

Chartered Professionals in Human Resources of Newfoundland and Labrador Corp.

[The following Bylaws were approved at the Annual General Meeting of Members held May 25, 2022, and amended at the Annual General Meeting held 26 May 2023]

BYLAWS

The Chartered Professionals in Human Resources of Newfoundland and Labrador Corp. shall be governed by the following Bylaws.

1.0 DEFINITIONS

- 1.1 "Act" means the Corporations Act of Newfoundland and Labrador.
- 1.2 "Association" means the "Chartered Professionals in Human Resources of Newfoundland and Labrador."
- 1.3 "Board" means the Board of Directors of the Association.
- 1.4 "Board Member or Board Director" means a member in good standing who has been elected to the Board or appointed by the Board.
- 1.5 CPHR NL means "Chartered Professionals in Human Resources of Newfoundland and Labrador."
- 1.6 "CPHR" means "Chartered Professional in Human Resources."
- 1.7 "Days" means calendar days.
- 1.8 "Meeting of Members" means any annual, general or special meeting of members duly called and constituted in accordance with these Bylaws.
- 1.9 "Member" means any person who is a member in good standing with the Association.
- 1.10 "Ordinary Resolution" means a resolution passed by the Board or passed by Members at a Meeting of Members of fifty percent (50%) plus one of those entitled to vote as are present in person or by proxy.
- 1.11 "Special Resolution" means a resolution passed by the Board or passed by Members at a Meeting of Members of at least two-thirds of those entitled to vote as are present in person or by proxy.

2.0 NAME

The name of the Association is the Chartered Professionals in Human Resources of Newfoundland and Labrador.

3.0 OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are to:

- (i) promote excellence and best practice in the human resources profession;
- (ii) provide opportunities for Members to grow and develop within the human resources profession, in a learning and supportive environment;
- (iii) provide Members with professional development opportunities that will allow them to progress and succeed in the human resources profession;
- (iv) provide Members the opportunity to demonstrate the achievement of meeting specific professional standards and competencies through the conferring of the Chartered Professionals in Human Resources designation;
- (v) represent the Members on a provincial and national level; and
- (vi) provide a forum for Members to meet and network.

4.0 MEMBERSHIP

4.1 Eligibility

Any person who supports the objectives of the Association may become a Member of the Association upon payment of the appropriate membership fee and provided the specified criteria for membership are met.

4.2 Good Standing

A member is in good standing when the member has paid all fees for membership and any debt owing to the Association. A member who has failed to pay current annual membership fees or any other debts due and owing by such member to the Association is not in good standing.

4.3 Membership Classifications

The Association shall comprise the following classifications of membership: (i) CPHR Member; (ii) CPHR Candidate Member; (iii) General Member; (iv) Student Member; (v) Retired Member; (vi) CPHR Fellow; and (vii) Business Partner Member.

- (i) A CPHR Member is any individual who has been granted the CPHR designation by the Association and who remains in good standing in maintaining their CPHR designation and membership in the Association. Membership includes the right to vote at Association meetings, serve on the Board of Directors and access all programs and services offered by the Association.
- (ii) A CPHR Candidate Member is any individual who is pursuing the CPHR designation and granted CPHR Candidate status by the Association. A CPHR Candidate Member must also remain in good standing in maintaining their CPHR Candidate status and membership in the Association. Membership includes the right to vote at

Association meetings, serve on the Board of Directors and access all programs and services offered by the Association.

- (iii) A General Member is any individual who practices in the field of human resources or has a professional interest in the human resources profession and is supportive of the Association. Membership includes the right to vote at meetings, serve on the Board of Directors and access all programs and services offered by the Association.
- (iv) A Student Member is any individual enrolled in a post-secondary educational institution or educational program on a full-time or part-time basis as approved by the Board. All privileges of membership are available except the right to vote or serve on the Board of Directors.
- (v) A Retired Member is any individual who is fully retired from the workforce and has an interest in and is supportive of the Association. This membership does not have voting privileges and is not eligible to serve on the Board, but can access all programs and services offered by the Association.
- (vi) A Fellow CPHR Member is an individual upon which the Fellow CPHR (FCPHR) designation has been bestowed by the Board to a CPHR designation holder who has made exemplary contributions to the HR profession. FPHR membership includes the right to vote at Association meetings, serve on the Board of Directors and access all programs and services offered by the Association.
- (vii) A Business Partner Member is any organization that recognizes the impact human resources has on business outcomes. This membership provides organizations the opportunity to demonstrate to the business community that they support the human resources profession while strengthening their own business opportunities. Membership includes the right for one delegate to vote at Association meetings, serve on the Board of Directors and access the programs and services offered by the Association.

4.4 Conduct of Members

- 4.4.1 The Board may approve, and amend when appropriate, appropriate rules and guidelines relative to professional standards and ethical conduct of the Members and each Member will be expected to comply with them.
- 4.4.2 Each Member shall be guided by the highest standards of business ethics, personal honor and professional conduct.
- 4.4.3 The Association shall maintain a membership roster and/or the names of the Members, and the companies represented by the membership. The membership roster shall not be used for solicitation of business or for direct mailings to the membership for the promotion or solicitation of business without the express approval of the Association. The membership roster and/or the names of the Members and the companies represented shall not be given

out or loaned to any non-member, organization, firm or other association for solicitation without the expressed written consent of the Association. Any Member who violates this article and misuses the roster may have their membership status revoked.

4.5 Membership Fees

4.5.1 The setting of membership fees and the establishment and implementation of fees policy shall rest with the Board.

4.5.2 The Board may establish different membership fees for different categories of Members.

4.5.3 The cessation of membership of a Member for any reason shall not entitle the Member to a refund of any fees or membership dues.

4.6 Membership Suspension or Termination

4.6.1 A person immediately ceases to be a member of the Association on: (a) delivery of their resignation in written or electronically to the Association; or (b) their death (if an individual), or bankruptcy or insolvency (if a company).

4.6.2 The Board may, at its sole discretion, discipline a member, or suspend the membership of a member and/or expel a Member by a Special Resolution on any of the following grounds: (a) non-payment of membership or other Association fees; (b) violating any provision of the Association's Bylaws or policies; (c) carrying out any conduct which may be detrimental to the Association or the human resources profession; or (d) any other reason that the Board considers to be reasonable having regard to the purpose of the Association and its reputation.

4.6.3 CPHR and CPHR Candidate Members may have their membership status revert to Regular Member status if their designation is revoked, depending on the circumstances, as determined by the Board.

4.6.4 Appeals

4.6.4.1 The Member who is the subject of a proposed resolution to be disciplined, suspended or terminated shall be so advised in writing by the Board and given a reasonable opportunity to be heard and to make representations (either in writing or orally) at a meeting of the Board before such resolution is put to a vote.

4.6.4.2 Any such action under consideration by the Board may be appealed by the Member within thirty (30) days of receipt of a notice of discipline, suspension or termination. If no appeal is lodged within the prescribed time, or if the Board rejects the appeal, the Board shall then proceed to take the action it deems appropriate, including forfeiting membership in the Association.

5.0 MEETING OF MEMBERS

5.1 Meeting Call

Meetings of Members shall be held at times and places decided by the Board in accordance with the Act and these Bylaws. All matters relating to the conduct and administration of meetings, including annual Board elections, shall be determined by the Board.

5.2 Meeting Chair

The President or, in their absence, the Vice-President shall preside as chair at every Meeting of Members of the Association. If neither is available to chair the meeting, then the Members present may choose one of their number to be chair.

5.3 Timing of Annual General Meeting

The Annual General Meeting of the Association shall be held no later than six (6) months following the fiscal year end in the Province of Newfoundland and Labrador, and at a time and place determined by the Board.

5.4 Notice of Meeting

5.4.1 The Board shall give written notice to the Members of a Meeting of Members not less than twenty-one (21) days nor more than fifty (50) days prior to the meeting. In the case of a Special Meeting, where dealing with matters is urgent, as determined by the Board, the Board may call a Special Meeting of Members with lesser notice.

5.4.2 All members entitled to receive notice of a meeting of the Association may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of the meeting or, if all are present at the meeting, by a unanimous vote, waive or reduce the period of notice of the meeting.

5.4.3 No error or omission in giving and non-receipt of a notice of any meeting, or any adjournment of a meeting, shall invalidate such meeting or make void any proceedings taken at the meeting and any person may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

5.5 Proxies

- 5.5.1 The Board shall, concurrently with giving notice of a Meeting of Members, send a form of proxy in prescribed form to each Member who is entitled to receive notice of the meeting.
- 5.5.2 A shareholder who is entitled to vote at a Meeting of Members may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who are not required to be 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 the proxy. A proxyholder can represent more than one member.
- 5.5.3 A proxy is valid only at the meeting in respect of which it is given.
- 5.5.4 A proxy may be revoked by the Member who gave it, either: (a) in writing signed by that Member and deposited with the chair of the meeting at, or prior to, the commencement of the meeting; or (b) by the Member attending the meeting in person and expressing the intention to revoke the proxy.

5.6 Meeting Quorum and Voting

5.6.1 Quorum

- 5.6.1.1 A quorum at all Meetings of Members shall be 20 members or 10 percent of the Members in good standing, whichever is greater, either present or by proxy. Once a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout the meeting.
- 5.6.1.2 Meetings of Members may be held by conference, telephone or other communication facilities as long as all participants can hear each other.

5.6.2 Voting

- 5.6.2.1 Voting shall occur by Members present at all Meetings of Members or by proxy.
- 5.6.2.2 All Members in good standing have the privilege to vote at all Meetings of Members. Each Member has one vote.
- 5.6.2.3 Unless the Act, Association Constitution or these Bylaws otherwise provide, any action to be taken by a resolution at a Meeting of Members shall be taken by Ordinary Resolution.
- 5.6.2.4 In case of an equality of votes, the resolution does not pass.

5.7 Members' Call For A Meeting

5.7.1 A Meeting of Members shall be called upon receipt by the Association of a requisition in writing by at least 5% of the Members eligible to vote. The meeting shall be held not more than 50 days after receiving such request, unless the Members seeking the meeting agree to an extension.

5.7.2 If a Meeting of Members is convened upon the requisition of Members and a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall be dissolved.

6.0 BOARD OF DIRECTORS

6.1 The Association will have a minimum of three and maximum of ten Directors.

6.2 Eligibility

6.2.1 The following persons are disqualified from being a Director of the Association:

- (i) anyone who is under the age of 18 years;
- (ii) anyone who has been declared incapable by a court in Canada or in another country of managing the individual's own affairs;
- (iii) a person who is not an individual;
- (iv) a person who has the status of an undischarged bankrupt; and
- (v) a person convicted in or outside of Canada of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless such person meets an exception provided in the Societies Act.

6.2.2 Only those Members in good standing, or a designated representative of a Business Partner Member in good standing, are permitted to serve as Directors. Directors must remain in good standing for the term for which they have been elected to serve.

6.3 Board Composition

6.3.1 The Board shall comprise the following ten Directors elected at annual general meetings: President; Vice-President; Secretary; Directors of Certification, Membership, Communications, Learning and Development, Continuing Professional Development and Partnerships and Events; and one At-Large Director.

6.4 Term

6.4.1 The term of office for Board Directors shall be a maximum of two years. Directors are eligible for reappointment.

6.4.2 Where the term of office of a Director of the Board expires, they may continue to be a member of the Board until re-appointed or replaced.

6.5 Filling Board Vacancies

6.5.1 In the event of a vacancy on the Board, the Board shall have the authority to fill the vacancy from the Members. Such appointments remain in effect until the next annual general meeting or Meeting of Members.

6.5.2 Should the President be unable to complete the term of office, the Vice-President shall immediately assume the role. The Board shall have the authority to fill the Vice-President vacancy from the remaining Directors.

6.6 Ceasing to Be A Director

6.6.1 Immediate Termination

A person immediately ceases to be a Director of the Association:

- (i) on the expiration of their term of office;
- (ii) on their death;
- (iii) on delivery of their resignation in writing to the Association by hand, or by email, or mailing, or delivering it to the address of the Association, or on such later date specified in the resignation; or
- (iv) on their removal as a Director by the Board.

6.6.2 Removal or Disciplining of Directors

6.6.2.1 The Members may remove a Director by Special Resolution before the expiration of their term of office and may, by Ordinary Resolution, appoint another person in their stead. Such replacement Director shall hold that office until the next annual general meeting.

6.6.2.2 The Board may remove or discipline a Board Director serving on the Board by Special Resolution.

6.6.2.3 The Director who is the subject of a proposed resolution to be removed or disciplined shall be so advised in writing by the Board and given a reasonable opportunity to be heard and to make representation at a meeting before such resolution is put to a vote. The decision taken at a Meeting of Members or by the Board shall be final.

6.7 Board Committees

The Board may by resolution appoint one or more committees consisting of such directors, or combination of directors, members in good standing or others, as they think fit and may delegate to any committee such powers as the Board deems appropriate.

7.0 MEETINGS OF THE BOARD

7.1 Meeting Call

7.1.1 Meetings of the Board shall be held at times and places decided by the President in consultation with the Directors.

7.1.2 The President or Vice-President shall be present at all Board meetings.

7.2 Meeting Chair

The President or, in their absence, the Vice-President shall preside as Chair at Board meetings.

7.3 Notice of Meeting

7.3.1 The Secretary of the Board shall give written notice to the Directors of a Board meeting not less than ten (10) days prior to the meeting. In the case of a special meeting, where dealing with a matter is urgent, as determined by the President, a meeting may be called with lesser notice.

7.3.2 All Directors entitled to receive notice of a meeting of the Board may, by unanimous consent in writing given before, during or after the meeting, waive or reduce the period of notice of the meeting or, if all are present at the meeting, by a unanimous vote, waive or reduce the period of notice of the meeting.

7.3.3 No error or omission in giving and non-receipt of a notice of any meeting, or any adjournment of a meeting, shall invalidate such meeting or make void any proceedings taken at the meeting and any person may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at the meeting.

7.4 Meeting Quorum and Voting

7.4.1 Quorum

7.4.1.1 A quorum at all Board meetings shall be 50% plus 1 of the Directors. Once a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout the meeting.

7.4.1.2 Board meetings may be held by conference, telephone or other communication facilities as long as all participants can hear each other.

7.4.2 Voting

7.4.2.1 Voting shall occur by Directors present at the meetings.

7.4.2.2 Each Director shall have one vote.

7.4.2.3 Unless the Act, Association Constitution or these Bylaws otherwise provide, any action to be taken by a resolution at a Board meeting shall be taken by Ordinary Resolution.

7.4.2.4 In case of an equality of votes, the resolution does not pass.

7.5 Directors' Call For A Meeting

A Board meeting shall be called upon receipt by the President of a request from at least three (3) Directors. If the matter cannot wait until the next scheduled Board meeting, then a Board meeting shall be arranged not more than 15 days after receiving such request, unless the Directors seeking the meeting agree to an extension.

7.6 Validity of Acts and Resolutions

7.6.1 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such committee or person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

7.6.2 A resolution consented to in writing, is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution. This section may also be applied to email polling and electronic voting.

8.0 CERTIFICATION

- 8.1 The Board Director of Certification shall establish a Certification Committee consistent with Terms of Reference approved by the Board.
- 8.2 The Certification Committee shall operate independently from the Board under the direction of the Director of Certification. The mandate of the Committee shall be to review and confirm Members' application and status for the CPHR professional designation consistent with the criteria established in conjunction with the Chartered Professionals in Human Resources Canada.
- 8.3 Appeals
 - 8.3.1 A decision of the Committee shall be communicated to the applicant in writing. If the applicant is not satisfied with the decision, the applicant may, within thirty (30) calendar days after the date of the letter of notification, apply to the Director of Certification to have the matter reviewed through an appeal process.
 - 8.3.2 The appellant shall be provided with an opportunity to appear before the Committee or present a written submission should they wish to do so. Members of the Committee rendering the initial decision shall not participate in any appeal process related to that application.
 - 8.3.3 The decision of the Committee on appeals shall be final.

9.0 CONTINUING PROFESSIONAL DEVELOPMENT COMMITTEE

- 9.1 The Board Director of Continuing Professional Development (CPD) shall establish a CPD Committee consistent with Terms of Reference for the Committee approved by the Board.
- 9.2 The CPD Committee shall operate independently from the Board under the direction of the Director of CPD. The mandate of the Committee shall be to review and confirm Members' CPD credits consistent with the criteria established in conjunction with the Chartered Professionals in Human Resources Canada.
- 9.3 Appeals
 - 9.3.1 A decision of the Committee shall be communicated to the applicant in writing. If the applicant is not satisfied with the decision, the applicant may, within thirty (30) calendar days after the date of the letter of notification, apply to the Director of CPD to have the matter reviewed through the appeal process.
 - 9.3.2 The appellant shall be provided with an opportunity to appear before the Committee or present a written submission should they wish to do so. Members of the Committee rendering the initial decision shall not participate in any appeal process related to that application.

9.3.3 The decision of the Committee on appeals shall be final.

10.0 ADMINISTRATION

10.1 Association Officers

The officers of the Association shall include the President, Vice-President and Executive Director. The Board shall have discretion to appoint additional Directors as Officers at its discretion as required.

10.2 Signing Officers

Signing officers for the Association shall include any two of the following: President, Vice-President, a Director designated by the Board who is not the President or Vice-President, and the Executive Director.

10.3 Association Seal

10.3.1 The Association shall have an official seal.

10.3.2 All signing officers shall be authorized to sign under the seal.

10.4 Annual Financial Statements

10.4.1 Appointment of Auditor

The Members shall appoint an auditor at each annual general meeting of the Association, who shall hold office until the close of the next annual meeting. The auditor shall not be a Director and shall otherwise be independent of the Association. Remuneration for the auditor shall be as prescribed at the annual general meeting or as delegated to the Board.

10.4.2 Approval and Presentation of Annual Financial Statements

10.4.2.1 The Board shall approve the annual financial statements.

10.4.2.2 The Board shall place before Members at an annual meeting:

- (i) the financial statements for the year completed and ended not more than six months before the annual meeting, and comparator statements for the immediately preceding fiscal year; and
- (ii) the report of the auditor.

10.4.3 The fiscal year of the Association shall be January 1 to December 31.

10.4 Borrowing

For the purpose of carrying out the objectives of the Association, the Board, on behalf of the Association, may borrow, raise or secure the payment of money to conduct the regular business of the Association.

10.5 No Compensation To Be Paid

10.5.1 No Director or Member shall receive any compensation from the Association, nor shall the Association incur any liability for such compensation, unless authorized by the Board.

10.5.2 No Board Director shall receive remuneration for services rendered to the Association in their capacity as Director.

10.5.3 The Board shall authorize reimbursement of expenses incurred by a Director or Member on behalf of the Association as authorized.

10.6 Indemnification

10.6.1 The Association shall carry appropriate insurance and indemnify

- (i) a Director or officer of the corporation;
- (ii) a former Director or officer of the corporation; or
- (iii) a person who acts or acted at the corporation's request as a Director or officer of a body corporate of which the corporation is or was a shareholder or creditor,

and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the person in respect of a civil, criminal or administrative action or proceeding to which the person is made a party because of being or having been a Director or officer of that corporation or body corporate.

10.6.2 Section 9.6.1 does not apply unless the Director or officer to be indemnified:

- (i) acted honestly and in good faith with a view to the best interests of the corporation; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

10.7 Employees and Contractors

The Board may employ employees and engage contractors as it considers necessary to administer the affairs of the Association.

11.0 BYLAW AMENDMENT

The Association has the power to repeal or amend its Bylaws by a Special Resolution approved at a Meeting of Members.

12.0 DISSOLUTION

12.1 Should the Board determine that the Association is no longer viable to function as an organization, or that no purpose can be identified for the Association to exist, then the Board shall convene a Meeting of Members and present a Special Resolution for dissolution on which members shall vote.

12.2 Upon dissolution of the Association, after payment of all its debts and liabilities, the remaining assets shall be distributed to an organization in the province which is beneficial to the human resources profession.