

# BY-LAW NO. 1 THROUGH 11

The Canadian Institute of Public Health Inspectors  
(L'Institut canadien des inspecteurs en santé publique)

2016



# **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of

**The Canadian Institute of Public Health Inspectors  
(L'Institut canadien des inspecteurs en santé publique)**

(the "Corporation")

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

## **SECTION I    General**

### **1.01    Definition**

- (a) In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
  - (i) "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 from time to time;
  - (ii) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - (iii) "board" means the board of directors, the National Executive Council of the Corporation
  - (iv) "director" means a member of the board;
  - (v) "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;
  - (vi) "meeting of members" includes an annual meeting of members or a 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;
  - (vii) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
  - (viii) "proposal" means a notice of any matter that a member of the Corporation proposes to raise at a meeting that meets the requirements of section 163 (Shareholder Proposals) of

the Act;

- (ix) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (x) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (xi) "officer" means an individual appointed as an officer under section 142, the chairperson of the board of directors, the president, a president-elect, the secretary, the treasurer, the comptroller, the general counsel, the general manager or a managing director of a corporation, or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices.

## **1.02 Interpretation**

- (a) 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.
- (b) Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 Corporate Seal**

- (a) The Corporation may have a corporate seal in the form approved from time to time 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.

## **1.04 Execution of Documents**

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons 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.

### **1.05 Financial Year**

- (a) The financial year end of the Corporation shall be determined by the board of directors.

### **1.06 Banking Arrangements**

- (a) 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 of directors may designate, appoint or authorize from time to time 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 of directors may by resolution from time to time designate, direct or authorize.

### **1.07 Borrowing Powers**

- (a) The directors of the Corporation may, without authorization of the members,
  - (i) borrow money on the credit of the corporation;
  - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
  - (iii) give a guarantee on behalf and
  - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **1.08 Annual Financial Statements**

- (a) The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the

Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION II      Membership Types**

### **2.01    Class A Members**

- (a) The following categories of membership shall comprise Class A Members:
  - (i) Fraternal
    - 1) Fraternal membership may be granted to any person who does not hold the CPHI(C) or the CSI(C) and who shares a common interest in the field of environmental health and wishes to contribute towards a unified voice on issues of common interest.
  - (ii) International
    - 1) International membership may be granted to any person residing outside of Canada who may or may not hold the CPHI(C) or the CSI(C) and who shares a common interest in the field of environmental health and wishes to contribute towards a unified voice on issues of common interest.
      - a) Persons who are granted International membership and who hold the CPHI(C) or the CSI(C) credential must participate in the continuing professional competency program of the Corporation.
  - (iii) Life
    - 1) Life Membership may, subject to the provisions of Subsection (c) of this Section, be conferred by vote at the Annual General Meeting on qualified Public Health Inspectors who are Members of the Corporation and who have made a noteworthy contribution to the advancement of Environmental Public Health and/or the purposes of the Corporation. Life Membership may be granted to persons still

practising. Such Life Membership shall carry voting privileges and the right to hold office, but no obligation to pay fees.

- 2) No more than one Life Member shall be elected at any Annual Meeting and the total number of living Life Members shall not exceed three (3) percent of the membership.
- 3) The board shall consider the criteria of all nominees and shall forward the nominations along with their recommendation to the Annual General Meeting to be voted upon in accordance with subsection (a) of this section.
- 4) The nominator of a Member proposed for Life Membership shall forward with the nomination a citation setting forth the eligibility criteria of the nominee pursuant to Sub-Section (a) of this Section.
- 5) Nominations for Life Membership shall be mailed or delivered to the National Office sixty (60) days or more prior to the Annual Meeting.
- 6) Persons who are granted Life Membership must participate in the continuing professional competency program of the Corporation if they are working for an employer or an agency where the prerequisite for employment is the CPHI(C).

(iv) Regular

- 1) Persons may be eligible for Regular Membership if they:
  - a) Hold the Certificate in Sanitary Inspection (Canada), the Certificate in Public Health Inspection (Canada), or if they possess those qualifications acceptable to a three-fourths vote of the entire board; and
  - b) Participate in the continuing professional competency program of the Council of Professional Experience of the Corporation.

(v) Retired

- 1) Any member who upon retirement from active employment through age, health or disability and is eligible for some form of pension, and wishes to continue membership in the Corporation may apply to the Corporation to continue such membership. The applicant shall advise the National Office as to the effective date of retirement. A Retired Member shall have full voting rights and the right to hold office.
- 2) Any retired member who becomes an employee or contractor for another agency where the pre-requisite for employment is the CPHI(C) shall not be considered for retired membership for the duration of their period of employment.

## **2.02 Class B Members**

- (a) The following categories of membership shall comprise Class B Members:
  - (i) Affiliate
    - 1) Non-profit organizations may be eligible for Affiliate Membership if they share a common interest in the field of environmental health and wish to work toward a unified voice on issues of common interest. Affiliate Members shall have neither voting rights nor the right to hold elected office.
  - (ii) Corporate
    - 1) Persons or corporations who derive benefits of information, education and self-promotion through membership in the Corporation may be Corporate members. Such Members shall have neither voting privileges nor the right to hold office, nor shall such members be responsible for the debts and liabilities of the Corporation. Such Membership shall be at the pleasure of the Corporation.
  - (iii) Honourary
    - 1) May be conferred by majority vote at an Annual General Meeting as a mark of distinction to persons not holding a Certificate in Public Health Inspection,



but who have made a noteworthy contribution to the Science of Public and Environmental Health. Honourary Members shall pay no fees and shall have no voting privileges. They shall not be entered upon the Register of Members of the Corporation and shall not be under any liability for the debts and liabilities of the Corporation. They shall remain Honourary Members during the pleasure of the Corporation.

(iv) Student

- 1) Shall be persons studying for the Certificate in Public Health Inspection (Canada) in a school accredited by the Board of Certification of Public Health Inspectors.
  - a) A student shall be a member of any Branch of the Corporation.

## **SECTION III Membership – Matters Requiring Special Resolution**

### **3.01 Membership Classes**

- (a) Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

(i) Class A Members

- 1) Class A voting membership shall be available only to Fraternal, International, Regular, Retired and Life Members and who have applied and have been accepted for Class A voting membership in the Corporation.
- 2) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

- 3) As set out in the articles, each Class A Voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
  - 4) Both Fraternal and International Members shall be entitled to all benefits that are conferred upon members of the Corporation. Fraternal and International Members shall have voting rights but the application of their votes shall never count for more than twentyfive percent (25%) of the total value of all votes cast on any issue put before the membership or the board. Fraternal and International Members shall not have the right to hold office. Fraternal and International Members shall pay their dues in one single payment.
- (ii) Class B Members
- 1) Class B non-voting membership shall be available only to Student, Affiliate, Honourary, and Corporate Members and who have applied and have been accepted for Class B non-voting membership in the Corporation.
  - 2) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
  - 3) Subject to the Act and the articles, a Class B nonvoting member shall not be entitled to receive notice of or vote at meetings of the members of the Corporation.
- (b) Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **3.02 Application for Membership**

- (a) Every person or organization wishing to join the corporation must make application on a form to be obtained from the corporation.

- (b) Such application for membership shall be made through the board.
- (c) In such a case, or in the instance that a branch objects to an application or the board fails to approve an application, the National Office shall immediately notify the applicant of the reasons for such objections or failure to approve the application and of his/her right to appeal to the Annual General Meeting of the Corporation.

### **3.03 Membership Certificates**

- (a) All Membership Certificates shall remain the property of the Corporation and shall be returned upon request after discontinuance of membership.

### **3.04 Notice of Members Meeting**

- (a) 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:
  - (i) 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
  - (ii) by telephonic, electronic or other communication medium 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.
- (b) 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.
- (c) Pursuant to Section 163 (1-11) of the Act, a member entitled to vote at an annual meeting of members may:
  - (i) submit to the Corporation notice of any matter that the member proposes to raise at the

meeting, referred to in this section as a “proposal”;

- (ii) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal; and
- (iii) the Corporation shall include the proposal in the notice of meeting required under section 162 of the Act.

### **3.05 Members Calling a Members' Meeting**

- (a) The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

### **3.06 Absentee Voting at Members' Meetings**

- (a) Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
  - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - (ii) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory
    - 1) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
    - 2) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

- (b) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (c) if a form of proxy is created by a person other than the member, the form of proxy shall
  - (i) indicate, in bold-face type,
    - 1) the meeting at which it is to be used,
    - 2) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
    - 3) instructions on the manner in which the member may appoint the proxyholder,
  - (ii) contain a designated blank space for the date of the signature,
  - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
  - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
  - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
  - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- (d) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- (e) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (f) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
- (g) Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **SECTION IV    Membership Dues, Termination and Discipline**

### **4.01    Membership Dues**

- (a) Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.
- (b) The membership dues for Regular members shall be comprised of a National Assessment and a Branch Assessment.
  - (i) The National Assessment shall be reviewed and set at an Annual General Meeting of the Corporation.
  - (ii) Each Branch shall establish and set its own Branch

Assessment at an Annual General of that Branch, but the Branch Assessment cannot be less than ten (10) dollars per year.

- (iii) Branch Assessments shall be returned to the Branch to which the member belongs at a frequency determined by the board.

## **4.02 Termination of Membership**

- (a) A membership in the Corporation is terminated when:
  - (i) the member dies, or, in the case of a member that is a Corporation, the Corporation is dissolved;
  - (ii) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
  - (iii) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
  - (iv) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
  - (v) the member's term of membership expires; or
  - (vi) the Corporation is liquidated or dissolved under the Act.
  - (vii) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **4.03 Discipline of Members**

- (a) The board shall have authority to discipline any member of 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;
- (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.
- (iv) In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the 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 from membership in the Corporation. 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 twenty (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.

## **SECTION V Meetings of Members**

### **5.01 Proposals Nominating Directors at Annual Members' Meetings**

- (a) Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.



## **5.02 Cost of Publishing Proposals for Annual Members' Meetings**

- (a) The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

## **5.03 Place of Members' Meeting**

- (a) 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 entitled to vote at such meeting so agree, outside Canada.

## **5.04 Persons Entitled to be Present at Members' Meetings**

- (a) Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

## **5.05 Quorum at Members' Meetings**

- (a) Fifty (50) or 20% of the membership, whichever is less, shall form a quorum for a General Meeting or Special Meeting. 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.

## **5.06 Votes to Govern at Members' Meetings**

- (a) At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

## **5.07 Participation by Electronic Means at Members' Meetings**

- (a) If the Corporation chooses to make available a telephonic, electronic or other communication medium 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 medium 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 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication medium that the Corporation has made available for that purpose.

## **5.08 Members' Meeting Held Entirely by Electronic Means**

- (a) 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 and the Regulations, entirely by means of a telephonic, electronic or other communication medium that permits all participants to communicate adequately with each other during the meeting.

# **SECTION VI Directors**

## **6.01 Number of Directors**

- (a) 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

## **6.02 Term of Office of Directors**

- (a) The directors shall be elected to hold office for a term determined by their Branch.
- (b) The terms for President , President-Elect, and Secretary-Treasurer shall be determined by Section 8

## **6.03 Resignation of Directors**

- (a) A director may at any time give notice in writing of their intention to resign from office and on acceptance of their resignation by the board, their office shall be vacated.

# **SECTION VII Meetings of Directors**

## **7.01 Calling of Meetings of Board of Directors**

- (a) Meetings of the board may be called by the chair of the board, the vice-chair of the board, or any two (2) directors at any time.

## **7.02 Notice of Meeting of Board of Directors**

- (a) Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 7 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, and none 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-law otherwise provides, 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.

## **7.03 Regular Meetings of the Board of Directors**

- (a) The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. 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.

#### **7.04 Votes to Govern at Meetings of the Board of Directors**

- (a) At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### **7.05 Committees of the Board of Directors**

- (a) The board may from time to time 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 from time to time make. Any committee member may be removed by resolution of the board of directors.

#### **7.06 Appointment of Officers**

- (a) The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **SECTION VIII Officers**

#### **8.01 Description of Offices**

- (a) The affairs of the Corporation shall be managed by the board whose officers shall consist of the National President, National President–Elect, National Past President, and directors. An Executive Secretary - Treasurer may also be included.
  - (i) The President shall be appointed as the chair of the board. The chair of the board, shall, when present, preside at all

meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

- (ii) The President-Elect shall be appointed as the vice-chair of the board. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (iii) The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (iv) The corporation shall at all times have a registered office in the province in Canada specified in its articles for the purpose described in Part 4 Section 20-21 Of the NFP Corporation Act.
- (v) The board may at its pleasure engage the services of a person to provide administrative support and other services to the board and the Corporation. This person shall be known as the Executive Director.
- (vi) The Executive Secretary-Treasurer and/or Executive Director shall have the custody of the Charter, Corporation Seal, the Minutes Book and other records of the Corporation. He/she shall certify all documents required to be certified under the Corporate Seal. Under the direction of the board he/she shall oversee the receipt and deposit of moneys, the corporate accounts, enter the minutes as recorded by himself/herself or as furnished to him/her by the Recording Secretary after being duly approved by the Board, conduct the correspondence of the Corporation and furnish the board with a copy of all correspondence. He/she shall distribute reports of the National Annual General Meetings, and board Meetings in both French and English at the pleasure of the board. He/she shall be bonded during his/her term of office and such further time until all his/her accounts have been audited and certified to be correct and in order, such cost

of bonding to be paid for by the Corporation. Whenever, in the opinion of the board, it will not be in the best interests of the Corporation to require the attendance of the Executive Secretary-Treasurer/Executive Director at board Meetings, the board may appoint a Recording Secretary. The Recording Secretary shall be responsible for recording the Minutes of board meetings. He/she shall record Minutes of the Annual Meeting if so directed by the board. He/she shall at the discretion of the board conduct correspondence with the Executive Secretary Treasurer/Executive Director or prepare letters for the signature of the Executive Secretary-Treasurer/Executive Director. The Executive Director shall not carry a vote on the board.

- (vii) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## **8.02 Election of Officers and Annual Meeting**

- (a) The election of the National President-Elect shall be held at the National Annual General Meeting. Election procedures include:
  - (i) Candidates for the office of National President-Elect shall include only members of the board and those members in good standing nominated by their Branch Executive.
  - (ii) Any member who wishes to stand for election to the office of National President-Elect shall signify such intention to the National Office in writing not less than ninety (90) days in advance of the national Annual General Meeting at which the election shall be held.
  - (iii) The National Office shall convey all such names received to the membership in writing such that they are distributed

not less than sixty (60) days in advance of the said meeting.

- (iv) The position of National President-Elect shall be selected by ballot at the national Annual General Meeting. The candidate receiving the majority vote for the position of National President-Elect shall be declared elected. If only one candidate seeks election for National President-Elect, the presiding officer shall declare him elected by acclamation.
- (v) The National President-Elect shall hold office for a term of two (2) years and shall assume the office of National President on January 1 of the year immediately following the national Annual General Meeting at which the next National President-Elect was elected.
- (vi) The outgoing National President shall immediately become the Immediate Past President for a period not to exceed one year.

### **8.03 Duties of the Board**

- (a) The board shall:
  - (i) Meet to conduct the business of the Corporation as often as necessary at the call of the President or at the request of any three (3) Executive Members.
  - (ii) Receive all moneys payable to the Institute and deposit the same in a chartered Bank of Canada to the credit of the Institute.
  - (iii) Authorize the payment of cheque under the hands of the President and Executive Secretary-Treasurer/Executive Director or such other Officers as they may from time to time appoint, of all just debts and expenses.
  - (iv) Prepare a full report in writing of all relevant transactions of the Corporation during the current year, and submit the same to the Annual Meeting.
  - (v) Prepare an agenda for the Annual Meeting; provided, however, that nothing herein shall be deemed to limit the

powers of the Directors by Statute or under Section 22 hereof.

- (vi) In the event that a Branch President is unable to attend a board Meeting, the Branch may, upon notification in writing, to the chair of the board prior to the meeting, appoint an official delegate replacing the Branch President for said Meeting. The official delegate shall enjoy, for those meetings, the rights and privileges of a National Councillor.

#### **8.04 Vacancy in Office**

- (a) 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) such officer ceasing to be a director (if a necessary qualification of appointment) or
  - (iv) such officer's death.
  - (v) 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.

#### **8.05 Quorum for Transaction of NEC Business**

- (a) Five (5) Members of the board shall form a quorum thereof for the transaction of business.

### **SECTION IX Branches**

#### **9.01 Branch Formation**

- (a) A single Branch may be formed in every Province or Territory or group of Provinces or Territories as endorsed by the board of directors
- (b) Each Branch shall appoint a National Councillor as a Director of the board.



- (i) If no notice of formal appointment of National Councillor is received, the Branch President shall be the Director.

## **9.02 Role and Responsibilities of the Branch**

- (a) Extend the work of the Corporation in the Province.
- (b) Retain the interest of Members and obtain new Members.
- (c) Hold an Annual General Meeting.
- (d) Deal with suspension of Members made under Section 11, and report thereon to the board. In other cases, when requested, to consider applications and if found satisfactory to endorse a recommendation in lieu of testimonials.
- (e) Review all legislation proposed by the Legislature of the Province or any Municipality therein affecting Sanitation, or the duties, educational standing, remuneration or pensions of Public Health Inspectors; and to take such action therein as may seem appropriate in the circumstances. Advocate new legislation or amendments to existing legislation if deemed advisable.
- (f) Keep the board advised on all matters affecting the welfare of the Corporation in the Branch.

## **9.03 Branch Meetings**

- (a) Meetings of the Branch(es) that are not separately incorporated shall be held as frequently as possible on the call of the Branch President at such places as may be determined by the Branch Executive.
- (b) Any four (4) Members of the Branch Executive may require the Branch President to call Meeting.

## **9.04 Branch Elections**

- (a) Every year, or second year at the Annual Meeting, at the discretion of the Branch, Branches shall elect a President, Secretary, Treasurer or Secretary-Treasurer and two (2) or more Branch Councillors.
- (b) Notwithstanding (a), a Branch may, by resolution or by-law, elect a Secretary-Treasurer who shall remain in office till such time as

he may resign or his/her services be terminated by three-quarter vote of the entire Provincial Branch Executive.

## **SECTION X Notices**

### **10.01 Invalidity of any Provisions of this By-law**

- (a) 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.

### **10.02 Omissions and Errors**

- (a) 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-laws 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.

## **SECTION XI Dispute Resolution**

### **11.01 Mediation and Arbitration**

- (a) Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **11.02 Dispute Resolution Mechanism**

- (a) In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (iv) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **SECTION XII By-laws and Effective Date**

### **12.01 By-laws**

- (a) Subject to the articles, the board of directors may, by resolution, 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.

- (b) 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.

## 12.02 Effective Date

- (a) Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.
- (b) CERTIFIED to by By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 15th day of March, 2013 and confirmed by the members of the Corporation by special resolution on the 24th day of June, 2013.

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Note: By-Law No. 2 of August 25, 1953, By-Law No. 3 of August 25, 1953 and ByLaw No. 4 of November 6, 1961 are hereby repealed, and replaced with By-Law No.1, effective date June 24<sup>th</sup>, 2013.

By-Law No. 2 of August 25, 1953 is hereby repealed.  
By-Law No. 3 of August 25, 1953 is hereby repealed.  
By-Law No. 4 of November 6, 1961 is hereby repealed.  
By-Law No. 5 of July 15th 1969 is hereby repealed.

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## CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

### BY-LAW NO. 6

Being a By-Law to establish the Head Office of The Canadian Institute of Public Health Inspectors.

**BE IT ENACTED** as a By-Law of the Canadian Institute of Public Health Inspectors as follows: -

That the location of the Head Office of the CIPHI shall be established by the National Executive Council and may be relocated by the National Executive Council from time to time.

ENACTED this 12th day of August 1976.  
WITNESS the Corporate Seal of the Association.

CORPORATE (Signed) R. deBURGER - President  
SEAL (Signed) L. ZAHARA - Executive Secretary-Treasurer  
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**CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS**

**BY-LAW NO. 7**

Being a By-Law to provide for the establishment, operation and administration of the Board of Certification of Public Health Inspectors

**BE IT ENACTED** as a By-Law of the Canadian Institute of Public Health Inspectors as follows: -

**Section 1 Definitions**

- A. All reference hereafter to the "Board" or the "Board of Certification" shall mean the Board of Certification of Public Health Inspectors of the Canadian Institute of Public Health Inspectors.
- B. All reference hereafter to the "Regulations" or to the "Regulations of the Board" shall mean the Regulations of the Board of Certification as herein defined, and further these Regulations shall be those approved by the Board and dated October 16th, 1979 and amended as necessary thereafter.
- C. "Institute" means the Canadian Institute of Public Health Inspectors ( the "Corporation")
- D. "Executive Council" means the National Executive Council of the Canadian Institute of Public Health Inspectors.

**Section 2 Power of The Board**

- A. The Board of Certification shall have the right and power to issue the Certificate in Public Health Inspection (Canada) to those persons the Board deems have met all the requirements of the Board as provided in the Regulations.

The Certificate in Public Health Inspection (Canada) and the professional designation CPHI(C) are the property of the Board of Certification and the Canadian Institute of Public Health Inspectors. The Certificate in Public Health Inspection (Canada) and the professional designation CPHI(C) remain the property of the Board of Certification and the Canadian Institute of Public Health Inspectors after being issued to persons deemed to have met all the requirements of the Board.

- B. The Board shall have the right and power to amend their regulations by a majority vote of the Board Members present at any duly constituted meeting of the Board. Any such amendment shall come into effect on the date specified by the Board, and shall be immediately reported to the Executive Council of the Institute. The Executive Council at their next meeting may set aside the amendment in which case it shall cease to have effect from the date of the Executive Council decision.
- C. The Regulations shall be administered by the Board, and all interpretations of the meaning and intent of any part of the Regulations or related decisions shall be the responsibility of the Board.
- D. The Board shall, by a majority vote of Members at any duly constituted meeting, have the right and power to enact policies or guidelines for the administration of all matters pertinent to the Regulations and operation of the Board.

### **Section 3 Appointments**

- A. Five sitting members may be appointed by the Board for a three year term. Appointments to the Board shall be reviewed and confirmed by the National Executive Council.
- B. The Board shall elect a chair for a three-year term.
- C. The National Executive Council shall appoint two sitting members to the Board and shall review and confirm these appointments annually.
- D. Each Branch may appoint one corresponding member to the Board.
- E. The Board may appoint one corresponding member for each Province and a maximum of four corresponding members at large.

### **Section 4 General**

- A. To ensure the continuing independence of the Board, the following rules shall be applicable: -

- (i) The Chairman of the Board shall not be a Member of the Executive Council of the Institute.
- (ii) The President and/or the Executive Secretary-Treasurer of the Institute shall not be a Sitting or Corresponding Member of the Board.

B. The final right of decision in respect to the setting of examination fees and other charges which may be made for service of the Board shall be that of the Executive Council of the Institute.

C. The Board of Certification shall make an Annual Report to the Annual General Meeting of the Institute.

ENACTED this 23rd day of July 1980  
 WITNESS the Corporate Seal of the Association

CORPORATE SEAL  
 (Signed) T.D. ROARK - President  
 (Signed) L. ZAHARA - Executive Secretary-Treasurer  
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**CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS**

**BY-LAW NO. 8**

Being a By-Law to provide for the Certification of Public Health Inspectors in Canada.

**BE IT ENACTED** as a By-Law of the Canadian Institute of Public Health Inspectors as follows: -

The purposes and objective of the Corporation shall be amended and expanded to provide the authority for the certification of Public Health Inspectors in Canada by the Board of Certification of Public Health Inspectors being an integral part of the Canadian Institute of Public Health Inspectors.

ENACTED this 8th day of July 1981.  
 WITNESS the Corporate Seal of the Association

CORPORATE SEAL  
 (Signed) T.D. ROARK -President  
 (Signed) B.R.E. HATTON - Executive Secretary-Treasurer  
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**CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS**

**BY-LAW NO. 9**

Being a By-Law to provide for the establishment, operation and administration of a non-profit, charitable foundation.

**BE IT ENACTED** as a By-Law of the Canadian Institute of Public Health Inspectors as follows: -

The purposes and objects of the Corporation shall be amended and expanded to provide for the establishment, operation and administration of the Environmental Health Foundation of Canada as a non-profit, charitable division of the Canadian Institute of Public Health Inspectors.

ENACTED this 7th day of May 1985.  
WITNESS the Corporate Seal of the Association.

CORPORATE SEAL  
(Signed) M.R. BRAGG - President  
(Signed) B.R.E. HATTON- Executive Secretary-Treasurer

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## **CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS**

### **BY-LAW NO. 10**

Being a By-Law to provide for the establishment, operation and administration of a non-profit, charitable foundation.

**BE IT ENACTED** as a By-Law of the Canadian Institute of Public Health Inspectors as follows: -

#### **Section 1 Definitions**

- A. "Foundation" means the Environmental Health Foundation of Canada of the Canadian Institute of Public Health Inspectors.
- B. "Board" or "Board of Trustees" means the Board of Trustees of the Environmental Health Foundation of Canada.
- C. "Regulations" means the Regulations adopted by the Board of Trustees of the Environmental Health Foundation of Canada.
- D. "Administrative Policies" means the Administrative Policies approved by the Board of Trustees.
- E. "Institute" means the Canadian Institute of Public Health Inspectors ( the "Corporation")
- F. "Executive Council" means the National Executive Council of the Canadian Institute of Public Health Inspectors.
- G. "Branch" means a division of the Institute duly constituted under Section 37 of By-Law No. 1 of the Canadian Institute of Public Health Inspectors.

#### **Section 2 Purpose and Objectives**

The purpose of the Foundation is to support the promotion of and research into the field of environmental health as it relates to the protection of the health of the public. This purpose will be pursued within Canada and internationally by working toward the following objectives:

- A. Increasing public awareness of environmental health issues, concerns and hazards.
- B. Encouraging and supporting persons in or entering into the field of environmental health through the issuance of bursaries and scholarships.
- C. Promoting and/or supporting educational programs in the field of environmental health.
- D. Initiation and supporting research in the field of environmental health.
- E. Supporting the development and operation of national and international projects in the field of environmental health.

### **Section 3 Powers of the Board**

- A. The Board of Trustees shall have the authority to collect, hold and disburse funds for the operation and administration of a charitable foundation as stated in the Purpose and Objectives.
- B. The Board of Trustees shall have the authority to amend their Regulations by a majority vote of the members of the members of the Board. Any such amendment to the Regulations shall be subject to ratification by the Executive Council before coming into force.
- C. The Regulations shall be administered by the Board, and all interpretations of the meaning and intent of any part of the Regulations or related decisions shall be the responsibility of the Board.
- D. The Board shall, by a majority vote of members, have the authority to enact Administrative Policies pursuant to the Regulations, Purpose and Objectives of the Foundation.

### **Section 4 Appointments**

- A. The appointment of members to the Board shall be subject to confirmation by the Executive Council.
- B. The Executive Council shall appoint two (2) Regular of Life members of the Institute to the Board. (amended 09/2015)

**Section 5 General**

- A. The Board shall provide an Annual Report to the Annual General Meeting of the Institute including a Financial Statement and Budget.
- B. The Board shall consist of a minimum of nine (9) members and a maximum of fifteen (15) members at any one time.

ENACTED this 7th day of May 1985  
 WITNESS the Corporate Seal of the Association

CORPORATE SEAL  
 (Signed) M.R. BRAGG – President  
 (Signed) B.R.E. HATTON -Executive Secretary-Treasurer

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**CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS**

**BY-LAW NO. 11**

Being a By-Law to provide for the establishment, operation and administration of a Council of Professional Experience.

**BE IT ENACTED** as a By-Law of the Canadian Institute of Public Health Inspectors as follows: -

**Section 1 Definitions**

- A. "Administrative Policies" means the Administrative Policies adopted by the Council of Professional Experience.
- B. "Council" means the Council of Professional Experience of the Canadian Institute of Public Health Inspectors.
- C. "Executive Council" means the National Executive Council of the Canadian Institute of Public Health Inspectors.
- D. "Institute" means the Canadian Institute of Public Health Inspectors ( the "Corporation" ).

- E. "Regulations" means the Regulations adopted by the Council of the Professional Experience.

## **Section 2 Purpose and Objectives**

The purpose of the Council of Professional Experience is to establish, operate and administer the Institute's continuing professional competency program.

The Institute's objectives for the continuing professional competency program for Regular Members are to:

1. Strengthen practice, support standards of practice, and recognize the specialized knowledge and skills of Certified Public Health Inspectors.
2. Present a set of measurable competencies that have been developed by the profession for the profession.
3. Add to and build upon the entry level Certified Public Health Inspector.
4. Allow Certified Public Health Inspectors to demonstrate more advanced and mature competencies.
5. Demonstrate continuous learning.
6. Demonstrate leadership and advocacy.
7. Develop a quality assessment tool.

## **Section 3 Powers of the Council**

- A. The Council shall have the authority to establish, operate and administer the Institute's continuing professional competency program as stated in the Purpose and Objectives.
- B. The Council shall have the authority to appoint an Executive Secretary to administer the continuing professional competency program.
- C. The Council shall have the authority to establish and maintain a continuing professional competency database for members.
- D. The Council shall have the authority to establish advanced credentialing for specialization of Certified Public Health Inspectors.

- E. The Council shall have the authority to establish and amend their Regulations by a majority vote of the members Council. Any such amendment to the Regulations shall be subject to ratification by the Executive Council before coming into force.
- F. The Regulations shall be administered by the Council, and all interpretations of the meaning and intent of any part of the Regulations or related decisions shall be the responsibility of the Council.
- G. The Council shall, by a majority vote of members, have the authority to enact Administrative Policies pursuant to the Regulations, Purpose and Objectives of the Council of Professional Experience.

#### **Section 4 Appointments**

- A. The Executive Council shall appoint a minimum of five (5) individuals to the Council of Professional Experience.
- B. One member of the Council of Professional Experience shall be an appointment from the Executive Council. The appointment shall be reviewed and confirmed annually.
- C. The appointment of members to the Council of Professional Experience shall be subject to confirmation by the Executive Council.
- D. The Council shall elect a Chairperson for a 3-year term. The selection of the Chairperson must be confirmed by the Executive Council.
- E. The Council may appoint an Executive Secretary to administer the continuing professional competency program, including the policies and regulations of the Council.
- F. The Executive Secretary must:
  - be confirmed by the Executive Council;
  - not be a member of the Council of Professional Experience; and
  - not have a vote in the affairs of the Council.

#### **Section 5 General**

- A. To ensure the continuing independence of the Council of Professional Experience, the Chairperson of the Council shall not be a Member of the Executive Council of the Institute.

- B. The Budget of the Council shall be approved by the Executive Council.
- C. The Council shall provide an Annual Report to the Annual General Meeting of the Institute including a Financial Statement and Budget.

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