

CAGP · ACPDPTM
CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS

BY-LAW NUMBER 2006-1

being a by-law amending By-Law Number 2005-1

of the by-laws of

**CANADIAN ASSOCIATION OF GIFT PLANNERS/ASSOCIATION CANADIENNE DES
PROFESSIONNELS EN DONS PLANIFIES**

(the "Corporation")

Passed by the Directors on _____, 2006

Confirmed by the Members on _____, 2006

Approved by the Ministry of Industry on _____, 2006

CANADIAN ASSOCIATION OF GIFT PLANNERS/ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS
PLANIFIES

BY-LAW NUMBER 2006-1

A By-Law amending By-Law Number 2005-1

BE IT ENACTED as a By-Law of the Corporation as follows:

1. INTERPRETATION

1.1 Meaning of Words

In this By-Law and all other By-Laws and resolutions of the Corporation, unless the context otherwise requires:

- 1.1.1 "Act" means the *Canada Corporations Act*, R.S.C. 1970, Chapter c-32, as amended, and any statute amending or enacted in substitution therefore, from time to time;
- 1.1.2 "Board" means the Board of Directors of the Corporation;
- 1.1.3 "By-Law" or "By-Laws" means this By-Law and all other By-Laws enacted by the Corporation;
- 1.1.4 "Committee" means any Committee established by the Board in accordance with the By-Laws of the Corporation;
- 1.1.5 "Corporation" means Canadian Association of Gift Planners/Canadienne des Professionnels en Dons Planifies;
- 1.1.6 "Director" means a person who has been elected to the office of Director or appointed to fill a vacancy in the office of Director in accordance with the By-Laws of the Corporation.

1.2 Canada Corporations Act Terms

All terms defined in the *Act* have the same meanings in this By-Law and all other By-Laws and resolutions of the Corporation.

2. BY-LAW AMENDMENT

2.1 By-Law Number 2005-1 of the Corporation be and the same is hereby amended as follows:

- 2.1.1 To delete section 6.5 of By-Law Number 2005-1 in its entirety and substitute therefore the following:

"6.5 Nominations

Candidates for the office of Director shall include:

- 6.5.1 the slate of candidates for office proposed by the Governance Committee, or if there is no Governance Committee, by such Committee designated by the Board from time to time for the purpose of proposing a slate of candidates**

for office (in this section 6.5 referred to as the "Nominations Committee");
and

6.5.2 the persons whose names are submitted in writing to and received by the Nominations Committee not less than seventy (70) days prior to an annual meeting, provided that any such submission is accompanied by the following:

6.5.2.1 a written acknowledgement of ten (10) Members entitled to vote that they recommend the person whose name is being submitted as a candidate to stand for election as a Director; and

6.5.2.2 an acknowledgement of the candidate whose name is being submitted that the candidate is willing to stand for election as a Director.

Such candidate shall then be added to the slate or ballot of persons being submitted to the Members for consideration for election to the Board".

2.1.2 To delete sections 6.6 and 6.7 of By-Law Number 2005-1 and substitute therefore the following:

"6.6 Election Method

Where:

6.6.1 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

6.6.2 the number of candidates nominated is greater than the number of offices to be filled; the election shall be by show of hands, or by ballot (including mail or e-mail ballot), as determined by the Chair of the meeting.

"6.7 Forms

The Board may prescribe the form of nomination paper, and/or ballot paper."

2.1.3 To delete section 8.8 of By-Law Number 2005-1 and substitute therefore the following:

"8.8 Mail Ballots

The members of the Corporation not able to be present at an annual or special meeting shall be entitled to cast their vote by mail ballot (including electronic mail ballot) for the purpose of voting on the following matters:

8.8.1 the election of Directors;

8.8.2 the approval of acts of the Directors and Officers;

8.8.3 such other business as is permitted by the Act, by by-law or otherwise by law as are not required to be conducted at a meeting of members."

2.1.4 To delete section 8.10 of By-Law Number 2005-1 in its entirety and substitute therefore the following:

"8.10 Submission of Mail Ballots

Any questions that may be determined by mail ballot shall be identified as such in the notice calling the meeting and a ballot form included with such notice for each

item of business permitted to be dealt with by mail ballot. Individuals exercising their vote by mail ballot shall return their completed ballot to the Secretary of the Corporation (or designate of the Secretary) by such method as may be prescribed from time to time by the Board, which ballot shall be received at least ten (10) calendar days prior to the commencement of the meeting."

2.1.5 To delete section 11.3 of By-Law Number. 2005-1 and substitute therefore the following:

"11.3 Governance Committee

The Governance Committee (when one exists), or such other Committee as may be designated by the Board for the purpose of making recommendations for the election of Directors, shall:

11.3.1 prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meeting;

11.3.2 accept any additional written nominations for elected office as provided for in section 6.5.2; and

11.3.3 make recommendations to the Board of names of persons to fill vacancies in office or on the Board or on Committees that occur throughout the year."

2.2 All By-Laws and resolutions of the Corporation inconsistent with the provisions of this Article 2 be and the same are hereby amended to give full force and effect to the provisions hereof.

3. EFFECTIVE DATE

3.1 Effective Date

This By-Law shall become effective after it has been sanctioned by a majority of the votes cast at a meeting of members duly called for the purpose of considering the said By-Law, and after the approval of the Minister of Industry has been obtained.

ENACTED by the Directors as a By-Law of the **Canadian Association of Gift Planners/Association Canadienne des Professionnels en Dons Planifiés** and sealed with the corporate seal this __ day of _____, 2006.

Chair of the Board

Secretary

CONFIRMED by the Members in accordance with the *Canada Corporations Act* on the _____ day of _____, 2006.

Chair of the Board

Secretary

APPROVED by the Minister of Industry on the _____ day of _____, 2006.