



Association of International Customs and Border Agencies  
AICBA

Association des courtiers et intervenants frontaliers  
internationaux  
ACIFI

By-Laws

Ottawa, Ontario Canada

June 3, 2013

## **01. Name**

01.1 The name of this Association incorporated pursuant to the Canada Corporations Act (the“Act”) is the Association of International Customs and Border Agencies/Association des courtiers et intervenants frontaliers internationaux.

## **02. HEAD OFFICE, SEAL, and FISCAL YEAR**

02.1 Until changed in accordance with the Act, the head office of the Association shall be in the Municipality of Ottawa, Province of Ontario.

02.2 The Seal of the Association shall be in the form impressed hereon.

02.3 The first fiscal year-end of the Association shall be December 31, 2001, and the fiscal year-end of the Association shall be December 31 of each year thereafter until otherwise ordered by the Board of Directors.

02.4 The operations of the Association are to be carried on throughout Canada, the United States of America and elsewhere.

## **03. DEFINITIONS**

03.1 Definitions:

03.2 “Act” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

03.3 Association” means the Association of International Customs and Border Agencies/Association des courtiers et intervenants frontaliers internationaux.

03.4“Articles” means the original or restated articles of the incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

03.5“AICBA Trade Partner” means proprietorship, partnership or corporation engaged in providing services or goods related to the customs brokerage industry, international freight carriers and/or bridge and tunnel operators.

03.6 “Board” means Board of Directors of the Corporation and “director” means a member of the board.

03.7 “By-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect.

03.8 “Carrier of International Freight” means a proprietorship, partnership or corporation actively engaged in the commercial carriage of goods through international borders.

03.9 “Customs Broker” means a proprietorship, partnership or corporation holding a License and actively engaged on the Practice of Customs Brokerage.

03.10 “Importers/Exporters” means a proprietorship, partnership or corporation actively engaged in the importation/exportation of commercial goods through international borders. Importers and exporters will be a part of the AICBA Trade Partner class of members.

03.11 “International Bridge or Tunnel Operator” means the owner or operator of an international bridge or tunnel for the use of which a toll or other charge is payable.

03.12 “Licence” means a licence, issued by the Canada Border Services Agency (CBSA) or the United States Customs and Border Protection (CBP) or other authorized body, to transact business as Customs Broker.

03.13 “Meeting of Members” includes an annual meeting of members or special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.

03.14 “Member” means a proprietorship, partnership, or corporation that has been accepted as a member of the Corporation by the Board in accordance with the provisions of this by-law.

03.15 “Membership Fee” means fees, dues, and special assessments authorized under these Bylaws, required to maintain a Membership in good standing.

03.16 “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.” Ordinary resolutions” require a simple majority of votes cast by the members entitled to vote and who are in attendance at a meeting to be adopted. For example: the election of directors is a decision that is usually made by ordinary resolution.

03.17 “Practice of Customs Brokerage” means consulting and other activities involving transactions with the Canada Border Services Agency (CBSA) or United States Customs and Border Protection (CBP) concerning the import, release, movement and export of merchandise, its admissibility, classification and valuation, the payment of duties, taxes or other charges assessed or collected by the CBSA or CBP upon merchandise by reason of its importation, movement, or exportation or the refund, rebate or drawback thereof.

03.18 “Proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.

03.19 “Regulation” means the regulations made under the Act, as amended, restated or in effect from time to time.

03.20 “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution For example: fundamental changes such as amalgamation and continuance require special resolutions.

03.21 In these bylaws and in all other bylaws of the Association hereafter passed, unless the context otherwise requires, words importing the singular includes the plural, and the plural includes the singular. The masculine gender includes the feminine and the neuter, and reference to persons shall include sole proprietorships, firms, partnerships and corporations.

#### **04. ASSOCIATION PURPOSE**

04.1 The establishment and operation of an association for proprietorships, partnerships and corporations for the purpose of:

04.1.1 Securing public support in Canada and the United States of America and making representations to governments, and co-coordinating activities of the Association with other organizations;

04.1.2 Promoting, protecting and furthering the interests, and conserving the rights of importers, exporters, customs brokers, transporters and others interested in international trade and international transportation;

04.1.3 The expansion of Canadian and American Trade;

04.1.4 The simplification and modification of tariff charges, regulations and procedures;

04.1.5 The promotion of constructive legislation within the field of international trade and international transportation;

04.1.6 Conducting research into and investigating issues affecting international trade and disseminating the results of such research to interested parties;

04.1.7 The Association shall strive, wherever possible to provide equal opportunities for participation in its affairs in both English and French and to provide services for its members in both English and French.

## **05. MEMBER**

05.1 Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to proprietorships, partnerships or corporations who are a Carrier of International Freight, a Customs Broker, an International Bridge or Tunnel Operator or an AICBA Trade Partner interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

05.2 Every Member shall in writing advise the Secretary-Treasurer of the Association who its has appointed as its representative to the Association. Should the Member change its representative, the Member must immediately and in writing advise the Secretary-Treasurer of the Association of the change.

05.3 A Member shall have the right to vote and to have its representative(s) elected to the Board or hold office in the Association.

## **06. MEMBER MEETINGS**

06.1 The time and place of the Annual Meeting of Members shall be fixed by the Board but shall not be later than six months after the end of the fiscal year.

06.2 The Board may call a Special General Meeting of Members for the purpose of considering and determining the affairs of the Association.

06.3 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

06.3.1 by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

06.3.2 by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

06.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

06.5 The annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada or elsewhere as the Board may determine and on such day as the Board shall appoint.

06.6 Members holding not less than 5% of the votes may give notice in writing, requiring the Secretary-Treasurer of the Association to call a Special General Meeting of Members, for the purpose of considering or transacting the business outlined in such notice.

06.7 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of meeting even if quorum is not present throughout the meeting.

06.8 All meetings of Members shall be held only upon notice to all Members in good standing, entitled to notice of such meeting, the notice being in writing and sent by any authorized means to the last known address of each Member no more than thirty-five (35) days prior to the date fixed for the meeting.

06.9 Any such notice must contain the date, hour and place of meeting and a brief summary of the business to be considered or transacted at the meeting, and the wording of any motion(s) proposed to be brought before the meeting of which the Secretary-Treasurer has foreknowledge.

06.10 The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members of the Association shall not invalidate any resolution passed or any proceeding taken at any meeting of Members.

06.11 The Annual Meeting of Members shall:

06.11.1 Appoint an auditor for the Association for the ensuing year;

06.11.2 Receive reports of officers, committees and the appointed Auditor;

06.11.3 Elect Directors, if necessary, for the ensuing year; and

06.11.4 Deal with all other matters relating to the Association that may come before the meeting.

06.12 The appointed auditor shall provide the corporation's financial statements of the Association for the purposes of reporting at the next Annual Meeting of Members.

06.13 The appointed auditor shall hold office until the next annual meeting of Members, unless there shall be a vacancy in the office of auditor, which may then be filled by appointment by the Board.

06.14 The Board shall fix the remuneration of the appointed auditor from time to time.

## **07. MEMBER VOTING**

07.1 At all Meetings of Members, each Member shall be entitled to one vote.

07.2 Each Member entitled to vote at any meeting of Members may vote in person or may appoint a proxy holder to attend the meeting and to vote on the Member's behalf, in accordance with regulations set by the Board.

07.3 Any proxy prepared and granted by a Member pursuant to the provisions of this Section shall be in writing, executed by such Member and in a form acceptable to the President.

07.4 A proxy shall be acted upon only if, prior to a meeting of the Members, such proxy has been deposited with the President, either at the head office of the Association or at the meeting or to such other Director as may be designated by the Board for the receipt of proxies, at the commencement of a meeting of the Members.

07.5 In the event of an equality of votes on any question at any Meeting, the motion is lost.

## **08. OTHER MEMBERS**

08.1 The Association may establish other classes of Members or certifications from time to time as may be in the best interests of the Association by Bylaws.

## **09. MEMBERSHIP RECORDS**

9.1 The Association shall maintain one or more registers in which is entered every Member, identifying the terms, conditions and limitations (if any) attached to the Membership, and shall note on the register every revocation, suspension, withdrawal, cancellation or termination of a Membership and such other information as the Association directs.

9.2 No person, partnership or corporation shall hold themselves out to be a Member unless they are a Member in good standing.

## **10. MEMBERSHIP TERMINATION**

10.1 The Association may suspend or terminate a Membership for:

10.1.1 Non-payment of any Membership Fee prescribed in these Bylaws or Regulations;

10.1.2 Ceasing to qualify for Membership as stated in these Bylaws or Regulations; or

10.1.3 A decision by the Discipline Committee, approved by the Board subject to the continuing jurisdiction of the Association in respect of any disciplinary action arising out of his conduct while a Member.

10.2 Notice of such suspension or termination shall be given forthwith to the Member concerned.

10.3 A proprietorship, partnership or corporation whose Membership was suspended or terminated by the Association under Section 10.1 is entitled to have the Membership reinstated upon compliance with the requirements and qualifications prescribed by the Bylaws and Regulations.

10.4 A Member may withdraw from the Association by giving no less than sixty (60) days of notice in writing to the Association.

## **11. BOARD OF DIRECTORS COMPOSITION**

11.1 The Applicants for incorporation shall become the first directors of the Association whose term of office on the Board shall continue until their successors are elected. At the first meeting of Members, the directors then elected shall replace the provisional directors named in the Articles of Continuance of the Association.

11.2 Subject to the articles, the members will elect the directors at the first meeting of the members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of the members following the election.

11.3 In the event that a vacancy exists with respect to the Board, the remaining members of the Board shall fill the vacancy for the remainder of the term of such Director by electing a successor from the Members of the Association.

11.4 Any Director so elected shall hold office for the unexpired portion of the term of the Director whose position he was elected to fill.

11.5 All Directors must be employees, officers, directors, shareholders, partners or owners of Members of the Association. At least one director who is a member of the following sectors shall be elected to the Board:

- Canadian Customs Brokers
- United States Customs Brokers
- Carriers of International Freight
- International Bridge and Tunnel Operators
- AICBA Trade Partners

The balance of the directors to be elected need not be from any particular sector.



11.6 All Directors shall take office at the end of the Annual Meetings of Members at which they were elected or appointed and shall remain in office until the end of the Annual Meeting of Members at which their term expires, when their successors are elected or appointed.

11.7 A Director may be removed from the Board by a majority of the vote of Members, made at a meeting of Members called for the purpose of removing the director.

11.8 Each Director is required to attend one meeting during the year in addition to those held in connection with the Annual Meeting of Members, or that Director will not be eligible for re-election or re-appointment the following year.

11.9 The position of a Director shall be automatically vacated:

11.9.1 If a Director resigns by delivering a written resignation to the President;

11.9.2 A Director is declared by a Medical Doctor or court of law to be lunatic or of unsound mind;

11.9.3 If a Director is in receivership or becomes bankrupt;

11.9.4 If the Member for whom the Director is a representative ceases to be a Member;

11.9.5 If he is absent from more than two consecutive meetings without just cause;

11.9.6 On the death of a Director;

11.9.7 Provided that if any vacancies occur for any reason contained in this section, the Directors may by resolution fill the vacancy as outlined in these Bylaws.

11.10 Notwithstanding any designation attaching to the position of director, the duty and obligation of each director of the Association shall be to act in the best interests of the Members of the Association.

## **12. DIRECTOR TERM**

12.1 Directors shall serve for a term of four (4) years from the date of their election until the Annual Meeting of Members after their election or appointment.

12.2 Where one or more vacancies occur in the membership of the Board, the members remaining in office constitute the Board so long as their number is not less than a quorum of the Board as prescribed in Section 19.7 hereof.

12.3 In the event no quorum of the Board remains in office, a Special General Meeting of Members shall be held forthwith to fill the vacancies on the Board.

### **13. DIRECTOR NOMINATIONS**

13.1 The President shall appoint not less than ninety (90) days in advance of each annual general meeting of members a Nominating Committee composed of four (4) Members of the Association.

13.2 The Nominating Committee shall call for nominations from the list of Member representatives for election to the board of directors, not less than thirty- five (35) days before the date of the annual general meeting of members.

13.3 No nomination shall be valid unless it has been consented to in writing by the person nominated and filed with the Secretary-Treasurer.

13.4 Nominations of Member representatives who have consented in writing to be so nominated for election as directors may be sent by any Member to the Secretary-Treasurer, for transmission to the Nominating Committee, so that they are filed with the Secretary-Treasurer not less than thirty-five (35) days before the date of the annual general meeting of members.

13.5 Only nominations so received shall be entitled to be voted upon by the member representatives.

### **14. OFFICERS OF THE ASSOCIATION**

14.1 The officers of the association shall be appointed by the board of directors of the association and shall consist of:

- The President;
- Vice-President, Canadian Customs Broker;
- Vice-President, United States Customs Broker;
- Vice-President, Carrier of International Freight;
- Vice-President, International Bridge and Tunnel Operator;
- Vice-President, AICBA Trade Partner;
- The Secretary-Treasurer;
- The Immediate Past President of the Association.

14.2 The officers of the Association shall hold office for four (4) years from the date of appointment or election or until their successors are elected or appointed in their stead.

14.3 In the event that a vacancy occurs with respect to any officer the Board shall fill the vacancy for the balance of the term by electing a successor who is a representative

of a Member of the Association in such a manner so as to insure the representation stated in section 14.1.

14.3 All elected Officers must be owners or employees of Members and be principals, directors, officers or persons maintaining senior management positions with Members.

14.4 In absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the office's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if necessary qualification of appointment),  
or
- d) such officer's death.

14.5 If the office of any officer of the corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **15. OFFICERS RESPONSIBILITIES**

15.1 It will be the duty of the President to supervise the conduct of the affairs of the Association, to preside at all meetings of the Association and of the Board and to carry out such other duties as directed by the Board.

15.2 In the absence of the President, a Vice President selected by the Board of Directors to serve for the duration of the President's absence, will assume the duties of the President.

15.3 The Secretary-Treasurer shall have charge of the Association's seal, papers, documents, books and records, including financial books and records, and shall supervise the financial affairs of the Association, record the proceedings of all meetings and cause minutes thereof to be issued as instructed by the Board, keep a roll of Members and their good standing, collect fees, certify documents issued by the Association, and undertake any other duties assigned to him by the Board.

15.4 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any two officers of the Association.

15.5 The Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed; and

15.6 Any two (2) officer of the Association may affix the corporate seal to any instrument requiring the same.

## **16. COMMITTEES**

16.1 The Board shall establish and appoint the following committees:

Finance Committee  
Membership Committee

and may establish such other committees, as the Board from time to time considers necessary.

## **17. BOARD OF DIRECTORS MEETINGS**

17.1 The Directors shall hold no less than four meetings in each year as follows:

17.1.1 the first meeting shall be held immediately following the Annual Meeting of Members,

17.1.2 the second and third meeting shall be held as determined by the President,

17.1.3 the fourth meeting shall be held immediately prior to the next Annual Meeting of Members,

17.1.4 should business of sufficient importance arise to warrant the calling of a special meeting of the Board, the President is empowered to call such meeting, and

17.1.5 upon the written demand of any three (3) Directors, the President shall call a special meeting of Board.

17.2 The notice of meeting shall be in writing to all Directors and state the date, time and location of the next meeting.

17.3 Any such notice must contain a summary of the business to be considered or transacted at the meeting.

17.4 Such notice shall be seven (7) days in advance if notice is by facsimile or electronic means or fifteen (15) days in advance if notice is mailed.

17.5 Each Director shall have one vote at all meetings of the Board.

17.6 In the event of an equality of votes on any question at a meeting of the Board, the motion is lost.

17.7 The quorum for any meeting of the Board shall be six (6) Directors.

## **18. BOARD POWERS**

18.1 The Board may make Regulations relating to the administrative and internal affairs of the Association not inconsistent with these Bylaws and, without limiting the generality of the foregoing:

18.1.1 Prescribe the authority, responsibilities and duties of the Officers and employees of the Association;

18.1.2 In respect of committees determine the composition of committees required or allowed by these Bylaws, the mechanism of the appointment of Members of the committees and procedures ancillary to those specified in these Bylaws in respect of any committee;

18.1.3 Establish matters of practice and procedure for committees required or allowed under these Bylaws;

18.1.4 Prescribe the quorums of the committees required or allowed by these Bylaws;

18.1.5 Prescribe forms of application for Membership and require their use;

18.1.6 Provide for the maintenance and inspection of registers of Members;

18.1.7 Establish all procedures necessary for the exercise of the objects and powers of the Association and for that purpose the Board may engage solicitors or others to represent the Association upon such terms and conditions the Board may deem proper;

18.1.8 Carry out the objects of the Association, as outlined in the Articles of Corporation issued to the Association.

18.1.9 Establish a fund by means of annual fees payable by the Members, and

18.1.9.1. The amount of fees shall be determined annually by the Board,

18.1.9.2. From time to time, by means of a special fee, called a Special Assessment, which shall be payable by the Members and;

18.1.9.3. The amount of the Special Assessment shall be determined from time to time by the Board and duly sanctioned at the Annual Meeting of Members or a Special General Meeting of Members duly called for the purpose of considering the Special Assessment.

18.1.10 Appoint an individual to conduct the affairs of the Association under the general direction of the President, such appointment to be subject to annual renewal on an affirmative vote of the Members present at a Meeting of Members; and

18.1.10.1. The Board may appoint such other individuals as are from time to time necessary or desirable in the opinion of the Board to perform the work of the Association, at such remuneration as is determined by the Board.

18.1.11 Allow the Secretary-Treasurer to delegate to a Secretary or Executive Secretary, if appointed, subject to the approval of the Board, any part of the Secretary-Treasurer's duties;

18.1.12 Appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Bylaws, a committee of the Board has no authority to exercise;

18.1.13 Approve at the last meeting of the Board in any fiscal year the Association's budget for the forthcoming fiscal year. The Membership Fees as then determined by the Board may be collected from the Members subject to adjustment, if required;

18.1.14 Establish and designate an official publication of the Association;

18.1.15 Prescribe the insignia of the Association and provide for its use;

18.1.16 Provide for the execution of documents by the Association;

18.1.17 Provide for banking and finance;

18.1.18 Provide for the Corporation's financial statements of the accounts and transactions of the Association;

18.1.19 Provide for the calling, holding and conducting of meetings of the Board and the duties of Members of the Board;

18.1.20 Provide for meetings of the Board and committees, by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear each other, and a Member of the Board or committee participating in a meeting;

18.1.21 Provide for the calling, holding and conducting of meetings of Members;

18.1.22 Provide for management of the property of the Association;

18.1.23 Provide for the appointment, composition, powers, duties and quorums of additional or special committees;

18.1.24 Provide for the application of the funds of the Association, the investment and reinvestment of any funds not immediately required and provide for the safekeeping of its securities;

18.1.25 Provide for the borrowing of money by the Association and the giving of security therefore;

18.1.26 Require a budget to be prepared at the beginning of each year, to include all projected works of the Association. The budget shall be submitted to the Board and for approval by the Annual Meeting of Members;

18.1.27 Provide for other such matters as are entailed in carrying on the business of the Association.

## **19. COMPLAINTS**

19.1 Upon receipt of a complaint in writing with respect to the conduct of any Member, the President may appoint a Discipline Committee to inquire into the complaint.

19.2 If the President does not appoint a Discipline Committee within thirty (30) days of the receipt of a complaint, the Member filing such complaint may request that it be considered by the Board at their next meeting, and the Board shall consider such complaint and may direct the President to appoint a Discipline Committee and the President shall forthwith do so.

19.3 The Board, on its own initiative, shall also have the power at any time or times to direct the President to appoint a Discipline Committee to inquire into the conduct of any Member, and the President shall forthwith do so.

## **20. DISCIPLINE COMMITTEE**

20.1 The Discipline Committee shall consist of not less than three (3) and not more than five (5) persons who are Directors.

20.2 The President will select the Chairman of the Discipline Committee.

20.3 The Discipline Committee shall meet at any place or places within Canada or the United States of America upon call of the Chairman of the Committee.

20.4 The quorum shall consist of two-thirds of the members of the Discipline Committee.

## **21. DISCIPLINE COMMITTEE POWERS**

21.1 The Discipline Committee shall forthwith institute an investigation and consider the complaint.

21.2 If the Discipline Committee determines at the completion of such investigation that the complaint is unjustified, it shall report such decision to the Board and the complaint will be deemed to be dismissed.

21.3 If the conduct of the Member shall appear to the Discipline Committee to be improper or prejudicial to the character or welfare of the Association as being contrary to or in violation of anything set out in the Articles of the Corporation, By-laws and Code of Ethics of the Association the Discipline Committee shall give the Member notice thereof, which notice:

21.3.1 shall be delivered personally to such Member or sent to the Member by registered mail at the Member's last address as shown on the records of the Association;

21.3.2 shall state the substance of the allegation against the Member; and

21.3.3 shall state the place and time (not being less than ten (10) days after delivery or mailing of the notice, as the case may be) at which the Discipline Committee shall conduct a hearing of the said complaint at which time the Member may be heard with respect to the said complaint.

## **22. DISCIPLINE HEARINGS**

22.1 Such hearing may be adjourned from time to time by the Discipline Committee in its discretion, but any member thereof who shall not have been present at any meeting of the Discipline Committee at which evidence is taken or at which a Member whose conduct is involved in the hearing is heard shall not participate in the final decision or any further part of the hearing.

22.2 After such hearing the Discipline Committee shall report its findings to the Board which may find the complaint against the Member to be lacking foundation, or if the complaint is made out in whole or in part, may acquit the Member of the said charges, censure the Members suspend or terminate the Member from Membership in the Association.

22.3 No proceedings prior to final determination shall be printed or otherwise made public.



22.4 Notice of any such determination shall be given forthwith to the Member concerned, and if the Member's membership is terminated, the Member thereupon forfeits the rights and privileges of a Member. Any Member whose membership is terminated shall surrender to the Association any certificate of Membership issued by the Association to such Member.

22.5 The disciplinary actions of the Board with respect to decisions regarding complaints against Members shall be deemed to have been confirmed unless a majority of the Members present at the next Annual General Meeting or Special Meeting of Members vote affirmatively to reverse such decision.

### **23. NOTICES DEEMED DELIVERED**

23.1 A notice or document under these Bylaws is sufficiently given, served or delivered by authorized means, if delivered personally, by facsimile, electronic means or by mail.

23.2 Where a notice or document under these Bylaws is sent to a person by mail, addressed to the person at the last address of the person in the records of the Association, there is a presumption that the notice or document is delivered to the person on the fifth day after the day of mailing.

### **24. INDEMNIFICATION**

24.1 No action or other proceeding for damages shall be instituted against the Association, a committee of the Association or a member of a Committee of the Association, or a director or officer, employee, agent or appointee of the Association for any act done in good faith in the performance or intended performance of a duty or in the exercise or the intended exercise of a power under these By-Laws or for any neglect or default in the performance or exercise in good faith of such duty or power.

24.2 Every Member of the Board or a Committee of the Association and every officer and employee of the Association, and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

24.2.1 all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

24.2.2 all other costs, charges and expenses that he may sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

24.3 No Director or Officer of the Association shall be liable for acts, receipts, neglects or defaults of any other Director, or Officer of the Association, or for joining in any receipt of act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security, in or upon which any of the monies of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, partnership or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss or damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or through his own wrongful and willful act or through his own wrongful or willful neglect or default.

24.4 The Directors for the time being of the Association 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 of or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

## **25. REMUNERATION**

25.1 Elected Officers and Directors shall serve without remuneration, but they may, subject to prior approval of the Board, be reimbursed for their reasonable expenses in connection with meetings of the Board and Committees, and while carrying out business of the Association, provided that receipts are tendered for all expenses before reimbursement.

25.2 Members of Committees of the Association shall receive no remuneration for serving as such, but shall be reimbursed for reasonable expenses incurred in the exercise of their duty as a member of a committee of the Association, with prior approval of the Board.

25.3 If any Director, Officer or Member of the Association shall be employed by or shall perform services for the Association otherwise than as a Director, Officer or Member or shall be a member of a firm or a shareholder, director or officer of a company which is or will be employed by or has or will perform services for the Association, the fact of being a Director, Officer, or Member of the Association shall not disentitle such Director, Officer or Member or such firm or company as the case may be, in receiving proper remuneration for services, provided that said Director, Officer or Member declares their involvement and removes himself from any vote that covers such firm or company.

## **26. CODE OF ETHICS**

26.1 The Members will comply with the Code of Ethics of the Association that is set out in this section and is hereby incorporated into and forms part of these By -Laws.

All Members shall endeavor to observe the spirit as well as the letter of the Code of Ethics.

26.2 A Member owes certain duties to the public, the Government of Canada or the United States of America, its employees, other Members and shall act at all times with:

26.2.1 Responsibility for and fidelity to public needs; and

26.2.2 Competence through devotion to high ideals and professional intents.

26.3 A Member shall:

26.3.1 Provide opportunity for professional development and advancement of its employees, allowing them to maintain, at all times, the standards of competence expressed by the academic and experience requirements for admission to their profession and for continuation in their profession, and extend the effectiveness of the profession through the interchange of information and experience; and

26.3.2 Endeavour at all times to enhance the public regard for the Members' profession by extending the public knowledge thereof and discouraging undue, unfair or exaggerated statements with respect to the Members' professions.

26.4 A Member shall act in matters for clients as a faithful agent or trustee and shall regard as confidential all information obtained by the Member as to the business affairs, technical methods or processes of clients and avoid or disclose a conflict of interest that might influence its actions or judgment.

26.5 A Member shall:

26.5.1 Not commit an act discreditable to the Members' professions;

26.5.2 While promoting its professional interests and those of its clients, not compromise its duties or obligations to the Government of Canada or the United States of America;

26.5.3 Not maliciously injure the reputation or business of another Member;

26.5.4 Not attempt to gain advantage over other Members by providing personal compensation in securing work; and

26.5.5 Uphold the principle of adequate compensation for services, within acceptable business practices.

26.6 A Member shall:

26.6.1 Maintain the honour and integrity of the Members' professions and without fear or favour expose before the proper tribunals of the regulatory authority any incompetent, unethical, illegal or unfair conduct or practice of a Member which involves the reputation dignity or honour of the Members' professions; and

26.6.2 Undertake only such work as its employees are competent to perform by virtue of their training and experience and shall, where it would be in the best interests of a client, engage or advise the client to engage other specialists.

26.7 A Member shall ensure that each member of the firm shall adhere to the preceding principles and shall:

26.7.1 Act at all times with fairness and loyal to their associates, employers, clients, subordinates and employees;

26.7.2 Regard their honesty to public welfare as paramount;

26.7.3 Not express publicly, or while they are serving as a witness before a court, commission or other tribunal, opinions on matters that are not founded on adequate knowledge and honest conviction

26.7.4 Endeavour, where applicable, to keep their certificate of qualification permanently displayed in their place of business;

26.7.5 Inform their employer of any business connections or interests of which their employer would have a reasonable expectation to be made aware; and

26.7.6 Not in the course of then duties on behalf of their employer hold, receive, bargain for or acquire any fee, remuneration or benefit without their employer's knowledge and consent.

## **27. BYLAW AMENDMENTS**

27.1 These By-laws may be amended by an affirmative vote of the majority of the votes cast as an Annual Meeting of Members or Special General Meeting of Members called for that purposes and save and except any amendments that requires a Special Resolution of the members to be approved (2/3 votes).

27.2 The full text of such amendment must be delivered by authorized means to each Member with notice of such meeting at least thirty days prior to the date of said meeting.

27.3 Any amendment to these Bylaws passed by the Board is not effective until approved by a majority vote of the Members.