CHARTERED PROFESSIONALS IN HUMAN RESOURCES OF CANADA-CONSEILLERS EN RESSOURCES HUMAINES AGREES DU CANADA

BY-LAWS

(APPROVED June 4, 2026)

DEFINITIONS & INTERPRETATION

1.0 Definitions. In this by-law, and in all other by-laws of the Council, unless the context otherwise requires, the following words and phrases shall have the meanings herein provided:

(a) "**Act"** means the *Canada Not-for-profit Corporations Act,* S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended and in force from time to time.

(b) "**Articles"** means the Articles of Continuance (Transition) of the Council.

(c) "**Board"** means the Board of Directors of the Council and "**director**" means a member of the Board.

(d) "**By-Law"** means this by-Law and any other by-law of the Council, as amended, and which are, from time to time, in force and effect.

(e) "**CPHR"** means the designation of Chartered Professional in Human Resources, or other designation which the Council adopts for some or all of its Member Associations.

(f) "**Council"** means the Chartered Professionals in Human Resources of Canada, registration No. 306616-9, and its successors.

(g) "**Member Association"** means each human resources association in a Province or Territory of Canada which is admitted to membership in the Council under By-Law 2.0.

(h) "**ordinary resolution"** means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution.

(i) "**Public Representative Director"** means a person appointed by the Board to represent the interests of the public, which such person is appointed under By-Law 5.0(c).

(j) "**Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time.

(k) "**special resolution"** means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

(l) “Voting Delegate” means the individual nominated by the Member Association to represent and vote for the Member Association at meetings of the Council and who shall be at least 18 years of age.

1.1 Interpretation. In this by-law and in all other by-laws of the Council hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations. Other than as specified in 1.0 above, words and expressions defined in the Act shall have the same meanings therein provided when used in this By-law.

CONDITIONS OF MEMBERSHIP

2.0 Membership in the Council shall be limited to one human resources association that is CPHR granting, in each Province or Territory of Canada and whose application for admission has received the approval of the Board.

2.1 No human resources association shall be admitted to membership in the Council unless the Board, by special resolution, determines that it is satisfied that the membership of the Association in the Council is in furtherance of the objectives of the Council.

2.2 Each Member Association shall be entitled to nominate one Voting Delegate to represent and vote for the Member Association at meetings of the Council. The Voting Delegate may also be nominated as a Director pursuant to Section 5.0 (a) of this By-Law.

MEMBERSHIP AND DUES

3.0 Powers of the Council. The Council shall fix the dues for each Member Association at the Annual Meeting of the Council held in each calendar year, or at any special general meeting called for this purpose.

3.1 Powers of the Board regarding Membership.

(a) The Board may forgive all or a portion of the membership dues payable by a Member Association.

(b) The Board may expel any Member Association from membership in the Council, if that Member Association has failed to pay to the Council all or a portion of its membership dues.

3.2 Withdrawal by Member Association. Any Member Association may withdraw from membership in the Council by delivering to the Secretary of the Council a copy of a resolution duly adopted by its Board in conformity with its internal by-laws, which resolves to have the Member Association withdraw from membership in the Council. Any such resolution to withdraw will only be effective on the date which is 12 months from the date of delivery to the Secretary of the Council of the withdrawal resolution.

3.3 Expulsion of Member Association. Except for an expulsion under By-Law 3.2, by the Board for failure to pay membership dues, the Council may expel a Member Association for any other reason, by unanimous vote minus one vote of the Council.

3.4 Notice of Expulsion Intention. No vote to expel a Member Association under By-Law 3.3 shall have effect unless the Member Association has been given notice of the intention of the Council to propose a resolution to expel the Member Association, which such intention is supported by at least two voting Directors, representing two different Member Associations of the Council. The Council shall provide the notice not fewer than thirty days prior to the date of the meeting of the Council at which the resolution to expel the Member Association is to be entertained.

3.5 The Board Director or other person representing the Member Association which is the subject of the motion to expel shall be given the reasonable opportunity to be heard on the motion.

HEAD OFFICE

4.0 The Registered Office of the Council shall be in such Province of Canada as specified in the Articles.

THE BOARD AND COUNCIL

5.0 The Board of the Council shall be elected at the annual general meeting of the Council and shall consist of:

(a) one Director nominated by each Member Association; and

(b) a Chair and a Vice Chair elected by the Board in accordance with this By-law, who shall not be a Director nominated under Section 5.0 (a); and

(c) a maximum of two representatives of the public selected by the Board.

5.1 Directors must be individuals of at least 18 years of age.

5.2 Thirty days prior to the annual general meeting, the Chief Executive Officer (CEO), shall request that each Member Association nominate a person to be elected as a Director of the Board.

5.3 Each Director which the Member Association nominates to the Board and the Chair and Vice Chair must be a current CPHR, and a member in good standing of his/her Member Association. Public Representatives appointed to the Board are not required to be a CPHR, or a member of a Member Association.

5.4 The Directors shall be standing directors of their Provincial Association (and subject to the provisions if any of the Articles of this bylaw) shall have a term of office starting from the date of the meeting at which they were elected and shall serve for a term of two years from the date of appointment. Directors may stand for re-election for additional terms. If at the end of their term they are no longer standing directors of their Provincial Association, they are eligible for renewal for a final 2-year term. A Public Representative Director shall serve for a term of two years from the date of the Board's appointment and may be renewed thereafter.

5.5 In the event a Director appointed to represent a Member Association is not able to attend a board meeting, the Member Association may designate an observer to attend and participate in discussions at meetings of the Board as a non-voting observer (the "**Observer**"). In special circumstances as established by policy of the Board, chief staff officers or individuals without the CPHR may be appointed as the designated Observer. For greater certainty, it is hereby provided that the Observer may attend such meeting of the Board, either personally or by way of telephone, electronic or other communications facilities as would permit the Observer to communicate with the directors and all such other persons who may from time to time be invited to attend and participate in such meetings simultaneously and instantaneously. The Observer may be entitled to receive such directors' meeting materials and/or minutes of such meeting of the Board as the Board in its sole and absolute discretion may determine from time to time.

5.6 Each Director shall have one vote at each Board meeting.

5.7 All Directors of the Board have full and equal rights to participate in Board discussion, debate and consideration of issues.

5.8 A resolution in writing, or a resolution confirmed by electronic means, signed or confirmed, by all the Directors, entitled to vote on that resolution at a Meeting of Directors or Committee of Directors, is as valid as if it had been passed at a Meeting of the Directors or a Committee of Directors. A resolution in writing, or a resolution confirmed by electronic means, signed or confirmed, by all the Voting Delegates, entitled to vote on that resolution at a Meeting of Members or Committee of Members, is as valid as if it had been passed at a Meeting of the Members or a Committee of Members.

5.9 The office of Director shall be automatically vacated:

(a) if that Director shall resign from office by delivering a written resignation to the President/Chief Executive Officer of the Council;

(b) if that Director is found by a court in Canada or in another country to be incapable;

(c) on death;

(d) if a Director's appointment has been rescinded by the Member Association appointing the Director;

(d) if that Director has the status of bankrupt.
(e) If the member Association that nominated such Director ceases to be a member.
(f) If the Director is removed by ordinary resolution of the members at an annual general meeting or special general meeting of the council, provided the Director has been given notice of and the opportunity to be heard and to be present at such a meeting.

5.10 Meetings of the Board and Council, may be held at any time and place to be determined by the Board. There shall at least two meetings of the Board in each calendar year. Meetings can also be held by electronic means (email, conference call, etc.).

(a) Members may request the Board to call a special meeting for the specific purposes set out in the requisition. The requisition must be signed by no fewer than 3 members.
(b) Once the requisition has been properly submitted, the Board must call the meeting within 30 days. The meeting must then be held subject to the notice requirements set out in 11.2 (a).

(c) If the Board does not call a special meeting in the prescribed period, any member who signed the requisition may call the meeting.
(d) Directors may request the Board to call a special meeting for the specific purposes set out in the requisition. The requisition must be signed by no fewer than 3 Directors.
(e) Once the requisition has been properly submitted, the Board must call the meeting within 30 days. The meeting must then be held subject to notice requirements.
(f) If the Board does not call a special meeting in the prescribed period, any Director who signed the requisition may call the meeting.

5.11 If at any time a vacancy occurs in the position of the Director nominated by a Member Association, the Member Association shall nominate a replacement director, and if such nominee is acceptable to the Board, the Board may, by special resolution, approve the election of such nominee to the Board. Any such nominee so elected shall hold office until the next annual general meeting of the Council. Any vacancy in the office of Chair and Vice Chair shall be filled by a nominee selected by the Board and approved for election by special resolution of the Board to hold office until the next annual general meeting of the Council.

5.12 Notice of a meeting of the Board or Council when transmitted electronically or by mail shall be transmitted to the Directors or Voting Delegates at the last electronic address or physical address in the records of the Council not less than forty-eight hours prior to the meeting. Written notice by regular mail which is post marked not less than fourteen days prior to the meeting and is addressed to the Director or Voting Delegate at the last postal address in the records of the Council shall be deemed to have been received by a Director or Voting Delegate forty-eight hours prior to the meeting.

5.13 No errors or omissions in giving notice of any meeting of the Board or Council or any adjourned Meetings of the Board or of the Council shall invalidate such Meeting or make void any proceedings taken thereat. The Directors or Voting Delegates may at any time waive notice of any such Meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

5.14 The Board and Council may meet by teleconference and conduct similar protocols for establishing quorum and recording votes as if the meeting was held in person.

5.15 In the case of each such meeting occurring by teleconference, the Board must ensure that the majority of Directors, and/or Voting Delegates have not opposed in advance to meeting by electronic means using the specific means of communication proposed for the meeting, and that each Director and/or Voting Delegate is able to communicate adequately with each other Director and/or Voting Delegate during the course of the meeting.

5.16 Unless otherwise required by the Act or the Articles, at all meetings of Directors of the Council, every question shall be determined using the following voting policy. Decisions will be made by consensus of the Directors present at the meeting.

"**Consensus**" is reached when:

(a) The Directors discuss each topic brought forth on the agenda in full. Whenever possible, decisions are reached by agreement of all Directors. A consensus is reached when no Director objects to the question on the floor before the meeting.

(b) Should the Chair determine, after a reasonable effort to achieve consensus that a consensus cannot be reached, a vote is taken based on a greater than 75% in favour.

5.17 Except for Public Representative Directors, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

5.18 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

INDEMNITIES TO DIRECTORS AND OTHERS

6.0 To the extent permitted by law, the Council may indemnify and save harmless, out of the funds of the Council, or otherwise, every Director and Officer of the Council, every former Director and Officer of the Council, and every person who acts or has acted at the Council's request as a Director or Officer of a body corporate controlled by the Council, and their respective heirs, executors, administrators and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Director(s) and Officer(s) in respect of any civil, criminal or administrative action or proceeding to which the Director(s) and Officer(s) are made a party by reason. In particular, but without limitation, the Council may indemnify and save harmless every Director and Officer of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Council of a body corporate controlled by the Council, and their respective heirs, executors, administrators and legal representatives, at all times, by, from and against.

6.1 All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, which such Director, Officer or other person makes, does or permits to be done in or about the execution of the duties of the office held by such Director, Officer or other person or in respect of such liability.

6.2 All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof,

In either such case, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director, Officer or other person.

POWERS OF THE BOARD

7.0 The Board shall manage or supervise the management of the activities and affairs of the Council in all things and make or cause to be made for the Council, in its name, any kind of contract which the Council may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Council is by its charter or otherwise authorized to exercise and do.

7.1 The Board shall have power to authorize expenditures on behalf of the Council from time to time and may delegate by resolution to an Officer or Officers of the Council the right to employ and pay salaries to employees.

7.2 The Board shall take such steps as they may deem requisite to enable the Council 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 Council.

OFFICERS

8.0 The Chair and the Vice Chair shall be selected by the Board and upon election by the Council are each entitled to one vote at the meetings of the Board.

8.1 The Officers of the Council shall be the Chair, the Past-Chair, the Vice-Chair, and the President/Chief Executive Officer. The Board may also, from time to time, appoint such other officers as it deems necessary. These additional Officers shall have such titles, authority and responsibilities and shall perform such duties as from time to time are prescribed by the Board.

8.2 The Officers shall be entitled to be present as Observers at all Board meetings but except for the Chair and Vice-Chair shall not have a vote at the Board meetings. The Board may exclude Officers, other than the Chair and Vice-Chair from in camera sessions of the Board.

8.3 (a) Each of the Chair and Vice-Chair shall be elected by the Board for a two-year period;

(b) The Chair and Vice-Chair shall hold office until a successor is appointed;

(c) The Past-Chair shall be the person who was the immediate chair prior to the Chair and shall serve for a one-year period.

(g) The Vice-Chair is not automatically entitled to succeed to the position of Chair without election;
(h) The Chair and Vice-Chair shall take office as Officers per the resolution in which they were elected.
(i) In the event of a vacancy in the role of Past-Chair, such an office shall remain vacant until the individual then- currently serving as Chair transitions into the role of Past-Chair.

8.4 To be eligible to stand for election as Chair, a person must:

- hold the CPHR designation;
- be a member in good standing of a Member Association;
- have served as a Director for at least one year in the preceding five years;
- not be the subject of any disciplinary proceedings by a Member Association;
- meet any other criteria reasonably established by the Board.

DUTIES OF OFFICERS

9.0 The Chair is responsible for facilitating highly effective performance by the Board and governance of the Council. The Chair is not an executive and is not responsible for the operational management of any aspect of the Council's business.

9.1 The Chair shall preside at all Meetings of the Council and of the Board. The Chair shall also see that all orders and resolutions of the Board are carried into effect.

9.2 The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board shall assign to the Vice-Chair.

9.3 The President/Chief Executive Officer shall have the custody of the funds and securities of the Council and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Council in such chartered bank or trust company, in Canada or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The President/Chief Executive Officer shall also perform such other duties as the Board may from time to time direct.

9.4 The Board may empower the President/Chief Executive Officer, upon resolution of the Board, to carry on such of the affairs of the Council as provided in such resolution. The President/Chief Executive Officer shall attend all meetings of the Board and the Council and in the absence of an appointed secretary of the meeting, shall act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The President/Chief Executive Officer shall give or cause to be given notice of all meetings of Council and of the Board and shall perform such other duties as may be prescribed by the Board. The President/Chief Executive Officer shall be custodian of the seal of the Council, which shall be affixed only when authorized by resolution of the Board to do so.

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

EXECUTION OF DOCUMENTS

10.0 Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Council without further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Council to sign specific contracts, documents and instruments in writing. The Board may give the Council's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Council. The seal of the Council when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors. No contract shall be entered into, or amended by the Council unless authorized by the Board.

MEETINGS

11.0 The annual or any other general meeting of the Council shall be held electronically, or in person, and at such a place as the Board may determine. Unless otherwise directed by the Board, the annual meeting shall be held annually within 6 months of the fiscal year end and general meetings will be held during the year, as warranted.

11.1 At every annual general meeting, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented, and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members.

11.2 The Board shall provide notice of the time and place of any annual or special meetings of Members to Members entitled to vote at such meeting by any of the following means:

(a) By mail, courier or personal delivery to each Member entitled to vote at such meeting during a period of 21 to 60 days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the day on which such meeting is to be held; or

(b) By telephonic, electronic or other communication facility to each Voting Delegate entitled to vote at such meeting during a period of 14 to 35 days before the day on which such meeting is to be held;

(c) Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members must remind the Member that the Member has the right to vote by proxy.

11.3 No error or omission in giving notice of any annual or general meetings of the Council, or any adjournment thereof, shall invalidate such meeting or render void any proceedings taken at any such meeting. The Members may at any time waive notice of any such meeting and may ratify, approve and confirm, any or all proceedings taken at such meeting. For the purpose of sending Notice to any member, Director, or Officer for any meeting or otherwise, the address of the Member, Director, or officer shall be his last address recorded on the books of the Council.

11.4 The Chair shall conduct all meetings of the Board and the Council in accordance with these By-Laws and Roberts' Rules of Order.

11.5 A quorum for each meeting of Members shall be a majority of the Members, present or represented by proxy. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

11.6 Pursuant to subsection 197(1) of the Act, a special resolution of the Members is required to make any amendment to the By-laws of the Council or to change the manner of giving notice to Members entitled to vote at a meeting of Members.

MINUTES OF BOARD AND COUNCIL MEETINGS

12.0 The minutes of the Board shall be made available to the Directors, each of whom shall receive a copy of such minutes. The minutes of the Council shall be made available to all Voting Delegates.

VOTING OF MEMBER ASSOCIATIONS

13.0 Unless otherwise required by the Act or the Articles, at all meetings of Members of the Council, every question shall be determined using the following voting policy.

13.1 Decisions will be made by consensus of the Members present at the meeting.

13.2 "**Consensus**" is reached when:

(a) The Members discuss each topic brought forth on the agenda in full. Whenever possible, decisions are reached by agreement of all Members. A consensus is reached when no Member objects to the question on the floor before the meeting;

(b) Should the Chair determine, after a reasonable effort to achieve consensus, that a consensus cannot be reached, a vote is taken based on a greater than 75% in favour;

(c) In the event of a tie vote, the Chair of the Board casts the deciding vote.

VOTING – ELECTION OF OFFICERS

14.0 The Board shall establish and maintain a nomination and election procedure and protocol, which shall govern the election of the Chair and the Vice-Chair.

14.1 The Past-Chair and the Chair shall constitute the Election Committee for the purpose of ensuring the good order of the election and to count the ballots when necessary.

14.2 Where two or more candidates are nominated for an Officer position, the election will be held by secret ballot. The candidate with the highest percentage of votes will be declared the winner.

14.3 Where three or more candidates are nominated for an Officer position, the election will be held by secret ballot. To be declared a winner, a candidate must receive more than 50% of the votes.

14.4 For the purpose of section 14, a spoiled ballot is not considered an eligible ballot.

14.5 In the event that no candidate is declared a winner after the first ballot held pursuant to section 14, the candidate with the least support will be eliminated. Then, an additional vote by secret ballot will be held where the winner will be declared pursuant to either section 14.3 or 14.4 as appropriate in the circumstance.

14.6 With respect to section 14.3, in the event that there are two or more candidates with the least support as determined by the percentage of votes, a special runoff vote by secret ballot will be held to determine which candidate is eliminated.

14.7 An Officer may be removed from their Officer role by Consensus of the Board per section 5.16, at a Board meeting, provided the Officer has been given notice of and the opportunity to be heard and to be present at such a meeting.

FINANCIAL YEAR

15.0 Unless otherwise established by the Board the fiscal year end of the Council shall be December 31.

COMMITTEES

16.0 The Board may appoint committees whose members will hold their offices at the will of the Board. Any such committees are advisory to the Board.

AMENDMENT TO BY-LAWS

17.0 Subject to the Articles, the Board may make, amend or repeal any By-law that regulates the activities or affairs of the Council. Any such By-law, amendment or repeal shall be effective from the date of passage by the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

For greater certainty, this paragraph does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) of the Act and any such By-law, amendment or repeal is only effective when confirmed by the Members.

AUDITORS

18.0 Board shall at each Annual Meeting appoint an auditor to audit the accounts of the Council for the report to the Member Associations at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

BOOKS AND RECORDS

19.0 The Board shall see that all necessary books and records of the Board and the Council required by the by-laws or by any applicable statute or law are regularly and properly kept.

19.1 When a person ceases to be a Director, Committee member, or Voting Delegate, the person so ceasing shall destroy all records and materials belonging to or related to the work of the Council forthwith.

RULES AND REGULATIONS

20.0 The Board may prescribe such rules and regulations that are not inconsistent with this By-law relating to the management and operation of the Council as they deem expedient, provided that

such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Council when they shall be confirmed, and failing such confirmation at such Annual Meeting of Member Associations shall at and from time to time cease to have any force and effect.

CORPORATE SEAL

21.0 The Council may have a corporate seal in the form which the Board approves from time to time. The Board shall establish regulations for the use of the corporate seal.