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The Canadian Institute of Public Health Inspectors
L'Institut Canadien des Inspecteurs en Santé Publique

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The Canadian Institute of Public Health Inspectors
BY-LAW NO. 2024-1
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1 INTERPRETATION

1.01 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) “Affiliation Agreement” means the affiliation agreement between the Corporation and each Branch, which sets out the relationship between the Corporation and the Branch, as the same may be amended and/or replaced from time to time;
- (c) “Annual Business” shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; appointment of the incumbent Public Accountant and fixing or authorizing the Board to fix their remuneration;
- (d) “Annual Meeting” means an annual meeting of Members as provided in section 6.01;
- (e) “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;
- (f) “Board” means the Directors of the Corporation from time to time;
- (g) “Board of Certification of Public Health Inspectors” means the Board of Certification of Public Health Inspectors as established by the Corporation’s By-Law No. 10, as amended from time to time;
- (h) “Board Regulation” means a regulation passed by the Board in accordance with Article 7;
- (i) “Branch” means those corporations or associations that represent environmental public health professionals at the provincial and/or territorial level, which are a party to a valid and subsisting Affiliation Agreement;
- (j) “Branch Director” means a Director elected pursuant to section 3.02;
- (k) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (l) “Certificate in Public Health Inspection (Canada)” means a certificate issued by the Board of Certification of Public Health Inspectors;
- (m) “Committee” means a Standing Committee or Ad Hoc Committee established from time to time by the Board pursuant to section 9;
- (n) “Council of Professional Experience” means the Council of Professional Experience established under the Corporation’s By-Law No. 11, as amended from time to time;
- (o) “Class A Members” has the meaning set out in section 2.01(a);
- (p) “Class B Members” has the meaning set out in section 2.01(b);
- (q) “Class C Members” has the meaning set out in section 2.01(c);
- (r) “Corporation” means The Canadian Institute of Public Health Inspectors;
- (s) “Director” means a member of the Board;
- (t) “Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;
- (u) “Member” means a person who has become a Member in accordance with section 2.01;

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- (v) “National Director” means a Director elected pursuant to section 3.03;
- (w) “Nomination Committee” means the nominating committee established pursuant to section 9.03;
- (x) “Officer” means an officer elected or appointed pursuant to Article 8 or by Board Regulation;
- (y) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;
- (z) “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:
 - i) Is a Director of the Corporation;
 - ii) Is an Officer of the Corporation;
 - iii) Is a member of a committee of the Corporation; or
 - iv) 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, Officer, employee or volunteer of the Corporation or such body corporate;
- (aa) “Public Accountant” means the public accountant of the Corporation appointed pursuant to Article 15;
- (bb) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (cc) “Special Meeting” includes any meeting of Members that is not an Annual Meeting;
- (dd) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution; and
- (ee) “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

2.01 Composition

Subject to the Articles, membership in the Corporation shall consist of the following three (3) classes of membership:

- (a) Class A Members, who shall be the Directors of the Corporation from time to time, each of whom shall cease to be a Class A Member immediately upon ceasing to be a Director;
- (b) Class B Members, who are such persons that meet the eligibility requirements set out in section 2.02(a), have applied for and are admitted as Class B Members by Ordinary Resolution of the Directors or any other such manner as may be determined by the Directors from time to time, and have not ceased to be Members; and
- (c) Class C Members, who are such persons that meet the eligibility requirements set out in section 2.02(b), have applied for and are admitted as Class C Members by Ordinary Resolution of the Directors or such other manner as may be determined by the Directors from time to time, and have not ceased to be Members.

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2.02 Eligibility of Class B and Class C Members

- (d) The following individuals are eligible for admission into the membership in the Corporation as Class B Members:
- i. Regular Members, who shall be such individuals that hold the Certificate in Public Health Inspection (Canada) and actively participate in the continuing professional competency program of the Council of Professional Experience;
 - ii. Retired Members, who shall be such individuals who are retired from employment as a certified Public Health Inspector¹ and held membership in the Corporation as a Regular Member at the time of their retirement; or
 - iii. Life Members, who shall be such individuals who previously held membership in the Corporation as Regular Members and/or Retired Members and who have made a noteworthy contribution to the field of public and environmental health sciences as determined by the Board in accordance with applicable policies.²
- (e) The following individuals, corporations or other entities are eligible for admission into the membership in the Corporation as Class C Members:
- i. Student Members, who shall be such individuals who are actively enrolled at a school accredited by the Board of Certification of Public Health Inspectors, or such individuals who have graduated from a school accredited by the Board of Certification of Public Health Inspectors and are actively preparing for the examination to obtain the Certificate in Public Health Inspection (Canada);
 - ii. Honourary Members, who shall be such individuals that are not eligible as Regular Members, Retired Members, or Life Members, and have made a noteworthy contribution to the field of public and environmental health sciences as determined by the Board in accordance with applicable policies; and
 - iii. Affiliate Members, who shall be such individuals, corporations, or other entities that have an interest in Environmental Health.
- (f) In the case of any eligibility or doubt as to whether a person is eligible to become a Member under these By-Laws, such ambiguity or doubt will be resolved by the Board and its decision will be final and binding.

2.03 Term of Membership

The term of membership of all Class B and Class C Members, other than Life Members and Honourary Members, shall be one (1) year, to expire on December 31 of each year. Membership may be renewed annually upon payment of any dues as and when required under

¹ For the purposes of this provision, “employment as a certified Public Health Inspector” refers to working in a position (whether full time, part time, casual, or contractual) where the employer or contractor requires the worker to hold an unsuspended CPHI(C) in order to qualify for the position.

² In order to be and to continue to be a Life Member, the individual must meet and continue to meet the eligibility criteria for Regular Members or Retired Members set out in subparagraphs (i) and (ii).

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section 2.07. There shall be no term of membership for Class A Members, Life Members or Honourary Members.

2.04 Members' Rights

The voting rights of each class of Members shall be as follows:

- (a) Except as otherwise provided in the Act or the Articles, each Class A Members shall be entitled to one (1) vote on the election and removal of Directors.
- (b) Except as otherwise provided in the Act or the Articles, each Class B Member shall be entitled to one (1) vote on all matters brought before the Members; provided however, that so long as there shall be at least one (1) Class A Member in office, the Class B Members shall not be entitled to vote on the election and removal of Directors and the Class A Members shall be the sole class of Members entitled to vote on the election and removal of Directors.
- (c) Subject to section 6.07, Class C Members shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.

Notwithstanding anything to the contrary in these By-Laws, a voting Member shall only be entitled to one (1) vote on all matters that such voting Member is entitled to vote on, regardless of whether such Member holds more than one membership in the Corporation. An individual who is a Class A Member must also be a Class B Member pursuant to section 3.04. For greater clarity, such individuals will be entitled to vote on matters that both Class A Members and Class B Members are entitled to vote on.

2.05 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) In the case of a Member who has been admitted to membership because the person is a Director, if the person ceases to be a Director of the Corporation;
- (c) The death, insolvency or dissolution, as applicable, of a Member;
- (d) The expiration of a Member's term of membership, as applicable;
- (e) The expulsion of a Member from the Corporation in accordance with section 2.06;
- (f) The liquidation or dissolution of the Corporation under the Act; or
- (g) The cessation of membership for failure to pay membership dues as provided in section 2.07.

2.06 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:
 - i. Violating any provision of the Articles, By-Laws, or written policies of the Corporation;
 - ii. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

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- iii. Failing to maintain the eligibility criteria of one or more sub-categories of membership as set out in section 2.02; or
 - iv. 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 Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designed by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.
- (c) In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.06, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decisions within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.07 **Membership Dues**

- (a) Members shall be notified in writing of the membership dues at any time payable by them, as set by the Board from time to time in accordance with the sub-category of membership the Member has been admitted under and any applicable policies of the Board. If the membership dues payable by a Member are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Corporation.
- (b) Notwithstanding termination of membership, a former Member remains liable for any assessment levied under the authority of this section 2.07 prior to termination of the membership.

2.08 **No Compensation for Members**

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

3 BOARD OF DIRECTORS

3.01 **Board**

Immediately following confirmation of this By-Law, the Board shall be comprised of fourteen (14) Directors:

- (a) Eight (8) of whom shall be Branch Directors, who shall hold office pursuant to section 3.02; and

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- (b) Six (6) of whom shall be National Directors, who shall hold office pursuant to section 3.03.³ For clarity, National Directors include the National President-Elect, National President, and National Past President elected pursuant to section 8.02.

The Members thereafter delegate the right to fix the number of Directors from time to time to the Board.

3.02 Branch Directors

Branch Directors shall be elected by the Class A Members from among the candidates put forward by each Branch, or by the Nomination Committee if a Branch fails to put forward a candidate, and in accordance with section 4.03(b), and each one shall hold office until the second Annual Meeting after election to office, or until the successor of the Branch Director has been elected and meets the qualifications set out in section 3.04.

3.03 National Directors

National Directors shall be elected by the Class A Members from among the candidates put forward by the Nomination Committee and that meet the qualifications set out in section 3.04.

3.04 Qualifications

Each Director shall:

- (a) Be an individual who is at least eighteen (18) years of age;
- (b) Be a Class B Member of the Corporation;
- (c) Not have the status of a bankrupt;
- (d) Not be a person who has been found under any applicable statute to be incapable of managing property;
- (e) Not be a person who has been declared incapable by a court in Canada or elsewhere;
- (f) In the case of a Branch Director, be a representative nominated by a specific Branch for election to the Board; and
- (g) In the case of a National Director, be elected from among the candidates put forward by the Nomination Committee.

If a person ceases to be qualified as provided in this section 3.04, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by Section 3.06.

3.05 Removal of Directors

A Director of the Corporation may be removed by Ordinary Resolution of the Board of which notice specifying the intention to pass the resolution has been given.

³ 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.

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3.06 Vacancies

Except as provided in the Act, vacancies on the Board shall be filled by Ordinary Resolution of the Board. In the case of a vacancy in the office of a Branch Director, the Board will appoint a Director to fill the vacancy from among the candidates put forward by the specific Branch that the vacating Director was elected to represent. A Director who is deemed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

3.07 Resignation of Directors

A Director may resign as a Director of the Corporation by submitting a formal written resignation to the National President.

3.08 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.

4 ELECTION OF THE BOARD

4.01 Term of Office

With the exception of the National Past President, the term of office of a Director shall be two (2) years, to expire at the second Annual Meeting following their election or appointment, or, if no successor is elected or appointed at the Annual Meeting, to expire when a successor is elected or appointed. In the case of the National Past President, the National Past President shall hold office until the next Annual Meeting after appointment to such office.

4.02 Re-Election

A Director shall be eligible to serve for an unlimited number of consecutive terms.

4.03 Elections

- (a) At each Annual Meeting, a number of National Directors and Branch Directors equal to the number of National Directors and Branch Directors retiring (respectively) plus any vacancies then outstanding shall be elected or appointed, as the case may be.
- (b) When electing Branch Directors, whether at an Annual Meeting or otherwise, the Class A Members shall ensure that each Branch is represented on the Board by at least one (1) Branch Director.

4.04 Nominations

The Nomination Committee will propose a slate of candidates for office as National Directors and will present the slate of candidates at the meeting at which the election is held.

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5 MEETING OF DIRECTORS

5.01 Calling Meetings

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

5.02 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 the election and appointment of Officers, other than the National President-Elect, National President, and National Past President, if any, and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) or more 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 further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02, 5.03, and 16.05, 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 not less than seven (7) days before the time when the meeting is to be held.

5.05 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 determined by the Board from time to time.
- (b) Chair of the Board, the Vice-Chair of the Board, or any two (2) Directors 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.

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the Directors.

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5.07 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. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

5.08 Written Resolutions

A Written Resolution signed by all the Directors entitled to vote on that resolution is valid.

5.09 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

6.01 Annual Meeting

- (a) An Annual Meeting shall be held within Canada unless a place outside Canada is specified in the Articles or all voting Members consent to holding the Annual Meeting at a place outside Canada, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held within eighteen (18) months of incorporation and every fifteen (15) months thereafter provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

- (a) A voting 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 Directors 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.

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6.03 Special Meeting

- (a) 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.
- (b) Subject to the Act, any voting Member may:
 - i. Submit to the Corporation notice of any matter that the voting Member proposes to raise at a meeting, referred to in this section as a “proposal”;
 - ii. Discuss at the meeting any matter with respect to which the voting Member would have been entitled to submit a proposal; and
 - iii. The Corporation shall include the proposal in the notice of meeting required under section 162 of the Act.

6.04 Meeting by Member Requisition

The Board shall call a Special Meeting in accordance with section 167 of the Act on written requisition of not less than 5% of the voting Members. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any voting Member who signed the requisition may call the meeting.

6.05 Fixing a Record Date

The Directors may fix record dates for a meeting to determine which Members are entitled to receive notice of the meeting and entitled to vote at the meeting. If the Directors fix record dates, the days of the record dates must 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 such record date shall be at the close of business on the day immediately preceding the day on which notice is given. If the Directors do not fix a record date for which Members are entitled to vote at the meeting, then the day shall be determined as follows:

- (a) If the Directors fixed a record date for determining which Members are entitled to receive notice, ten (10) days after such record date, or
- (b) If the Directors did not fix a record date for determining which Members are entitled to notice, at the close of business on the day immediately preceding the day on which notice is given.

6.06 Notice of Meetings

Subject to section 16.05, notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a voting Member to make a reasoned judgement on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each voting Member, 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 any other electronic means, 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 voting Member

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- 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 6.06(a),⁴ or
- (c) Posting the notice on a notice board including the Corporation's website where such information is regularly posted and that is located in a place frequented by the voting Members, including the Corporation's website, at least thirty (30) days before the day on which the meeting is to be held.

Whenever the number of voting Members exceeds two hundred and fifty (250), additional options for providing notice include:

- (d) Publication in one (1) or more newspapers circulated in the municipalities in which the majority of the voting Members reside at the addresses recorded in the register of Members, at least once in each of the three (3) weeks immediately before the day on which the meeting is to be held; or
- (e) Publication in a publication of the Corporation sent to all voting Members at least once during a period of twenty-one (21) days to sixty (60) days before day on which the meeting is to be held.

6.07 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 voting 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.

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

6.08 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be:
 - i. In the case of matters only requiring the vote of the Class A Members, a majority of the Class A Members, and at least one (1) Class B Member, present in person or represented by proxy; or
 - ii. In the case of all other matters, at least fifty (50) voting Members present in person or represented by proxy.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (c) If a quorum is present at the opening of a meeting of Members, the voting Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

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.

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6.09 Chair

In the absence of the National President and the National President-Elect of the Board, the voting Members present shall choose another Director as chair of the meeting. If no Director is present or if all Directors present decline to act as chair, the voting Members present shall choose a voting Member to be chair.

6.10 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. Subject to section 2.04 and unless provided elsewhere in the Act, the Articles or the By-Laws, each voting 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. In the case of an equality of votes, the chair of the meeting in addition to their vote as a Member shall have a second or casting vote.
- (b) Whenever a vote has been taken upon a question, a declaration by the chair of the meeting 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.

6.11 Electronic, Mail or Telephone Voting

The Directors may provide for the voting 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.

6.12 Proxies

- (a) Unless the Directors allow for mail, telephone or electronic voting in accordance with section 6.11, every Member entitled to vote may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - i. The Member entitled to vote; or
 - ii. The attorney of the Class A Member entitled to vote authorized in writing under a valid power of attorney.
- (c) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to 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 a Class A Member executing the proxy, the proxy shall contain the information set out in Appendix A to this By-Law.

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- (e) A proxy shall be deposited with the chair 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, and such deadline shall not exceed forty-eight (48) hours, excluding Saturdays, Sundays and holidays before the meeting.

6.13 Ballot

A Member entitled to vote 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.

6.14 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.

6.15 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, with the exception of the following matters which 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; and
- (b) The resignation, removal or replacement of the 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.

7 POLICIES, RULES AND REGULATIONS

7.01 Board May Establish

Subject to the Act and the By-Laws, the Board may from time to time make policies, rules and regulations affecting the organization and affairs of the Corporation. In the event of any conflict or inconsistency between such policies, rules and regulations and the By-Laws, the By-Laws shall prevail.

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8 OFFICERS

8.01 Officers

Subject to the Act, the Articles and the By-Laws of the Corporation, there may be the following Officers:

- (a) The National President-Elect, who shall be elected by the Class A Members from among candidates put forward by the Nomination Committee;
- (b) The National President, who shall be elected by the Class A Members from among candidates put forward by the Nomination Committee;
- (c) The National Past President; and
- (d) Such other Officers as are appointed by the Board pursuant to section 8.08.

8.02 Term of Office of Officers

The National President-Elect shall hold office for a period of two (2) years, to expire at the second Annual Meeting following election, or until the next National President-Elect is elected. It is intended that the outgoing National President-Elect shall be elected as the National President after their term as National President-Elect has expired.

The National President shall hold office for a period of two (2) years, to expire at the second Annual Meeting following election, or until the next National President is elected.

The outgoing National President shall immediately be appointed as the National Past President after their term as National President has expired, if their term as National President did not end with their resignation or removal from office, for a period of one (1) year, to expire at the next Annual Meeting following their appointment, or until the next National Past President is appointed.

Any other Officers shall be appointed by the Board and shall hold office at the pleasure of the Board, or pursuant to terms of employment.

8.03 Remuneration of Officers

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.

8.04 National President

The National President shall be a National Director, shall serve as the chair of the Board and chief executive officer, and shall supervise and control the operations of the Corporation. The National President shall, when present, preside at all meetings of the Board and Members. The National President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board or incident to the office.

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8.05 National President-Elect

The National President-Elect shall be a National Director, shall serve as the vice-chair of the Board and may exercise the duties and powers of the National President when the National President is absent or unable to act. If the National President-Elect exercises any of those duties or powers, the National President's absence or inability to act shall be referenced in the minutes. The National President-Elect shall also perform the other duties prescribed by the Board or incident to the office.

8.06 National Past President

The National Past President shall be a National Director and shall support the National President with transitioning into their role. The National Past President may exercise the duties and powers of the National President-Elect when the National President-Elect is absent or unable to act. The National Past President shall also perform the other duties prescribed by the Board or incident to the office.

8.07 Delegation of Duties

Any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

8.08 Board May Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

8.09 Holding More Than One Office

Except for the offices of National President and National President-Elect, a person may be nominated or selected for, elected or appointed to, and hold, more than one office including the offices of Secretary and Treasurer.

8.10 Removal From Office

In the absence of a written agreement to the contrary, the Board may remove by Ordinary Resolution, any officers of the Corporation at a meeting of which notice of intention to present such resolution has been given to all Directors. Unless so removed, an officer shall hold office until the earlier of:

- (a) The officer's successor being appointed;
- (b) The officer's resignation in writing;
- (c) Such officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) Such officer's death.

If the office of any officer of the Corporation becomes vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy for the remainder of the term.

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9 **COMMITTEES**

9.01 Standing Committees

There may be Standing Committees for such purposes as the Board may determine by Ordinary Resolution.

There shall be the following Standing Committees unless otherwise determined by the Board:

- (a) Nomination Committee;
- (b) Retiree Advisory Committee;
- (c) Council of Professional Experience;
- (d) Board of Certification of Public Health Inspectors; and
- (e) National Appeal Panel.

The Board may combine the work of two or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

9.02 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- (a) The delivery of its report;
- (b) The completion of its assigned task; or
- (c) A resolution to that effect of the Board.

In the case of termination pursuant to subsection (b), the Board may continue such Ad Hoc Committee.

9.03 Nomination Committee

The Nomination Committee shall be composed of the current Officers of the Corporation

The Nomination Committee shall:

- (a) Consider all applications and prepare a slate of candidates for the office of National Director for which an election will be held at or after the Annual Meeting;
- (b) Accept any additional written nominations for the office of National Director at any time prior to the holding of annual elections;
- (c) Make recommendations to the Board of names of persons to fill vacancies in the office of National Director that occur throughout the year; and
- (d) In the event that a Branch fails to put forward a candidate for the office of Branch Director for which an election will be held at or after the Annual Meeting, or to fill a vacancy in the office of Branch Director, the Nomination Committee may nominate candidates for the office of Branch Director.

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9.04 Rules Governing Committees

Unless otherwise specified under the By-Laws or by the Board, the chair of each committee may set the rules of procedure for that committee and shall preside over all meetings of that committee.

9.05 Limits on Authority of Committees

No committee has the authority to:

- (a) Submit to the 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.\

10 CONFLICT OF INTEREST

10.01 Conflict of Interest

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

11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Insurance

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - i. Property and public liability insurance;
 - ii. Directors' and Officers' insurance; and
 - iii. May include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person 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.

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11.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of the office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person 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;
- (e) Loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) Loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.03 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 any 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:
 - i. 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
 - ii. In relation to the affairs of the Corporation generally; 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 his or her duties of office.
- (b) Such indemnity will only be effective:
 - i. 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
 - ii. 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.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.

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- (d) Nothing in this Article 11 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 11.

11.04 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

12.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) Officers of Directors. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation (if any) shall, when required, be affixed to documents executed in accordance with the foregoing.

13 BORROWING BY THE CORPORATION

13.01 General Borrowing Authority

The Directors may, without authorization 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) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

14 FINANCIAL YEAR

14.01 Financial Year Determined

The financial year of the Corporation shall be determined by the Board.

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15 PUBLIC ACCOUNTANT

15.01 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.⁵

15.02 Annual Appointment

Subject to the Act and its Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint one (1) or more Public Accountants. The Public Accountant shall 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.

15.03 Removal of Public Accountant

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

15.04 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.

15.05 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

16.01 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 e-mail, notice is deemed given when sent;
- (b) If given by telephone, notice is deemed given at the time of the telephone call;
- (c) If given by mail by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;

⁵ 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 qualifications 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); and
- (c) Unless the Public Accountant is the subject of a relieving order under subsection 180(6), be independent of the Corporation, its affiliates, or the Directors or officers of the Corporation or its affiliates.

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- (d) If given in writing by courier or personal delivery, notice is deemed given when delivered;
- (e) If posted on a notice board pursuant to section 6.06(c), notice is deemed given on the date of posting;
- (f) If published pursuant to section 6.06(d) or 6.06(e), notice is deemed given on the date of publication; and
- (g) If provided by other electronic means, notice is deemed given when transmitted.

16.02 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.

16.03 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 on 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.

16.04 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.

16.05 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.

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17 BY-LAWS AND EFFECTIVE DATE

17.01 Amendments Requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon passage of a Special Resolution of the Members entitled to vote on the resolution:

- (a) Member Composition, section 2.01;
- (b) Member Eligibility, section 2.02;
- (c) Members' Rights, section 2.04;
- (d) Number of Directors, section 3.01;
- (e) Notice of Meetings, section 6.06;
- (f) Proxies, section 6.12; and
- (g) Any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.02 By-Laws and Effective Date

- (a) Subject to the Articles and section 17.01, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.01, 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.
- (b) 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

18.01 Repeal

Subject to the provisions of sections 18.02 and 18.03 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.

18.02 Additional By-Laws

Notwithstanding section 18.01 hereof, the Corporation's existing By-Laws No. 6, No. 7, No. 8, No. 9, No. 10, and No. 11 are valid and subsisting and are not repealed by this By-Law No. 2024-1.

18.03 Prior Acts

The repeal of any 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.

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BY-LAW NO. 2024-1

ENACTED by the Directors as a By-Law of **The Canadian Institute of Public Health Inspectors** on this 27th day of August, 2024

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the 23rd day of September, 2024

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APPENDIX A

FORM OF PROXY⁶

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:

- (c) It must indicate, in bold-face type:
 - i. The meeting at which it is to be used;
 - ii. 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
 - iii. Instructions on the manner in which the Member may appoint the proxy holder;
- (d) Contain a designated blank space for the date of the signature;
- (e) 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;
- (f) 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;
- (g) 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
- (h) 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 (ii) or (iii) with respect to any matter to be acted on, the membership is to be voted accordingly.

⁶ These requirements are set out in section 74 of the Regulations to the Act and cannot be changed.

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BY-LAW NO. 6

CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

BY-LAW NO. 6

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

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

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

ENACTED this 12th day of August 1976.

WITNESS the Corporate Seal of the Association.

CORPORATE
SEAL

(Signed) R. deBURGER - President

(Signed) L. ZAHARA - Executive Secretary-Treasurer

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BY-LAW NO. 7

CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

BY-LAW NO. 7

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

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

18.04 Section 1 Definitions

- A. All reference hereafter to the "Board" or the "Board of Certification" shall mean the Board of Certification of Public Health Inspectors of the Canadian Institute of Public Health Inspectors.
- B. All reference hereafter to the "Regulations" or to the "Regulations of the Board" shall mean the Regulations of the Board of Certification as herein defined, and further these Regulations shall be those approved by the Board and dated October 16th, 1979 and amended as necessary thereafter.
- C. "Institute" means the Canadian Institute of Public Health Inspectors (the "Corporation")
- D. "Executive Council" means the National Executive Council of the Canadian Institute of Public Health Inspectors.
- E. "Suspend a certificate" means that the person issued that certificate cannot use the title "Certified Public Health Inspector (Canada)", use the designation CPHI(C), or represent themselves as a CPHI(C) until such time the certificate is reinstated. (11/2017)

Section 2 Power of The Board

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

The Certificate in Public Health Inspection (Canada) and the professional designation CPHI(C) are the property of the Board of Certification and the Canadian Institute of Public Health Inspectors. The Certificate in Public

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BY-LAW NO. 7

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

The Board of Certification shall have the right and power to suspend a Certificate in Public Health Inspection (Canada) issued after January 1st 2017 to those persons the Board deems have not met all the requirements of the Board as provided in the Regulations. (11/2017)

The Board of Certification shall have the right and power to reinstate a Certificate in Public Health Inspection (Canada) issued after January 1st 2017 to those persons the Board deems have met all the requirements of the Board as provided in the Regulations. (11/2017)

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

Section 3 Appointments

- A. Five sitting members may be appointed by the Board for a three year term. Appointments to the Board shall be reviewed and confirmed by the National Executive Council.
- B. The Board shall elect a chair for a two-year term. (Revised 09/2022)
- C. Deleted 09/2022
- D. Each Branch may appoint one corresponding member to the Board.
- E. The Board may appoint one corresponding member for each Province and a maximum of four corresponding members at large.

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BY-LAW NO. 7

Section 4 General

- A. To ensure the continuing independence of the Board, the following rules shall be applicable:
 - (i) The Chairman of the Board shall not be a Member of the Executive Council of the Institute.
 - (ii) The President and/or the Executive Secretary-Treasurer of the Institute shall not be a Sitting or Corresponding Member of the Board.

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

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

ENACTED this 23rd day of July 1980

WITNESS the Corporate Seal of the Association

CORPORATE SEAL

(Signed) T.D. ROARK - President

(Signed) L. ZAHARA - Executive Secretary-Treasurer

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BY-LAW NO. 8

CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

BY-LAW NO. 8

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

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

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

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

CORPORATE SEAL

(Signed) T.D. ROARK -President
(Signed) B.R.E. HATTON - Executive Secretary-Treasurer

THE CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS
BY-LAW NO. 9

CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

BY-LAW NO. 9

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

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

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

ENACTED this 7th day of May 1985.

WITNESS the Corporate Seal of the Association.

CORPORATE SEAL

(Signed) M.R. BRAGG - President

(Signed) B.R.E. HATTON- Executive Secretary-Treasurer

THE CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS
BY-LAW NO. 10

CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

BY-LAW NO. 10

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

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

Section 1 Definitions

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

Section 2 Purpose and Objectives

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

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

Section 3 Powers of the Board

- A. The Board of Trustees shall have the authority to collect, hold and disburse funds for the operation and administration of a charitable foundation as stated in the Purpose and Objectives.

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

Section 4 Appointments

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

Section 5 General

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

ENACTED this 7th day of May 1985
WITNESS the Corporate Seal of the Association
CORPORATE SEAL
(Signed) M.R. BRAGG – President
(Signed) B.R.E. HATTON -Executive Secretary-Treasurer

THE CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS
BY-LAW NO. 11

CANADIAN INSTITUTE OF PUBLIC HEALTH INSPECTORS

BY-LAW NO. 11

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

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

Section 1 Definitions

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

Section 2 Purpose and Objectives

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

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

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

Section 3 Powers of the Council

- A. The Council shall have the authority to establish, operate and administer the Institute's continuing professional competency program as stated in the Purpose and Objectives.

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- B. The Council shall have the authority to appoint an Executive Secretary to administer the continuing professional competency program.
- C. The Council shall have the authority to establish and maintain a continuing professional competency database for members.
- D. The Council shall have the authority to establish advanced credentialing for specialization of Certified Public Health Inspectors.
- E. The Council shall have the authority to establish and amend their Regulations by a majority vote of the members Council. Any such amendment to the Regulations shall be subject to ratification by the Executive Council before coming into force.
- F. The Regulations shall be administered by the Council, and all interpretations of the meaning and intent of any part of the Regulations or related decisions shall be the responsibility of the Council.
- G. The Council shall, by a majority vote of members, have the authority to enact Administrative Policies pursuant to the Regulations, Purpose and Objectives of the Council of Professional Experience.

Section 4 Appointments

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

Section 5 General

- A. To ensure the continuing independence of the Council of Professional Experience, the Chairperson of the Council shall not be a Member of the Executive Council of the Institute.
- B. The Budget of the Council shall be approved by the Executive Council.
- C. The Council shall provide an Annual Report to the Annual General Meeting of the Institute including a Financial Statement and Budget.