CANADIAN CORPORATION OF HERITAGE PROFESSIONALS
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Table of Contents

1. INTERPRETATION....4
1.1 Meaning of Words....4
2. MEMBERSHIP....5
2.1 Composition....5
2.2 Members' Rights....6
2.3 Termination of Membership....6
2.4 Membership Dues....6
2.5 Discipline of Members....6
2.6 No Compensation for Members....7
3. BOARD OF DIRECTORS....7
3.1 Board....7
3.2 Past-President....7
3.3 Qualifications Each Director shall:....7
3.4 Duty to Disclose....7
3.5 Removal of Directors....7
3.6 Vacancies....8
3.7 Remuneration of Directors....8
3.8 Executive Director....8
3.8.1 Duties of the Executive Director....8
3.8.2 Compensation....8
4. ELECTION OF THE BOARD....8
4.1 Election of Directors....8
4.2 Term of Office....8
4.3 Re-Election....8
4.4 Elections....9
4.5 Nominations....9
4.6 Forms....9
5. MEETING OF BOARD OF DIRECTORS....9
5.1 Calling Meetings....9
5.2 Meeting following Annual Meeting....9
5.3 Regular Meetings of Directors....9

5.4 Notice of Meetings of Directors 9
5.5 Content of Notice to Board of Directors Members 9
5.6 Meetings by Electronic Conference 10
5.7 Quorum 10
5.8 Voting 10
5.9 Written Resolutions 10
5.10 Adjournments 10
6. MEETINGS OF THE MEMBERS 10
6.1 Annual Meeting 10
6.2 Meetings by Electronic Conference 10
6.3 Special Meeting 11
6.4 Fixing a Record Date 11
6.5 Notice of Meetings 11
6.6 Those Entitled To Be Present 11
6.7 Quorum 12
6.8 Chair 12
6.9 Voting by Members 12
6.10 Electronic, Mail or Telephone Voting 12
6.11 Proxies 12
6.12 Ballot 13
6.13 Adjournments 13
6.14 Written Resolutions 13
7. BOARD REGULATIONS 13
7.1 Board Regulations 13
8. OFFICERS 13
8.1 Officers 13
8.2 Remuneration of Officers or Employees 13
9. COMMITTEES 14
9.1 Committees 14
9.2 Executive Committee 14
9.3 Membership Accreditation 14
9.4 Ethics and Conduct 14
9.5 Limits on Authority of Committees 14
9.6 Chapters 14
10. CONFLICT OF INTEREST 15
10.1 Conflict of Interest 15
11. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS 15
11.1 Insurance 15
11.2 Directors and Officers Liability Exclusion 16
11.3 Pre-Indemnity Considerations 16

11.4 Indemnification of Directors, Officers and Others....16
11.5 Discontinuing Insurance....17
12. EXECUTION OF DOCUMENTS....17
12.1 Execution of Documents....**Error! Bookmark not defined.**
13. BORROWING BY THE CORPORATION....17
13.1 General Borrowing Authority....17
14. FINANCIAL YEAR....17
14.1 Financial Year Determined....17
15. PUBLIC ACCOUNTANT....17
15.1 Board May Make Initial Appointment....17
15.2 Annual Appointment....17
15.3 Removal of Public Accountant....18
15.4 Vacancy in the Office of Public Accountant....18
15.5 Remuneration of Public Accountant....18
16. NOTICE....18
16.1 When notice deemed given....18
16.2 Declaration of Notice....18
16.3 Computation of Time....18
16.4 Omissions and Errors....18
16.5 Waiver....19
17. BY-LAWS AND EFFECTIVE DATE....19
17.1 Effective Date of this By-law....19
17.2 Amendments requiring Special Resolution....19
17.3 By-Laws and Effective Date....19
18. REPEAL OF PRIOR BY-LAWS....19
18.1 Repeal....19
18.2 Prior Acts....19

1. INTERPRETATION

1.1 Meaning of Words

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Corporation, unless otherwise defined:

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

(b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; reappointment of the incumbent Public Accountant and fixing or authorizing the Board to fix their remuneration;

(c) "Annual Meeting" means an Annual Meeting, provided in section 6.1;

(d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;

(e) "Board" means the Directors of the Corporation from time to time;

(f) "Board Regulation" means a regulation passed by the Board in accordance with Article 7;

(g) "By-Law" means this by-law and any other by-law of the Corporation that may be in force;

(h) "Corporation" means The Canadian Corporation of Heritage Professionals (CAHP) and Corporation Canadienne d'experts-conseils en patrimoine (ACECP);

(i) "Director" means a Member of the Board;

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

(k) "Ineligible Individual" has the meaning in section 149.1 of the Income Tax Act (Canada), as amended from time to time;[1]

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[1] As of March 13, 2012, section 149.1 of the Income Tax Act defines "ineligible individual" as follows: "ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which
(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
(ii) a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,
(b) convicted of a relevant offence in the five-year period preceding that time,
(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

(l) "Officer" means an Officer elected or appointed pursuant to Article 8 or by Board Regulation;

(m) "Ordinary Resolution" means a resolution passed by Written Resolution or by a majority of the votes cast on that resolution;

(n) "Protected Person" means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:

- is a Director;
- is an Officer of the Corporation;
- is a Member of a committee;
- or has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of the Corporation or such body corporate;

(o) "Public Accountant" means the Public Accountant of the Corporation appointed pursuant to Article 15;

(p) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;

(q) "Special Meeting" includes any meeting of Members that is not an Annual Meeting;

(r) "Special Resolution" means a resolution passed by Written Resolution or by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution; and

(s) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2. MEMBERSHIP

2.1 Composition

Subject to the Articles, there shall be five (5) classes of Membership, consisting of:

(a) Professional Membership:
Professional Membership provides the right to vote in all matters of the Corporation, to be elected to office, and to receive all Membership benefits. Member specialization is found on the CAHP website directory. Professional Members may use the post-nominal letters CAHP or ACECP after their names.

(b) Intern Membership:
Intern Members are acquiring relevant experience to become eligible for Professional Membership. Intern Members do not have the right to vote. Intern Members may use the post-nominal letters CAHP-Intern after their names.

(c) Inactive or Retired Membership:
Inactive or Retired Members have previously held CAHP Professional status but are no longer currently employed or consulting in the heritage field. Inactive and retired Members do not have the right to vote. Retired Members may use the post-nominal letters CAHP-Retired. Inactive and Retired Members do not have the right to vote.

(d) Student Membership:
Student Members must be enrolled in a post-secondary education program full time or part time and not employed or consulting in the heritage field. Student Members do not have the right to vote.

(e) Subscriber Membership:
Subscriber Members are individuals or institutions (Governments, non-profit Corporations, Corporations) who would like to receive information from the Corporation, but who cannot be, or do not wish to be Professional Members. Subscriber Members do not have the right to vote.

2.2 Members' Rights

Only Professional Members shall be entitled to receive notice of, and vote at all meetings of the Members of the Corporation.

2.3 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

(a) the resignation in writing of a Member of the Corporation;
(b) the death of a Member;
(c) the expiration of a Member's term of Membership;
(d) the expulsion of a Member from the Corporation in accordance with section 2.5;
(e) the liquidation or dissolution of the Corporation under the Act; or
(f) the cessation of Membership for failure to pay Membership dues as provided in section 2.4.

2.4 Membership Dues

(a) There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an Annual or Special Meeting.

(b) The Treasurer or Executive Director, or delegated authority selected by the Executive Director shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation, but such defaulting Members may on payment of all unpaid dues or fees be reinstated by majority vote of the Board of Directors.

2.5 Discipline of Members

(a) The Conduct and Ethics Committee shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- violating any provision of the Articles, By-Laws, or written policies of the Corporation, including but not limited to the Code of Ethics and Conduct;
- carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- conduct which may in the determination of the Committee, bring the reputation of the Corporation or its Members into disrepute; or
- for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

(b) In the event the Committee determines that a Member should be expelled or suspended from Membership in the Corporation, the Committee, 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 Committee, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.

(c) In the event that no written submissions are received, the Committee shall make a recommendation to the Board in accordance with the Committee's procedures, 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 2.5, the Committee 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.

(d) The Committee's decision shall be final and binding on the Member, without any further right of appeal.

2.6 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of Membership.

3. BOARD OF DIRECTORS

3.1 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at a minimum of ten (10) and maximum of fifteen (15). The Members thereafter delegate to the Directors the right to fix the number of Directors from time to time.[2]

3.2 Past-President

The Past President shall continue as a Board Member for an additional two-year term or until there becomes a more current Past President. The Past President is included within the fifteen (15) maximum Members as noted in 3.1.

3.3 Qualifications Each Director shall:

(a) be an individual who is at least twenty-one (21) years of age;
(b) not have the status of a bankrupt;
(c) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
(d) not be a person who has been declared incapable by a court in Canada or elsewhere;
(e) not be an Ineligible Individual who has made disclosure to the Board as required by section 3.4, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made; and
(f) be a Professional Member of the Corporation as defined in Clause 2.1.
If a person ceases to be qualified as provided in this section 3.2, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.6.

3.4 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.[3] If the Director is not approved, the Director will be deemed to be no longer qualified pursuant to section 3.2 and will immediately cease to be a Director. The resulting vacancy may be filled in the manner prescribed in section 3.6.

3.5 Removal of Directors

(a) The Professional Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.

(b) Where the Professional Members do not fill the vacancy created by the removal of a Director, the vacancy

[2] The Act provides a soliciting corporation must have a minimum of three (3) Directors, two (2) of whom cannot be Officers or employees of the Corporation.

[3] The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

may be filled in accordance with section 3.6.

3.6 Vacancies

(a) Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by Ordinary Resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting to fill a vacancy on the Board.

(b) The Directors may not fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

3.7 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

3.8 Executive Director

The Board shall appoint an Executive Director to oversee the management of the Corporation. The Executive Director shall serve at the pleasure of the Board and shall be an ex-officio Member of the Board with full voting rights unless prohibited elsewhere in these By-Laws, including subject to section 10.1 (Conflict of Interest).

3.8.1 Duties of the Executive Director

(a) The Executive Director shall manage the finances and administration of the Corporation on behalf of the Board.
(b) The Executive Director shall be empowered to hire staff and appoint assistants as necessary to ensure orderly operations. Such paid employees and uncompensated appointments shall be reviewed and approved by the Board.
(c) The Executive Director shall manage all content and publications of the Corporation.
(d) The Executive Director shall follow the Administrative Handbook approved by the Board.
(e) The Executive Director shall be responsible for overseeing all regular and special funds approved by the Board and specified in the Administrative Handbook.
(f) The Executive Director manages day-to-day expenses and the budget. To minimize budget variations, the Executive Director receives approval from the Executive Board for deviations greater than 10% of the annual budget for:
    - spending more, or less, than planned budget expenses, and
    - moving funds between budget lines

3.8.2 Compensation

The Executive Director shall receive a salary for service to the Corporation.

4. ELECTION OF THE BOARD

4.1 Election of Directors

Subject to the provisions of the Act and Articles, Directors shall be elected by the Professional Members.

4.2 Term of Office

The term of office of a Director shall be two (2) years, to expire at the next Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.3 Re-Election

A Director is eligible for election for two consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

4.4 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.5 Nominations

Candidates for the office of Director shall comprise the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board.

4.6 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5. MEETING OF BOARD OF DIRECTORS

5.1 Calling Meetings

Meetings of the Board may be called by the President, the Vice-President, or any two (2) Directors and shall be held at the place specified in the notice.

5.2 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business.

5.3 Regular Meetings of Directors

The Board shall appoint a minimum of four (4) days in each year for regular meetings of the Board at a set place and time. 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 as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.4 Notice of Meetings of Directors

Subject to the provisions of sections 5.2 and 5.3, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

(a) by courier, personal delivery, telephone, fax, e-mail or other electronic method at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or

(b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.5 Content of Notice to Board of Directors Members

Any notice of a Board meeting shall specify the nature of the business to be conducted if the meeting is intended to:

(a) submit to the Board Members any question or matter requiring approval of the Members;
(b) fill a vacancy among the Directors, or in the office of Public Accountant;
(c) appoint additional Directors;
(d) issue debt obligations except as authorized by the Board;

(e) approve any financial statements;
(f) adopt, amend or repeal any By-Law; or
(g) establish contributions to be made, or dues to be paid, by Members.

5.6 Meetings by Electronic Conference

(a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

(b) The Chair or any two (2) Directors of the Board, the President, or the Vice-President, may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.7 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority (fifty percent plus one) of the Directors.

5.8 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. The President shall only cast a vote in the event of a tie.

5.9 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.10 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6. MEETINGS OF THE MEMBERS

6.1 Annual Meeting

(a) The Annual Meeting of the Members shall be held within Canada and shall be open to all Members.

(b) The Annual Meeting shall be held not later than six (6) months following the last Annual Meeting provided that any Annual Meeting should be held within six (6) months of the financial year end of the Corporation.

6.2 Meetings by Electronic Conference

(a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

(b) The Board may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the

meeting.

6.3 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.4 Fixing a Record Date

The Directors may fix a record date for each meeting to determine which Members are entitled to receive notice of the meeting and entitled to vote at the meeting. The day shall be between twenty-one (21) days and sixty (60) days before the day on which the meeting is to be held. If the Directors do not fix a record date for which Members are entitled to receive notice of the meeting, then the day shall be at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the day shall be ten days after the record date for Member's entitled to notice, or if no such date is fixed, then at the close of business on the day immediately preceding the day on which notice is given or if no notice is given, the day of the meeting.

6.5 Notice of Meetings

Notice of the time, place and date of Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on the business to be considered, including the text of any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Public Accountant of the Corporation by:

(a) mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;

(b) telephone, or other electronic means including email, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in section (a);[4] or

(c) posting the notice on a notice board where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held;

Whenever the number of Members exceeds two hundred and fifty (250), by publication:

(d) in a publication which may be distributed electronically of the Corporation sent to all Members at least once during a period of twenty-one (21) days to sixty (60) days before the day on which the meeting is to be held.

6.6 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

(a) those entitled to vote at the meeting, including Members and proxy holders;
(b) the Directors and the Public Accountant of the Corporation, and
(c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.
(d) any class of Member.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

[4] Note that if a Member requests that notice of a meeting be given by non-electronic means, the notice must be sent to that Member by non-electronic means.

6.7 Quorum

A quorum for the transaction of business at meetings of the Members shall be:

(a) A quorum for the transaction of business at meetings of the Members shall be at least the lesser of twenty Professional Members or a number of Professional Members representing twenty per cent of the Professional Membership of the Corporation present or represented by proxy.

(b) Provided however that where:

- less than a quorum, but two (2) or more, persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and
- the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.

(c) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
(d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

6.8 Chair

In the absence of the President, the Vice President, and the Members present and entitled to vote and present at any meeting of Members shall choose another Director as chair.

6.9 Voting by Members

(a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.[5]
(b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or unless a ballot is required by the Chair of the Board or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair of the Board that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.10 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

(a) allow for verification that the votes are made by the Members entitled to vote; and
(b) not allow the Corporation to identify how each Member voted.

6.11 Proxies

(a) Unless the Directors allow for electronic voting in accordance with section 6.10, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder must be a Professional Member.

[5] We recommend against a casting vote in case of an equality of votes, but it is possible to provide for this.

(b) A proxy shall be executed by: the Member entitled to vote.
(c) 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.
(d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to the By-Laws.
(e) A proxy shall be deposited with the Director serving as the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays and holidays.

6.12 Ballot

A Professional Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.13 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.14 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at an Annual Meeting or Special Meeting, provided that the following matters may not be dealt with by Written Resolution:

(a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement;
(b) the resignation, removal or replacement of a Public Accountant, where a written statement has been submitted by the Public Accountant giving reasons for resigning or opposing his or her removal or replacement; and
(c) changes to the Corporation's by-laws.

7. BOARD REGULATIONS

7.1 Board Regulations

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

8. OFFICERS

8.1 Officers

Officers may be elected or appointed by Board Regulation from time to time. Subject to the Act, the Articles and the By-Laws, the terms and duties of such Officers shall be defined in the Board Regulations passed by the Board from time to time.

8.2 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

9. COMMITTEES

9.1 Committees

Subject to the Act and the By-Laws, the Board may by Board Regulation appoint such committees as it deems appropriate from time to time and set the rules governing such committees.

9.2 Executive Committee

The Board shall appoint an Executive Committee which shall be composed of the following Directors: the President, Vice-President, Treasurer and Secretary and delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 9.5.

9.3 Membership Accreditation

The Board shall appoint a Membership and Accreditation Committee which shall be chaired by a Member of the Board.

9.4 Ethics and Conduct

The Board shall appoint an Ethics and Conduct Committee which shall be chaired by one Member of the executive committee and shall also be composed of a minimum of two additional Board Members.

9.5 Limits on Authority of Committees

No committee, including the Executive Committee, has authority to:

(a) submit to the Members any question or matter requiring approval of the Members;
(b) fill a vacancy among the Directors or appoint Accountant or appoint additional Directors;
(c) issue debt obligations except as authorized by the Board;
(d) approve any financial statements;
(e) adopt, amend or repeal any By-Law; or
(f) establish contributions to be made, or dues to be paid, by Members.

9.6 Chapters

(a) The Board may provide for the establishment and dissolution and governing of the operation of groups of Members as Chapters of the Corporation and respecting grants by the Corporation to one or any of the Chapters.
(b) The purpose of the Chapters is:

Chapters are groups of CAHP Members residing or working in a province or region as determined by CAHP's Board. The Chapters provide a venue for dialogue between local heritage practitioners, opportunities for leadership, continuing education and community outreach as well as support a network for professional advice and social interaction among the Members of the heritage community. CAHP will assist the chapters as it deems appropriate.

(c) The Chapters in existence when this by-law comes into force are continued as Chapters of the Corporation with areas constituted by their present boundaries until the Board shall determine otherwise and the constitution and by-laws of each such Chapter in effect at the date when this by-law comes into force shall continue in effect until rescinded or amended in accordance with the provisions for rescission or amendment contained in such constitution or by-laws.
(d) The Board may establish from time to time, standard rules and procedures governing the operation of Chapters and the conduct of their affairs.
(e) A by-law passed by a Chapter and any amendments thereto is not effective until it has been approved by

the Board.

(f) The Chapters shall generally correspond to the following Regions: British Columbia, Yukon, Northwest Territories and Nunavut, the Prairies (including Alberta, Saskatchewan and Manitoba), Ontario, Quebec, the Atlantic (including Newfoundland & Labrador, New Brunswick, Nova Scotia and Prince Edward Island). Any five (5) Members of the Corporation residing in a Region, with the approval of the Board, form a Chapter of the Corporation with headquarters at such place as they may select.

(g) Subject to the provisions of General By-law No. 2013-1, each Chapter may pass by-laws governing its operations and respecting the conduct of its affairs including provisions for amendment of such by-laws. A copy of all such by-laws and amendments thereto shall be filed with the Board.

(h) One month before AGM of the Corporation, every Chapter shall file a report of its budget and activities for the year, which shall include the number of Members of the Chapter, with the Board.

(i) No officer, Member or affiliate of a Chapter, nor any Chapter shall have any power or authority as such to contract in the name of the Corporation nor to assume any obligations on behalf of the Corporation and the Corporation shall have no liability with respect to any debts or obligations assumed or incurred by any Chapter.

(j) The Board may, from time to time, declare any Chapter inactive and suspend its operation or dissolve any Chapter.

(k) If a Chapter shall be dissolved or ceases to exist for any other reason, or is declared inactive by the Board, all assets of that Chapter, unless otherwise directed by the Board, shall vest in the Corporation and shall be delivered over by the governing body of the Chapter to the Vice-President and Treasurer of the Corporation forthwith on demand.

(l) The Board may provide financial assistance to the Chapters from Membership dues collected within the Region. The amount of the funds transferred to the Chapters shall vary at the discretion of the Board and upon the advice of the Treasurer.

(m) The Board may periodically authorize the making of grants to Chapters in such amounts and for such purposes as it considers appropriate.

10. CONFLICT OF INTEREST

10.1 Conflict of Interest

In accordance with the Act and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

11. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Insurance

(a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

- property and public liability insurance;
- Directors' and Officers' insurance; and may include such other insurance as the Board sees fit.

(b) The Corporation shall ensure that each Director, Officer or other person is added as a named insured to any policy of Directors' and Officers' insurance maintained by the Corporation.

(c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

(d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the

Corporation.

11.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

(a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
(b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
(c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
(d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation; and
(e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto;
(f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.3, or purchasing insurance provided in section 11.1, the Board shall consider:

(a) the degree of risk to which the Director or Officer is or may be exposed;
(b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
(c) whether the amount or cost of the insurance is reasonable in relation to the risk;
(d) whether the cost of the insurance is reasonable in relation to the revenue available; and
(e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

11.4 Indemnification of Directors, Officers and Others

(a) Every Protected Person shall be indemnified and saved harmless, including the right to receive the first dollar payout, and without deduction or any co-payment requirement to a maximum limit per claim made as established by the Board from and against all costs, charges and expenses which such protected person sustains or incurs:
    - in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
    - in relation to the affairs of the Corporation generally,

(b) Save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.

(c) Such indemnity will only be effective:
    - upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
    - provided that the Protected Person has carried out all duties assigned to such person which are

subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

(d) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

(e) Nothing in this Board Regulation shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Board Regulation.

11.5 Discontinuing Insurance

Where the Corporation has purchased or maintained insurance for any Protected Person, such insurance shall not be discontinued or altered except upon approval of the Members.

12. EXECUTION OF DOCUMENTS

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Corporation. All documents executed in accordance with the Board Regulations are binding on the Corporation without further action or formality.

13. BORROWING BY THE CORPORATION

13.1 General Borrowing Authority

The Directors may, if authorized by By-law, which is duly adopted by the Directors and confirmed by an Ordinary Resolution of the Members:

(a) borrow money on the credit of the Corporation;
(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and,
(d) obtain and use a credit card.

14. FINANCIAL YEAR

14.1 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of June in each year or on such other date as the Board may determine.

15. PUBLIC ACCOUNTANT

15.1 Board May Make Initial Appointment

The Board may, following incorporation, appoint a Public Accountant to hold office until the first Annual Meeting. The Public Accountant must meet the requirements in the Act.[6]

15.2 Annual Appointment

[6] Section 180(1) provides that a Public Accountant must:
(a) be a Member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
(b) meet any qualification under an enactment of a province for performing any duty a person is required to perform under sections 188 to 191 of the Act (review engagement, audit engagement, report on financial statements);
(c) unless the Public Accountant is the subject of a relieving order under section 180(6), be independent of the Corporation, its affiliates, or the Directors or officers of the Corporation or its affiliates.

Subject to the Act and its Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint one or more Public Accountants. The Public Accountant will hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

15.3 Removal of Public Accountant

The Members, by Ordinary Resolution at a Special Meeting of the Members, may remove any Public Accountant before the expiration of the term of office in accordance with the Act.

15.4 Vacancy in the Office of Public Accountant

The Board shall fill any vacancy in the office of Public Accountant, but while the vacancy continues any remaining Public Accountant may act.

15.5 Remuneration of Public Accountant

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

16. NOTICE

16.1 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

(a) If given by telephone, notice is deemed given at the time of the telephone call;
(b) If given by mail to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
(c) If given in writing by courier or personal delivery, notice is deemed given when delivered;
(d) If given by e-mail, notice is deemed given when sent;
(e) If posted on a web site or posted on a notice board pursuant to section 1.1.1(c), notice is deemed given on the date of posting;
(f) If published pursuant to section 16, notice is deemed given on the date of publication; and
(g) If provided by other electronic means, notice is deemed given when transmitted.

16.2 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

16.3 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

16.4 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall not be invalidated by:

(a) an error in notice that does not affect its substance;
(b) the accidental omission to give notice; or
(c) the accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

16.5 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

17. BY-LAWS AND EFFECTIVE DATE

17.1 Effective Date of this By-law

This By-Law shall only be effective upon the issuance of the Corporation's Certificate of Continuance under the Act by Industry Canada.

17.2 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

(a) section 1.1(h);
(b) section 2.1;
(c) section 2.2;
(d) section 3.1;
(e) section 6.5;
(f) section 6.11; and
(g) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.3 By-Laws and Effective Date

Subject to the Articles and section 17.2, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.2, 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 Ordinary Resolution of the Members.

If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

18. REPEAL OF PRIOR BY-LAWS

18.1 Repeal

Subject to the provisions of section 18.2 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

18.2 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of Canadian Corporation of Heritage Professionals this 10th day of September, 2013.

CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 31st day of October, 2013.

AMENDED by the Directors as a By-Law of Canadian Corporation of Heritage Professionals this Xth day of October, 2023.

CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 17th day of October, 2023.

xxxxx
President of the Board

xxxxx
Secretary of the Board

Copy of the signed and fully approved By-Laws provided to the Ministry of Industry on the xxx day of xxx, 2023. (required to be deposited within one year of approval).

APPENDIX A

FORM OF PROXY[7]

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements;

(a) it must indicate, in bold-face type,

- the meeting at which it is to be used,
- that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting, and
- instructions on the manner in which the Member may appoint the proxy holder;

(b) contain a designated blank space for the date of the signature;

(c) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;

(d) provide a means for the Member to specify that the Membership registered in the Member's 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;

(e) provide a means for the Member to specify that the Membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors; and

(f) 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.

[7] These requirements are set out section 74 of the Regulations to the Act and cannot be changed.