

2022 Bylaws of the International Crime Prevention Through Environmental Design (CPTED) Association

Bylaws relating to the conduct of the affairs of

International Crime Prevention Through Environmental Design Association (ICA)

(the "Association")

This Association is a non-profit association with the purpose of promoting the CPTED message, educating on CPTED, and advancing and professionalizing CPTED theory and practice.

BE IT ENACTED as Bylaws of the Association as follows:

1. Definitions

In these Bylaws and all other Bylaws of the Association, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"board", "Board of Directors" or "ICA Board" means the Board of Directors of the Association and "Director" means an elected member of the Board;

"Bylaws" means these Bylaws and any other Bylaws of the Association as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the Regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. **Interpretation**

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

3. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) executive Board Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Director on the Executive Committee of the ICA Board may certify a copy of any instrument, resolution, Bylaws or other document of the Association to be a true copy thereof.

4. **Review and Auditing of the Books**

The books, accounts and financial records of the Treasurer shall be reviewed or audited at least once each year by a duly qualified accountant or by two

members of the Association appointed for that purpose by the Board. A complete and proper statement of the standing of the books for the previous year shall be submitted and presented by such reviewers at the Annual Meeting of the Association. The fiscal year end of the Association shall be the last day of the month one month before the date of the Annual General Meeting that year.

The books and financial records of the Association may be inspected by any member of the Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Each member of the Board shall at all times have access to such books and records. The Executive Director shall provide ongoing oversight of such books and records.

The financial year end of the Association shall be determined by the Board of Directors.

5. Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer of the Association and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

6. Borrowing Powers

The Treasurer or another designated Director on the Executive Committee of the ICA Board may, on behalf of the ICA Board of Directors of the Association and for a specific purpose, with the authorization of at least one (1) other executive member and at least three (3) non-executive members of the Board,

- a. borrow money on the credit of the Association;
- b. issue, reissue, sell, or pledge debt obligations of the Association;

- c. give a guarantee on behalf; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

The Association may borrow or raise or secure funds in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

7. Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or electronically.

8. Membership Conditions

Subject to Regulations, there shall be five classes of members in the Association: Regular, Student, Organization/Bundle, Honorary, and Board members. Membership in the Association shall be available to persons interested in furthering the Association's mission and purpose, and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. Each member in good standing shall be entitled to receive notice of, attend and vote at all meetings of general members of the Association.

Any person may apply as a member by completing online membership application, submitting payment of the prescribed membership fee, and agreeing to the ICA Code of Ethics. Student members also need to provide proof of a full-time student status upon membership application and renewal.

Any member wishing to withdraw from membership may do so upon a notice in writing to the Association's physical or electronic office address. If any member is in arrears for membership dues for any year, such member shall be automatically suspended at the expiration of one month following the dues renewal due date and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.

The Association reserves the right to refuse membership application or renewal to any individual who does not agree with the above stipulations or breaches Regulations, the Code of Ethics, or any policies or Acts under which the Association operates.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the Bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

9. Notice of Members' Meeting

Notice of the time and place of an Annual General Meeting and any other meetings open to all general members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Bylaws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

10. Members Calling a Members' Meeting

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

11. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Association has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the Bylaws of the Association to change this method of voting by members not in attendance at a meeting of members.

12. Membership Dues

Members shall be notified in writing, and at any time, of membership dues payable by them. If any membership dues 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 Association.

Membership dues shall be determined, from time to time, by the Board at the Association's meeting of Board of Directors.

13. Termination of Membership

A membership in the Association is terminated when:

- a. the member dies or resigns;
- b. the member is expelled or their membership is otherwise terminated in accordance with these Bylaws, Regulations or the Code of Ethics;
- c. the member's term of membership expires; or
- d. the Association is liquidated and dissolved under the Act.

14. Effect of Termination of Membership

Subject to Regulations, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

15. Discipline of Members

The Board shall have the authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the Bylaws, Regulations, the Code of Ethics, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- c. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable and having regard to the purpose of the Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other Director as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Director as may be designated by the Board, in response to the notice received within twenty (20) days of the original suspension. In the event that no written

submissions are received by the President, the President, or such other Director as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member of the final decision within (20) days of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

16. Place of Members' Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within or outside of Canada in conjunction with the International ICA Conference, or at another time via audio-visual electronic means.

17. Persons Entitled to be Present at Members' Meetings

Members, specially invited non-members, Board Directors and the public accountant of the Association are entitled to be present at the Annual General Meeting or any other special meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Regulations and Bylaws are entitled to cast a vote at the meeting.

18. Chair of Members' Meetings

In the event that the President and the Vice-President of the Board are absent, the Board members who are present at the meeting shall choose one of their Board members to chair the meeting.

19. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be any 20 members of

the Association entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

20. Voting at Members' Meetings

Any member, in good standing, shall have the right to vote at any Members' Meeting. Such votes must be made in person at the meeting or via other electronic means agreed to by the Board, and not by proxy or otherwise.

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

21. Participation by Electronic Means at Members' Meetings

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these Bylaws, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

22. Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Association call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may

determine that the meeting shall be held, in accordance with the Act and Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

23. Board of Directors

The Board shall, subject to these Bylaws or directions given to it by simple majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

24. Number of Directors

The Board shall consist of the number of Directors specified in Regulations. If the Regulations provide for a minimum and maximum number of Directors, the Board shall consist of a fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board.

25. Election of Directors

A Director can only be elected or appointed to fill a vacant position from among the existing members of the Association if they have been a member in good standing for at least six (6) months.

Nominations for Director positions on the Board will be open to all eligible members of the Association until at least six (6) weeks before the Annual General Meeting. All members of the Association will be able to cast a vote via an electronic voting ballot and choose among the eligible candidates for the position of a Director on the ICA Board.

With the exception of the first election following ratification of these Bylaws, Elected Directors will be announced at the Annual General Meeting. A member elected a Board Director becomes a Director once they have

accepted the appointment and have agreed to and signed the mandate letter within seven (7) business days of being offered the position.

26. Election of Board Directors to executive positions (President, Vice-President, Secretary, and Treasurer) will be conducted subsequently and internally by the newly elected Board and from the eligible elected candidates. This must be performed within ten (10) days of the announcement of election results at the Annual General Meeting. Only elected Directors who have previously served on the Board of Directors of the Association are eligible to fill an executive position.

27. Removal of Board Directors

Any Board Director, upon a simple majority vote of all members in good standing, may be removed from office for any cause which the Board may deem reasonable.

28. Term of Office of Directors

At the first election of Directors following the approval of these Bylaws,

- one-third (1/3) Directors shall be elected for a three-year term,
- one-third (1/3) Directors shall be elected for a two-year term, and
- one-third (1/3) Directors shall be elected for a one-year term.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year (3) terms.

29. Calling of Meetings of Board of Directors

Meetings of the Board shall be held as often as may be required but at least once every six (6) months, and shall be called by the President or the Vice-President of the Board.

A special meeting may be called on the instructions of any two (2) Board Directors provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.

30. Notice of Meeting of Board of Directors

Notice of the time and place to hold a meeting of the Board shall be provided to every Director of the Association not less than 21 days before the meeting date.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. Regular Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Voting at Meetings of the Board of Directors

Any current Board member shall have the right to vote at any meeting of the Association. Such votes must be made in person at the meeting or via other electronic means agreed to by the Board, and not by proxy or otherwise.

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

Any eight (8) Board Directors shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present. However, any business transactions at such meetings must be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

33. Committees

From time to time, the President may, by themselves or on recommendation of another Board Director, appoint a committee, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee shall formulate its own Terms of Reference that will guide the group.

The committee must be coordinated by a Board Director who will preside over the meeting, keep notes of the meetings, provide direction to the committee, and report back to the Board in a timely manner. Non-Board members of the Association may also join these committees if decided so by the Board.

Any member of the committee may be removed by a resolution of that committee.

34. Appointment of Officers

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

35. Positions on the Board of Directors

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), Board Directors of the Association shall have the following duties and powers associated with their positions:

- a. President – The President of the Board holds an executive position and shall be selected by the Board from among elected Directors. The President presides at all meetings of the Board of Directors and of members, and at Executive Committee meetings. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson of the meeting may be elected at the meeting from the Board.

The President shall have such other duties and powers as the Board may specify in the Regulations and at Board meetings.

- b. Vice-President – The Vice-President of the Board holds an executive position and shall be selected by the Board from among elected Directors. If the President of the Board is absent or is unable or refuses to act, the Vice-President of the Board shall, when present, preside at all meetings of the Board of Directors and of members.

The Vice-President shall have such other duties and powers as the Board may specify in Regulations and at Board meetings.

- c. Secretary – The Secretary holds an executive position and shall be selected by the Board from among elected Directors. The Secretary shall attend and record the minutes of the Annual General or other members’ meetings, Board, and Executive Committee meetings.

In case of the absence of the Secretary, their duties shall be discharged by such Board members as may be appointed by the Board.

The Secretary shall enter or cause to be entered in the Association’s minute book, minutes of all proceedings at such

meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees.

The Secretary shall have such other duties and powers as the Board may specify in Regulations and at Board meetings.

- d. Treasurer – The Treasurer holds an executive position and shall be selected by the Board from among elected Directors. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of those monies in whatever Bank, Trust Company or another banking institution the Board may order. The Treasurer shall properly account for the funds of the Association and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for review at Executive Committee meetings and meetings of the Board of Directors a report on financial inflows, outflows and on the state of financial affairs of the Association. The Treasurer shall also prepare for submission to the Annual General Meeting a statement duly reviewed, and, when necessary, audited, of the financial position of the Association and submit a copy of the same to the Secretary and Executive Director for the records of the Association.

The Treasurer shall have such other duties and powers as the Board may specify in Regulations and at Board meetings.

- e. Directors – Directors are elected by members of the Association. Directors serve on the Board of Directors for the term specified in these Bylaws and Regulations. Directors support the Association’s mission by actively participating in the development of the Association; in voting on resolutions; in the development of the Association’s documents and initiatives through the Board and its committees; and in advocating for the Association.

The Directors shall also have such other duties and powers as the Board may specify in Regulations and at Board meetings.

- f. Executive Director – The Executive Director is an ex officio member of the Board with no voting powers. They shall be responsible for daily operational activities of the Association; for implementing strategic plans and policies of the Association; for managing overall activities; for directing the growth of the Association; and for acting as the main point of contact between the Board of Directors and members. They shall be a custodian of documents and papers belonging to the Association and shall keep a record of all members of the Association. The Executive Director also serves on the Executive Committee. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Association.

The Executive Director shall sign a contract under which they shall serve as an employee of the Association. They shall receive a monthly financial compensation in the amount approved by the Board. This compensation will be reviewed from time to time by the Board.

36. Board Vacancies

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Director of the Association. Unless so removed, a Director shall hold office until the earlier of:

- a. the Director's successor being appointed,
- b. the Director's resignation,
- c. such Director ceasing to be a Director (if a necessary qualification of appointment), or
- d. such Director's death.

If a position on the Board of Directors of the Association becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

37. Executive Committee

The Executive Committee consists of all elected executive Board Directors (President, Vice-President, Secretary, and Treasurer) and Executive Director. The Executive Committee meets on a monthly basis to share updates on most recent developments within the Association, to present the President's, Treasurer's and Executive Director's report, and to discuss and accept any resolutions that will be put forward for the vote at the Board level.

The Executive Committee may approve or recommend certain operational decisions. It has no sole authority to make major organizational or major financial decisions.

38. Method of Giving Notice

Any notice (term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, to be given (includes sent, delivered or served) pursuant to the Act, Regulations, the Bylaws or otherwise to a member, Director, officer, or member of a committee of the Board, or to the public accountant shall be given in a timely manner:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any member, Director, officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

39. Invalidity of Provisions of these Bylaws

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions.

40. Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, or a member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with these Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

41. Remuneration

Unless authorized at any meeting or regulated by the Association's specific policy, no Director or member of the Association shall receive any remuneration for their services.

42. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of the Association arising out of or related to Bylaws or Regulations, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way deviates from the rights of the members, Directors, officers, committee members, employees or volunteers of the Association as set out in the Bylaws, Regulations or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute shall be settled by a process of dispute resolution as follows:

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

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

43. Amendments

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director electronically at least three days in advance of such a meeting. All amendments shall require the affirmative vote of a simple majority of Board Directors then in office.

These Bylaws may be rescinded, altered or added to by a “Special Resolution”. The Board of Directors may make these amendments by a majority vote at any regular or special meeting of the ICA Board. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and in the manner provided for the giving of notice of meetings of Directors. The amended Bylaws shall then be ratified upon the majority vote by members at the Annual General Meeting.

The Regulations may be rescinded, altered or added to by a simple majority vote by Directors eligible to vote at any regular or special Board meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and in the manner provided for the giving of notice of meetings of Directors.

44. Bylaws and Effective Date

The Board of Directors may, by resolution, make, amend or repeal any Bylaws that regulate the activities or affairs of the Association. Any such Bylaws, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the Bylaws, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The Bylaws, 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.

This section does not apply to Bylaws that require a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because amendments or repeals to such Bylaws are only effective when confirmed by members.