

**STATEMENT OF INTENTION  
WITH RESPECT TO  
BYLAWS  
OF THE  
INSTITUTE OF CERTIFIED MANAGEMENT CONSULTANTS OF ALBERTA**

WHEREAS the Bylaws of the Institute came into effect on the incorporation of the Institute on 1977 September 12;

AND WHEREAS the Bylaws have been subject to numerous amendments since the incorporation of the Institute;

AND WHEREAS it is in the best interests of the Institute to have Bylaws which set out in an accurate and organized manner the general procedures governing the business and affairs of the Institute;

THE BOARD hereby submits to the members of the Institute these new Bylaws, repealing all previous Bylaws of the Institute, for approval and ratification by the members under the Certified Management Consultant Regulation 166/2005 of the Professional and Occupational Associations Registration Act.

DATED in Calgary, Alberta, this 30<sup>th</sup> day of May 2020.

Board of Directors  
Institute of Certified Management  
Consultants of Alberta

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## I – INTERPRETATION

### 1.01 Legislation

When interpreting these Bylaws words and expressions have the same meaning as when used in the Certified Management Consultants Regulation approved under the Professional and Occupational Associations Registration (POARA).

ICMCA is a non-share capital corporation and non-profit professional institute, an association of professional members under POARA; with rights, powers and privileges of a natural person.

### 1.02 Definitions

In these Bylaws, the following definitions are understood:

- a) "Act" means the Professional and Occupational Associations Registration Act;
- b) "Ad Hoc Committee" means an ad hoc committee of the Institute established pursuant to Section 3.01;
- c) "Annual General Meeting" means the annual general meeting of the Institute called pursuant to Section 4.01;
- d) "Association" means the Canadian Association of Management Consultants;
- e) "Board" means the Board of Directors of the Institute of Certified Management Consultants of Alberta;
- f) "Bylaws" mean the Bylaws of the Institute;
- g) "CAMC" means the Canadian Association of Management Consultants;
- h) "Certified Management Consultant" means an individual whose name is entered in the register of Certified Management Consultants;
- i) "Certified Member" means a Certified Management Consultant or "member" as defined in the Regulation;
- j) "CMC" means the Certified Management Consultant designation as issued by the Institute, pursuant to the Regulation;
- k) "Code" means the Uniform Code of Professional Conduct adopted by the Institute and amended from time to time;
- l) "Director" means any certified or prospective/candidate/associate Member or public appointee serving on the Board of Directors of the Institute;
- m) "Discipline Committee" refers to the Standing Committee appointed by the Board pursuant to the Regulation;

- n) "Engaged in the practice of management consulting" as is defined in the Regulation.
- o) "FCMC" means the Fellow Certified Management Consultant designation as issued by the Institute, pursuant to the Regulation;
- p) "ICMCA" means the Institute of Certified Management Consultants of Alberta, also referred to as the "Institute";
  
- q) "In Good Standing" means any Member in any category who has paid all fines, fees, costs, dues, assessments or levies owed to the Institute by the Member, and whose registration has not been cancelled or suspended;
- r) "Management Consultant" is as defined in the Regulation;
- s) "Marks" means the Certified Management Consultant designation and accompanying marks and logos that are licensed for use by the Institute, as set out in an agreement with the Canadian Association of Management Consultants;
- t) "Member" means a registered member of the Institute in any category;
- u) "Practice Review Committee" refers to the Standing Committee appointed by the Board pursuant to the Regulation.
  
- v) "Prospective Member" means Prospective (i.e., non-CMC) Member status as defined in the Regulation;
- w) "Reciprocal Institute" means an institute or other organization in another province or territory or in another country that has, in the opinion of the Board, standards that are equivalent or substantially equivalent to those of the Institute;
- x) "Recognized University" means a post-secondary educational institution that is recognized as such by the Institute;
- y) "Registrar" means the Institute Registrar appointed under the Regulation and the Bylaws;
- z) "Registration Committee" refers to the Standing Committee appointed by the Board pursuant to the Regulation;
  
- aa) "Regulation" means the Alberta Regulation 166/2005 as may be amended from time to time, promulgated under the Professional and Occupational Associations Registration Act and referred to as the Certified Management Consultants Regulation;
  
- bb) "Special Meeting" means any special meeting of the Institute called pursuant to Section 4.01;

cc) “Special Resolution” means a vote that requires two-thirds (2/3) of voting members in good standing to approve the motion;

dd) “Standing Committee” means a committee of the Institute that is required in the Regulation called pursuant to Section 3.01;

ee) “Teaming Agreement” means an agreement between the Institute and the Canadian Association of Management Consultants that sets out the terms and conditions of the relationship between the two organizations.

### 1.03 Policies

The Board may make, amend, or repeal policies relating to the management and operation of the Institute as it deems expedient, provided they are not contrary to the Act, the Regulation, or the Bylaws. Where the Act, the Regulation, and these Bylaws are silent, Institute policies apply.

### 1.04 Headings

The division of these Bylaws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and shall not affect the interpretation of these Bylaws.

### 1.05 Rules of Order

The Board of Directors may adopt or create rules of order for the conduct of Institute business, Board business, and Annual General or Special Meetings. Where the Institute's Bylaws and rules are silent, Robert's Rules of Order (Newly Revised) may be used as a guide and a source of reference in any matter of procedural controversy.

## II – GOVERNANCE - BOARD OF DIRECTORS

### 2.01 Powers

Pursuant to the Act, the Board of Directors shall manage and conduct the business and affairs of the Institute and exercise the rights, powers and privileges of the Institute in the name and on behalf of the Institute. The Board shall actively pursue the mission and goals of the Institute and may adopt policies for the conduct of its business, including:

- a) Regulating the admission of members, requirements of membership, and termination of membership;
- b) Governing and regulating the operations, management, and control of the Institute and all its activities;
- c) Making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;

- d) Drafting, enacting, and upholding the Uniform Code of Professional Conduct;
- e) Appointing committees as required in the Act and the Regulation and as will benefit the Institute;
- f) Interpreting the intent of any Bylaws, policies, resolutions, or reports in connection with the Institute and determining any dispute in that regard.

Without limiting its general responsibility, the Board may delegate its operational responsibilities and duties to an administrator appointed by the Board.

## 2.02 Composition

The number of Directors shall be no fewer than seven (7) and no more than fifteen (15). In order to serve as a Director, a person must be:

- a) a Certified Member in good standing elected by the Membership; or
- b) a Prospective Member in good standing elected by the Membership; or
- c) a Public Member appointed by the Province pursuant to the Act and the Regulation.

Notwithstanding the above, at least two-thirds (2/3) of the total Board complement must be Certified Members in good standing. Prospective Members who are elected to the Board are not eligible to vote on matters related to Registration.

## 2.03 Nominations

### a) Committee

Each year the Board shall appoint a Nominating of at least three (3) members, two (2) of whom are Certified Members in good standing who are not seeking election to the Board. The Nominating Committee is responsible for presenting the Members with a full slate of candidates for election to the Board. The Board shall also determine the number of a “full slate”.

### b) Nominations

The Nominating Committee will make a call for nominations at least 45 (forty-five) days before the Annual General Meeting. In addition to nominees identified by the Nominating Committee, individuals may nominate themselves or others in the form prescribed by the Nominating Committee. All nominations shall be filed with the Nominating Committee at least twenty-one (21) days before the Annual General Meeting.

## 2.04 Elections

All duly nominated candidates for Directors shall be included on the slate at the Annual General Meeting. In the event of an incomplete slate, the Nominating Committee may recommend election of a partial slate and may direct the Board to appoint the remaining Directors within a reasonable period. In the event of a full slate, the Board is acclaimed.

If there are more nominees than positions, an election will be held. The Institute Secretary or a designate may appoint three (3) scrutineers who are not candidates for election to the Board. The scrutineers will count the votes and report to the membership in accordance with Board policy. If the election is to be held by mail-in ballot, then the ballot must be returned to the Institute no fewer than five (5) days prior to the Annual General Meeting.

#### 2.05 Terms and Continuity for Directors

Directors are elected for two (2) year terms and take office immediately following the Annual General Meeting at which they were elected. The terms are on a staggered basis and no Director may serve more than four (4) consecutive terms.

Directors who have served the maximum number of consecutive terms are normally not eligible for re-election for a period of one (1) year following the end of the final term and then may normally serve only one (1) additional term.

Notwithstanding term maximums, the Board may extend the time in order to implement its succession plan or to have Directors elected for a one (1) year term to ensure appropriate transition at an Annual General Meeting.

#### 2.06 Types of Officers

The Board shall appoint from among its Directors the following Officers: Chair, Vice-Chair, Institute Secretary, Treasurer, Registrar, and any other Officers as the Board determines. Except for the Chair and Registrar, and with the consent of the Board, the same person may hold any two (2) of the said offices. Only Certified Members serving as Directors may hold the positions of Chair or Vice-Chair or Institute Secretary.

#### 2.07 Terms for Officers

Officers shall serve a one (1) year term. The Chair and/or Vice Chair may be reappointed to the same office for one (1) additional terms to facilitate succession planning with the consent of the Board. Other Officers may be re-elected for additional terms as required.

#### 2.08 Duties of Officers

Duties of Officers are such, as their titles would generally indicate:

- a) Board Chair



The Chair calls and chairs meetings of the Board and membership, and implements policies governing the Board, For official and legal purposes, the Chair is also the President of the Institute/Corporation.

b) Vice Chair

The Vice President fulfils the role of the Chair in the Chair's absence, incapacity, or refusal to act, and is normally a succession position to the Chair.

c) Institute Secretary

The Institute Secretary ensures that minutes of proceedings at members and Directors meetings are entered in the books, ensures notice is served to all members, Directors, and auditors, and is the custodian of the seal.

d) Treasurer

The Treasurer ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place. The Treasurer shall periodically report to the Board on the financial position of the Institute.

e) Registrar

The Board shall appoint a Registrar to perform all functions assigned by the Board and stipulated in the Act and Regulation, including the maintenance of the register of Members of the Institute. If the Registrar is a paid-staff/contracted position, they are an Officer but not a Board member; if the Registrar is a volunteer they ~~are~~ may be a Board member with vote. The Registrar is accountable to the Board for their work and the work of the Registration Committee which they will Chair.

f) Other Officers

The duties of all other Officers of the Institute shall be such as the terms of their engagement call for or the Board requires.

## 2.09 Meetings of the Board

a) Requirements

The Board meets following the Annual General Meeting to name its Officers. It shall meet at least three (3) times per year at such times and places and using any communication methods, providing the methods are available to all Directors and are acceptable to a majority of Directors.

Notwithstanding Section 2.09 (a), a Special Meeting of the Board shall occur upon the written request of a majority of the members of the Board.

b) Notice

Notice of time, date and location of Board meetings shall be given to all Directors at least seven (7) days in advance of the meeting (excluding days as defined in the Interpretation Act (Canada)). The Board may unanimously agree to waive notice. If the Board sets specific days and times in any months for regular meetings, no notice is required.

c) Quorum

At least three (3) of the must be present to duly transact the business of the Institute.

d) Voting

All matters shall be decided by a simple majority of the votes cast except as otherwise required by the Bylaws. Proxies are not accepted at Board meetings. In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting. The Board may use a consensus model, but if consensus cannot be achieved in a timely manner, the decision shall be made by a vote.

2.10 Resignation or Removal of a Director

a) Resignation

A Director may resign in writing to the President and the resignation is effective as of the date of the resignation letter.

b) Deemed Resignation

If a Director is absent from three (3) or more consecutive meetings of the Board, the Director is deemed to have resigned. The Board, in its sole discretion, may accept the resignation and establish the effective date.

c) Removal

A Director may be removed from office before the expiration of his or her term by a two-thirds vote of the Board of Directors. A Director whose membership has been suspended or cancelled is automatically removed from the Board.

2.11 Vacancies on the Board

So long as a quorum of Directors remains, vacancies on the Board may be filled by the

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Board from among the Certified Members of the Institute, with the appointment or appointments in effect until the next Annual General Meeting.

#### 2.12 Indemnification

The Institute indemnifies Directors and Officers against all costs and liability that result from any act or omission as a Director or Officer of the Institute, provided the act or omission is within the jurisdiction of the Director or Officer, and the Director or Officer is acting in good faith.

The Institute does not indemnify any Director or Officer for acts or omissions relating to fraud, dishonesty, bad faith or occurring outside the Director or Officer's jurisdiction.

Directors or Officers can rely on the accuracy of any statement or report prepared by the Institute's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

#### 2.13 Insurance

The Institute shall purchase and maintain insurance for the benefit of its Directors and Officers.

### III – COMMITTEES

#### 3.01 General

The Board may appoint members to Standing Committees and Ad Hoc Committees and other committees to manage activities of the Institute and report to the Board. Pursuant to the Act and the Regulation, Standing Committees shall be appointed for Discipline, Registration, and Practice Review.

#### 3.02 Committee Vacancies

If a vacancy exists on a Standing Committee, the Board may appoint a Board Member and/or Registered Member pursuant to the Regulation. The Board may appoint Members to Ad Hoc Committees and other committees.

#### 3.03 Standing Committee Terms

Members of Standing Committees are appointed for a term of one (1) year. Committee Members may be reappointed annually.

#### 3.04 Meetings

Meetings of Standing Committees and Ad Hoc Committees may be held at any place and in any manner that suits the agenda, subject to approval by a majority of Committee members. Standing Committees and Ad Hoc Committees shall keep a record of their meetings and shall report the results of their work to the Board in the form and time lines requested by the Board.

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IV – MEETINGS OF MEMBERS

4.01 Meetings of Members

a) Types of Meetings

There shall be Annual General and Special Meetings of Members.

The Annual General Meeting shall be held every year, within six (6) months of the prior fiscal year end, at any time or place in Alberta as the Board determines. At the Annual General Meeting, the Board and Chair shall report to the membership and have placed before the Members for their adoption public accountant-reviewed financial statements of the Institute for the last completed financial year, a recommendation for auditor, a slate of nominees for election to the Board, and any other business as may properly be brought before the Meeting..

A Special Meeting of Members may be convened by the Board or by a petition in writing signed by twenty (20) Certified Members of the Institute in good standing. A Special Meeting shall be held for only the transaction of business as specified by resolution of the Board or in the convening requisition.

b) Notice

The time and place of every Annual General or Special Meeting shall be given to each Member thirty (30) days before the meeting date. All meeting notices shall contain the time, place, and proposed business of the Meeting, including any special resolution or Bylaw to be considered.

c) Quorum

A quorum for the transaction of business at any Annual General or Special Meeting of Members shall be ten (10) Certified Members of the Institute in good standing present at the commencement of the meeting.

d) If a quorum is not present within thirty (30) minutes after the time set for the commencement of an Annual General Meeting or Special Meeting, then the meeting shall be rescheduled by the Board in their sole discretion acting reasonably to another date, time and location.

e) Voting

All resolutions at an Annual General or Special Meeting of Members may be passed by a simple majority of the votes cast in person.

At a Meeting of Members, every question shall be decided by a show of hands of those present in person and/or by verbal role-call of those attending by distributed media,

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unless a poll is demanded by a majority of Members.

Resolutions and special resolutions which would normally be considered at a Special Meeting may be voted upon by Members by mail or electronic transmission, and provided appropriate notice has been given and that all members may participate in the vote, the date by which votes are to be received is deemed to be the date of the Special Meeting as if one had been held.

The Institute Secretary will ensure that mail or electronic ballots with clear language of both the resolution/question and the vote options are distributed 21 days in advance of the Meeting, and with a clear deadline and email/mail address for the return of ballots. The Secretary shall oversee the counting of mail/electronic ballots and may delegate such vote tabulation to others as may be required.

No Member is entitled to vote by proxy on any matter.

#### V - ADMINISTRATION

##### 5.01 Head Office

The head office of the Institute shall be in the Province of Alberta.

##### 5.02 Seals

###### a) Corporate

The Seal that bears the name “Institute of Certified Management Consultants of Alberta” is the Corporate Seal of the Institute. Custody of the Seal is the responsibility of the Institute Secretary and the Board shall determine its use.

##### 5.03 Books and Records

The Board shall ensure that all books and records of the Institute required by the Act, Regulation, Bylaws and policies are regularly and properly maintained.

The following Institute records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, Bylaws, minutes of Member meetings, registers of members at place of business, register of Directors and Officers, policies adopted by the Institute, and Audited Financial statements.

5.04 Notice

To send notice to any Member, Director, or Officer for any meeting or for any other purpose, the address is the last known physical or electronic address in the Institute's register. Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail is sent when deposited in the public letterbox. A notice sent by electronic transmission is sent at the time of sending.

No error or omission in giving notice of an Annual, Special, Directors, or any other meeting invalidates the meeting or voids its proceedings. Any Member, Director, or Officer may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

5.05 Affiliations

The Institute shall be a member of the Canadian Association of Management Consultants and may enter into teaming or service agreements to the mutual benefit of both organizations.

VI - FINANCIAL AND CONTRACTUAL MATTERS

6.01 Fiscal and Membership Year

The fiscal and membership year of the Institute shall conclude on the 31<sup>st</sup> day of December in each year.

6.02 3<sup>rd</sup> Party Annual Financial Review

The Institute shall conduct a Public Accountant-review annually and ensure that at each Annual General Meeting, Members appoint a Public Accountant-to review the accounts of the Institute. The auditor will hold office until the next Annual General Meeting, provided that the Board may fill any temporary vacancy in that office. The Board will set the remuneration of the auditor.

6.03 Payments

All cheques or payment orders issued in the name of the Institute shall be signed by two (2) persons authorized by the Board for that purpose according to Board policy.

Any one (1) authorized person may endorse and deposit collections on the Institute's account for the credit of the Institute. Any one (1) authorized person may arrange, settle, balance, and certify the books and accounts between the Institute and its bankers and may receive and sign all related documents.

6.04 Deposit of Securities for Safekeeping

The securities of the Institute shall be deposited with one (1) or more Canadian Chartered Banks, Trust Companies, or other financial institutions as approved by the Board, provided that the principal and interest are fully guaranteed.

Securities so deposited may be withdrawn upon the written order to the Institute signed by authorized persons of the Institute and in a manner determined by the Board.

6.05 Borrowing

The Board may borrow, raise, or secure money in any manner to carry out the objects of the Institute. A decision to incur debt in an amount specified by Board policies is subject to a special resolution of members.

6.06 Execution of Documents

Contracts, agreements, and instruments in writing, beyond those covered by Board policy for reasonable operations of the Institute, shall be approved by the Board and signed by two (2) Officers designated by the Board.

6.07 Remuneration

With the exception of public members on the Board who may receive a stipend from the Provincial Government, Directors and Committee members may not receive remuneration for acting as Directors and Committee members of the Institute.

Directors, Committee members and other volunteers may be reimbursed for out of pocket expenses incurred in the discharge of their duties in accordance with Board policy.

## VII - REGISTRATION

7.01 Classes and Conditions of Membership

The Institute has the following classes of membership according the Regulation, the conditions of which are set out in Board policy.

- a) "Certified Member" means any person who has satisfied the requirements for admission as a Certified Management Consultant, in addition to maintaining any post-certification requirements.

A Certified Member is entitled to vote on all matters at Members' meetings and to serve on the Board. A Certified Member may use the designation Certified Management Consultant or CMC.

- b) "Fellow Member" means any Certified Management Consultant who is appointed as a Fellow of the Institute by the Board according to Board policy. A Fellow is entitled to vote on all matters at Members' meetings and to serve on the Board. A Fellow

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may use the letters FCMC in any context where the CMC designation could correctly be used.

- c) "Associate – Prospective Member" means any management consultant who meets the Institute's eligibility criteria for Membership; Candidate – Prospective Member means one who meets the Institute's criteria for embarking on the CMC certification process. A Prospective Member is entitled to vote only on matters related to the Regulation and Bylaws at Members' meetings and may serve on the Board. The Board may establish policy regarding the timeframe in which a Prospective Member must become a Certified Member, as well as any other rights and obligations for Prospective Members.

Notwithstanding the membership classes referenced in the Regulation, the Board may introduce other classes and conditions of membership, including but not limited to:

- d) "Life Member" means any Certified Management Consultant who is primarily retired from management consulting and who has been appointed by the Board according to Board policy in honour/recognition of distinct service to the Institute.

A Life Member may continue to use the CMC designation. A Life Member has all privileges of a Certified Member except voting or holding office on the Board and does not normally pay annual dues. (Some grandfathered Life members as of 2019, who applied for such title in return for a reduced annual fee may continue. New paid-Life membership is discontinued effective 2020 and replaced with "retired member" category.)

- c) "Non-Practicing Member" means any Certified Management Consultant who for reasons of health, hardship, or long-term absence has temporarily or permanently left the practice of management consulting.

A Non-Practicing Member shall remain a member, but is not entitled to use the CMC designation or serve on the Board. A Non-Practicing Member who returns to practice may be required to address any outstanding developmental or financial matters established by the Board. Annually, the Registrar shall review the classification of, and fees payable by, Non-Practicing Members according to Board policy.

- f) "Retired Member" means any Certified Management Consultant in good standing and service as a CMC of at least 10 years, who decides to retire from active, paid consulting. A retired member, upon payment of reduced annual fee, may continue to use their designation CMC (Ret) /CMC (Retired) or FCMC (Ret)/FCMC (Retired) in communication, social media, service on voluntary Boards, and other non-paid/personal-benefit producing service.

- g) "Firm" means a firm of Management Consultants that may refer to itself as a firm of "Certified Management Consultants" in Alberta if the firm satisfies criteria established by the Institute and is not in conflict with the Act or Regulation.

CMC-Canada & CMC-Alberta will recognize the terms and criteria of CMC-Firm and Accredited Consulting Practice (ACP) as outlined by International Council of Management Consulting Institutes (ICMCI) / CMC-Global.



- h) "Student membership" means a full-time-registered student in a Canadian post-secondary institute interested in pursuing consulting as a career. Students of "partner" university faculties of business may be eligible for a reduced student fee.

#### 7.02 Registration Committee

- a) The Registration Committee shall be appointed by the Board pursuant to the Regulation to carry out duties set out in the Act and Regulation, and for terms identified in Board policy.

#### 7.03 Applications for Prospective-Associate Membership

- a) Applications for Prospective-Associate Membership shall be submitted in the form prescribed by the Registrar.

An applicant who is the equivalent of a Prospective-Associate Member in good standing with a reciprocal institute is entitled to be registered as a Prospective Member.

- b) The Registration Committee shall determine whether to admit the applicant as a Prospective-Associate Member, communicate the decision in writing, and provide a refused applicant with reasons for the decision.
- c) Applicants who are refused admission may appeal to the Board for final decision.

#### 7.04 Applications for Prospective-Candidate or Certified Membership

- a) Applications for Prospective-Candidate or Certified Membership shall be submitted in the form prescribed by the Registrar.
- b) Applicants shall secure the signatures of two sponsors who are Certified Management Consultants in good standing to demonstrate they are of good character and reputation and have met the combination of experience and educational requirements as outlined in the Regulation and Board policy, including adherence to the Code of Professional Conduct.

An applicant who is the equivalent of a Certified Member in good standing with a reciprocal institute is entitled to be registered as a Certified Member.

- c) The Registration Committee shall determine whether to admit the applicant as a Prospective-Candidate and/or Certified Member, communicate the decision in writing, and provide a refused applicant with reasons for the decision.

7.05 Rights of Members

Members in good standing in any class are entitled to receive notice of Member meetings and exercise other rights and privileges given in these bylaws and in Board policy.

7.06 Obligations of Members

- a) Members in all classes shall comply with the Code of Professional Conduct, Regulation, Bylaws, and policies of the Institute;
- b) Members in all classes shall pay the dues or fees assessed for that class of membership and any other fees or fees levied by the Institute;

7.07 Transferability, Suspension, Cancellation, Resignation, and Renewal of Membership

a) Transferability

Membership is not transferable to another person and automatically terminates on death, resignation, revocation, or otherwise in accordance with these Bylaws.

A duly registered and criteria-meeting member of another Canadian Institute of Management consulting, relocating to Alberta may transfer their membership to ICMCA/CMC-Alberta for the remaining months of the fiscal year. Evidence of membership and meeting of Membership criteria of another Institute shall be provided by the Member seeking transfer to the Registrar. A transferring member must then meet all requirements of ICMCA's annual renewal process to be renewed in succeeding fiscal years.

A duly registered and Certified Management Consultant from another country Institute of Management Consulting that is a member in good standing of ICMCI, shall be allowed to transfer to ICMCA for the remaining months of the fiscal year. A transferring member must then meet all requirements of ICMCA's annual renewal process to be renewed in succeeding fiscal years.

b) Suspension

Where any Member's dues or fees are not paid within a period of time established by the Board and where the Member has been sent notice for payment, the Registrar may suspend the membership. Further consideration for reinstatement of membership shall not occur until all dues or fees payable are remitted and any other conditions imposed are fulfilled to the satisfaction of the Registration Committee.

c) Cancellation

Where any Member's dues or fees are not paid within a period of time established by the Board and where the Member has been sent notice for payment, the Registrar may cancel the membership. Further consideration for reinstatement of membership shall not occur until all dues or fees payable are remitted and any other conditions imposed are fulfilled to the satisfaction of the Registration Committee.

d) Resignation

Members may resign from the Institute by providing written notice to the Registrar. The resignation is effective when approved by the Registrar. Unless the Registrar decides otherwise, the Registrar will not accept the resignation of a Member who is subject to investigation, charges, or other review by the Discipline Committee, or from a Member who has not fully complied with an order of the Discipline Committee.

A resigned member must surrender the CMC Certificate and seal, and may no longer use the CMC designation.

Pursuant to the Act and Regulation, the Registrar may authorize the investigation, charging, or review of a resigned Member if the complaint is received within one year of the resignation and may operate as though the Member had not resigned.

e) Continuing Obligations

The discontinuance of membership in the Institute no matter how caused does not extinguish any debts or obligations of that Member arising before the discontinuance.

f) Late Renewal

A suspended or former Member may apply for late renewal to the Institute by submitting a written statement in the form prescribed by the Registrar. The statement shall attest that conduct since the membership was suspended or cancelled was not in violation of the Code, Bylaws, or policies of the Institute.

An appropriate late renewal fee determined by the Registrar shall be paid and other conditions including, but not limited to, experiential and educational requirements must be fulfilled before membership is re-established.

The Registrar shall deliver written notice of the decision with respect to readmission or reinstatement.

Applicants who are refused late renewal may appeal to the Board and, if the Board does not satisfy the concern, may refer the matter to the Ombudsman according to procedures outlined in the Act.

### VIII – PROFESSIONAL PRACTICE

#### 8.01 Practice Review Committee

The Practice Review Committee shall be appointed by the Board pursuant to the Regulation to carry out duties set out in the Act and Regulation, and for terms identified in Board policy.

#### 8.02 Discipline Committee

a) The Discipline Committee shall be appointed by the Board pursuant to the Regulation to carry out duties set out in the Act and Regulation, and for terms identified in Board policy.

#### 8.03 Code of Professional Conduct

The Institute's Code of Professional Conduct as appears in the Regulation, together with statements of interpretation, are meant to assist Members to understand the requirements of the Code and to clarify the Institute's investigative and disciplinary process in interpreting the Code.

### IX- BYLAWS

#### 9.01 Amendment of Bylaws

The Bylaws of the Institute may be repealed or amended by resolution proposed by a majority of Directors at a meeting of the Board and approved by a special resolution of Certified Members voting at a meeting duly convened for that purpose.

#### 9.02 Repeal of Previous Bylaws

These Bylaws repeal and supersede any previous Bylaws of the Institute.