

***SOCIETY ACT***

**CFA VANCOUVER**

**BYLAWS**

**Amended and Restated**

**May 30, 2013**

**ARTICLE 1 - INTERPRETATION**

**1.1** In these Bylaws, unless the context otherwise requires, the following words and phrases will have the meanings set out below:

- (a) “Affiliate Member” is an individual who has met the membership requirements set forth in Section 2.5 of the Bylaws and whose membership has not been revoked or amended;
- (b) “Associate Member” is an individual who does not qualify for membership with CFA Institute and may be a CFA Program candidate, student or local professional;
- (c) “Board” means the Board of Directors of the Society for the time being;
- (d) “Bylaws” refers to the Bylaws of the Society as they may be amended from time to time.
- (e) “CFA Institute” is a non-stock, not for profit corporation organized under the law of the Commonwealth of Virginia, U.S.A., and its successors;
- (f) “CFA®” means Chartered Financial Analyst® and both are marks of the CFA Institute that members authorized by CFA Institute may use as a professional designation;
- (g) “Code of Ethics” means the Code of Ethics in such form as may from time to time be prescribed by CFA Institute;
- (h) “Directors” means the directors of the Society who, for the time being, are elected or appointed pursuant to these Bylaws;
- (i) “Financial Analyst” means an individual who evaluates or applies financial, economic or statistical data, as appropriate, as part of the investment decision-making process;
- (j) “Member” means a Regular Member or an Affiliate Member of the Society as determined in accordance with these Bylaws;

- (k) “Member’s Agreement” means the agreement in such form as may from time to time be prescribed by CFA Institute and which must be signed by every individual member of CFA Institute setting out the obligations and responsibilities of the member;
- (l) “Member’s Professional Conduct Statement” means the statement in such form as may from time to time be prescribed by CFA Institute which every individual member of CFA Institute is required to sign attesting that the member has read the Code of Ethics and Standards of Conduct, has agreed to abide by them and has disclosed fully all prior disciplinary and related history and pending regulatory or other proceedings relating to the members’ conduct;
- (m) “Officers” means the officers of the Society who, for the time being, are elected or appointed as officers of the Society pursuant to these Bylaws;
- (n) “President” means the person who, for the time being, is elected or appointed as the president of the Society pursuant to these Bylaws;
- (o) “registered address” of a Member means his or her address as recorded in the Register of Members as maintained by the Society;
- (p) “Regular Member” is an individual who has met the membership requirements set forth in Section 2.3 of the Bylaws and whose membership has not been revoked or suspended;
- (q) “Secretary” means the person who, for the time being, is elected or appointed as the secretary of the Society pursuant to these Bylaws;
- (r) “Society” means CFA Vancouver and its successors;
- (s) “Society Act” means the Society Act (R.S.B.C. 1996) c. 433 from time to time in force and all amendments or supplemental or replacement legislation thereto;
- (t) “Standards of Conduct” mean the Standards of Professional Conduct as may from time to time be prescribed by CFA Institute;
- (u) “Treasurer” means the person who, for the time being, is elected or appointed as the treasurer of the Society pursuant to these Bylaws; and
- (v) “Vice-President” means the person who, for the time being, is elected or appointed as vice-president of the Society pursuant to these Bylaws.

**1.2** The definitions in the Society Act on the day these Bylaws become effective apply to these Bylaws provided, however, that where such definitions are inconsistent with these Bylaws, the definitions in the Society Act will prevail.

**1.3** Words importing the singular include the plural and vice versa; and words importing a female person include a male person and a corporation.

## **ARTICLE 2 - MEMBERSHIP**

**2.1 Classes of Members.** There shall be three classes of Members of the Society: Regular Members, Affiliate Members, and Associate Members.

**2.2 Regular, Affiliate and Associate Members.**

- (1) Except as otherwise provided herein, Regular Members are individuals who have:
  - (a) been accepted by the Society as Regular Members;
  - (b) demonstrated high standards of professional competence and ethics through an acceptable combination of formal training and professional work experience in the investment decision-making process, as determined by the Board;
  - (c) agreed to abide by the Code of Ethics and Standards of Conduct; and
  - (d) satisfied such other requirements as set out in this Article 2.
- (2) Except as otherwise provided herein, Affiliate Members are individuals who have:
  - (a) been accepted by the Society as Affiliate Members;
  - (b) agreed to abide by the Code of Ethics and Standards of Conduct; and
  - (c) satisfied such other requirements as set out in this Article 2.
- (3) Except as otherwise provided herein, Associate Members are individuals who have:
  - (a) been accepted by the Society as Associate Members;
  - (b) do not qualify for membership with CFA Institute;
  - (c) are enrolled in the CFA Program
  - (d) agreed to abide by the Code of Ethics and Standards of Conduct; and
  - (e) satisfied such other requirements as set out in this Article 2.

**2.3 Requirements for Regular and Associate Membership in the Society.**

- (1) Each applicant seeking to become a Regular Member of the Society shall:
  - (a) complete such application procedures as may be prescribed by the Society;
  - (b) be accepted by CFA Institute as a Regular Member; and
  - (c) sign and submit a Member's Agreement and Member's Professional Conduct Statement.

- (2) Regular Members of CFA Institute as of November 30, 1992 shall thereafter be entitled to be admitted as Regular Members of the Society provided they otherwise comply with the requirements of Sections 2.2(1)(c) and 2.3(1) of these Bylaws. Regular Members of the Society on the effective date of these Bylaws shall be deemed to be Regular Members of the Society.
- (3) Each applicant seeking to become an Associate Member of the Society shall:
  - (a) complete such application procedures as may be prescribed by the Society;
  - (b) sign and submit a Member's Agreement and Member's Professional Conduct Statement; and
  - (c) Submit annual dues to CFA Vancouver

#### **2.4 Acceptable Professional Work Experience.**

- (1) For admission as a Regular Member, the Society shall recognize as acceptable professional work experience activities which consist to a majority extent of:
  - (a) evaluating or applying financial, economic or statistical data as part of the investment decision-making process involving securities or similar investments;
  - (b) supervising directly or indirectly those who practice the activities set out in (1) above;
  - (c) teaching the activities set out in (1) above; or
  - (d) such other acceptable professional work experience activities as CFA Institute may from time to time prescribe.
- (2) For the purposes of Section 2.4(1), securities and similar investments include, but are not limited to, publicly traded and privately placed stocks, bonds and mortgages and their derivatives, commodity-based derivatives and mutual funds and other investment assets, such as real estate and commodities, if these other investment assets are held as part of a diversified, securities-oriented investment portfolio.

#### **2.5 Requirements for Affiliate Membership in the Society.**

- (1) Each applicant seeking to become an Affiliate Member of the Society shall:
  - (a) complete such application procedures as may be prescribed by the Society;
  - (b) be accepted by CFA Institute as an Affiliate Member; and
  - (c) sign and submit a Member's Agreement and Member's Professional Conduct Statement.

- (2) Members of the Society on the effective date of these Bylaws who are not Regular Members shall be deemed to be Affiliate Members.

## **2.6 Privileges of Membership.**

- (1) Affiliate Members shall have all of the rights and privileges of Regular Members except the right to:
  - (a) receive notice of, vote and attend at meetings of the Members;
  - (b) hold any office of the Society;
  - (c) be a Regular Member of CFA Institute.

**2.7 Individual Membership in CFA Institute.** Subject to such application procedures as may be prescribed by CFA Institute, each Regular Member of the Society is entitled to be a regular member of CFA Institute and each Affiliate Member of the Society is entitled to be an affiliate member of CFA Institute.

## **2.8 Maintaining Member Status.**

- (1) Each Regular Member and Affiliate Member shall co-operate fully with the objectives and activities of the Society and CFA Institute, as applicable, including:
  - (a) upholding and adhering to all applicable rules and regulations of the Society and CFA Institute, including the Constitution and Bylaws of the Society, the Articles of Incorporation and Bylaws of CFA Institute, the Code of Ethics and Standards of Conduct and other rules relating to professional conduct;
  - (b) shall be subject to the disciplinary jurisdiction of and sanctions by CFA Institute;
  - (c) shall submit such information as may be requested by CFA Institute relating to professional conduct and activities; and
  - (d) shall produce such documents, testify, and otherwise cooperate in disciplinary proceedings of CFA Institute.
- (2) Each Member of the Society shall execute a Member's Agreement stating that such Member agrees to the foregoing as conditions of membership in the Society and in CFA Institute. Each Member of the Society shall complete and file with CFA Institute, on or before such date as may be designated by CFA Institute, an initial and subsequently an annual signed Member's Professional Conduct Statement.

## **2.9 Admission of Members.**

- (1) An individual applying to become a Member in the Society shall be sponsored by one CFA and the applicant's supervisor, one of which must be a Regular Member of the Society. If the supervisor requirement cannot be met because the applicant is the

principal of the firm, a student, retired, self-employed, or if providing a supervisor sponsor places the applicant in a difficult professional position, then an additional sponsorship by a Regular Member of CFA Institute is required. Applications for membership shall be in writing in such form as may be prescribed by the Society and shall be submitted to the Chairman of the Membership Committee, if one is appointed by the Society pursuant to Section 2.9(4) of these Bylaws or failing such appointment, to the Secretary of the Society.

- (2) Except as otherwise provided herein, the Board shall possess the sole power to admit Members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of the majority of those Directors who are present at a meeting at which a quorum is present and acting throughout.
- (3) The Society shall have the right to review all applications for membership in the Society including those from persons who hold the CFA charter, and from Regular Members of other societies affiliated with CFA Institute. In the event of disagreement concerning administration of the membership requirements herein, the Society or the applicant for membership shall have the right to appeal the decision of the Board to the CFA Institute Board of Governors (or a committee established by the CFA Institute Board of Governors for that purpose) which shall have the authority to make a final determination with respect to the application for membership provisions contained in these Bylaws.
- (4) The Board may establish and appoint Regular Members to act as a Membership Committee to review the qualifications of applicants for membership in the Society and for such committee to make its recommendations thereon to the Board. If established, the Membership Committee shall consist of such number of Regular Members as the Board may determine.
- (5) The Secretary shall keep a list of the names and addresses of all Members of the Society and such other records and information relating thereto as the Board may determine. The Board shall preserve its records and the records of the Membership Committee, if one is established, with respect to each applicant for membership for such period as the Board may determine.

## **2.10 Ceasing to be a Member.**

- (1) Any Member of the Society may at any time cease to be a Member upon:
  - (a) delivering a notice of resignation in writing to the President or Secretary of the Society, subject to Section 2.10(2);
  - (b) the death of the Member;
  - (c) a court of competent jurisdiction finding the Member to be incapable of managing his or her own affairs by reason of mental or physical infirmity;
  - (d) the Member being expelled or suspended from membership pursuant to Section 2.12; or

- (e) the Member having been a Member not in good standing for 12 consecutive months.
- (2) The resignation of a Member shall be effective upon receipt, or the date specified in such notice of resignation, and acceptance thereof by the Board shall not be necessary to make it effective unless it so states. The Society shall promptly notify CFA Institute of any such resignation.
- 2.11 Dues.** Members' dues for each fiscal year or part thereof shall be in such amount as determined by the Board from time to time. The dues of the Members shall be payable on the date so determined by the Board to the Treasurer of the Society or if prescribed by the Board, to CFA Institute.
- 2.12 Suspension or Expulsion.** The Board may expel or suspend any Member for violation non-payment of dues as provided in Section 2.11 above or any Member may be expelled or suspended at any time for violation of Section 2.8. The Society shall promptly notify CFA Institute of any such suspension or expulsion.
- 2.13 Standing.** Any Member who has failed to pay their annual dues or, except as provided in Section 8.3, has failed to file a Member's Professional Conduct Statement when due or otherwise no longer meets the eligibility requirements for Members set out in these Bylaws shall be considered to be a Member not in good standing, without the necessity for any action by the Society, until such payment or filing is made or such eligibility requirements are rectified, as the case may be, at which time such Member shall thereupon be reinstated as a Member in good standing.

### **ARTICLE 3 - MEETINGS OF MEMBERS**

- 3.1 Time and Place of Meetings.** All meetings of the Members shall be held at the time and place within or outside of the Province as determined by the Board in accordance with the requirements of the Society Act.
- 3.2 Annual General Meeting.** The Society shall hold an annual general meeting of Members in the manner and at the time and place as determined by the Board, in accordance with the requirements of the Society Act.
- 3.3 Special Meetings.** Special meetings of the Members may be called by the President or upon written application by a majority of the Board or upon requisition by the Members, subject to the requirement of the Society Act. The written application and any notice in respect of any special meeting shall state the purposes for which the proposed meeting is to be held.

### **3.4 Notice of Meetings.**

- (1) The Society shall provide written notice of a meeting of Members. A written notice of a meeting of Members shall:
  - (a) state the place, date and hour of the meeting and, in the case of a special meeting, the purpose of purposes for which the meeting is called; and
  - (b) be delivered, mailed, expressed or sent by facsimile, electronic mail or other reliable printed or printable communications to each Regular Member to the registered address not less than fourteen (14) days before the meeting date unless a difference notice is required pursuant to the Society Act.
- (2) Notice of any meeting may waived in writing through a letter signed by a Member entitled to notice before or after the date of the meeting.
- (3) The accidental omission to give notice of a meeting, or the failure by any person entitled thereto to receive notice thereof, shall not invalidate the proceedings at any meeting of Members.

### **3.5 Adjournment.**

- (1) The Chairman may, and shall if so resolved by the Members, adjourn any meeting of Members to such later time or from place to place, however, no business shall be transacted at such adjourned meeting other than the business left unfinished at the original meeting from which the adjournment took place.
- (2) When a meeting is adjourned for fourteen (14) days or more, notice of the re-convening of the adjourned meeting shall be given as in the case of the original meeting.

### **3.6 Quorum.**

- (1) At any meeting of the Members, three Regular Members in good standing, present in person or represented by proxy, shall constitute a quorum.
- (2) If within thirty (30) minutes from the time appointed for a meeting of the Members, a quorum is not present, the meeting, if convened on the requisition of the Members, shall be terminated, but in any other case, shall stand adjourned to the same day in the next week at the same place and time, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present shall constitute a quorum.
- (3) No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at any meeting of Members at any time when a quorum is not present. If, at any time during a meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or the meeting is adjourned or terminated.



- (4) When a quorum is present at any meeting of Members, a majority of the Regular Members present in person or represented by proxy shall decide any question brought before such meeting unless otherwise provided by the Society Act, the Constitution or by these Bylaws.

### **3.7 Voting.**

- (1) At a meeting of Members each Regular Member in good standing shall have one vote, exercisable in person or by proxy.
- (2) Every question submitted to any meeting of Members shall be decided by a majority of votes given on a show of hands unless a poll is called by the Chairman or requested by any Member present.
- (3) Unless a poll is called, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (4) No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or propose a resolution.
- (5) In case of an equality of votes the Chairman shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member and in which event the resolution shall not pass.

### **3.8 Proxies.**

- (1) A Regular Member in good standing entitled to vote at a meeting of Members may, by means of a proxy, appoint a person as his or her proxyholder to attend, speak, act and vote for him or her and on his or her behalf at the meeting in the manner, to the extent, and with the power conferred in such proxy.
- (2) A proxy shall be in writing, executed by the Regular Member or his or her attorney authorized in writing.
- (3) Any person of full age may act as a proxyholder for one or more Regular Members whether or not he or she is entitled on his or her own behalf to be present and to vote at the meeting at which he or she acts as a proxyholder.
- (4) An instrument appointing a proxy is valid only for the meeting in respect of which it has been given and any adjournment thereof and any such proxy shall cease to be of any further force or effect at the final termination of the meeting in respect of which it was given.
- (5) No proxy dated more than six (6) months before the date of the meeting in respect of which it was given shall be valid.

(6) An instrument appointing a proxy shall be in the following form, or in such other form as the Board may approve:

“The undersigned hereby appoints

\_\_\_\_\_, \_\_\_\_\_  
(or failing him, \_\_\_\_\_ as proxy for the undersigned to attend and vote for and on behalf of the undersigned at the annual general meeting (or special meeting) of the Society to be held on (month, day, year) \_\_\_\_\_, and at any adjournment of that meeting.

Signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(Signature of Member)

**Presiding and Recording Officers.**

- (7) The President or, in the President's absence, the Vice-President or in the Vice President's absence such other Director as may be selected by the Board or in such persons' absence any other of the Directors present shall act as Chairman at any meeting of Members.
- (8) If at any meeting of Members,
  - (a) none of the President, Vice-President, the Director selected by the Board to act as Chairman of any meeting of members nor any other Directors are present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the President, the Vice-President and such other Director or the Directors present are unwilling to act as Chairman of the meeting,

the members present shall choose one of their number to be Chairman of the meeting.

- (9) The Secretary or in the Secretary's absence or refusal to act, a temporary or recording secretary as may be selected by the Chairman to do so shall act as secretary at any meeting of Members.

**3.9 Minutes.** The Secretary or recording secretary at any meeting of Members shall be responsible for the preparation of the minutes of the meeting and for keeping such minutes in a secure place.

**3.10 Action by Consent.** Any action to be taken by the Members may be taken without a meeting if all of the Members entitled to vote on the matter consent in writing to the action. The Secretary shall file any written consent with the records of the meetings of the Members. Such consent shall be treated for all purposes as a vote at a duly constituted meeting of the Members at which a quorum was present and voting throughout.

**ARTICLE 4 - BOARD**

**4.1 Number of Directors.** The number of Directors on the Board of the Society shall be determined from time to time as follows:

- (a) where the Directors are to be elected at a meeting of the Members, the number shall be determined by a resolution of the Board of Directors and set out in the notice calling such meeting provided however, that if the Directors fail to set out such number then the number shall be deemed to be the number of Directors then in office; or
- (b) where the Directors are to be elected by way of written resolution of the Members, the number shall be set out in that resolution,

provided that the number of Directors may not be less than six (6) nor more than fifteen (15).

- (2) No act or proceeding of the Board is invalid solely by reason of there being less than the prescribed number of Directors then in office.

**4.2 Composition.**

- (1) Each Director must be a Regular Member of the Society.
- (2) The Board shall include the President, Vice-President, Treasurer, Secretary and, as ex-officio Director, the immediate past President, if available and willing to serve.

**4.3 Election and Term.**

- (1) Each Director shall hold office commencing on the date of the annual general or special meeting of Members at which they were elected, or the date upon which they were appointed, for a (2) two year term commencing July 1 next following the date of the annual general or special meeting or until their successors are chosen or qualified.
- (2) A Director may not serve for more than three (3) consecutive two (2) year terms provided, however, that if a Director serves as an Officer of the Society they may serve for four (4) consecutive two (2) year terms.
- (3) The Directors shall be deemed to have retired from office on the date upon which their successors have been elected or appointed.
- (4) If no successor is elected or appointed as aforesaid the persons previously elected or appointed as Directors shall continue to hold office until their successors are elected or appointed.

**4.4 Validity of Acts.** Subject to the Society Act, an act of a Director or Officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that Director or Officer.

**4.5 Vacancies and Additional Directors.** A vacancy in the Board, including a vacancy caused by the inability, or unwillingness to serve of any ex-officio Director, may be filled by the remaining Directors then in office by the appointment of a successor to hold office for the unexpired term of the Director whose place is vacant. In addition, the Directors may from time to time appoint additional Directors so long as the number of Directors after such appointment does not exceed the maximum number fixed by these Bylaws. The term of office of an additional Director appointed by the Directors expires at the next annual general meeting following his or her appointment.

**4.6 Resignation.** Any Director may at any time resign by delivering a notice of resignation in writing to the Society at its registered office or to the President or Secretary. Such resignation shall be effective upon receipt, or the date specified in such notice of resignation, and acceptance thereof by the Board shall not be necessary to make it effective unless it so states.

**4.7 Removal.** Any Director may be removed at any time with or without cause by special resolution of the Regular Members passed at a special meeting of Members called for that purpose.

**4.8 Powers.** The Board shall manage or supervise the management of the affairs of the Society and shall have and may exercise all of the powers of the Society and do all acts and things that the Society may exercise and do to effectuate the purposes of the Society except those reserved to the Members by law, the Constitution or by these Bylaws.

**4.9 Meetings and Notice.**

- (1) The Board may meet together at such time and place within or outside of the Province as the Board may consider advisable in order to carry out and dispatch the business and affairs of the Society.
- (2) An annual meeting of the Board shall be held, without call or notice, immediately after and at the same place as the annual general or special meeting of the Members.
- (3) Regular meetings of the Board may be held without call or notice at any time and place as may be determined by the Board provided that any Director who is absent when such determination is made shall be given written notice by the Secretary of the times and place at least twenty four (24) hours prior to such meeting.
- (4) Special meetings of the Board may be called by the President or two (2) or more of the Directors then in office. Written notice of any special meeting shall be given by the Secretary to each Director:
  - (a) in person or by any reliable electronic means (e.g. facsimile or email) sent to the business or home address at least twenty four (24) hours prior to such meeting; or
  - (b) mailed to the business or home address or last known address at these forty-eight (48) hours prior to such meeting.
- (5) Notice of a meeting need not be given to a Director if said Director:
  - (a) executes a written waiver of notice before or after the meeting; or
  - (b) attends the meeting without protesting lack of notice, either at or before the meeting's commencements.
- (6) A notice or waiver of notice of any meeting of the Board need not specify the purposes of the meeting.
- (7) A Director may participate in a meeting of the Board or of any committee of the Board in person or by telephone if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other. A Director may participate in a meeting of the Board of any committee of the Board by a

communications medium other than telephone if all Directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other and if all Directors who wish to participate in the meeting agree to such participation. A Director who participates in a meeting in a manner contemplated by this Section is deemed for all purposes of the Society Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.

- 4.10 Quorum and Voting.** Each Director shall have one vote at each meeting of the Board which vote may only be exercised in person. The number of Directors required to constitute a quorum at any meeting of the Board shall be a majority of the Directors then in office. Though less than a quorum be present, any meeting may without further notice, be adjourned to a different time or place. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the original meeting. If a quorum is present at any meeting, a majority of the Directors present may decide any question unless otherwise provided by law, the Constitution or by these Bylaws and in the case of an equality of votes, the Chairman shall not have a casting or second vote and in which event the resolution shall not pass.
- 4.11 Remuneration.** No Director shall be remunerated for being or acting as a Director. A Director may, with the prior approval of the Board, be reimbursed for any expenses necessarily and reasonably incurred by that Director while engaged in the affairs of the Society.
- 4.12 Action by Consent.** Any action to be taken by the Board may be taken without a meeting if all of the Directors entitled to vote on the matter consent in writing to the action. The Secretary shall file any such written consent with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a duly constituted meeting of the Board at which a quorum was present and voting throughout.
- 4.13 Committees.** The Board may elect from their own number or otherwise, any committee or advisory board, the number of Members comprising any such committee or advisory board and the powers conferred upon the same as the Board may, in its discretion, consider advisable, unless otherwise provided by law, the Constitution or by these Bylaws. The Directors may designate the Chairman of any such committee or advisory board. Any committee to which any powers of the Board are delegated shall be comprised solely of Directors. All members of committees or advisory boards shall hold office until the Board is next elected or such other date as determined by the Board. The President shall be an ex-officio member of all such committees or advisory boards.
- 4.14 Minutes.** The Secretary shall be responsible for the preparation of the minutes of the meetings of the Board and for keeping such minutes in a secure place. In the absence of the Secretary at any meeting of the Board, the Chairman of the meeting shall appoint another Director to act as a recording secretary to be responsible for the preparation of the minutes of that meeting.

## **ARTICLE 5 -OFFICERS**

**5.1 Designation.** The Officers of the Society shall consist of a President, Vice-President, Treasurer, Secretary, and such other Officers as the Board may from time to time determine and appoint. All Officers must be Regular Members of the Society. A person may hold more than one office at the same time provided however that the President and Secretary may not be the same person. If required by the Board, an Officer shall give the Society a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as may be satisfactory to the Board.

### **5.2 Election or Appointment of Officers.**

- (1) The President, Vice-President, Treasurer and Secretary shall be elected by the Regular Members from the Directors so elected at the annual general meeting of Members or special meeting of Members called in lieu thereof, and shall hold office for a term concurrent with their term as a Director.
- (2) All other Officers may be appointed by the Board at any time and shall hold office for such term as the Board may determine provided however that such term shall extend beyond their term as Director, or if not a Director, until the next annual general meeting of Members or special meeting held in lieu thereof.

### **5.3 President and Vice-President.**

- (1) The President shall be the chief executive officer of the Society and shall, subject to the direction of the Board, exercise general supervision and control of the business and affairs of the Society. The President shall have such further powers and duties as the Board may determine. The President, when present, shall preside as Chairman at all meetings of the Board: In the President's absence, the Vice-President or in his or her absence, such other person as the Board may determine shall preside as Chairman.
- (2) The Vice-President shall have such powers and perform such duties as the Board may determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of the President's inability to act by reason of mental or physical infirmity and shall become President in the event of the President's death or resignation.

**5.4 Treasurer.** The Treasurer shall have, subject to the direction of the Board, general charge of the financial affairs of the Society and shall keep full and accurate records thereof, which shall always be open to the inspection by any Director. The Treasurer shall submit an annual financial statement and such other statements as the President or the Board may require. The Treasurer shall further render to the President and the Directors, at the regular meetings of the Board, or whenever they may require, a statement of the accounts of all transactions and of the financial conditions of the Society.

- 5.5 Secretary.** The Secretary shall record and maintain records of the proceedings of all meetings of the Members and of the Board in books kept for that purpose. The Secretary shall notify the Members and the Directors of all meetings in accordance with applicable law and these Bylaws.
- 5.6 Resignation.** Any Officer may at any time resign such office by delivering a notice of resignation in writing to the Society at its registered office or to the President or Secretary. Such resignation shall be effective upon receipt, or the date specified in such notice of resignation, and acceptance thereof by the Board shall not be necessary to make it effective unless it so states.
- 5.7 Delegation of Power.** Except as provided for in Section 5.3 hereof, in the case of the absence or disability by reason of mental or physical infirmity of an Officer of the Society, or for any other reason considered sufficient by the Board, the Board may delegate the powers or duties of any Officer to any other Officer or Director, or declare the office vacant and appoint a successor to serve for the unexpired term of the Officer whose office was declared vacant until a successor is appointed or elected as provided for in these Bylaws.
- 5.8 Vacancies.** Except as provided for in Section 5.3 hereof, a vacancy in any office may be filled by resolution of the Board by the appointment of a successor to hold office for the unexpired term of the Officer whose place is vacant.
- 5.9 Removal.** Officers elected by the Members or appointed by the Board may be removed from their respective offices with or without cause by resolution of the Directors.

## **ARTICLE 6 - NOMINATING COMMITTEE**

- 6.1 Appointment and Composition.** The Board shall appoint annually at least one hundred and twenty days (120) days prior to the date of the annual general (or special) meeting of Members, a Nominating Committee consisting of a minimum of five (5) or more Regular Members, one of whom shall be designated Chairman.
- 6.2 Composition.** A minimum of one-third (1/3) of the members of the Nominating Committee shall be Members who are not Directors or Officers of the Society. The remaining Members may be Officers or Directors provided, however, that at least two-thirds (2/3) of the members of the Nominating Committee are not persons whom are standing for re-election in the year of their appointment.
- 6.3 Term.** A Member may not serve more than two consecutive years on the Nominating Committee.
- 6.4 Duties.** The Nominating Committee shall make recommendations to the Board as to the names of persons to be nominated to hold the office of President, Vice-President, Treasurer and Secretary and to stand for election as Directors at the annual general meeting of Members or any special meeting at which any Officers or Directors are to be nominated for election. The President or Secretary of the Society shall send to each



Member of the Society, along with notice of the general or special meeting of Members at which any Officers or Directors are to be nominated for election, the names of the nominees proposed by the Board for election as Officers or Directors. Any Regular Member of the Society, may however, offer nominations for persons to stand for election as a Director or Officer from the floor at any such meeting, provided such Member has submitted to the Secretary not later than ten (10) days before such meeting, a notice signed by not less than seven (7) Regular Members of the Society stating the names of The proposed nominees to stand for election as Directors or Officers.

## **ARTICLE 7 - INDEMNIFICATION**

### **7.1 Indemnification.**

- (1) Subject to the provisions of the Society Act, the Society shall indemnify a Director or Officer or former Director or Officer of the Society, and his or her heirs and personal representatives, from and against any and all loss, cost, charge, damage, expense or liability incurred by him or her including any amount paid in connection with any investigation or defense or any amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative investigation, action or proceeding to which he or she is a party, witness or is required to provide evidence or testimony in by reason of their being or having been a Director or Officer of the Society, including any action brought by the Society unless such loss, cost, change, expense or liability arose by or through the wilful act, gross misconduct or fraud of the Director or Officer or former Director or Officer and each Director or Officer on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- (2) Subject to the provisions of the Society Act, the Directors of the Society may cause the Society to indemnify any director, officer, employee or agent of the Society or of a subsidiary of the Society (notwithstanding that he is also a Director) or of a corporation, partnership, joint venture, trust or other entity for which he or she is serving at the request of the Society, against all loss, cost, charge, damage, expense and liability incurred by him or her by reason of their acting as a director, officer, employee or agent of the Society or such corporation or other entity, subject to such terms and conditions as the Directors may determine.
- (3) Except as otherwise provided above, the failure of a Director or Officer of the Society to comply with the provisions of the Society Act or of the Constitution or Bylaws of the Society shall not invalidate any indemnity to which he or she is entitled under this Section 7.1.
- (4) Notwithstanding any other provisions set forth in this Section 7.1, the indemnification authorized by this Section 7.1 shall be applicable only to the extent that any such indemnification does not duplicate any indemnity or reimbursement which that person has received or may receive otherwise than under this Section 7.1, at law or otherwise.

- 7.2** Subject to the Society Act, no Director or Officer of the Society shall be liable for any act, receipt, neglect or default of any other Director or Officer or for joining in any receipt or act for conformity, or for any loss, cost, change, damage or expense incurred by the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society may be invested or arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any money, security or effects of the Society may be lodged or deposited or occasioned by any error of judgment or oversight on his or her part or for any other loss, cost, change, damage or expense whatever which may be imposed on or incurred by such person in the execution of their duties as such unless the same arose through his or her own wilful act, gross misconduct or fraud.
- 7.3** The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was a Director, Officer, employee or agent of the Society or is or was serving at the request of the Society as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other entity against any liability which may be imposed on or incurred by the Society or such person in the execution of their duties as such.

## **ARTICLE 8 - CODE OF ETHICS AND STANDARDS OF PROFESSIONAL CONDUCT**

- 8.1** **Adoption and Amendment.** The Society hereby adopts the Code of Ethics and Standards of Conduct of CFA Institute as they may be amended from time to time. Regular Members and Affiliate Members of the Society shall comply with the provisions of the Code of Ethics and Standards of Conduct.
- 8.2** **Enforcement.** The Society delegates to CFA Institute all authority and responsibility for enforcement of the Code of Ethics and Standards of Conduct with respect to the Members of the Society, and for enforcement of the Code of Ethics and Standards of Professional Conduct. The Society shall report to CFA Institute any possible violation by such Members of the Code of Ethics or Standards of Conduct of which the Board is aware. The membership in the Society (whether Regular Members or Affiliate Members) of a person whose individual membership in CFA Institute has been revoked or suspended by CFA Institute shall be automatically revoked or suspended as applicable. Any person whose membership in the Society has been revoked or suspended shall automatically cease to hold any Office or other position in the Society or any committee or advisory board thereof.
- 8.3** **Annual Statements.** Every Member of the Society shall submit to CFA Institute by such date as CFA Institute may determine a signed Member's Professional Conduct Statement and shall furnish such additional information relating to professional conduct as may be requested by CFA Institute. The Society, if requested by CFA Institute, shall collect such statements or other information from its Members and shall use its reasonable efforts to forward such statements to CFA Institute by the designated date. A Regular Member or Affiliate Member or a CFA® charterholder who has retired from the profession shall be excused from filing a Member's Professional Conduct Statement

upon the completion of such forms or providing such other information as may be prescribed for that purpose from time to time by CFA Institute.

## **ARTICLE 9 – BORROWING AND INVESTMENT**

### **9.1 Borrowing**

- (1) For the purpose of carrying out the purposes of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Directors may from time to time:
  - (a) borrow money on the credit of the Society; and
  - (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society;

provided that debentures of the Society shall not be issued without the sanction of a special resolution of the Society.

- (2) From time to time the Board may authorize any Director, Officer or employee of the Society or any other person to make arrangements with reference to monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

- 9.2 Investment of Funds.** The funds of the Society not required for immediate use may be invested in any class of financial instruments or securities approved by the Board or otherwise in accordance with the investment policy adopted by the Board from time to time.

## **ARTICLE 10 - AUDITOR**

- 10.1 Application.** This Article applies only where the Society is required or has resolved to have an auditor.

- 10.2 First Auditor.** The first auditor may be appointed by the Directors and the Directors shall thereafter be entitled to fill any vacancies occurring in the office of auditor.

- 10.3 Appointment of Auditor.** At each annual general meeting of Members or special meeting called in lieu thereof, the Society shall appoint an auditor to hold office until they are re-elected or their successor is elected at the next annual general meeting.

- 10.4 Removal.** An auditor may be removed by ordinary resolution.

- 10.5 Notice of Appointment.** An auditor shall be promptly informed in writing of their appointment or removal.
- 10.6 Qualifications.** No Director, Officer or employee of the Society shall be auditor.
- 10.7 Entitlement to Attend Meetings.** The auditor shall be given notice of and is entitled to attend any meeting of the Members.

#### **ARTICLE 11 - SEAL AND SIGNING AUTHORITY**

- 11.1 Seal.** The Board may adopt and alter the seal of the Society and by resolution authorize or appoint such of its Directors or Officers to affix the seal for and on behalf of the Society.
- 11.2 Signing Authority.** All cheques, drafts and withdrawals from any accounts of the Society shall be signed by two or more Directors or Officers of the Society so authorized by the Board.

#### **ARTICLE 12 - BYLAWS**

- 12.1 Power to Amend.** These Bylaws may be amended only as provided for under the Society Act and these Bylaws.
- 12.2 Copy.** Upon request, a Member is entitled to a copy of the Constitution and Bylaws of the Society, without charge.

#### **ARTICLE 13 - RECORDS**

- 13.1 Registered Office.** The documents and records of the Society shall be kept at the registered office of the Society unless the Board resolves otherwise.
- 13.2 Inspection by Directors and Auditors.** Any Director and the auditor of the Society, if any, may inspect the documents and records of the Society during normal business hours.
- 13.3 Inspection by Members.** A Member of the Society may inspect such of the documents and records of the Society during normal business hours at a place where the records of the Society are kept if such Member has provided the Secretary at least two (2) clear days' notice, in writing, of their intention to do so and stating the records or documents to be inspected provided however that the Board may restrict a Member's right to inspect minutes of any meeting of the Directors or of any committee thereof or the accounting records of the Society.
- 13.4 Copies.** Upon request, Members shall be entitled to make copies of any documents or records which may be made available for their inspection upon payment of reasonable copying charges, not exceeding \$0.50 per page, as may be determined by the Directors from time to time.

- 13.5 Electronic Delivery.** The Society may transmit documentation to a Member by any means of electronic transmission available, including electronic mail.

#### **ARTICLE 14 - NOTICES**

- 14.1 Notice to Members.** A notice may be given to a Member by personal delivery or by mail, postage prepaid, or by facsimile or other means of electronic transmission to his or her address or facsimile number as recorded in the books and records of the Society.
- 14.2 Notice to the Society.** Notice may be given to the Society by personal delivery, or by mail, postage prepaid, addressed to the registered office of the Society or by facsimile or other means of electronic transmission with a copy thereof delivered or sent in the same manner to the President.
- 14.3 Date of Notice.** Except as otherwise provided herein, a notice shall be deemed to have been given on the day on which the notice is delivered, if personally delivered, on the date of transmission if given by facsimile or other means of electronic transmission or on the date on which it was posted, if mailed.

#### **ARTICLE 15 - FISCAL YEAR**

- 15.1** The fiscal year of the Society shall end on April 30 of each year or such other date as the Directors may determine.

#### **ARTICLE 16 - BRANCHES AND CHAPTERS OF THE SOCIETY**

- 16.1 Establishment of Branches and Chapters.** Subject to the provisions of the Society Act, the Society may from time to time by resolution of the Board, establish and maintain one or more branch or chapter societies (any such branch or chapter society being hereinafter referred to as a "Named Chapter") with the powers, not exceeding the powers of the Society, that the Society confers.
- 16.2 Name of Named Chapter.** Except with the approval of the Board and the consent in writing of the Registrar of Companies, a Named Chapter shall not use a name other than the name of the Society together with:
- (a) a word or words describing the geographical location of the branch society or chapter or other distinguishing words; and
  - (b) the word "Branch" or "Chapter".
- 16.3 Membership.** All members of a Named Chapter shall be either Regular or Affiliate Members of the Society.
- 16.4 Bylaws of a Named Chapter.** A Named Chapter shall adhere to the Bylaws of CFA Institute and of the Society. A Named Chapter may, with the prior approval of the Board, adopt Bylaws of its own provided such Bylaws are consistent with such

requirements as may be imposed by CFA Institute and in the event of any inconsistency, ambiguity or discrepancy between the Bylaws of a Named Chapter and the Bylaws of the Society, the latter shall prevail.

- 16.5 Dissolution of Named Chapter.** The Society reserves the right to dissolve a Named Chapter at any time for any reason it sees fit.

**ARTICLE 17 - MEMBERSHIP IN CFA INSTITUTE**

- 17.1 Membership in CFA Institute.** The Society is a member of CFA Institute.
- 17.2 Inconsistencies.** To the extent there is any conflict between the Bylaws of the Society and the Bylaws of CFA Institute relating to its member Societies and their members, those of CFA Institute shall take precedence and govern.