

By-law relating generally to the conduct of the affairs of

Canadian Council of Social Work Regulators (CCSWR)

(the "Corporation")

Preamble

This bylaw is intended to facilitate the internal governance of the Corporation by establishing standardized processes and procedures for various matters including how meetings of directors and members are to be held and conducted.

The Corporation was continued under the *Canada Not-for-Profit Act*, S.C. 2009, c-23 on September 23, 2014, therefore, it must meet the requirements of the *Canada Not-for-Profit Act* and any regulation made under the *Canada Not-for-Profit Act*.

It is important to remember that although the individuals who represent the members of the Corporation may be the same as those who sit on board of directors of the Corporation, the roles of these individuals are different when they act as directors of the Corporation and when they act as representatives of the members. Therefore, where the *Canada Not-for-Profit Act* requires members of the Corporation to make certain decisions or satisfy certain requirements, the aforementioned individuals must do so in their capacities as representatives of the members. On the other hand, where the *Canada Not-for-Profit Act* requires directors of the Corporation to make certain decisions or satisfy certain requirements, the aforementioned individuals must do so in their capacities as directors of the Corporation. As a result, this by-law provides for members and directors of the Corporation separately and independently from one another.

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BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

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

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation;

"**chair and president**" means the officer of the Corporation who is the chair of the board and the president of the Corporation;

"**by-laws**" mean this by-law and any other by-law of the Corporation which are in force and effect, as amended from time to time;

"**director**" means a member of the board;

"**meeting of members**" means an annual meeting of members or a special meeting of members;

"**special meeting of members**" means a meeting of the members other than an annual meeting of members;

"**officers**" means the officers of the Corporation which includes the chair and president, the vice-chair and vice-president, the secretary, the treasurer, the member-at-large and any other officers appointed by the board from time to time;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 vote of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**special resolution**" means a resolution passed by a special majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

"vice-chair and vice-president" means the officer of the Corporation who is the vice-chair of the board and the vice-president of the Corporation.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two officers or directors. In addition, the board may direct the manner in which and the person(s) by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

The financial year end of the Corporation shall be determined by the board.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may, by resolution, designate, direct or authorize.

7. Borrowing Powers

The directors may, without the prior approval of the members, borrow money on the credit of the Corporation to an amount not exceeding \$10,000 in any fiscal year. Under no circumstances shall the Corporation accumulate total debt in excess of \$10,000 without the prior approval of the members. The directors may not enter into any

mortgage, pledge, guarantee or other debt obligation on behalf of the Corporation, without the prior approval of the members.

8. Annual Financial Statements

The Corporation shall make available to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

9. Membership Conditions

There shall be one class of membership in the Corporation.

Membership in the Corporation is only available to regulatory bodies or corporations granted statutory authority by a province or territory in Canada to regulate, either by title protection, practice protection, or both, social workers in the province or territory that have applied for and been accepted into membership of the Corporation by resolution of the board or in such other manner as may be determined by the board.

Each member is entitled to receive notice of, attend and vote at all meetings of members and each member shall be entitled to one vote on each question or motion at such a meeting regardless of how many individuals represent the member.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the section of this by-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership may only be transferred to the Corporation.

Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of this by-law.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.

Without further notice, notice of the time and place of a meeting of members shall be given by a notice to be displayed on the Corporation's website, unless all members waive their right to notice, in which case no notice will be provided.

If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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

12. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of the members carrying not less than five percent of the voting rights. If the directors do not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any member does not pay such dues within 60 calendar days of receipt of such notification, the board may, at its discretion, terminate such member's membership in the Corporation.

14. Termination of Membership

A membership in the Corporation is terminated when:

- (i) a member corporation is dissolved;
- (ii) a member fails to maintain any qualifications for membership required under any by-law of the Corporation;
- (iii) the member resigns by delivering a written resignation to the chair and president, in which case such resignation shall be effective on the date specified in the resignation;
- (iv) the member is expelled or its membership is otherwise terminated in accordance with the articles or any by-law;
- (v) the member's term of membership expires; or
- (vi) the Corporation is liquidated and dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of a member, including any rights in the property of the Corporation, automatically cease to exist.

16. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (i) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- (iii) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chair and president, or such other officer as may be designated by the board, shall provide 20 days' notice of the suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair and president, or such other officer as may be designated by the board, in response to the notice received within such 20 day period.

In the event that no written submissions are received, the chair and president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled. If written submissions are received in accordance with this Section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

17. Cost of Publishing Proposals for Annual Members' Meetings

The member who submits a proposal shall pay the cost of including the proposal and any statements in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at that meeting.

18. Nomination of Directors

Subject to the Act, each member shall be entitled to nominate two individuals to be directors on the board and the members agree to elect all such nominated individuals to the board.

19. Place of Members' Meeting

Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members so agree, outside Canada.

20. Persons Entitled to be Present at Members' Meeting

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting (ie. the representative(s) of each member), the directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair and president or by resolution of the members.

21. Chair of Members' Meetings

In the event that the chair and president is absent from a meeting of the members, the vice-chair and vice-president shall preside over the meeting.

If both the chair and president and vice-chair and vice-president are absent from a meeting of the members, the representatives of each member who is present and entitled to vote at the meeting shall choose a representative of a member to preside over the meeting.

22. Quorum at Members' Meetings

Quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members. If 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 maintained throughout the meeting.

23. Votes to Govern Members' Meetings

At any meeting of members every question or motion shall, unless otherwise provided by the articles or by-laws or the Act, be determined by a majority of the votes cast on the question or motion. In case of an equality of votes, no one shall be entitled to a second or casting vote and the question or motion shall not be carried.

24. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

25. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

26. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

27. Term of Directorship

Each director shall be elected for a term of two years expiring no later than the close of the second annual meeting of members following the election of the applicable director.

28. Calling of Meetings of the Board

Meetings of the board may be called by the chair and president, the vice-chair and vice-president or any three directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

29. Notice of Meeting of the Board

Notice of the time and place for the holding of a meeting of the board shall be given not less than 21 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present when the meeting is set and none of them objects to the holding of the meeting, or if those absent have waived notice of or

have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the by-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

30. Regular Meetings of the Board

The board may appoint a day or days in any month or months for regular meetings of the board. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

31. Votes to Govern at Meetings of the Board

At all meetings of the board, every question or motion shall be decided by a majority of the votes cast on the question or motion. In case of an equality of votes, no one shall be entitled to a second or casting vote and the question or motion shall not be carried.

32. Committees of the Board of Directors

The board may appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may make. Any committee member may be removed by resolution of the board.

33. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer must be a director. Two or more offices may be held by the same individual.

All appointments of officers shall be conducted in accordance with the "Election of Officers Policy and Procedure" of the Corporation.

34. Description of Offices

The Corporation shall have the following offices, which offices, together, shall be deemed to be the executive committee of the Corporation, and those offices shall have the following duties and powers associated with their positions:

- (i) **chair and president** – the chair and president, if one is to be appointed, shall be a director and shall be the chief executive officer of the Corporation responsible for implementing the strategic plans and policies of the Corporation and have general supervision of the affair of the Corporation, subject to the authority of the board. The chair and president, if any, shall when present, preside at all meetings of the board and of the members. The chair and president shall have such other duties and powers as the directors may specify.
- (ii) **vice-chair and vice-president** – the vice-chair and vice-president, if one is to be appointed, shall be a director and shall have such duties and powers as the directors may specify. If the chair and president is absent or is unable or refuses to act, the vice-chair and vice-president, if any, shall, when present, preside at all meetings of the board of directors and of the members.
- (iii) **secretary** – if appointed, the secretary shall be a director and attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of such books, papers, records, documents and other instruments belonging to the Corporation as determined by the board.
- (iv) **treasurer** – if appointed, the treasurer shall be a director and be the custodian of such books, papers, records, documents and other instruments belonging to the Corporation as determined by the board, and have such other powers and duties as the directors may specify.
- (v) **member-at-large** – if appointed, the member-at-large shall be a director and have such powers and duties as the directors may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement calls for or the board requires of them. The board may, and subject to the Act, vary, add to or limit the powers and duties of any officer.

35. Vacancy in Office

In the 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:

- (i) the officer's successor being appointed;
- (ii) the officer's resignation;
- (iii) the officer ceasing to be a director;

- (iv) the officer failing to meet all of the eligibility requirements stated in the Election of Officers Policy and Procedure of the Corporation; or
- (v) the officer's death.

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

36. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (iii) if sent to such person by electronic or other communication facility at such person's recorded address for that purpose; or
- (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

37. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

38. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

39. Effective Date of By-laws

Subject to the Act and the articles, the board may, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

40. Conflict

In case of any conflict between this by-law and:

- (i) any unanimous member agreement, whether or not such unanimous member agreement exists at the coming into force of the by-law;
- (ii) the articles; or
- (iii) the Act,

the unanimous member agreement, the articles or the Act shall prevail over this by-law.

41. Amendments

Unless otherwise required by the Act, the articles or by-laws of the Corporation, any amendments to this by-law can be effected by an ordinary resolution of the members.