

## TABLE OF CONTENTS

ARTICLE I - NAME .....	1
ARTICLE II - DEFINITIONS AND INTERPRETATION .....	1
Section 1 - Definitions .....	1
Section 2 - Interpretation .....	1
ARTICLE III - MEMBERSHIP .....	1
Section 1 – Membership and Eligibility .....	1
Section 2 - Application for Membership .....	2
Section 3 - Rights, Privileges and Obligations .....	2
Section 4 - Delinquency .....	2
Section 5 - Termination of Membership .....	3
Section 6 - Resignation of Membership .....	3
ARTICLE IV - MEMBERSHIP YEAR AND FEES .....	3
Section 1 - Membership Year .....	3
Section 2 - Membership Fees .....	3
Section 3 - Waiver of Fees .....	3
Section 4 - Certificate of Membership .....	3
ARTICLE V - OFFICES .....	3
Section 1 - Head Office .....	3
Section 2 - Other Offices .....	4
ARTICLE VI - SEAL AND CERTIFICATION OF DOCUMENTS .....	4
Section 1 - Seal .....	4
Section 2 - Certification of Documents .....	4
ARTICLE VII - BOARD .....	4
Section 1 - Duties and Responsibilities .....	4
Section 2 - Composition .....	4
Section 3 - Term of Office .....	4
Section 4 - Meetings of the Board .....	5
Section 5 - Quorum .....	5
Section 6 - Remuneration .....	5
Section 7 - Indemnification .....	5
Section 8 - Vacancies .....	6
Section 9 – Removal/Independence .....	6
Section 10 - Voting .....	6
ARTICLE VIII - NOMINATIONS AND ELECTIONS .....	6
Section 1 - Eligibility .....	6
Section 2 - Appointment of Nominating Committee .....	6
Section 3 - Nominating Procedure .....	6
Section 4 - Ballots .....	7
Section 5 - Appointment of Scrutineers .....	7
Section 6 - Announcement of Election Results .....	7
ARTICLE IX - OFFICERS .....	7

Section 1 - Number of Officers and Appointment.....7

Section 2 - Term of Office .....7

Section 3 - Duties and Responsibilities .....7

Section 4 - Remuneration.....8

Section 5 - Vacancies.....8

Section 6 - Removal.....8

ARTICLE X - EXECUTIVE COMMITTEE .....8

    Section 1 - Duties and Responsibilities .....8

    Section 2 - Composition.....9

    Section 3 - Meetings of the Executive Committee .....9

    Section 4 - Quorum.....9

    Section 5 - Vacancies.....9

    Section 6 - Removal.....10

    Section 7 – Remuneration.....10

ARTICLE XI - STANDING AND SPECIAL COMMITTEESSECTION 1 - STANDING  
COMMITTEES.....10

    Section 2 - Special Committees .....10

ARTICLE XII - ANNUAL AND SPECIAL GENERAL MEETINGS .....10

    Section 1 - Annual Meeting .....10

    Section 2 - Notice of Annual Meeting .....10

    Section 3 - Special General Meetings .....11

    Section 4 - Proxies .....11

    Section 5 - Order of Business .....11

    Section 6 - Voting .....11

ARTICLE XIII - CERTIFICATION OF MEMBERS.....11

ARTICLE XIV - AUDITORS .....12

ARTICLE XV - FINANCIAL YEAR .....12

ARTICLE XVI - DISSOLUTION.....12

ARTICLE XVII - AMENDMENT OF BY-LAWS.....12

ARTICLE XVIII – EFFECTIVE DATE .....12

ARTICLE XIX - REPEAL .....13

## ARTICLE I - NAME

The Association shall be called and known as "CANADIAN PROFESSIONAL SALES ASSOCIATION" and in the French form "ASSOCIATION CANADIENNE DES PROFESSIONNELS DE LA VENTE".

## ARTICLE II - DEFINITIONS AND INTERPRETATION

### Section 1 - Definitions

In these By-Laws the following definitions shall apply:

- (a) "Association" means the Canadian Professional Sales Association/Association canadienne des professionnels de la vente;
- (b) "Board" means the Board of Directors of the Association;
- (c) "Directors" means members of the Board;
- (d) "Member" means any class of member which the Board may by resolution designate;
- (e) "Regular Membership" means membership in the Association under which the Member is entitled to such benefits as may be determined by the Board from time to time;
- (f) "Regular Member" means an individual to whom Regular Membership is granted by the Board;
- (g) "Salesperson" means any person who is involved in the profession of selling;
- (h) "Corporate Designate" means a corporation or entity with whom the Association enters into an agreement permitting the allocation of Corporate Memberships to its employees or contractors. A Corporate Designate is permitted only one vote regardless of how many Corporate Memberships they have purchased;
- (i) "Corporate Member" means an individual to whom Corporate Membership, without voting privileges is granted by the Board or allocated by a Corporate Designate;
- (j) "Corporate Membership" means membership in the Association under which the Member is entitled to such benefits as may be determined by the Board from time to time.

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### Section 2 - Interpretation

In these By-Laws the singular shall include the plural and the plural the singular; the use of the masculine gender shall include the feminine and the masculine.

## ARTICLE III - MEMBERSHIP

### Section 1 – Membership and Eligibility

- (a) There shall be two classes of Membership:
  - (i) Regular Membership, for such persons that apply for Regular Membership, and
  - (ii) Corporate Membership, for such persons that apply for Corporate Membership, and for such employees or contractors of a Corporate Designate who are allocated Corporate Memberships by a Corporate Designate.
- (b) An agreement shall be entered into between the Association and each Corporate Designate providing for the number of Corporate Memberships to be granted by the Association for allocation by the Corporate Designate to its employees or contractors. At the option of a Corporate Designate, each such Corporate Membership shall be revocable, including if the employee or contractor to whom it is allocated ceases to be employed or contracted with the Corporate Designate. Such Corporate Memberships may be transferable or reallocated by the Corporate Designate to its other employees or contractors, from time to time. Such agreement shall contain such other terms and conditions deemed advisable by the Board;
- (c) Each Corporate Designate shall complete such application forms as may be prescribed by

the Board, from time to time. In addition, Corporate Designates shall provide such reports to the Association, containing information regarding employees or contractors to whom membership is allocated, revoked or transferred, and containing such other information as may be required by the Board from time to time.

- (d) Membership shall be open to all Persons engaged in the profession of selling and who otherwise fulfil the requirements of membership, who may be divided into such classes as the Board of Directors may, by resolution, designate.
- (e) Notwithstanding any other provisions of these By-Laws, the Board may create other classes of membership which shall have such rights, privileges and conditions as determined by the Board.

#### **Section 2 - Application for Membership**

- (a) Every applicant for membership and every Member, whether a Regular Member or Corporate Member, shall complete such application form as may be prescribed by the Board from time to time.
- (b) Each applicant for membership shall meet the qualifications for membership set out in subsection 1(d) above.
- (c) The President shall approve those applicants who are clearly qualified for membership and shall refer those not so qualified to the Executive Committee. In the event that the President requests proof of eligibility, it is the responsibility of the applicant to provide such proof.
- (d) The Executive Committee may, in its absolute discretion at any time and for any reason it considers proper, refuse to accept an application to join or rejoin the Association and shall notify the applicant of its reasons for refusing membership. Any applicant so notified may appeal the refusal of membership to the Board, the decision of which shall be final and binding and there shall be no further appeal therefrom. The foregoing shall also apply to any employee or contractor designated by a Corporate Designate, provided that such notification will be made to the Corporate Designate, as the case may be.
- (e) Former Regular Members of the Association may rejoin the Association within twelve (12) months following the termination of their membership provided they shall be eligible and shall possess the necessary qualifications at the time of their application for readmission. Persons so readmitted under this By-Law shall be considered to have had continuous membership.

#### **Section 3 - Rights, Privileges and Obligations**

- (a) All Regular Members shall have the right to vote at annual or special general meetings of the Association. Corporate Members shall not have a right to vote, provided, however, that each Corporate Designate shall be entitled to exercise one vote at annual or special meetings of the Association (regardless of how many Corporate Memberships are permitted to be allocated by that Corporate Designate).
- (b) The Board shall have full power to specify the form of and the rules and regulations and benefits pertaining to all classes of membership, the fees relating to membership and all other terms and conditions of membership relating thereto.
- (c) Every Member shall complete and file with the Association such forms, or provide such other information, as may be prescribed by the Board from time to time.
- (d) Payment of membership fees for Regular or Corporate Membership shall entitle the applicant to Membership until one year from the date on which the application was approved and such fees were paid and accepted, unless otherwise specifically provided in these By-Laws.
- (e) Regular Membership shall not be transferable under any circumstances.
- (f) Corporate Memberships are transferable as per Article III, Section 1(b).

#### **Section 4 - Delinquency**

No Member shall default or be delinquent in the payment of any fees, dues or other amounts for which he becomes indebted to the Association. Such default or delinquency shall be cause for termination of

membership.

#### **Section 5 - Termination of Membership**

- (a) Membership in the Association may be terminated for cause by the Executive Committee after the Member so terminated has been given thirty (30) days notice in writing of the reason for such termination.
- (b) A Member so terminated shall have the right to appeal to the Board, the decision of which shall be final and binding.
- (c) A Member so terminated shall remain liable to the Association for any fees, dues or other charges payable at the date membership terminates.

#### **Section 6 - Resignation of Membership**

- (a) Any Member may at any time resign from membership in the Association by serving written notice to that effect upon the President and upon discharging any lawful liability which is standing upon the books of the Association at the time of such notice.
- (b) In the event a Member resigns from membership in the Association all right, title and interest in and to the property and assets of the Association, including any rights hereunder to bonuses, shall revert to the Association.

### **ARTICLE IV - MEMBERSHIP YEAR AND FEES**

#### **Section 1 - Membership Year**

Membership in the Association shall be deemed to be for one year from the date of approval of the Member's application for membership and payment of the appropriate membership fees.

#### **Section 2 - Membership Fees**

- (a) The fees for any class of membership established by the Board shall be in an amount to be determined by resolution of the Board. The agreements to be entered into between the Association and the Corporate Designates shall set forth the obligations, if any, of such Corporate Designates to pay the prescribed membership fees for, and on behalf of, the Corporate Members to whom they have allocated memberships.
- (b) The Directors and elected Officers shall pay the appropriate membership fees before taking their places on the Board.

#### **Section 3 - Waiver of Fees**

- (a) The Board may, by resolution, waive the payment of annual fees for any Member whom the Association wishes to honour as a life member in accordance with criteria established by the Board.
- (b) No waiver of annual fees hereunder shall be allowed unless and until evidence of age, satisfactory to the Board, is presented and accepted.

#### **Section 4 - Certificate of Membership**

A certificate of membership in the form of a membership card or in such other form as the Board may be required by law to prescribe, shall be issued to each Member upon payment of membership fees and shall be used only by the Member to whom it is issued. A breach of this By-Law shall be cause for termination of membership pursuant to Article III, Section 5.

### **ARTICLE V - OFFICES**

#### **Section 1 - Head Office**

The head office of the Association shall be located in the Regional Municipality of Metropolitan Toronto in the Province of Ontario.

## **Section 2 - Other Offices**

The Association may establish such other offices elsewhere within Canada as the Board may, by resolution, deem expedient.

## **ARTICLE VI - SEAL AND CERTIFICATION OF DOCUMENTS**

### **Section 1 - Seal**

The seal of the Association shall be in such form as shall be prescribed by the Board and shall have the words "Canadian Professional Sales Association/Association canadienne des professionnels de la vente" inscribed thereon. The custody of the seal shall be entrusted to the Secretary or any other officer whom the Board may designate.

### **Section 2 - Certification of Documents**

The Secretary or any other officer, whom the Board may designate, shall have the authority to certify specific documents and to appoint any staff member to do so as necessary.

## **ARTICLE VII - BOARD**

### **Section 1 - Duties and Responsibilities**

- (a) The affairs of the Association shall be governed by a Board which shall supervise, control and direct all activities of the Association, its committees and publications, the disbursement of its funds and the determination of its policies. The Board shall actively pursue the mission and goals of the Association and may adopt such rules and regulations for the conduct of its business as may be deemed advisable.
- (b) The Board shall have the power, from time to time by resolution, to appoint such officers, employees or agents as it may deem necessary to sign specific contracts, documents and instruments in writing on behalf of the Association.

### **Section 2 - Composition**

- (c) The Board shall consist of a minimum of twelve (12) Directors, who are Members in good standing. This includes the immediate Past-Chair of the Board who shall serve as an ex-officio member of the Board. In addition, the President shall serve as an ex-officio of the Board that shall have no vote. The Board shall approximate (or typify) the membership as set out in the governance policy. The size of the Board shall be set by resolution of the Board, in consultation with Nominating and By-Law Committee.
- (d) The residency composition of the Board shall be as follows: Atlantic Canada not less than one (1), Quebec not less than two (2), Ontario not less than five (5), Manitoba not less than one (1), Saskatchewan not less than one (1), Alberta not less than one (1), British Columbia not less than one (1).
- (e) Upon recommendation of the Nominating Committee, an additional candidate or candidates may from time to time be presented for election as Directors within the maximum number allowed under this By-Law; provided that the Board must also pass a resolution appropriately adjusting the size of the Board. Such Directors may be resident in any region.
- (f) Directors must be individuals, at least 18 years of age, with the power under law to contract.

### **Section 3 - Term of Office**

Half of the Board shall be elected each year for a two-year term and may be renewed for two additional terms. Exemptions to this rule may apply to the following officers: Chair, Vice-Chair, Treasurer and Secretary. The Nominating and By-Law Committee has the discretion to further extend the maximum term for up to two years in exceptional circumstances.

#### **Section 4 - Meetings of the Board**

- (a) The Board shall meet at the call of the Chair as often as shall be deemed necessary for the welfare of the Association, provided that fourteen (14) days notice of such meeting shall be sent in writing to each Director, and provided further that there shall be at least two (2) meetings per calendar year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (b) Each Director is authorized to exercise one (1) vote at meetings of the Board. Mail ballots or proxy voting are not accepted in lieu of or at meetings of the Board or of any committee of the Board.
- (c) If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone call (including video conference) or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. When the Directors have consented to participate in a meeting by other communications facilities the Directors must also pass a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing quorum, and recording votes at the meeting. A meeting shall not be held using other communications facilities unless each Director has consented in advance to meeting using the specific means of communication proposed for such meeting.
- (d) The Chairman or, in his absence, the Vice-Chairman, shall, at the request of five (5) members of the Board, call a Special Meeting of the Board within five (5) days of receiving such request, due notice having been given by the Secretary, and no business shall be transacted other than that contained in the notice.

#### **Section 5 - Quorum**

At any meeting of the Board, a quorum shall be a majority of Directors then in office, unless otherwise specifically provided. Such quorum of Directors present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though Directors leaving reduce the number to less than a quorum. However, no question can be voted on unless a quorum is present. Directors who have declared a conflict of interest shall be counted in determining a quorum.

#### **Section 6 - Remuneration**

Each member of the Board shall be allowed and paid for each meeting of the Board which he attends, such sum as may be fixed by the Association at the Annual Meeting.

#### **Section 7 - Indemnification**

All Directors and Officers of the Association and their heirs, executors, administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever which such Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their offices; and
- (b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof except such costs charges or expenses as are occasioned by their own wilful neglect or default.

### **Section 8 - Vacancies**

All vacancies on the Board or in any office arising from death, resignation, ineligibility to serve or removal as hereinafter provided, may be filled by the Board in consultation with the Nominating Committee of the Association, provided, however that the Board shall not appoint a person to fill a vacancy in the offices of Chairman or Vice-Chairman unless such person shall currently be a Director of the Association.

### **Section 9 – Removal/Independence**

A Director may be removed by resolution of the Board before expiration of their term for the following reasons:

- (a) On failure to attend Board meetings without reason deemed by the Board to be adequate;
- (b) On failure to accomplish the general Board duties as outlined, contribute to direction, or contribute to Board effectiveness;
- (c) Breach of Conflict of Interest Policy;
- (d) Breach of Board members Code of Conduct Policy,
- (e) Any employees, or former employees, who left the organization within five (5) years preceding the election date are ineligible for election, except with the consent of the Board.

A Director, including an ex-officio Director, shall be removed from the Board if at a Special General Meeting of Members duly called for such purpose, a resolution is passed by at least two-thirds (2/3) of the votes cast in favour of the removal of such Director.

### **Section 10 - Voting**

At all meetings of the Board, every question shall be determined by a majority vote unless otherwise specifically provided by statute or in these By-Laws.

## **ARTICLE VIII - NOMINATIONS AND ELECTIONS**

### **Section 1 - Eligibility**

Any person, in order to be qualified for nomination as a Director of the Association, must be a Member in good standing of the Association.

### **Section 2 - Appointment of Nominating Committee**

The Board shall, in each year in which an election is necessary, appoint a Nominating Committee which shall be chaired by a Past Chairman of the Association and shall include at least the current Chairman, two other Past Chairmen and the Vice-Chairman.

### **Section 3 - Nominating Procedure**

- (a) No fewer than one hundred and twenty (120) days prior to the Annual Meeting, the Nominating Committee shall seek, through an official publication of the Association, the names of eligible members to consider for possible nomination to fill the vacancies on the Board.
- (b) Each nomination must be submitted in writing on the official nominating form, must have the written consent of the nominee to serve if elected, and must be signed by no fewer than twenty-five (25) Regular Members and/or Corporate Designates of the Association. Nominations shall close ninety (90) days prior to the Annual Meeting. Fax copies of the official nomination form are acceptable, however, e-mail endorsements are not.
- (c) Should there be fewer nominations received by the Nominating Committee than are necessary to fill the vacancies on the Board, the Nominating Committee shall themselves select appropriate candidates to fill the slate of nominees. Nominees selected by the Nominating Committee shall not require the endorsement of any Members other than the Nominating Committee.

- (d) A full slate of nominees for election by acclamation to the Board shall be circulated in writing to all Regular Members and Corporate Designates in good standing of the Association no fewer than thirty (30) days prior to the Annual Meeting of the Association.

**Section 4 - Ballots**

- (a) In the event that more nominations are received by the Nominating Committee than are required to fill the vacancies on the Board, the Secretary shall circulate mail ballots to all Regular Members and Corporate Designates for election of Directors no fewer than thirty (30) days prior to the Annual Meeting. Mail ballots shall not be used in place of an annual or special general meeting in matters where a meeting of Members is required by law.
- (b) Each Regular Member and each Corporate Designate in good standing of the Association shall have one vote. Directors will be declared elected on the basis of a plurality of votes cast by written form or electronic form of ballot as verified by the Scrutineers. Ballots must be returned to the Secretary of the Association no fewer than ten (10) days prior to the Annual Meeting.

**Section 5 - Appointment of Scrutineers**

- (a) In the event of an election being necessary, three (3) Scrutineers, who shall be neither members of the Board nor candidates for election to the Board shall be appointed by the Chairman no fewer than ten (10) days prior to the Annual Meeting.
- (b) It shall be the duty of the Scrutineers to count the votes cast for Directors of the Association as indicated on the ballot forms referred to in Section 4 above, and to make a written report thereof in a sealed envelope to the Secretary in each year in which an election is held pursuant to these By-Laws.

**Section 6 - Announcement of Election Results**

The Secretary shall announce the results of the election or the acclamation of Directors at the said Annual Meeting.

**ARTICLE IX - OFFICERS**

**Section 1 - Number of Officers and Appointment**

The Officers of the Association shall be a Chairman, a Vice-Chairman, President, Treasurer and Secretary. The offices of Treasurer and Secretary may be combined. Officers shall be appointed by resolution of the Board.

**Section 2 - Term of Office**

Officers shall remain in office for one (1) year, unless such term is reduced by resolution of the Board, or until their successors shall be elected or appointed. There are two exceptions to the one year term. First, the Chair's term can be extended to a two (2) year term at the initiation of the Nominating and By-Law Committee and the agreement of the incumbent. In the event the Chair's term is extended, then the term for the other officers is adjusted accordingly. Second, in the case of the President whose term is subject to terms and conditions of employment. In no event shall an Officer who ceases to be a Member in good standing remain in office, and in no event shall an Officer remain in the same office for more than one term of office.

**Section 3 - Duties and Responsibilities**

- (a) The duties of the Chairman shall be such as the title by general usage would indicate or as may be specified by the Board or assigned to him from time to time or such as may be required by law. The Chairman shall preside at all meetings of the Board; in his absence the Vice-Chairman shall perform his duties. In the event of the absence of the Chairman and the Vice-Chairman from any meeting, the meeting shall have power to organize and

appoint a Chairman pro tem. The Chairman and the President shall be ex-officio members of all committees.

- (b) In the absence of the Chairman, the Vice-Chairman shall perform any or all of the duties of the Chairman as may be specified by the Board or such as may be required by law. Should the office of the Chairman become vacant, it shall be filled by the Vice-Chairman.
- (c) The Treasurer shall keep proper accounting records in compliance with all relevant statutory provisions and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; he shall render to the Board, whenever required, an account of all his transactions as Treasurer and of the financial position of the Association; and he shall perform all duties incidental to his office and such other duties as the Board or the Chairman may prescribe. The Treasurer may delegate any or all of his duties to another Officer or to the staff of the Association.
- (d) The Secretary shall give or cause to give all notices required to be given to Regular Members, Corporate Designates and Directors of the Association and he shall attend all meetings in connection with the Association and take correct Minutes of same. Such duties may be delegated to another Officer or to the staff of the Association.
- (e) The President shall be responsible for the management of the Association in accordance with the policies and procedures established by the Board and shall serve as chief operating officer responsible for the direction of staff. The President shall at all times devote full effort to the fulfillment of the objectives of the Association and to the welfare of the Members.

#### **Section 4 - Remuneration**

- (a) The Chairman, in lieu of any fee or other remuneration as a Director of the Association, shall be entitled to receive such amount as may be fixed by the Association at its Annual Meeting by resolution, such amount to be paid with respect to each succeeding twelve (12) months of service in that office and which amount shall include all fees, honoraria and expenses, with expenses to be payable forthwith after being incurred. In the event that the Chairman should cease to hold office before expiry of the term for which he has been elected, any amounts fixed by resolution as hereinabove described, shall be reduced proportionally.
- (b) Notwithstanding any fee or other remuneration received as a Director of the Association, no Officer shall receive any remuneration for duties performed on behalf of the Association, with the exception of the President whose remuneration shall be established by resolution of the Board. Officers may be reimbursed for reasonable expenses incurred while performing such duties.

#### **Section 5 - Vacancies**

Vacancies in any elected office shall be filled by the Board from amongst its members on the recommendation of the Nominating Committee for the balance of the term thereof or until the next regular election of Officers. Should the office of the Chairman become vacant, it shall be filled by the Vice-Chairman.

#### **Section 6 - Removal**

An Officer may, by resolution of the Board, be removed before the expiration of his or her term for cause or if he or she has been absent from three (3) consecutive meetings of the Executive Committee without reason deemed by the Executive Committee to be adequate.

### **ARTICLE X - EXECUTIVE COMMITTEE**

#### **Section 1 - Duties and Responsibilities**

The Executive Committee is permitted to act on behalf of the Board between meetings of the Board. Specifically, the Executive Committee shall be responsible for the following:

- (a) Performance appraisals process and compensation review for the President and review of overall compensation levels for senior management.
- (b) To ensure the execution of approved plans and policies but will not adopt the policy formation role of the Board.

The Executive Committee will report to the Board at each meeting on actions taken.

## **Section 2 - Composition**

The Executive Committee shall be comprised of all Officers elected in consultation with the Nominating Committee by the Board at its meeting immediately following the Association Annual Meeting, including the Immediate Past Chairman. The Board may also appoint to the Executive Committee such other officers or agents of the Association as it may deem appropriate. In addition, the President shall serve on the Executive Committee without vote. The Executive Committee shall be chaired by the Chairman of the Board, or in the Chairman's absence, by the Vice-Chairman.

## **Section 3 - Meetings of the Executive Committee**

- (a) The Executive Committee shall meet at least three (3) times a year at such times and places as the Chairman may designate.
- (b) Notice in writing shall be sent to the Executive Committee no fewer than fourteen (14) days prior to such meeting. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of the Executive is authorized to exercise one (1) vote, except as otherwise provided herein. Proxies are not accepted at meetings of the Executive Committee.
- (c) If all members of the Executive Committee consent thereto generally or in respect of a particular meeting, any member of the Executive Committee may participate in a meeting of the Executive Committee by means of such conference telephone call (including video conference) or other communications facilities as permit all persons participating in the meeting to communicate with each other and a member of the Executive Committee participating in such a meeting by such means is deemed to be present at the meeting. When the members of the Executive Committee have consented to participate in a meeting by other communications facilities the members must also pass a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing quorum, and recording votes at the meeting. A meeting shall not be held using other communications facilities unless each member of the Executive Committee has consented in advance to meeting using the specific means of communication proposed for such meeting.

## **Section 4 - Quorum**

At any meeting of the Executive Committee, a quorum shall consist of at least two members of the Committee who must also constitute a simple majority (50% plus one) of those entitled to be present and vote unless otherwise specifically provided. A majority of officers present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though Officers having reduce the number to less than a quorum. Officers who have declared a conflict of interest shall be counted in determining a quorum.

## **Section 5 - Vacancies**

Any vacancy on the Executive Committee may be filled by the Board in consultation with the Nominating Committee of the Association, provided however that the Board shall not appoint a person to fill a vacancy in the offices of Chairman or Vice-Chairman, unless such person shall currently be a Director of the Association.

## **Section 6 - Removal**

Any member of the Executive Committee may by resolution of the Board, be removed before the expiration of his or her term for cause, or if he or she has been absent from three (3) consecutive meetings of the Executive Committee without reason deemed by the Executive Committee to be adequate.

## **Section 7 – Remuneration**

The remuneration, if any, to be paid to members of the Executive Committee for acting in such capacity, may be determined by the Board from time to time. Executive Committee members may also be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.

## **ARTICLE XI - STANDING AND SPECIAL COMMITTEES Section 1 - Standing Committees**

- (a) Standing committees of the Association shall be established by the Board to conduct such business and perform such duties as may from time to time be determined and shall report periodically and at least annually to the Board.
- (b) Chairmen of standing committees shall be appointed annually by the Chairman of the Board and shall normally serve a one (1)-year term subject to ratification by the Board.
- (c) Standing committees shall serve until discharged or until their successors shall be appointed.
- (d) The remuneration, if any, to be paid to members of standing committees for acting in such capacity, may be determined by the Board from time to time. Standing committee members may also be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.
- (e) The Board by resolution may remove any member of a standing committee at any time.

## **Section 2 - Special Committees**

- (a) The Board may appoint special committees, councils and/or task forces from time to time as required.
- (b) The Chairman of the Board shall appoint a chairman of any special committee so appointed, subject to ratification by the Board, to serve for the duration of that committee's deliberations and submission of its report.
- (c) The mandate and term of office of any special committee shall be determined by the Board.
- (d) The remuneration, if any, to be paid to members of a special committee for acting in such capacity, may be determined by the Board from time to time. Special Committee members may also be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.
- (e) The Board by resolution may remove any member of a standing committee at any time.

## **ARTICLE XII - ANNUAL AND SPECIAL GENERAL MEETINGS**

### **Section 1 - Annual Meeting**

The Annual Meeting of the Association shall be held each year at such time and at such place in Canada as may be designated by the Board. Twenty-five (25) Regular Members and/or Corporate Designates in good standing shall constitute a quorum in accordance with Article III, Section 3(a). All persons who were in good standing with the Association prior to the meeting shall be entitled to participate and, if eligible, to vote at said Annual Meeting.

### **Section 2 - Notice of Annual Meeting**

Notice of the Annual Meeting shall be given in writing to every Regular Member and every Corporate Designate no fewer than thirty (30) days prior to such meeting. Such notice may be given in an official publication of the Association sent to all Members. Attached to and forming part of the notice of said

Annual Meeting shall be an agenda of the business to be discussed thereat as well as notice of the Regular Member's and Corporate Designate's right to be represented by proxy at such Annual Meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decisions to be taken.

### **Section 3 - Special General Meetings**

- (a) Special general meetings of the Association may be called by the Chairman, or in his absence by the Vice-Chairman, upon a resolution of the Board making such request or upon the written request of ten per cent (10%) of the Regular Members (which may include Corporate Designates) of the Association.
- (b) Such special general meetings shall be held at such time and place as may be designated by the Board of Directors and notice thereof shall be sent by the Secretary by mail to the last known address of each Regular Member and Corporate Designate no fewer than thirty (30) days prior to the date of such meeting and such notice shall specify the special business to be brought before the meeting as well as notice of the Regular Member's and Corporate Designate's right to be represented by proxy at such meeting.
- (c) At such special general meeting, no business shall be transacted unless there shall be a quorum of fifty (50) Regular Members (which may include an officer of each Corporate Designate) present and no business shall be discussed other than that specified in the notice as the special business to be brought before the meeting.

### **Section 4 - Proxies**

- (a) Any Regular Member or Corporate Designate may be represented by proxy at annual and special general meetings of the Association by another Regular Member or Corporate Designate provided that such proxy shall be in written form or electronic form of proxy or a facsimile thereof. Members eligible to vote shall be provided with the proxy form at least thirty (30) days prior to the date of such annual or special general meeting.
- (b) A written proxy must be signed by the Regular Member or Corporate Designate and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
- (c) The electronic form of proxy will be equivalent to the written form of proxy provided.
- (d) Proxies must be filed with the Secretary at least ten (10) days prior to the date of such annual or special general meeting.

### **Section 5 - Order of Business**

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by By-Laws, procedure shall be in accordance with Bourinot's Rules of Order.

### **Section 6 - Voting**

All Regular Members in good standing and each Corporate Designate in good standing shall have one vote at annual or special general meetings. Mail ballots shall not be used in place of an annual or special general meeting in matters where a meeting of Members is required by law. Unless otherwise specifically provided, a majority of Regular Members and/or Corporate Designates present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. In the event of a tie, a motion shall be lost.

## **ARTICLE XIII - CERTIFICATION OF MEMBERS**

- (a) The Board shall have the power to:
  - (i) institute a course of study and prescribe examinations and qualifications for the certification of Members;
  - (ii) establish a curriculum and set standards and qualifications for passing such

- examinations as it may deem fit, and establish, by testing and/or any other means, which Members are suitable for certification;
- (iii) set standards and prescribe a Code of ethics;
  - (iv) determine from time to time by resolution what shall constitute misconduct or disgraceful behaviour and establish a discipline process.
- (b) The said diploma and accreditation may, after due enquiry and proper notice by the Board to the Member involved, be either suspended or cancelled for misconduct or disgraceful behaviour.
  - (c) The Board shall have power to determine from time to time by resolution, what shall, on the part of an accredited Member, constitute misconduct or disgraceful behaviour, provided however that each accredited Member shall be notified in writing of the code of ethics and behaviour he is expected to conform to as established by resolution aforesaid.
  - (d) The Board shall have the power and authority, by resolution, to delegate all or any of its powers under paragraphs (a), (b) and (c) of this Article XIII to the board of directors of the CPSA Sales Institute.

#### **ARTICLE XIV - AUDITORS**

The voting Members shall at each Annual Meeting thereof appoint an auditor (who may be a firm of auditors) to audit the accounts of the Association for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting, provided that the Board may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

#### **ARTICLE XV - FINANCIAL YEAR**

Unless otherwise ordered by resolution of the Board, the fiscal year-end of the Association shall be December 31st.

#### **ARTICLE XVI - DISSOLUTION**

In the event that the Association is dissolved, its assets shall be applied in the following order:

- (a) To provide for the liquidation of all reasonable accounts payable in connection with the regular activities of the Association prior to the date of dissolution;
- (b) To provide for the payment of all reasonable expenses incurred in connection with the dissolution; and
- (c) To provide services for social welfare, health, civic improvement, education or other objects of a benevolent or charitable nature.

#### **ARTICLE XVII - AMENDMENT OF BY-LAWS**

On the recommendation of the By-Law Committee, the By-Laws of the Association may be repealed or amended by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the Regular Members and/or Corporate Designates present in person or by proxy at an annual or special general meeting duly called for the purpose of considering the repeal or amendment of the By-Laws, provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **ARTICLE XVIII – EFFECTIVE DATE**

This By-Law shall become effective on the day on which the letters patent issued to effect the proposed continuance of the Association under the *Canada Corporations Act* become effective.

## **ARTICLE XIX - REPEAL**

Upon the coming into force of this By-Law all previously enacted by-laws of the Association are repealed, provided that such repeal shall not affect the previous operation of each such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to each such by-law prior to its repeal. All officers and persons acting under each such by-law so repealed shall continue to act as if appointed by the directors under the provisions of this By-Law and the *Canada Corporations Act* until their successors are appointed.

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*CPSA*  
*Amended and Restated By-Laws*

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Canadian Professional  
Sales Association

*November 16, 2007*

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