



CCHRA • CCARH

Canadian Council of Human Resources Associations
Conseil canadien des associations en ressources humaines

Ensuring Excellence.

BY-LAWS

**Approved by the CCHRA Board on May 29, 2010 and
Confirmed on September 27, 2010**

BY-LAWS

CORPORATE SEAL

- 1.0 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Council.

CONDITIONS OF MEMBERSHIP

- 2.0 Membership in the Council shall be limited to one human resources association that is CHRP granting, in each Province or Territory of Canada and whose application for admission has received the approval of the Board.
 - 2.1 No association shall be admitted to membership in the Council unless the Board, by resolution, determines that it is satisfied that the membership of the Association in the Council is in furtherance of the objectives of the Council.

DUES

- 3.0 The Board shall fix the dues for each Member Association at the Annual Meeting of the Council held in each calendar year.
 - 3.1 The Board may, by resolution, forgive all or a portion of dues payable by a Member Association.
 - 3.2 Any Member Association that has failed to pay all or a portion of its dues may, by resolution, be expelled or suspended from membership in the Council.
 - 3.3 Any Member Association may withdraw from the Council by delivering to the Council a copy of a resolution duly adopted by its Board of Directors in conformity with its internal by-laws, and lodging a copy of same with the Secretary of the Council.
 - 3.4 A Member Association may be required to resign by unanimous vote minus one vote of the Member Associations of the Council.
 - 3.5 No vote to require a Member Association to resign shall have effect unless the Member Association has been given notice of the intention to move a resolution requiring it to resign and that such notice supported by at least two voting Directors, representing two different Member Associations of the Council, has been tabled at the last preceding, regularly scheduled meeting of the Board, not fewer than thirty days prior to the date of the meeting at which the resolution is to be entertained.

- 3.6 The Board Director or Board of Directors on behalf of the Member Association which is the subject of the motion shall be given the reasonable opportunity to be heard on the motion.
- 3.7. No motion to require a Member Association to resign shall be entertained unless the Member Association has had notice in writing of the intention to bring such motion not less than thirty days prior to the date of the meeting at which the resolution is to be entertained.

HEAD OFFICE

- 4.0 The Head Office of the Association shall be in the City of Ottawa in the Province of Ontario.

THE BOARD

- 5.0 The affairs of the Council shall be governed by a Board of Directors consisting of:
- one Director from each Member Association; and
 - a Chair and Vice Chair appointed in accordance with the by-laws; and
 - Up to two directors appointed at large by the Board.
- 5.1 Directors must be individuals of at least eighteen (18) years of age, with power under law to contract.
- 5.2 Each Director appointed to the Board and the Chair and Vice Chair must be a current CHRP, activity involved in the practice of Human Resources, and a member in good standing of his/her Member Association. Directors at large are not required to be a CHRP, or a member in good standing with a Member Association.
- 5.3 Directors shall serve for a term of two (2) years from the date of appointment and may be re-appointed for two (2) additional two (2) year terms. Notwithstanding the foregoing, a Director's term shall be extended for as long as he continues to hold the office of Chair or Vice Chair pursuant to the By-laws.
- 5.4 At large directors shall be appointed by the Board. Their term of appointment shall be for one year. There shall be no limit on the number of terms at large directors may be appointed.
- 5.5 In the event the Director appointed to vote is not able to attend, the Member Association shall designate an observer to attend and participate in discussions at meetings of the Board as a non-voting observer (the "Observer"). In special circumstances as established by policy of the Board, chief staff officers or individuals without the CHRP may be appointed as the designated Observer. For greater certainty, it is hereby provided that the Observer may attend such meeting of the Board, either personally or by way of telephone, electronic or other communications facilities as would permit the Observer to communicate with the directors

of the Corporation and all such other persons who may from time to time be invited to attend and participate in such meetings simultaneously and instantaneously. The Observer may be entitled to receive such directors' meeting materials and/or minutes of such meeting of the Board as the Board in its sole and absolute discretion may determine from time to time.

- 6.0 Each Member Association shall have the right to vote in accordance with Section 31 – Voting of Member Associations at each meeting of the Board. Each Member Association shall appoint one Director as the voting delegate for each Board meeting. When a call for a formal vote is requested, it will occur using either consensus decision making or using the voting formula provided by the Agreement between HRP and CCHRA of April 15, 2010 and as is amended from time to time between the two parties (hereinafter called the “Amended Ottawa Accord”). The method to be applied for both Board Meetings and Annual General Meetings (consensus or formulary) is as determined by the Voting Policy of the Council outlined in Section 31 – Voting of Member Associations.
- 6.1 All Directors of the Board have full and equal rights to participation in Board discussion, debate and consideration of issues.
- 7.0 The office of Director shall be automatically vacated:
- 7.1.1 if that Director shall resign from office by delivering a written resignation to the chief staff officer of the Council;
 - 7.1.2 if that Director is found by a Court to be of unsound mind;
 - 7.1.3 in accordance with section 5 of these by-laws;
 - 7.1.4 on death;
 - 7.1.5 if the Director appointment has been rescinded by the Member Association because, in its opinion, there is good and proper reason why that individual should no longer continue to represent the Member Association on this Council, provided that if any vacancy shall occur for any reason in this paragraph contained, the Member Association whose Director has vacated the position may appoint a replacement for the balance of the term.
- 7.2 Meetings of the Board may be held at any time and place to be determined by the Board.
- 7.3 There shall be at least two (2) Meetings of the Board in each calendar year.
- 7.4 Notice of a meeting of the Board when transmitted electronically or by telecopy shall be transmitted to the Directors at the last electronic address or telecopy telephone number in the records of the Council not

less than forty-eight hours prior to the meeting. Written notice by regular mail which is post marked not less than fourteen days prior to the meeting and is addressed to the Director at the last postal address in the records of the Council shall be deemed to have been received by a Director forty-eight hours prior to the meeting.

- 7.5 No errors or omissions in giving notice of any Meeting of the Board or any adjourned Meeting of the Board of the Council shall invalidate such Meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such Meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.
- 7.6 (a) The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the directors of the Corporation.
- (b) The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:
- i) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - ii) each director has equal access to the specific means of communication to be used; and
 - iii) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 7.7 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Meeting of Directors or Committee of Directors, is as valid as if it had been passed at a Meeting of the Directors or a Committee of Directors.
- 8.0 The Directors shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from his/her position as such; provided that a Board Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
- 9.0 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority

and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

- 10.0 A reasonable remuneration for all officers, agents and employees, and committee members shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next Meeting of Member Associations when such resolution shall be confirmed by the Member Associations, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such Meeting of Member Associations.

INDEMNITIES TO DIRECTORS AND OTHERS

- 11.0 To the maximum extent permitted by the law the Council shall indemnify and save harmless every Director and Officer of the Council, every former Director and Officer of the Council, and every person who acts or has acted at the Council's request as a Director or Officer of a body corporate of which this Council is or was a shareholder or creditor, and their respective heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the Director(s) and Officer(s) in respect of any civil, criminal or administrative action or proceeding to which the Director(s) and Officer(s) are made a party by reason. Every Director or Officer of the Council or other person who has undertaken or is about to undertake any liability on behalf of the Council or any Company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against;

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

11.2 All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director, Officer or other person.

POWERS OF BOARD

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

- 13.0 The Board shall have power to authorize expenditures on behalf of the Council from time to time and may delegate by resolution to an Officer or Officers of the Council the right to employ and pay salaries to employees. The Board shall have the power to enter into a Trust Arrangement with a Trust Company for the purpose of creating a Trust Fund in which the capital and interest may be made available for the benefit of promoting the interest of the Council in accordance with such terms as the Board may prescribe.
- 14.0 The Board shall take such steps as they may deem requisite to enable the Council to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Council.

OFFICERS

- 15.0 Officers of the Council shall be elected by the Board at the Annual General Meeting.
- 16.0 The Officers of the Council shall be a Chair, Vice-Chair, and the chief staff officer. The Board may also, from time to time, appoint such other officers as it deems necessary. These Officers shall have titles and authority and shall perform such duties as from time to time are prescribed by the Board.
- 17.0 The Chair and the Vice Chair shall be Directors of the Council. The Officers shall be non-voting Directors of the Board and will not be considered voting members of their originating Member Associations.
- 18.0 The Chair and Vice Chair shall be elected for a two (2) year term and shall hold office until their successors are appointed. Officers other than the chief staff officer are subject to removal by resolution of the Board of Directors at any time with a unanimous vote of the Board. The chief staff officer shall hold office until such time as he/she resigns or is terminated by the Board.
- 19.0 To be eligible to stand for election as Chair or Vice Chair, a person must hold the Certified Human Resource Professional (CHRP) designation, and have served as a Director on the Board for at least one year.

DUTIES OF OFFICERS

- 20.0 The Chair is responsible for facilitating highly effective performance by the Board of Directors and governance of the Council. The Chair is not an executive and is not responsible for the operational management of any aspect of the Council's business. The Chair is the voice of the Board in communications with the chief staff officer.

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

- 21.0 The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall be assigned to the Vice Chair by the Board.
- 22.0 The chief staff officer shall have the custody of the funds and securities of the Council and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Council in such Chartered Bank or Trust Company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The chief staff officer shall disburse the funds of the Council as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at a regular Meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Council. The chief staff officer shall also perform such other duties as may from time to time be directed by the Board.
- 23.0 The chief staff officer may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Council generally under the supervision of the Officers thereof and shall attend all Meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The chief staff officer shall give or cause to be give notice of all Meetings of Member Associations and of the Board, and shall perform such other duties as may be prescribed by the Board or Chair, under whose supervision the chief staff officer shall be. The chief staff officer shall be custodian of the seal of the Corporation, which shall be delivered only when authorized by resolution of the Board to do so and to such person or persons as may be named in the resolution.
- 24.0 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

EXECUTION OF DOCUMENTS

- 25.0 Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Council without further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Council to sign specific contracts, documents and instruments in writing. The Board may give the Council's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Council. The seal of the Council when required may be affixed

to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors. No contract shall be entered into, or amended by the Council unless authorized by the Board.

MEETINGS

- 26.0 The Annual or any other General Meeting of the Member Associations shall be held at any place as the Board may determine. Unless otherwise directed by the Board, the Annual Meeting shall be held annually within 6 months of the fiscal year end and General Meetings will be held during the year.
- 27.0 At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business either Special or General at any Meeting of the Members.
- 28.0 No error or omission in giving notice of any Annual or General Meeting or any adjourned Meeting, whether Annual or General, of the Members of the Council shall invalidate such Meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such Meeting and may ratify, approve and confirm, any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director or Officer for any Meeting or otherwise, the address of the Member, Director or Officer shall be his last address recorded on the books of the Corporation.
- 29.0 All Meetings of the Board shall be conducted in accordance with Roberts' Rules of Order unless otherwise amended by these by-laws.

MINUTES OF BOARD MEETINGS

- 30.0 The minutes of the Board shall be made available to the Directors, each of whom shall receive a copy of such minutes.

VOTING OF MEMBER ASSOCIATIONS

- 31.0 At all Meetings of the Council, every question shall be determined using the following voting policy unless otherwise specifically provided by statute or by these by-laws. Such formula may be amended by either party from time to time.

CCHRA Voting Policy		
Type of Decision	Core business or letters patent issues	Administration of our business or the way we govern ourselves
Voting Model	Consensus(defined in section 31.1)	>50% in favour using the Amended Ottawa Accord
Specific Examples	International issues (NAHRMA and WFPMA issues) at national level	Board governance (GNC, AFC and HRCC issues)
	Provincial consensus agreement issues i.e. issues related to national core standards per letters patent	Trademark issues
	GRC issues at national level	Budget approval
	Bylaws (Note: Voting with respect to bylaws would mirror the voting model in place at the Board meetings. In other words, if a consensus issue at the board meeting, it is a consensus issue at the AGM. Likewise, if it is an Amended Ottawa Accord issue at the Board meeting, the same voting model applies at the AGM.	Bylaws (Note: Voting with respect to bylaws would mirror the voting model in place at the Board meetings. In other words, if a consensus issue at the board meeting, it is a consensus issue at the AGM. Likewise, if it is an Amended Ottawa Accord issue at the Board meeting, the same voting model applies at the AGM.
	Organizational design/structure to accomplish mandate	
	Voice of the profession (marketing/communications)	Voice (internal communications)
	Strategic issues (including VMV)	Implementation of decisions taken under decision rules # 1-3 (including decision rule # 4 which is the implementation of the rule permitting collaboration among provinces)
	Changes to the basis of the funding model	Election of Officers

31.1 “Consensus” is reached in accordance with the following decision rules:

1. CCHRA does/funds only what all provincial member associations agree to do/fund.
2. Any CCHRA provincial member association can undertake any initiative it decides to – either with or without other provincial member associations.
3. CCHRA provincial member associations agree to inform other provincial member associations about ideas being considered before making decisions of possible interest/impact to others, defined as decisions related to the Provincial Consensus Agreement only and/or decisions that have a budgetary impact within the current CCHRA budget year.
4. In the event that one or more provincial member associations wish that the CCHRA undertake certain activities for the benefit of one or more provincial member associations, CCHRA shall, prior to undertaking such activities, obtain the approval of (i) a minimum of three (3)

provincial member associations in favour of such initiative (ii) a majority vote by the Board, provided that any such approval shall also be subject to whether the initiative is consistent and compatible with CCHRA's objects and goals (whether legally, ethically or strategically), as determined by the Board.

- 31.2 Each Member Association has a right to vote.
- 31.3 When a Board member is not available to vote on a motion at a meeting of the Board, and should their absence potentially change the outcome of the vote, the vote on that motion be delayed until such future point as all members are able to vote. Where this vote is conducted electronically, the Board will confirm the outcome of this vote at their next meeting.
- 31.4 Directors at large shall not have a vote.

VOTING – ELECTION of OFFICERS

- 32.0 The Board shall establish and maintain a nomination and election procedure and protocol, which shall govern the election of Officers.
- 33.0 The Past-Chair and the Chair shall constitute the Election Committee for the purpose of ensuring the good order of the election and to count the ballots when necessary.
- 34.0 Where only two candidates are nominated for an Officer position, the election will be held by secret ballot. The candidate with the highest percentage of votes in accordance with the Amended Ottawa Accord will be declared the winner.
- 35.0 Where three or more candidates are nominated for an Officer position, the election will be held by secret ballot. To be declared a winner, a candidate must receive more than 50% of the votes in accordance with the Amended Ottawa Accord.
 - 35.1 For the purpose of section 35, a spoiled ballot is not considered an eligible ballot.
 - 35.2 In the event that no candidate is declared a winner after the first ballot held pursuant to section 35, the candidate with the least support as determined by the percentage of votes in accordance with the Amended Ottawa Accord will be eliminated. Then, an additional vote by secret ballot will be held where the winner will be declared pursuant to either section 34 or 35 as appropriate in the circumstance.
 - 35.3 With respect to section 35, in the event that there are two or more candidates with the least support as determined by the percentage of votes in accordance with the Amended Ottawa Accord, a special runoff

vote by secret ballot will be held to determine which candidate is eliminated.

FINANCIAL YEAR

- 36.0 Unless otherwise ordered by the Board of Directors the fiscal year end of the Council shall be December 31.

COMMITTEES

- 37.0 The Board may appoint committees whose members will hold their offices at the will of the Board of Directors. It is understood that such committees are advisory to the Board and that such committees shall vote by a rule of simple majority.

AMENDMENT TO BY-LAWS

- 38.0 The By-laws of the Council may be repealed or amended by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote present in person or by proxy at an annual or special general meeting duly called for the purpose of considering the repeal or amendment of the By-Laws. A vote will be considered affirmative after being taken in accordance with the Voting Policy of the Council as outlined in Section 31 – Voting of Member Associations - The repeal or amendment of the By-Laws shall not be enforced or acted upon until the approval of the federal Minister responsible for the Act governing the Council has been obtained.

AUDITORS

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

BOOKS AND RECORDS

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

- 40.1 When a person ceases to be a Director or Committee member, the records and materials belonging to or related to the work of the Council shall be returned to the Council and/or designated replacement forthwith.

RULES AND REGULATIONS

- 41.0 The Board of Directors may prescribe such rules and regulations that may be inconsistent with these by-laws relating to the management and operation of the

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

INTERPRETATION

- 42.0 In these by-laws and in all other by-laws of the Council hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

CERTIFIED HUMAN RESOURCES PROFESSIONAL DESIGNATION

- 43.0 The Council and Board will support the provincial Associations to protect the designation of Certified Human Resources Professional (CHRP).

IN WITNESS WHEREOF, we have hereunto set out hands in the City of Moncton, in the Province of New Brunswick; date this 29th day of May 2010.

CHAIR

VICE CHAIR