



A HIGHER LEVEL of
management consulting
ONTARIO

This is a long document to print as the entire by-laws follow. Please be aware and select key pages if economy is desired.

To: Voting Members, ICMCO (CMC-Ontario)
From: Lyn McDonell CMC, Institute President
Re: Recommended By-Law Changes
Date: October 2, 2018

On August 21, 2018 Ontario Council passed a motion to recommend to ICMCO Members the following by-law changes related to 1) our classification of persons who are not certified, 2) those eligible to serve on Council and 3) our financial year. We present these to Institute Members for approval. This is background on the motions. A tracked version of the by-laws follow.

1. To amend the ICMCO by-laws as presented to set out the new category of Affiliated Persons. Page 14 in the by-laws

Rationale: New Category - Affiliated Persons – Section 3

There is a long unaddressed conflict between the legislation and what is in our by-laws. According to our [1983 Act](#) *all Members can use the CMC designation*. 3.1 reads: *Every member of the Institute may use the Designation "Certified Management Consultant" and may use after his or her name the initials "C.M.C." indicating that he or she is a Certified Management Consultant.* Our by-laws currently have member categories of associates and students – who are not CMCs. Since the Act trumps the by-law, it was unwise to have made associates and students as member types in the first place.

Our legal counsel, Borden Ladner Gervais (BLG) has advised we address this anomaly especially as new Ontario legislation regarding NFPs will come eventually into force. Organizations are reviewing their member categories now. In addition, as we seek to bring new people into the organization, the terms of their involvement should not imperil the integrity of the CMC designation. Our legal counsel has advised that a global paragraph in the by-laws, as Affiliated Persons, would be most effective – and moving the specifics of the treatment of these persons into Council policy. This phrasing is recommended and in the amended by-laws here: *3.1 Affiliated Persons shall be the individuals admitted by ICMCO to the class of Affiliated Persons and consisting of Associates, Candidates and Students and any other class or form of affiliation that may be established by Council from time to time. Affiliated Persons shall be governed by any rules or policies adopted by Council from time to time.*

NOTE: Once approved by Members, Council will immediately adopt a policy mirroring any by-laws applicable to students, candidates, associates and young professionals so that there is no policy gap.

While the term “member” may be used colloquially, the formal definition of a Member will be aligned with our legislation -- and obligations.

2. **To amend the by-laws as presented regarding the eligibility requirements for Council members.** *Page 19 in the by-laws*

Rationale: Affiliated persons as Council members – Section 5.2

In the current by-laws, it is stated that an individual serving as a Chapter Chair or a designate who is not a Member can apply to serve on Council if Council allows. The by-law change we recommend is only slightly modified as follows: *An individual who is not a Member and who wishes to be eligible to be a Councillor may deliver a written request for eligibility without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not grant.* This would allow an individual who is not a Member to be a *nominee* to Council if he or she is an Affiliated Person. This would allow Members to nominate talent, candidate and youthful perspectives to Council (should they meet other qualifications and criteria).

3. **To update the bylaws with the new Financial Year-end of December 31st.** *Page 26 in the by-laws*

Rationale: New year end – Section 10.1

This is a matter of update of the by-laws. The decision to change the year-end is not being put to members – this is in Council’s purview and has been made. Further permission from CRA has been received for Ontario Institute and CMC-Canada. We are taking the opportunity to update this section.

The background is that Institutes and CMC-Canada are adopting a common fiscal year to end December 31st, to coincide with our membership year. The rationale is to allow easier planning and implementation of the Teaming Agreement and recognition of revenue flows, ease of HST compliance, and to foster collaboration for the national organization and the Institutes.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Lyn McDonnell', written in a cursive style.

Lyn McDonnell CMC
President, Institute of Certified Management Consultants of Ontario

*INSTITUTE OF CERTIFIED MANAGEMENT
CONSULTANTS OF ONTARIO*

BY-LAWS

~~September 2017~~



A HIGHER LEVEL of
management consulting

ONTARIO

TABLE OF CONTENTS

	PAGE NO.
PREAMBLE.....	1
1 - INTERPRETATION	1
1.1 Definitions	1
1.2 Headings.....	3
2 - MEMBERS.....	3
2.1 Classes and Conditions of Membership	3
(a) Member	3
(b) Non-Practising Member	4
2.2 Special Designations	54
(a) Life Member	54
b) Fellow	54
Exceptions	65
2.3 Designation of Firms	76
2.4 CMC Certification	87
(a) General	87
(b) Requirements/Notice/Exemptions	87
(c) Limited Number of Attempts.....	87
(d) Requests for Reconsideration	87
2.5 Membership Application Procedures.....	98
(a) Membership Committee	98
(b) Applications.....	98
(c) Determination	98
(d) Requests for Reconsideration	98
2.6 Obligations of Members	109
(a) Compliance.....	109
(b) Dues.....	109
(c) Professional Development.....	109
2.7 Fees and Dues	109
(a) Membership Fees	109
(b) Other Dues	109
(c) Reductions/Waivers/Deferrals	109
2.8 Meetings of Members.....	109
(a) Special Meetings and Annual General Meetings.....	109
(b) Notice	114

(c) Quorum	1140
(d) Voting	1140
(e) Adjournment	1140
2.9 Termination, Resignation and Readmission of Membership	1241
(a) Termination or Suspension	1241
(b) Resignation	12
(c) Continuing Obligations	1342
(d) Readmission/Reinstatement	1342
3. - AFFILIATED PERSONS	1413
4. - PROFESSIONAL CONDUCT AND DISCIPLINE	14
4.1 Complaints and Charges - General	1514
(a) Definitions	1514
(b) Compliance with Rules	1514
(c) Referral of Complaints to Registrar	1514
(d) Council May Initiate a Complaint	1514
(e) Taking Notice Not Required	1514
(f) Registrar	1514
(g) Release of Information to Complainant	1615
4.2 Complaints and Charges - Investigator	1615
(a) Member to be Informed of Investigation	1615
(b) Investigator's Powers	1615
4.3 Discipline Committee	1615
(a) Committee Structure	1615
(b) Dismissal of Charges Without a Hearing	1746
(c) Hearing	1746
(d) Committee Sanctions	1746
(e) Interim Suspension	1847
(f) Power to Admonish Informally	18
4.4 Practice and Procedure	1918
4.5 Requests for Reconsideration	1918
5. - COUNCILLORS	1918
5.1 Composition	1918
5.2 Eligibility	1918
5.3 Nominations Committee:	2019
5.4 Nomination Procedure	2019
5.5 Election of Councillors	2019
(a) Advance Ballot	2019

(b) Votes	2019
(c) Scrutineers.....	20
(d) Term/Termination/Transition	2120
(e) Vacancies.....	2120
5.6 Powers.....	2120
5.7 Meetings of Councillors	2120
(a) Location	2120
(b) Notice	2221
(c) Quorum	2221
(d) Voting.....	2221
(e) Written Resolutions.....	2221
5.8 Remuneration	2221
5.9 Termination of a Councillor	2221
(a) Death or Change in Eligibility	2221
(b) Resignation.....	2221
(c) Deemed Resignation.....	2221
(d) Removal.....	2221
5.10 Committees	2322
(a) General	2322
(b) Quorum	2322
(c) Meetings	2322
6. - OFFICERS	2322
6.1 Officers	2322
6.2 Appointment and Term of Office	2322
6.3 Vacancies.....	2322
6.4 Duties of Officers	23
(a) President	2423
(b) Vice-President	2423
(c) Secretary.....	2423
(d) Treasurer.....	2423
(e) Other Officers.....	2423
6.5 Remuneration	24
7. - REGISTRAR, AGENTS AND EMPLOYEES.....	2524
7.1 Registrar	2524
(a) Appointment	2524
(b) Duties	2524
7.2 Other Agents and Employees	2524

8. - INDEMNIFICATION OF OFFICERS AND COUNCILLORS	<u>2524</u>
8.1 Limitation of Liability	<u>2524</u>
8.2 Indemnification	25
8.3 Insurance	<u>2625</u>
9. – MEMBER SERVICES CHAPTERS	<u>2625</u>
9.1 Establishment of Member Services Chapters	<u>2625</u>
9.2 Administration of Member Services Chapters	<u>2625</u>
10. - FINANCIAL MATTERS	<u>2625</u>
10.1 Financial Year	<u>2625</u>
10.2 Auditor	26
10.3 Banking	<u>2726</u>
10.4 Cheques	<u>2726</u>
10.5 Deposit of Securities for Safekeeping	<u>2726</u>
10.6 Borrowing	<u>2726</u>
10.7 Fund Raising	<u>2827</u>
11. - MISCELLANEOUS MATTERS	<u>2827</u>
11.1 Corporate Seal	<u>2827</u>
11.2 Head Office	<u>2827</u>
11.3 Books and Records	<u>2827</u>
11.4 Notice	<u>2827</u>
(a) Methods of Delivery	<u>2827</u>
(b) Records	<u>2827</u>
(c) Deemed Delivery	<u>2827</u>
(d) Waiver/Abridgment	<u>2827</u>
(e) Irregularities	<u>2928</u>
11.5 Execution of Documents	<u>2928</u>
11.6 Use of the CMC Marks	<u>2928</u>
11.7 Rules and Regulations	<u>2928</u>

11.8 By-laws	<u>2928</u>
(a) General	<u>2928</u>
(b) Confirmation	<u>2928</u>
(c) Supersession	<u>2928</u>

PREAMBLE

The Institute is incorporated by letters patent, as a non-profit Ontario corporation.

The Institute is interested in advocating for and advancing the effectiveness of management consulting practices and processes. The Institute acknowledges that many diverse organizations and individuals are interested in consulting processes and practices.

The Institute has the sole legal power and authority to certify and regulate the practice of management consulting and authorize the use of the designation Certified Management Consultant (CMC), Management Consultant or any other similar designation in Ontario.

The Institute encourages and supports the pursuit of professional certification by all individual members and ensures integrity of the CMC designation.

These By-laws govern the organization and management of the Institute.

1 - INTERPRETATION

1.1 Definitions

The following definitions shall apply to the following terms used in this By-law unless there is something in the subject matter or context inconsistent therewith:

“Agreement of Affiliation” shall mean the agreement, as amended from time to time, entered into by the Institute and the CAMC to govern the activities undertaken by, and the interaction between, the organizations and the delivery of services to members.

“Associate” shall have the meaning given to it in [Section 3, subsection 2.1\(c\)](#);

“By-law” or By-laws” shall mean the by-laws of the Institute;

“CAMC” shall mean the Canadian Association of Management Consultants/ Association canadienne des conseillers en management;

“CMC” shall mean the Certified Management Consultant designation as issued by the Institute, pursuant to the Institute Act;

“CMC Certification” shall mean the successful completion of the course of study and examination of the Institute or the equivalent professional qualifications or experience as deemed by Council;

“Code of Professional Conduct” shall mean the Code of Professional Conduct of the Institute as amended from time to time by Council;

“Corporations Act” shall mean the Corporations Act, R.S.O. 1980, c. 95, as amended or its successor legislation;

“Council” shall mean the Board of Directors of the Institute;

“Council Code of Conduct” shall mean the code of conduct by which all members of the Council must abide and which may be amended from time to time by Council;

“Councillor” shall mean a member of Council of the Institute;

“Executive Director” shall mean the President of the Canadian Association of Management Consultants, from time to time;

“FCMC” shall mean the Fellow Certified Management Consultant designation as issued by the Institute;

“Fellow” shall have the meaning given to it in subsection 2.2(b);

“Institute” shall mean the Institute of Certified Management Consultants of Ontario;

“Institute Act” shall mean the Institute of Management Consultants of Ontario Act, 1983, S.O. 1983, c. Pr32 as amended;

“Life Member” shall have the meaning given to it in subsection 2.2(a);

“Management Consultant” shall mean a person qualified by background and experience, whose principal activity is the practice of Management Consulting, who arrives at his or her recommendation through systematic analysis of facts and the application of independent judgment based on specialized knowledge and skill. Management Consultant shall include persons who are in the private practice of Management Consulting as well as persons who provide Management Consulting services to clients as employees of an internal consultant organization which meets the criteria prescribed by Council;

“Management Consulting” shall mean the services performed by independent and professionally qualified Management Consultants in investigating and identifying management problems related to the policy, organizational, operational, administrative and technical aspects of the principal institutions of our society, in recommending appropriate solutions to those problems, and in helping to implement them;

“Member” shall have the meaning given to it in subsection 2.1(a);

“Member Services Chapter” shall have the meaning given to it in subsection 89.1;

“Non-Practising Member” shall have the meaning given to it in subsection 2.1(b);

“Practice Year” shall have the meaning given to it in subparagraph 2.1(a)(i)(B);

“Proxy” shall mean a completed and executed proxy in the form prescribed by the Institute by means of which a member has appointed a proxyholder to act on his or her behalf, to the extent of the authority thereby granted, at a special meeting or annual general meeting of members;

“Registrar” shall mean the Registrar of the Institute appointed (or deemed to have been appointed) under subsection 67.1(a);

“Student” shall have the meaning given to it in subsection 2.1(d);

“Year” shall have the meaning given to it in subparagraph 2.1(a)(i)(B).

1.2 Headings

The division of this By-law into articles, sections, subsections and paragraphs and the insertion of headings, sub-headings and table of contents are for convenience of reference only and shall not affect the construction or interpretation of this By-law.

2 - MEMBERS

2.1 Classes and Conditions of Membership

There shall be the following classes of membership, with the following conditions attached thereto, namely:

(a) Member

“Member” shall mean any person who satisfies the following criteria:

- (i) (A) has CMC Certification; and
(B) has been engaged in the practice of Management Consulting for a least three (3) Practice Years of the preceding six (6) Years including the Year immediately prior to admission as a Member. A “Year” shall mean any consecutive 12-month period and a “Practice Year” shall mean at least 1200 hours in the practice of Management Consulting in any consecutive 12-month period, provided that two or more Years may not overlap and two or more Practice Years may not overlap;

OR

- (ii) (A) is resident in Ontario and has applied for transfer from, and is a member in good standing of, another professional organization of Management Consultants which has an established agreement of reciprocity with the Institute; and
(B) has received CMC Certification from that professional association.

A Member shall be entitled to use the designation CMC after his or her name.

A Member shall be entitled to vote at special meetings or annual general meetings.

(b) Non-Practising Member

“Non-Practising Member” shall mean any person who satisfies the following criteria:

- (i) was a Member of the Institute, in good standing, within the 12-month period preceding his or her designation as a Non-Practising Member;
- (ii) is not practising Management Consulting or being compensated in any way for the provision of Management Consulting services; and
- (iii) subject to the foregoing, continues to adhere to the Institute’s By-laws and Code of Professional Conduct.

A Non-Practising Member wishing to transfer to an Institute in another province or country will be required to reinstate his or her Membership prior to making application for such transfer.

Should the non-practising status of a member in this category change, the member must notify the Institute within ten (10) days of the change, and will be responsible for payment of full Member fees as of the date of the change.

A Non-Practising Member shall be entitled to use the designation CMC after his or her name.

A Non-Practising Member shall not be entitled to vote at special meetings or annual general meetings.

~~(c) Associate~~

~~“Associate” shall mean any person who satisfies the following criteria:~~

- ~~(i) is engaged or preparing to engage in, the professional practice of Management Consulting in Ontario, or in such other jurisdiction as Council shall from time to time recognize;~~
- ~~(ii) intends to pursue CMC Certification; and~~
- ~~(iii) who agrees to abide by and has successfully demonstrated a knowledge and understanding of, the Code of Professional Conduct.~~

~~An Associate who has achieved CMC Certification will remain an Associate until his application to become a Member has been approved.~~

~~An Associate who has not achieved CMC Certification within eight (8) years of becoming an Associate will no longer be eligible to be an Associate. Persons wishing an exemption or deferral of this time limit may deliver a written request for deferral or exemption without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not grant.~~

~~An Associate shall not be entitled to use the designation CMC after his or her name.~~

~~An Associate shall not be entitled to vote at special meetings or annual general meetings.~~

~~**(d) Student**~~

~~“Student” shall mean any person who satisfies the following criteria:~~

~~(i) is attending full time a post-secondary degree granting institution in Canada, engaged or preparing to engage in, the professional practice of Management Consulting in Ontario, or in such other jurisdiction as Council shall from time to time recognize,~~

~~(ii) intends to pursue CMC Certification, and~~

~~(iii) who agrees to abide by and has successfully demonstrated a knowledge and understanding of, the Code of Professional Conduct.~~

~~A Student shall not be entitled to use the designation CMC after his or her name.~~

~~A Student shall not be entitled to vote at special meetings or annual general meetings.~~

2.2 Special Designations

(a) Life Member

“Life Member” shall mean any person who at the time of appointment satisfies the following criteria:

- (i) has attained sixty (60) years of age;
- (ii) is no longer practising full-time as a Management Consultant;
- (iii) has been in full-time Management Consulting for ten (10) years;
- (iv) has been a Member of the Institute for ten (10) years; and
- (v) is approved for membership status as a Life Member by Council.

In exceptional cases, Council may at its absolute discretion waive one or more of the above criteria.

A Life Member shall retain his or her status as a Member.

b) Fellow

“Fellow” shall mean any person elected as a Fellow of the Institute by Council providing that he or she satisfies the following criteria at the time of election:

- i) is a Member in good standing; and
- ii) is a highly regarded Certified Management Consultant who has secured recognition as an outstanding professional, and in so doing has brought credit to the Certified Management Consultant designation and the management consulting profession as a whole; and
- iii) meets one of the following Selection criteria

a) has held the CMC designation for at least 10 years, or

b) has been awarded the designation as executive or senior practitioner and has at least 10 years experience as a management consultant, or

c) in extraordinary circumstances, has held the CMC designation for at least 2 years and is deemed worthy of consideration by the Fellows Committee.

- and –

iv) A) has provided exceptional services to the profession through work in or on behalf of the Institute, its Chapters, other provincial or regional Institutes of Certified Management Consultants in Canada and/or CAMC; and

B) has made a notable contribution to the community which brings credit to the Certified Management Consulting designation and the management consulting profession as a whole.

Council may admit a Fellow posthumously.

A Fellow shall retain his or her status as a Member.

A Fellow shall be entitled to use the designations CMC and FCMC after his or her name.

c) Fellows Nominations

All members of CMC Ontario, including those members working outside Ontario, are eligible for the Fellow designation.

Nominees for election as Fellows of the Institute shall be recommended to Council by the Fellows Committee from time to time. Members on the Fellows Committee, at the time of nominations, are not eligible for nomination for election as Fellows.

Only CMCs in good standing and FCMCs in good standing can nominate or second the nomination of FCMC candidates. Nominations received from others will not be considered.

Exceptions

The following persons are not eligible to become FCMCs:

- members who are *not* in good standing with the Institute;
- members who have been the subject of a disciplinary decision resulting in their being struck off the roll of a professional body or a similar organization;
- members who have been struck off the roll or whose right to engage in professional activities has been suspended by CMC Ontario under its rules of professional conduct;
- members who are currently subject to a limitation or suspension of their right to engage in professional activities; and
- members who are the subject of a CMC Ontario inquiry or who are being prosecuted before the civil or criminal courts.

Notwithstanding the general principle and the exceptions set out above, CMC Ontario may accept a nomination after taking the relative weight of an offence into account. To do so, CMC Ontario must consider in particular:

- the seriousness of the offence and the penalty imposed;
- the length of time between the date the penalty was imposed and the submission of the nomination; and
- the media coverage of the case.

d) Fellows Committee

The Fellows Committee oversees the administration of the program and will recommend to Council the following:

- Criteria for the program
- Candidates
- Changes to the programs when deemed necessary

Nominees for election as Fellows of the Institute shall be recommended to Council by the Fellows Committee from time to time. Members on the Fellows Committee, at the time of nominations, are not eligible for nomination for election as Fellows.

The CMC Ontario Council has the right to set and/or change the composition and requirements for membership on the Fellows Committee from time to time. Members of the Fellows Committee shall be appointed by Council for a term of three (3) years, unless otherwise determined by Council. In order to facilitate continuity in the operation of the Fellows Committee it is intended that the terms of its members not be co-terminus.

2.3 Designation of Firms

A firm of Management Consultants may refer to itself as a firm of “Certified Management Consultants” in Ontario, if, and only if, the firm satisfies the following criteria:

- (i) all of its practising owners are Certified Management Consultants and members of the provincial or regional Institute of Certified Management Consultants having jurisdiction in the province(s) or region(s) in which they practice;
- (ii) at least one of its practising owners resides and practices in Ontario and is a member of the Institute;
- (iii) all of its client assignments are accepted, supervised and reviewed by Certified Management Consultants (who may, but need not, be owners);
- (iv) its practising owners hold all of the voting rights outstanding from time to time under the charter, by-laws or other constitutive documents governing the firm; and
- (v) it has duly registered with the Institute as a firm of Certified Management Consultants and such registration is not in default.

For purposes of this definition, but subject to applicable law, a “firm” may be a proprietorship, a partnership (limited or general), a business corporation or a professional corporation, and “owner” shall include a proprietor, a partner or a shareholder. For greater certainty, “practising owner” means an owner practising in the firm of which he or she is owner or an owner and, if any owner of a firm is not an individual, then “practising owner” means the individual practitioner(s), if any, practising in the firm as the representative(s) of that owner. A sole practitioner may not use the words “Certified Management Consultants” in plural form.

A firm of Certified Management Consultants shall adhere to the guidelines on use of the CMC designation as well as the rules for registration as approved by Council from time to time.

2.4 CMC Certification

(a) General

Council, in pursuance of its responsibilities under the Institute Act, may from time to time adopt, in its sole discretion, a syllabus of courses of study and examinations for the Institute and may prescribe rules and regulations regarding courses of study and examinations for CMC Certification. Council may delegate any one or more areas of responsibility with respect to courses of study and examinations to a committee of the Institute or to the CAMC. However, Council in its sole discretion is the final arbiter of the content, structure and evaluation of the courses of study and examinations required by the Institute for CMC Certification.

(b) Requirements/Notice/Exemptions

Candidates for membership shall complete the requirements prescribed by Council before being permitted to write the required examinations for CMC Certification. The Institute shall hold examinations in each year at places within Ontario and at such other places as Council in its sole discretion may decide. Notice of the times and places of examinations shall be delivered to candidates for membership in accordance with section 10.4 of this By-law. Council in its sole discretion may grant exemptions from the required courses of study and examinations for CMC Certification.

(c) Limited Number of Attempts

Any candidate who is unsuccessful in four (4) attempts at any examination shall not be eligible to write the examination again except with the consent of Council.

(d) Requests for Reconsideration

Persons with a complaint in respect of a course of study or examination may deliver a written request for reconsideration without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not accept. Such written requests shall contain sufficient information to permit Council to form a reasoned judgment regarding whether to accept or reject the request. Council shall deliver written notice of its acceptance or rejection of the request for reconsideration to the complainant in accordance with section 10.4 of this By-law. A rejection of a request for reconsideration shall be final and binding on the complainant. If Council chooses to accept a request for reconsideration, Council shall undertake such a review of the complaint as it deems appropriate and shall deliver written notice of its

decision to the complainant in accordance with section 10.4 of this By-law. Such decisions of Council shall be final and binding on the complainant.

2.5 Membership Application Procedures

(a) Membership Committee

The Membership Committee shall be appointed from time to time by Council and shall be responsible for reviewing all membership applications, making such further inquiries as it deems appropriate and recommending to Council whether the application should be approved.

The Membership Committee may delegate the review of applications for Associates and Students to the Registrar or to CAMC staff who will make such further inquiries as they deem appropriate and recommend to Council whether the applications should be approved.

(b) Applications

Every application for membership in the Institute shall be submitted in the form prescribed by Council and shall be supported by such information and evidence as Council may prescribe in order to establish that the applicant meets applicable membership criteria. Every application shall include the applicable fee and shall be sent to the Registrar at the Head Office of the Institute. Every applicant for Member or Associate shall be sponsored by two CMCs who are members in good standing of the Institute or of an institute in Canada that is a signatory to the Agreement of Affiliation. The Registrar of the Institute shall forward to the Membership Committee of Council all membership applications that are complete and in proper order.

(c) Determination

Following an examination of the recommendations from the Membership Committee, Council shall determine whether to approve an application and shall deliver written notice of its decision to the applicant in accordance with section 10.4 of this By-law. All such decisions of Council shall be final and binding on the applicant, subject to paragraph (d) of this section. .

An applicant whose application for membership was denied may re-apply for membership in the Institute one (1) year after Council's decision.

(d) Requests for Reconsideration

Persons with a complaint in respect of an application for membership may deliver a written request for reconsideration without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not accept. Such written requests shall contain sufficient information to permit Council to form a reasoned judgment regarding whether to accept or reject the request. Council shall deliver written notice of its acceptance or rejection of the request for reconsideration to the applicant in accordance with section 10.4 of this By-law. A rejection of a request for reconsideration shall be final and binding on the applicant. If Council choose to accept a request for reconsideration, Council shall undertake such a review of the application as it deems appropriate and shall deliver written notice of its

decision to the applicant in accordance with section 10.4 of this By-law. Reconsidered decisions of Council shall be final and binding on the applicant subject to his or her right to re-apply for membership in the Institute one (1) year after Council's original decision.

2.6 Obligations of Members

(a) Compliance

All members shall at all times comply with the Code of Professional Conduct and the By-laws, Rules and Regulations of the Institute.

(b) Dues

All members shall pay the applicable annual membership dues for their membership category and such other initiation, examination, transfer or other fees as may be established from time to time.

(c) Professional Development

All Members shall fulfill ongoing professional development requirements as they may be established by Council from time to time.

2.7 Fees and Dues

(a) Membership Fees

Subject to the provisions of the Agreement of Affiliation, the annual membership fee for each membership category shall be set at such amount as Council may by resolution determine and shall be payable on such date(s) as may be determined by Council from time to time.

(b) Other Dues

Subject to the provisions of the Agreement of Affiliation, Council may from time to time levy such other dues on the members for such purposes and in such amounts as Council may by resolution determine.

(c) Reductions/Waivers/Deferrals

Subject to the provisions of the Agreement of Affiliation, Council in its discretion may reduce, waive or defer any fees or dues payable by a member in such circumstances and according to such criteria as it deems appropriate.

2.8 Meetings of Members

(a) Special Meetings and Annual General Meetings

There shall be special meetings and annual general meetings of members.

- (i) **Annual General Meetings** - The annual general meeting of the Institute shall be held within four (4) months after the end of each fiscal year at such time and place in Ontario as Council may determine. The election of Councillors shall take place by advance ballot immediately prior to the annual general meeting in accordance with the provisions of section 4.4 of this By-law. At the annual general meeting, Council and the President shall report to the membership, Council shall place the audited financial statements of the Institute for the last

completed financial year before the membership for adoption, the membership shall appoint an auditor, and the membership shall transact such other business as may properly be brought before the meeting.

(ii) **Special Meetings** - Special meetings of members may be called from time to time after resolution of Council or after a written requisition signed by thirty-five (35) Members of the Institute in good standing is delivered to the Registrar. Special meetings shall be held for such purposes or the transaction of such business as may be specified in the convening requisition or resolution of Council.

(b) Notice

Notice of every special meeting or annual general meeting shall be given to each member not less than twenty-one (21) days before the date fixed for the holding of such meeting. All meeting notices shall contain the time, place and proposed business of the special meeting or annual general meeting, including the text of any special resolution or by-law to be considered. All meeting notices shall be delivered in accordance with section 10.4 of this By-law.

(c) Quorum

A quorum for the transaction of business at any annual or special meeting of members shall be twenty (20) Members of the Institute in good standing.

(d) Voting

Unless otherwise required by the Corporations Act or the By-laws of the Institute, all resolutions may be passed by simple majority of the votes cast in person or by Proxy at a special meeting or annual general meeting of members and the chair presiding at the meeting shall not have a second or casting vote in the event of an equality of votes. Only Members in good standing shall have the right to vote.

(i) **Voting in Person** - Votes cast in person shall be cast by a show of hands unless, before or after a show of hands, a ballot is demanded by seven (7) or more Members in good standing. Where a ballot is demanded, the President shall appoint two or more Members in good standing to act as scrutineers.

(ii) **Proxies** - Proxies shall be in the form prescribed by Council, shall be signed by the Member, and shall direct and authorize the persons named in the Proxy to vote on behalf of the Member. Proxies shall be delivered directly to the Proxy scrutineer designated by Council.

This subsection does not apply to the election of Councillors.

(e) Adjournment

The Chair presiding at any members' meeting may adjourn the meeting upon a majority vote of the Members present and no notice of such adjournment need be given to the members. No business shall be transacted at any adjourned meeting other than the business left unfinished at the original meeting.

2.9 Termination, Resignation and Readmission of Membership

(a) Termination or Suspension

The membership interest of a member in the Institute is not transferable and automatically terminates on death, expiry, resignation, revocation or otherwise in accordance with the By-laws of the Institute. In addition to the disciplinary procedures established under this By-law, and in addition to the provision in subsection 2.1(c), all rights and privileges of membership shall be automatically suspended and such suspension shall be reported to the Membership Committee in the following circumstances:

(i) **Bankruptcy** - Any member upon becoming a bankrupt within the meaning of the *Bankruptcy and Insolvency Act*, S.C. 1992, c.27 or any other federal insolvency statute shall deliver written notice of the fact to the Institute within 15 days and shall have his or her membership automatically suspended. Such member may not apply for reinstatement of his or her membership until such time as the member demonstrates to the satisfaction of Council that he or she has been discharged from bankruptcy and until any other conditions as may be imposed by Council are fulfilled to the satisfaction of Council.

(ii) **Mental Incompetence** - Any member upon being declared, certified or otherwise legally found to be mentally incompetent or incapable of managing his or her affairs shall have his or her membership automatically suspended. Such member may not apply for reinstatement of his or her membership until such time as the member demonstrates his or her mental competence and capacity to manage his or her affairs to the satisfaction of Council and until any other conditions as may be imposed by Council are fulfilled to the satisfaction of Council.

Notice of such termination or suspension shall be given in accordance with section 10.4 of this By-law. Persons with a complaint in respect of a termination or suspension may deliver a written request for reconsideration without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not accept. Such written requests shall contain sufficient information to permit Council to form a reasoned judgment regarding whether to accept or reject the request. Council shall deliver written notice of its acceptance or rejection of the request for reconsideration to the complainant in accordance with section 10.4 of this By-law. A rejection of a request for reconsideration shall be final and binding on the complainant. If Council chooses to accept a request for reconsideration, Council shall undertake such a review of the complaint as it deems appropriate and shall deliver written notice of its decision to the complainant in accordance with section 10.4 of this By-law. Such decisions of Council shall be final and binding on the complainant.

(b) Resignation

A member may apply to resign from the Institute by submitting a written statement to the Registrar. Such resignation must be accepted by Council to become effective and shall be effective as of the date accepted by Council or such other date, if any, as may be set by Council. Council may delegate the consideration of any one or more applications

to resign to the Membership Committee who shall review the applications and offer recommendations to Council. Applications to resign are further subject to the following:

- (i) **Conditions** - Council may impose such conditions as it deems appropriate upon the applicant, which conditions must be fulfilled to the satisfaction of Council before the application to resign will be accepted; and
- (ii) **Restrictions** - Unless Council in its sole discretion decides otherwise, a member may not resign from the Institute if:
 - (A) the member is subject to investigation, charges or other review by the Discipline Committee;
 - (B) the member has not fully complied with an order of the Discipline Committee; or
 - (C) the member is in arrears in respect of any fees or dues payable to the Institute or to the CAMC.

Subject to subsection (c) of this section, an applicant shall relinquish all duties, obligations and privileges of membership upon acceptance by Council of his or her application to resign. Persons with a complaint in respect of an application to resign may deliver a written request for reconsideration without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not accept. Such written requests shall contain sufficient information to permit Council to form a reasoned judgment regarding whether to accept or reject the request. Council shall deliver written notice of its acceptance or rejection of the request for reconsideration to the complainant in accordance with section 10.4 of this By-law. A rejection of a request for reconsideration shall be final and binding on the complainant. If Council choose to accept a request for reconsideration, Council shall undertake such a review of the complaint as it deems appropriate and shall deliver written notice of its decision to the complainant in accordance with section 10.4 of this By-law. Such decisions of Council shall be final and binding on the complainant.

(c) Continuing Obligations

The discontinuance of membership in the Institute, whether by termination, suspension, resignation or otherwise, shall not discharge, release or otherwise extinguish any debts or obligations of such member arising before the effective date of discontinuance of the membership.

(d) Readmission/Reinstatement

A former or suspended member may apply for readmission or reinstatement to the Institute by submitting to the Registrar for consideration by Council a written statement in the form prescribed by Council. Such statement shall include a declaration attesting that, to the best of his or her knowledge and belief, since his or her membership ceased or was suspended he or she has not engaged in conduct, other than as specifically set out in the declaration, that, if engaged in by a member, could reasonably be considered a violation of the Code of Professional Conduct, By-laws or Rules and Regulations of the Institute. Council may delegate the consideration of any one or more applications for readmission or reinstatement to the Membership Committee who shall review the applications and offer recommendations to Council. Council shall deliver to the former

or suspended member written notice of its decision to accept or deny readmission or reinstatement in accordance with section 10.4 of this By-law. Subject to paragraph (iii) below, such decisions of Council shall be final and binding on the former or suspended member.

(i) **Conditions** - Council may in its discretion accept an application for readmission or reinstatement after a former or suspended member's membership has ceased or been suspended for any period of time and for any reason, provided an appropriate fee as determined by Council shall be paid in full and such other conditions as Council may impose are fulfilled to the satisfaction of Council before the membership is re-established. Reinstatement of memberships suspended due to ineligibility, bankruptcy or mental incompetence are further subject to the conditions contained in paragraphs 2.9(a)(i), (ii) and (iii), respectively.

(ii) **Refusal** - Council may in its discretion deny readmission or reinstatement to any former or suspended member who was not in good standing when his or her membership in the Institute ceased or was suspended.

(iii) **Requests for Reconsideration** - Persons with a complaint in respect of an application for readmission or reinstatement may deliver a written request for reconsideration without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not accept. Such written requests shall contain sufficient information to permit Council to form a reasoned judgment regarding whether to accept or reject the request. Council shall deliver written notice of its acceptance or rejection of the request for reconsideration to the complainant in accordance with section 10.4 of this By-law. A rejection of a request for reconsideration shall be final and binding on the complainant. If Council choose to accept a request for reconsideration, Council shall undertake such a review of the complaint as it deems appropriate and shall deliver written notice of its decision to the complainant in accordance with section 10.4 of this By-law. Such decisions of Council shall be final and binding on the complainant.

3. - Affiliated Persons

3.1 Affiliated Persons shall be the individuals admitted by ICMCO to the class of Affiliated Persons and consisting of Associates, Candidates and Students and any other class or form of affiliation that may be established by Council from time to time. Affiliated Persons shall be governed by any rules or policies adopted by Council from time to time.

34. - PROFESSIONAL CONDUCT AND DISCIPLINE

34.1 Complaints and Charges – General

(a) Definitions

In this Article, “hearing” means an oral or written hearing, and “Professional Misconduct” means any conduct of a member that in the opinion of the Discipline Committee or the Council when authorized under these By-laws to form an opinion:

- (i) is detrimental to the best interests of the public;
- (ii) harms or tends to harm the standing of the practice of management consulting generally; or
- (iii) displays a lack of knowledge or a lack of skill or judgment in the practice of management consulting.

(b) Compliance with Rules

Members shall comply with such standards as are prescribed in the Code of Professional Conduct and the By-laws, Rules and Regulations of the Institute as required by subsection 2.6(a) of this By-law.

(c) Referral of Complaints to Registrar

If any person makes a complaint in writing to the Institute against any member, the complaint shall be referred to the Registrar.

(d) Council May Initiate a Complaint

Council may, where Council deems it to be appropriate, make a complaint in writing against any member and such complaint shall be referred to the Registrar.

(e) Taking Notice Not Required

Neither the Institute nor Council shall be required to take notice of any published article or private communication or of any statement concerning the conduct of a member.

(f) Registrar

In the execution of his or her duties the Registrar shall have the power:

- (i) to receive in writing from any person a complaint of Professional Misconduct by a member;
- (ii) to determine whether the complaint received is clearly misinformed or otherwise not appropriate for commencing a disciplinary review;

(iii) to retain the services of the CAMC or any other person who is independent of the matter under complaint, whether or not a member and on a fees basis or otherwise, to act as an Investigator with respect to the complaint; and

(iv) on the report of the Investigator, to appoint counsel or an agent to participate in any proceedings before the Discipline Committee on behalf of the Investigator.

(g) Release of Information to Complainant

The Registrar shall, in writing, inform any person who has made a written complaint to the Institute against a member, as applicable:

(i) that the Registrar has determined that the complaint is misinformed or otherwise not appropriate for commencing a disciplinary review; or

(ii) that an Investigator appointed to examine and review the complaint has determined that no charge should be laid; or

(iii) where a charge has been laid by the Investigator, of the decision of the Discipline Committee in the matter.

34.2 Complaints and Charges - Investigator

(a) Member to be Informed of Investigation

Before commencing an investigation involving a member, the Registrar shall inform the member that an investigation will take place and shall inform the member of the nature of the complaint being investigated.

(b) Investigator's Powers

The powers and role of the Investigator shall be set by Council, in its policy manual, and made public to members.

34.3 Discipline Committee

(a) Committee Structure

The Discipline Committee shall consist of three (3) Members and one (1) individual with experience in the disciplinary process who is not a member of the Institute who has been appointed to the Discipline Committee by the Council. A Chair will be appointed by the Council from among the four members of the Discipline Committee.

(b) Dismissal of Charges Without a Hearing

Upon receipt of the Investigator's written report, the Discipline Committee may in its discretion, decide to dismiss the charges without a hearing.

(c) Hearing

A hearing before the Discipline Committee shall be heard and determined by a panel of not fewer than two (2) members of the Discipline Committee.

(d) Committee Sanctions

After a hearing, the Discipline Committee shall find the member guilty or not guilty of a charge. If the member is found guilty of a charge, the Discipline Committee may order one or more of the following, namely:

- (i) that the member shall be reprimanded by the Chair of the panel, orally or in writing or both;
- (ii) that the member shall pay a fine to the Institute and, if such fine should not be paid within the time specified by the Discipline Committee, that the member shall be dealt with under this By-law in such manner, including suspension or expulsion, as the Discipline Committee may determine;
- (iii) that the member shall be suspended from any or all of his or her rights and privileges under the Institute Act and the By-laws enacted thereunder, on such terms and conditions as the Discipline Committee may determine;
- (iv) that the member shall be expelled from membership in the Institute, or that any such member shall be permitted to resign (failing which such member shall be expelled);
- (v) that the member be required to satisfactorily complete such professional development courses or examinations, or engage an advisor or tutor, or such combination thereof as the Discipline Committee shall consider appropriate, and if such courses, tutoring or examinations are not satisfactorily completed within the time specified by the Discipline Committee that the member shall be dealt with under this By-law in such manner, including suspension or expulsion, as the Discipline Committee may determine;
- (vi) that the member be required to complete a period of supervised practice as prescribed by the Discipline Committee;
- (vii) that the member be reinvestigated by an Investigator, as to the

member's professional standards of practice or any other matter the Discipline Committee may determine, at such time or times or on such periodic basis as the Discipline Committee may determine;

(viii) that the member be disciplined in such other manner as the Discipline Committee may determine; or

(ix) that notice of its final decision and/or order be given in accordance with the provisions of the Policy Manual.

(e) Interim Suspension

The Discipline Committee may order that the rights and privileges of a member charged with Professional Misconduct be suspended in whole or in part if it appears that one or more members of the public would be at risk by reason of the fact the member charged remains a member in good standing until the final disposition of the charge(s).

The Discipline Committee may give such directions as seem appropriate to protect the clients of the member subject to the interim suspension, including a direction that the member practice under the supervision of another member or refrain from accepting specified types of engagements.

An application for an interim order of suspension will be heard upon five days notice to the member charged.

Notwithstanding the provision of subsection 34.3(c), an application for an interim suspension may be heard and determined by the Chair of the Discipline Committee or a member of the Discipline Committee designated by the Chair.

If an interim order of suspension is made the Discipline Committee shall give such directions as are necessary so that the hearing can proceed expeditiously, unless the member suspended requests otherwise.

The Discipline Committee panel hearing the charges against a member may set aside, vary or amend the interim order of suspension, but otherwise the order shall continue in effect until the ultimate disposition of the charges by the Discipline Committee and, notwithstanding any other provision of the bylaws, no application for judicial review shall have the effect of staying the interim order of suspension.

(f) Power to Admonish Informally

The Discipline Committee shall have power during or at the conclusion of a hearing to admonish members informally, whether found guilty or not.

34.4 Practice and Procedure

The Registrar shall maintain an appropriate Policy Manual, as from time to time approved or amended by council. The Policy Manual shall be available for review by members and the public.

34.5 Requests for Reconsideration

Persons with a complaint in respect of the sanctions (the “Appellant”) imposed by the Discipline Committee may, within 30 days of receipt of the decision of the Discipline Committee, deliver a written request for reconsideration without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not accept. Such written requests shall contain sufficient information to permit Council to form a reasoned judgment regarding whether to accept or reject the request.

Council shall deliver written notice of its acceptance or rejection of the request for reconsideration to the Appellant in accordance with section 10.4 of this By-law. A rejection of a request for reconsideration shall be final and binding on the complainant. If Council chooses to accept a request for reconsideration, Council shall undertake such a review of the Appellant as it deems appropriate and shall deliver written notice of its decision to the complainant in accordance with section 10.4 of this By---law. Such decisions of Council shall be final and binding on the Appellant.

45. - COUNCILLORS

45.1 Composition

The Council of the Institute shall be composed of eleven (11) Councillors, comprising:

- a) Seven (7) Councillors to be elected by the Members in accordance with this Article [45](#);
- b) The Past President, who is a member of Council, but is not elected; and
- c) The Chair or a designate from each of the three (3) Chapters of the Institute.

Unless otherwise determined by Council, the President shall preside at all meetings of the Institute and Council.

45.2 Eligibility

Each Councillor shall be a Member, including for greater certainty a Fellow or Life Member, in good standing of the Institute. No person shall be elected or appointed a Councillor if that person is less than eighteen (18) years of age, of unsound mind, and has been so found by a court in Canada or elsewhere, or has the status of undischarged bankrupt. Each Councillor shall agree to abide by the Council Code of Conduct.

~~An individual Member Services Chapter Chair, or a designate~~ who is not a Member and who wishes to be eligible to be a Councillor may deliver a written request for eligibility without a hearing to the Registrar at the Head Office of the Institute for consideration by Council which Council in its sole discretion may or may not grant.

45.3 Nominations Committee:

The Nominations Committee shall solicit nominations from the Members and, where necessary or desirable in the opinion of the Nominations Committee, may nominate eligible person(s) for election to Council. The Nominations Committee shall also make recommendations to Council regarding the appointment of officers as required under section 5.2 of this By-law.

Unless Council decides otherwise, the Past President shall be the Chair of the Nominations Committee, and Council shall appoint to the Committee up to three Members in good standing who may or may not be Councillors.

45.4 Nomination Procedure

The Nominations Committee shall deliver a call for nominations for available Council positions to all Members at least 60 days before the day of the annual general meeting and all nominations shall be lodged with the Registrar at least 30 days before the day of the annual general meeting. All duly nominated candidates shall be included on the advance ballot for election of Councillors.

Nominations of a candidate for election to Council, other than those by the Nominations Committee, shall be in the form prescribed by Council and shall be signed by the Nominee and by such other persons as required by Council.

All nominations will be reviewed by the Nominations Committee to ensure nominees meet all qualifications and other criteria as may be established by Council from time to time.

45.5 Election of Councillors

(a) Advance Ballot

The Registrar shall deliver an advance ballot in the form prescribed by Council to each Member at least 15 days before the day of the annual general meeting. The advance ballot shall contain the names of the candidates for Council and instructions as to the procedure for completion and return of ballots. Advance ballots shall be returned to the Registrar at the Head Office of the Institute. The ballot shall close twenty-four (24) hours before the time scheduled for the commencement of the annual general meeting.

(b) Votes

At each election, each Member in good standing may cast a vote for each available position on Council, but may not vote more than once for the same candidate. Any advance ballot containing more than the specified number of votes shall be null and void. Votes may only be cast by advance ballot.

If at the close of the nomination period the total number of nominated candidates is equal to or less than the total number of available positions on Council, the nominated candidates will be acclaimed and no vote shall be required. In such a situation, the Secretary of the Institute will advise the Members accordingly.

(c) Scrutineers

Council shall appoint three or more Members in good standing who are not candidates for election to Council to act as scrutineers. The scrutineers shall count the ballots and report to the membership in accordance with the scrutineering procedures prescribed by

Council.

(d) Term/Termination/Transition

Unless otherwise terminated in accordance with these By-laws, a Councillor's term of office expires at the close of the second annual general meeting of members following their election or appointment, or at such time as their successors are elected or appointed.

(e) Vacancies

A position on Council shall be deemed to be vacant in the event that a Councillor is unable to fulfill his or her position on Council due to his or her resignation, disqualification, removal, death, mental incapacity or otherwise in accordance with these By-laws. Council may from time to time appoint eligible Members as Councillors until the end of the term of the vacant position as required to ensure that Council is composed of the number of Councillors as stipulated by these By-laws .

45.6 Powers

Council shall administer the affairs of the Institute in all things and may make or cause to be made for the Institute in its name, any kind of contract which the Institute may lawfully enter into. Council may exercise all such other powers and carry out all such actions and things as the Institute is otherwise authorized to exercise or do by the Corporations Act, the Institute Act or the By-laws, Rules and Regulations or Council Code of Conduct of the Institute. For greater certainty but without limiting the generality of the foregoing, Council shall have power to enact resolutions, rules and regulations for the following purposes:

- (a) to regulate the admission of members, the requirements of membership, membership fees and dues and the termination of membership;
- (b) to govern and regulate the operations, management and control of the Institute and all of its activities;
- (c) to draft, enact and enforce a Code of Professional Conduct applicable to all members of the Institute and a Council Code of Conduct;
- (d) to interpret the intent or meaning of any by-law, rule, regulation, resolution or report in connection with the Institute and to determine any dispute with regard to such intent or meaning; and
- (e) to appoint committees from time to time as may seem necessary and expedient in the interests of the Institute.

45.7 Meetings of Councillors

(a) Location

Councillors shall meet at least four times in each fiscal year at the Head Office of the Institute or at such other location as determined from time to time by Council. Council may meet by telephone conference or such other electronic communications facilities as are approved by a two-thirds majority vote of Council.

(b) Notice

At least two business days written notice (a minimum of forty-eight (48) hours) shall be given to each Councillor of all Council Meetings.

(c) Quorum

At least fifty percent (50%) plus one (1) members of Council shall be present at a duly convened meeting of Council for the valid transaction of business.

(d) Voting

All matters shall be decided by a simple majority of the votes cast except as otherwise required by the Corporations Act or this By-law.

(e) Written Resolutions

A resolution in writing, signed by all the Councillors entitled to vote on the resolution at a meeting of Council, is as valid as if it had been passed at a meeting of Council.

45.8 Remuneration

Councillors shall receive no remuneration for acting in their capacity as Councillors of the Institute. Any other remuneration shall be subject to the Council Code of Conduct. Councillors may be paid such amounts in respect of their out of pocket expenses incurred in the discharge of their duties as Councillors as may be determined by Council from time to time.

45.9 Termination of a Councillor**(a) Death or Change in Eligibility**

If a Councillor has died or no longer meets the eligibility requirements set out in Section 45.2 of these By-laws, the Councillor is deemed to have offered his or her resignation which shall be considered accepted by the Council and effective immediately.

(b) Resignation

A Councillor may resign by delivering his or her resignation in writing to the Registrar of the Institute and the same shall be effective once accepted by Council as of the date set by Council.

(c) Deemed Resignation

If a Councillor is absent from three or more consecutive Council meetings, the Councillor is deemed to have offered his or her resignation which Council may or may not accept in its sole discretion. Such resignation, if accepted, shall be effective as of the date set by Council.

(d) Removal

A Councillor may be removed from office before the expiration of his or her term by a resolution passed by two-thirds of the members present and voting at a special members' meeting duly convened for that purpose.

45.10 Committees

(a) General

Pursuant to subsection 45.6(e) of this By-law, Council may appoint such members as necessary to form Committees to manage certain activities of the Institute. Council has full discretion to oversee and manage any and all aspects of the Committees. Committees may be appointed for entrance standards, membership, discipline, nominations and for such other purposes as may be determined by Council from time to time.

(b) Quorum

Subject to any regulations imposed from time to time by Council, such Committees shall have power to fix their quorum at not less than a majority of their members and, subject to approval by Council, the Committees may fix their own rules of procedure from time to time.

(c) Meetings

Meetings of Committees may be held at the Head Office of the Institute or at any other place in or outside of Ontario as determined by a two-thirds majority vote of the Committee. Committees may elect to hold their meetings by telephone conference or other electronic communications facilities. Committees shall report the results of their work to Council in the form requested by Council as often as required by Council. Unless otherwise approved by Council, Committees shall keep minutes of their meetings and the minutes shall be submitted as soon as practicable to Council.

56. - OFFICERS

56.1 Officers

The officers of the Institute shall be: the President, Vice-President, Secretary, Treasurer and such other officers as Council may determine from time to time. Any two (2) of the said offices may be held by the same person. Other than the President, and the Vice-President, the officers need not be Councillors.

56.2 Appointment and Term of Office

Officers shall be appointed by Council following the annual general meeting of the Institute, on considering the recommendations of the Nominations Committee. All officers of the Institute shall hold office for a term of one (1) year or until such time as their successors are duly appointed.

56.3 Vacancies

If any office shall become vacant by reason of death, resignation, disqualification or otherwise, a replacement may be appointed by Council, and such person shall hold office for the balance of the unexpired term of the vacating officer.

56.4 Duties of Officers

The officers of the Institute shall fulfill the following duties:

(a) President

The President shall be the chief executive officer of the Institute. The President shall be responsible for ensuring that the objectives of the Institute are carried out, for maintaining general direction and control of the affairs of the Institute and supervising the implementation of the policies and programmes of Council. Without limiting the generality of the foregoing, the President, subject to any direction of Council, shall be responsible for calling meetings of Council as may be required for the purpose of reporting on Institute activities and recommending policies and programmes, calling special meetings and annual general meetings of members of the Institute, presiding at all meetings of Council and members, and executing all deeds, documents and instruments which require his or her signature. The President, or a designate approved by Council, will represent the Institute on the CAMC board of directors. The President shall also have such other powers or duties as may from time to time be prescribed by Council.

(b) Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President. If the Vice-President exercises any such duty or power, the absence or disability of the President shall be presumed with reference thereto. The Vice-President shall also have such other powers or duties as may from time to time be prescribed by Council.

(c) Secretary

The Secretary shall attend all meetings of Council and members and shall enter or cause to be entered in the books kept for that purpose, minutes of all proceedings of such meetings. The Secretary shall give, or cause to be given, when instructed, notices required to be given to members, Councillors, auditors and Committee members. The Secretary shall also have such other powers or duties as may from time to time be prescribed by Council.

(d) Treasurer

The Treasurer shall keep, or cause to be kept, proper accounting records as required by the Corporations Act and the Institute Act and shall deposit all money received by the Institute in its bank account. The Treasurer shall, under the direction of Council, supervise the safekeeping of securities and disbursements of funds of the Institute and shall render to Council, whenever required, an account of all his or her transactions as Treasurer and of the financial position of the Institute. The Treasurer shall also have such other powers or duties as may from time to time be prescribed by Council.

(e) Other Officers

The duties of all other officers of the Institute shall be such as the terms of their engagement call for or Council requires. Any of the powers and duties (except voting) of an officer may be exercised and performed by an assistant, if Council so directs.

56.5 Remuneration

Any remuneration paid to officers shall be subject to the Institute's code of conduct for officers.

Officers may be paid such amounts in respect of their out of pocket expenses incurred in the discharge of their duties as officers as may be determined by Council from time to time.

67. - REGISTRAR, AGENTS AND EMPLOYEES

67.1 Registrar

(a) Appointment

There shall be a Registrar of the Institute appointed by Council from time to time, as required by the Institute Act. The Registrar may, but is not required to be, a Member or Councillor.

(b) Duties

The Registrar shall perform all functions as assigned by Council and as stipulated in the Institute Act, including the maintenance of the register of members of the Institute and a record of all proceedings of the Membership Committee, the Fellows Committee, the Nominations Committee and the Discipline Committee.

67.2 Other Agents and Employees

Council may appoint such agents and engage such employees as it deems necessary from time to time and such persons shall have such authority and shall perform such duties as Council may prescribe at the time of such appointment.

78. - INDEMNIFICATION OF OFFICERS AND COUNCILLORS

78.1 Limitation of Liability

Except as otherwise provided by law, no Councillor or officer for the time being of the Institute shall be liable for the acts, receipts, neglects or defaults of any other Councillor or officer or employee or for any loss, damage or expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by the Institute or for or on behalf of the Institute or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Institute shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Institute or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Councillor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Councillor's or officer's own willful neglect or default. The Councillors and officers for the time being of the Institute shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Institute, except as shall have been submitted to and authorized or approved by the Council.

8.2 Indemnification

Every Councillor or officers of the Institute or any other person who has undertaken or is about

to undertake any liability on behalf of the Institute and his or her heirs, executors, administrators, estate, effects and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Institute from and against:

(a) Any liability and any costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of any act, deed, matter, or thing whatsoever done or permitted by him or her in respect of the execution of the duties of his or her office; and

(b) All other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Institute,

except such liability, costs, charges or expenses that he or she sustains or incurs in any action, suit or other proceeding as a result of his or her own willful neglect or default.

The Institute shall also indemnify any such person in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.

78.3 Insurance

The Institute may purchase and maintain such liability insurance for the benefit of its Councillors and officers as Council may from time to time determine.

89. – MEMBER SERVICES CHAPTERS

89.1 Establishment of Member Services Chapters

The Council may from time to time establish local chapters (“Member Services Chapters”) of the Institute for the purpose of carrying out the objectives of the Institute, and establishing programs in support of these objectives.

Membership in the Member Services Chapters shall be open to all classes of members of the Institute who are resident or carry on the profession of management consulting within the geographic territory of such Member Services Chapter.

89.2 Administration of Member Services Chapters

The Council shall from time to time establish the manner in which the Member Services Chapters shall be administered and financed.

910. - FINANCIAL MATTERS

910.1 Financial Year

Unless otherwise authorized by Council, the financial year of the Institute shall conclude on the ~~30th~~ 31st day of ~~June~~ December in each year.

910.2 Auditor

Members shall at each annual general meeting appoint an auditor to audit the accounts of the

Institute to hold office until the next annual general meeting provided that Council may fill any casual vacancy in the office of the auditor. A Councillor may not be appointed auditor. The remuneration of the auditor shall be fixed by Council.

910.3 Banking

The Association's bank accounts shall be kept in such chartered bank or trust company as the Council may by resolution from time to time determine.

910.4 Cheques

All cheques or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute, shall be signed by such officers or agents of the Institute and in such manner as shall from time to time be determined by Council, provided that they are signed by at least two (2) persons duly authorized for that purpose by Council. Any one (1) of such designated persons may alone endorse notes and drafts for collection on account of the Institute through its bankers and endorse notes and cheques for deposit with the Institute's bankers for the credit of the Institute. Any one of such designated officers or agents may arrange, settle, balance and certify all books and accounts between the Institute and its bankers and may receive all paid cheques and vouchers and sign all bank forms for settlement of balances and verification slips.

910.5 Deposit of Securities for Safekeeping

The securities of the Institute shall be deposited for safekeeping with one (1) or more Canadian Chartered Banks, Trust Companies or other financial institutions as determined by Council. All securities so deposited may be withdrawn only upon the written order of the Institute signed by authorized persons of the Institute and in such manner as shall from time to time be determined by Council.

910.6 Borrowing

Council may from time to time:

(a) Borrow money upon the credit of the Institute in such amounts and upon such terms as may be deemed necessary and expedient in the interest of the Institute;

(b) Issue, sell or pledge debt obligations of the Institute, including without limitation, bonds, debentures, notes or other similar obligations of the Institute, whether secured or unsecured;

(c) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently applied real or personal, moveable or immovable property of the Institute, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debts or liabilities of the Institute;

(d) Delegate to one or more officers and Councillors of the Institute as may be designated by Council all or any of the powers conferred by the foregoing clauses of this borrowing provision to such extent and in such manner as Council shall determine from time to time.

910.7 Fund Raising

Council may take such steps as it deems appropriate to enable the Institute to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Institute.

1011. - MISCELLANEOUS MATTERS

1011.1 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Institute.

1011.2 Head Office

The Head Office of the Institute shall be in the City of Toronto in the Province of Ontario or at such other place in the Province of Ontario as Council may from time to time determine.

1011.3 Books and Records

The Councillors shall ensure that all necessary books and records of the Institute required by the By-laws, the Corporations Act or the Institute Act are regularly and properly maintained.

1011.4 Notice

This section 10.4 does not apply to the service of documents by the Discipline Committee as provided for in subsection 3.4(a) of this By-law.

(a) Methods of Delivery

A notice or other document may be sent by ordinary prepaid mail, registered mail, certified mail, personal delivery, prepaid courier, telephone facsimile transmission, other electronic transmission or by any other method to the intended recipient at his or her last known physical or electronic address as shown in the records of the Institute.

(b) Records

Where a notice or other document is sent other than by ordinary prepaid mail, there must be a record by the person who has delivered it that the notice or document has been sent.

(c) Deemed Delivery

Where a notice or other document is sent by mail such delivery is deemed to be received by the intended recipient upon actual receipt or on the fifth business day after mailing. Where a notice or other document is sent by telephone facsimile transmission or by any other form of electronic transmission such delivery is deemed to be received by the intended recipient upon actual receipt or on the first business day after the transmission is sent.

(d) Waiver/Abridgment

Notice may be waived or the time for the sending of a notice or document may be waived or abridged at any time with the written consent of the person entitled to such notice or document.

(e) Irregularities

Any irregularities in any notice shall not invalidate such notice or any meeting or any resolution, proceeding or action at any meeting.

1011.5 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Institute shall be signed by any two (2) officers, and all contracts, documents and instruments in writing so signed shall be binding on the Institute without any further authorization or formality. Council shall have power from time to time by resolution to appoint an officer or officers on behalf of the Institute to sign specific contracts, documents and instruments in writing. Council may give a Power of Attorney to any registered dealer in securities for the purpose of transferring and dealing with any stock, bonds or other securities of the Institute. The Corporate Seal of the Institute when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

1011.6 Use of the CMC Marks

The use of the CMC logo and other public authority marks currently held or subsequently acquired by CAMC ("Marks"), and any public authority marks, is reserved for use by CAMC and the provincial or regional Institutes of Certified Management Consultants in Canada who are authorized by CAMC to use the marks. The use of the Marks shall conform to the national standards agreed upon in the Certified Management Consultant Administrative Arrangements Agreement dated March 7, 1997 between the Institute and CAMC, as amended from time to time.

1011.7 Rules and Regulations

Council may make, amend or repeal such Rules and Regulations relating to the management and operation of the Institute as they deem expedient, provided that they are not contrary to the provisions of the Corporations Act, the Institute Act or the By-laws.

1011.8 By-laws**(a) General**

By-laws of the Institute may be made, amended or repealed by a resolution of a majority of Councillors at a meeting of Council.

(b) Confirmation

Where a by-law is made, amended or repealed, the by-law, amendment or repeal is effective immediately, unless otherwise provided, until it is confirmed, confirmed as amended or rejected by the membership at the next annual general meeting. If the by-law, amendment or repeal is not confirmed by the membership at the next annual general meeting, the by-law amendment or repeal ceases to be effective on the date of such annual general meeting and no subsequent by-law, amendment or repeal by council having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the membership at a special meeting or annual general meeting.

(c) Supersession

This By-law repeals and supersedes any previous By-laws of the Institute, which By-laws are hereby repealed.