Nominating Committee shall review such terms of reference and either approve or reject the proposal. The Chapter Board may not form any Chapter Member committee, other than those listed in Section 16.1 and Section 16.2 of these Operating Terms, without the prior approval of the Nominating Committee.</p>	<p><b>Additional Committees and Additional Volunteer Positions</b></p> <p>The Chapter Board may propose additional Chapter volunteer committees or volunteer positions by submitting terms of reference for the proposed committee(s) or position(s) descriptions to the Association Governance and Nominating Committee (GNC). The GNC shall review such terms of reference and position descriptions and either approve or reject the proposal. The Chapter Board may not form any Chapter volunteer committees or positions, other than those listed in Section 13, Section 16.1 and Section 16.2 of these Operating Terms, without the prior approval of the GNC.</p>	<p>It is more appropriate that only the Chapter Board propose additional Chapter committees and volunteer positions for approval by the GNC of the Association Board.</p>

Section	Old Version	New Version	Rationale
18.1	<p><b>Number and Calling of Meetings</b></p> <p>The Chapter Board shall meet regularly, at least four (4) times per year, on such dates and at such times as fixed by the Chapter President or the Chapter Board. The Chapter President or any three (3) Directors may call a regular meeting of the Chapter Board.</p>	<p>The Chapter Board shall meet regularly, at least four (4) times per year, on such dates and at such times as fixed by the Chapter Chair or the Chapter Board. The Chapter Chair or any three (3) Chapter Directors may call a regular meeting of the Chapter Board.. Only other Association Members and Registered Students may attend a Chapter Board meeting with the approval of the Chapter Board.</p>	<p>It is appropriate that only Chapter directors, and other Association Members and Registered Students (with Chapter Board approval), attend a Chapter Board meeting. The rationale is that confidential matters are discussed at such meetings.</p>
18.5	<p><b>Notice of Chapter Board Meetings</b></p> <p>The Chapter Secretary shall deliver a notice of a Chapter Board meeting to each Director by one of the following methods:</p> <ul style="list-style-type: none"> <li>(a) by telephone, facsimile, email or other electronic method not less than two (2) Days before the meeting is to take place; or</li> <li>(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 19.1 of these Operating Terms.</li> </ul> <p>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. Any notice of meeting in relation to a special meeting must include a description of the special business to be conducted at that meeting.</p>	<p>The Chapter Secretary-Treasurer shall deliver a notice of a Chapter Board meeting to each Chapter Director by one of the following methods:</p> <ul style="list-style-type: none"> <li>(a) by telephone, email or other electronic method not less than two (2) Days before the meeting is to take place; or</li> <li>(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 19.1 of these Operating Terms.</li> </ul> <p>No formal notice of a meeting is necessary if all the Chapter Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Any notice of meeting in relation to a special meeting must include a description of the special business to be conducted at that meeting..</p>	<p>The reference to “facsimile” has been deleted because it is now very rarely used, and in any event it comes within the scope of an “other electronic method.”</p>
18.6	<p><b>Voting</b></p> <p>At all meetings of the Chapter Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, no Director, including the Chapter President and the Chapter Past President shall have a second or casting vote. In the event of an equality of votes, the motion being voted shall fail.</p>	<p>At all meetings of the Chapter Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, no Chapter Director, including the Chapter Chair and the Chapter Past Chair shall have a second or casting vote. In the event of an equality of votes, the motion being voted shall fail..</p>	<p>It is customary for the chair of a meeting to never vote. The chair should be perceived as acting and in fact always act in an impartial manner, particularly when contentious matters are raised. This provision applies that rule in the event of a tie vote.</p>
19.1(b)	<p><b>Method of Delivery of Notice</b></p>	<p>Section 19.1 (b) has been deleted.</p>	<p>The reference to “facsimile” has been deleted because it is now very rarely used, and in any event it</p>

Section	Old Version	New Version	Rationale
	<p>Except where otherwise provided in these Operating Terms, notice shall be validly given if given by telephone, or if in writing:</p> <p>(b) by facsimile;</p>		<p>comes within the scope of an “other electronic method.”</p>
20.2	<p><b>Proposed Amendments by the Chapter Board</b></p> <p>A Chapter Board may propose amendments to these Operating Terms as they may apply to its Chapter by submitting a written proposal of the amended Operating Terms to the Association Board. In its written proposal, the Chapter Board shall clearly indicate what provisions it proposes to amend, and its reasons for the amendments. The Association Board shall review the proposed amended Operating Terms, and either approve, approve with modifications or decline the Chapter Board’s proposed amendments. The Association Board shall review the Chapter Board’s proposed amendments to these Operating Terms and notify the Chapter Board of its decision within a reasonable time of receiving the Chapter Board’s proposed amendments.</p>	<p>A Chapter Board may propose amendments to these Operating Terms as they may apply to its Chapter by submitting a written proposal of the amended Operating Terms to the Association’s Governance and Nominating Committee (GNC). In its written proposal, the Chapter Board shall clearly indicate what provisions it proposes to amend, and its reasons for the amendments. The GNC shall review the proposed amendments to these Operating Terms, and either approve, approve with modifications or decline the Chapter Board’s proposed amendments. The GNC shall notify the Chapter Board of its decision within a reasonable time of receiving the Chapter Board’s proposed amendments.</p>	<p>It is appropriate that the GNC acting on behalf of the Association Board carry out a review of any proposed amendments to the Operating Terms because Chapter governance is part of the GNC mandate.</p>
<p><del>SCHEDULE 4 – STANDARDS OF PRACTICE</del> (This practice has been removed from the Bylaws as it was out of date.)</p>			