

ANNUAL GENERAL MEETING
April 18, 2013

BOOK OF BUSINESS

The CAGP-ACPDP™ mission:
Advancing Gift Planning in Canada

The CAGP-ACPDP™ vision:
Inspired giving through enlightened planning



CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONN PLANIFIÉS

ANNUAL GENERAL MEETING

April 18, 2013

BOOK OF BUSINESS

OUR PEOPLE 2012-2013 (BOARD, STAFF AND VOLUNTEERS).....	3
ANNUAL GENERAL MEETING AGENDA 2013	8
ANNUAL GENERAL MEETING MINUTES 2012.....	10
REPORT FROM THE BOARD CHAIR	14
REPORT FROM THE EXECUTIVE DIRECTOR - YEAR IN REVIEW	15
NOMINATIONS TO THE CAGP-ACPDP™ BOARD OF DIRECTORS 2013-2014	20
BOARD OF DIRECTORS 2012-2013 BIOGRAPHIES	21
PROSPECTIVE BOARD MEMBERS 2013-2014 BIOGRAPHIES	25
RULES OF ORDER	26
CONTINUANCE DOCUMENTS	27

*Copies of the Book of Business and the Audited Financial Statement for Fiscal 2012-2013 are available at the AGM and posted on the CAGP-ACPDP™ website:
http://www.cagp-acpdp.org/en/aboutus/annual_report.aspx*

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNÉS PLANIFIÉS

OUR PEOPLE 2012-2013 (BOARD, STAFF AND VOLUNTEERS)

National Board Members 2012-2013

Malcolm Berry, Chair
Marilyn Monson, Vice-Chair
Darren Pries-Klassen, Treasurer
Ross Young, Secretary
Peggy Killeen
Doug Puffer
Amanda Stacey
Carla Gervais
Chris Chipman

National Staff 2012-2013

Ruth MacKenzie, Executive Director
Kat King, Volunteer and Member Relations Coordinator
Tabitha Arsenault, Financial Administrator
Paul Renaud, National Communications & LEAVE A LEGACY™ Coordinator
Erin Kuhns, Professional Development Coordinator

CAGP-ACPDP™ Head Office

325 Dalhousie St, Suite 201, Ottawa, On K1N 7G2
Tel: 613-232-7991, 888-430-9494, Fax: 613-232-7286
www.cagp-acpdp.org, www.leavealegacy.ca

OUR VOLUNTEERS:

On the next few pages we have listed the volunteers that help make CAGP-ACPDP™ the organization that it is. Their contribution is essential to the productivity of the operations of the association. All Operational Committees work closely with the Executive Director to achieve the Outcomes set by the CAGP National Board.

Note: if we have missed your name, our apologies and our thank you. This comprehensive list was compiled from our files as of March 1, 2013.

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

OUR NATIONAL OPERATIONAL COMMITTEE VOLUNTEERS 2012-2013

Operational Committees work with the Executive Director to achieve the Outcomes set by the CAGP National Board. Thank you to these Operational Committees who worked tirelessly throughout the year.

Conference 2013 Host Advisory Committee

Vicky Wilgress (Chair)	Jessie-Lee Wallace	Susan McIntosh
Committee Members	Karen Joynt	Carole Chouinard
Lucie Chatelain	Jamian Logue	Karen J. Cooper
Dan Clapin	Rowena Griffiths	Louise Morton
Monique Archambault	Jana Rand	Heather Warren
Barry M. Bloom	Vincent Detillieux	Bob Strachan
Joanna Luciano	Andrew Inderwick	

Conference 2013 Programming Committee

Jill Nelson (Chair)	Vincent Detillieux	Jasmine Sweatman
Diane Laundry (staff)	Michelle M.B. Osborne	Maurice Prevost
Norma Cameron	Jo-Anne Ryan	Rowena Griffiths
Calvin Fong		

Government Relations Committee

Susan Manwaring (Chair)	Terrance Carter	Elizabeth Moxham
Malcolm Burrows	Roger Lee	Elena Hoffstein
Margaret Mason	Bradley Offman	Grant Monck
Robert Kleinman	Christopher Richardson	Linda Pearson
Sylvia Ugolini	Janice Margolis	Laily Pirbhai
DeWayne Osborn	Joanne Ryan	Jennifer Jasechko

National Education Committee

Norma Cameron	Janice Margolis	Helen DeBoer-Daggett
DeWayne Osborn	Brian Shea	Brad Offman
Michelle Osborne	Doug Puffer	

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

OUR ROUNDTABLE COMMITTEE VOLUNTEERS – 2012-2013

RoundTable Committees work with the Executive Director to achieve the Outcomes set by the CAGP National Board. These volunteers work year-round to provide strong informational and educational sessions throughout the year to 23 communities across Canada.

Thank you to each and every one of you for providing strong support and benefits to CAGP-ACPDP™ members at the local level. Allowing members to share their learning's and best practices is a core value for members and allows the organization to grow in strength and knowledge. Thank you!

Alberta North RoundTable

Mien Jou	Derek Michael	Jan Guerin (Chair)
Michele Shea	Beverly Sawchuk	
Carole Pickering	Joyce Tutt	

Southern Alberta RoundTable

Neil Williams (Chair)	Debra Klippenstein	Tara Friesen
Janelle Wakaruk	Gail Burton (Co-Chair)	José Guillén
David Beavis	Brian Duclos	Edie Smith (Co-Chair)
Cindy Neufeld	Alen Okanvic	Mike Skrypnik

Greater Vancouver RoundTable

Tim Staunton (Co-Chair)	Calvin Fong (LAL Chair)	Melanie Brooks
Michelle Bernard (Co-Chair)	Emily Clough	Paola Coronado Hass
Linda Ashton	Joanne McLellan	Cary Gaymond
Jerry Halma	Robert Gagliano	Paul Spelliscy (Past Chair)
Diane Haarstad	Tessa MacDougall	Jocelyn Anderson

Vancouver Island RoundTable

Barbara Toller (Chair)	Sara Neely	Kate Mansell
Dawn Tipton	Kathleen Burton	Natasha Benn
Christine Bennett	Shamim Pirani	Jennifer Jasechko
Beth Cairns	Deborah Walker	Alan Rycroft (LAL Chair)

Manitoba RoundTable

Liz Kovach (Chair)	Patrick O'Connor	Sarah Crowley
Beth Proven	Yvonne Friesen	Krislyn Glays
DeWayne Osborn	Stephen Webb (LAL Chair)	
Chris Chipman	Jackie Markstrom	

Saint John (NB) RoundTable

William S. Kim Anderson	Carlene MacBean	
-------------------------	-----------------	--

Newfoundland

Catherine Barrett (Chair)	Michelle Northover	Craig Bishop (LAL Chair)
Deborah Glassman	Kevin Smith (Past Chair)	

Nova Scotia RoundTable

Glenn Stewardson (Chair)	Bonnie Boyd-Read	Jane Rafuse
Kelly Power	Toni Croft	Crystal Aboud
Mary Theresa Ross(LAL Chair)	Ann Vessey	Dorris Cameron

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS

ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNÉS PLANIFIÉS

Chatham-Kent RoundTable

Brad Langford (Chair)
Joseph Mares

Nan Stuckey (LAL Chair)

David Drouillard

Greater Toronto Area RoundTable

Marcella Zanella (Chair)
Jeff Sniderman
Emelita Ervin
Martha Drake
Leigh Rowland

Winsor Pepall
Alanna Jones
Liza Fernandes (LAL Chair)
Ann Gorwill
Don Allen

Peter Ramsay
Laura Rumble
Mary Heinmaa
Leigh Rowland
Kathryn De Carlo

Niagara/Golden Horseshoe RoundTable

Lisa Gonnering (Chair)
Mary Kay Aird
Nancy Handrigan

Mary Goodfellow
Tamara Coleman-Lawrie
(LAL Chair)
Marla Smith

Patti Johnstone
Keith Rutherford
Barbara French

London RoundTable

Bev Trist-Stewart (Chair)
Rachel Bayley
Sue McLean

Lisa Mazurek
Joanne Beaton

Susan Relecom
Ryan Fraser (Past Chair)

Ottawa RoundTable

Barry Bloom (Chair)
Jamian Logue
Lucie Châtelain
Karen Cooper

Karen Flynn
Vicky Wilgress
Jana Lee Rand (LAL Co-Chair)
Jessie-Lee Wallace

Monique Archambault
Paul Brousseau
Joanna Luciano
Claude Drouin (LAL Co-Chair)

Southeastern Ontario RoundTable

Liz Dobbs Jones (Chair)
Frank Lockington

Ron Kelly
Hazel Lloyst

Waterloo-Wellington RoundTable

Susan St. John (Past Chair)
Gillian Flanagan
Andrew Posen

Ken McGowan
Darren Sweeney (LAL Chair)

Caroline Oliver
Paul Dickson

Windsor and Essex County RoundTable

Tim Jones (Chair & LAL)
Kim Willis-More

Nancy Parker
Emma Darby

Melissa East Aspila

Prince Edward Island – Summerside RoundTable

Helen Chapman (Chair & LAL)
Tracy Comeau

Marlene Dorey
Charlotte Comrie

Lisa Lamb
Barb Dunphy-Gotell

Greater Montreal RoundTable

Marie-Anne Desjardins (Chair)
Lucille Grimard (LAL Chair)
Nancy Langlois

Alain Lévesque
Marie-Claude Matton

Eve Beauchamp
Jean-Phillipe Dugré

OUR ROUNDTABLE COMMITTEE VOLUNTEERS – 2012-13 (cont.)

Québec City RoundTable

Claude Parent (Chair)

Nathalie Côté

Jean-Sébastien Brabant

Jean-Denis Côté

Christine Boucher

Mauricie RoundTable

Suzanne Cusson (Chair)

Jean-Michel Dubord

Carmen Poudrier

Prince Albert and Area RoundTable

Merv Bender (Chair)

Robert Dalziel (LAL Chair)

Laurent Fournier

Saskatchewan North RoundTable

Vicky Corbin (Chair)

Darren Ulmer

Coni Evans

Monica Pollard

Melissa Mann

Kristy Rempel

Saskatchewan South RoundTable

Todd Dixon (Chair)

Dennis Duckerin

Sharon Kremeniuk

Douglas Stroud

Trina Owens

Brian Wonnick

Jeanette Kelly (LAL Chair)

Robbie Gamble

Kevin Peyson

Christina Attard

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS

ANNUAL GENERAL MEETING AGENDA

DATE: **April 18, 2013 (Thursday)**

TIME: **12:30 – 2:00 p.m. (EST)**

LOCATION: Hilton Lac Leamy
3, Boulevard du Casino
Gatineau-Ottawa
Canada J8Y 6X4
Telephone : 1-819-790-64

A G E N D A

*Member registration begins at 12:15 pm

Business commences as soon as quorum is met
Quorum = 50 members present in person or by proxy

Chair: D. Puffer

- | | |
|------------------------------|-----------|
| 1. Call to Order at 12:30 pm | D. Puffer |
| 2. Welcome | D. Puffer |
| 3. Approval of Agenda | D. Puffer |

Proposed Motion:

BE IT RESOLVED that the agenda be approved as circulated.

- | | |
|---|-----------|
| 4. Approval of Minutes – April 19, 2012 | D. Puffer |
|---|-----------|

Proposed Motion:

BE IT RESOLVED that the minutes of the Annual General Meeting held on April 19, 2013 be approved as circulated.

- | | |
|------------------------------------|--------------|
| 5. Report from the Chair | D. Puffer |
| 6. ED introduction | R. MacKenzie |
| 7. Report on Continuance Documents | A. Stacey |

Proposed Motion:

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated October 21st 1997; and

AND WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-For-Profit Corporations Act* ("CNCA") pursuant to section 297 of the CNCA;

BE IT RESOLVED as a special resolution that:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the CNCA to the Director appointed under the CNCA for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the Corporation continues under the CNCA and the new general operating by-law no. 1 which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date; and
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

**8. Auditors Report and Appointment of Auditors
(including financial statements)**

R. Young

Proposed Motion:

**BE IT RESOLVED that the 2012-2013 Auditors Report be adopted as circulated and that the firm of McKay Duff, Chartered Accountants, is hereby appointed as auditor for Fiscal 2013-2014 and that the Board of Directors shall determine the remuneration of the auditor.*

9. Nomination Committee Report

R. Young

10. Election of Directors

R. Young

Proposed Motion:

WHEREAS the number of Directors of the Association be 9 (nine) and 1 (one) vacancy will arise in the position of Director as of the date of the 2013 AGM requiring an election by the Members:

BE IT RESOLVED that the following slate of 6 (six) persons, each of whom may serve for a two year term as a Director, be elected to the National Board of Directors of CAGP•ACPDP™, namely:

Malcolm Berry - 2 year term, Darren Pries-Klassen – 2 year term, Doug Puffer- 2 year term, Peggy Killeen-2 year term, Chris Chipman-2 year term, Carla Funk-2 year term.

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

- | | |
|---|------------------|
| 11. Presentation of 2013/2014 Board of Directors | D. Puffer |
| 12. Draw for CAGP-ACPDP™ membership | D. Puffer |
| 13. Any Other Business | D. Puffer |
| 14. Adjournment | D. Puffer |

Proposed Motion:

BE IT RESOLVED that this meeting, the 20th Annual General Meeting of the CAGP-ACPDP™, be adjourned.

**Note: This motion has combined two activities:*

1 – accepting the auditor's report 2012-13 and 2 – appointing the auditors for 2013-2014 (does there need to include the bylaw amendments?)

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS

ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

Minutes of the 19th Annual General Meeting

DATE : April 19, 2012 (Thursday)
TIME : 12:30 p.m.
LOCATION : Victoria Conference Center
720 Douglas Street
Victoria, B.C. V8W 3M7
(250) 361-1011

Chair: Roger Lee

- 1 Meeting was called to order at 12:40pm R. Lee

- 2 Welcome R. Lee
R. Lee provided the welcoming remarks.
1 proxy and 0 mail ballots were received at the national office.
It was established there was a quorum. (Attendance number: 212)

- 3 Approval of Agenda R. Lee
Proposed Motion:
BE IT RESOLVED that the agenda be approved as circulated.
Moved: Susan Manwaring
Seconded: Ryan Fraser.
Carried

- 4 Approval of Minutes, April 14th, 2011 R. Lee
Proposed Motion:
BE IT RESOLVED that the minutes of the Annual General Meeting held on April 14th, 2011 be approved as circulated.
Moved: Greg Lichti
Seconded: Peter Chipman
Carried

- 5 Report from the Chair R. Lee

Roger referred to his written report contained in the Book of Business. He highlighted the beginning of the new five year cycle and called upon the members to help shape what how this organization will shape this sector in making a difference. He encouraged the members to share their ideas with the Executive Director or the Board of Directors of where the future of CAGP-ACPD is going.

Roger thanked the members of Board, the National office and staff, the members and countless volunteers for their involvement in CAGP-ACPD™.

- 6 Report on Outcomes 2011 (including Financial Statements) D. MacDonald

Diane MacDonald thanked Roger for his report.

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS

ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

Diane referred to her written report contained in the Book of Business. She reviewed the **OUTCOMES BY 2013:**

1. CAGP-ACPDP™ is recognized as the leader in advancing gift planning in Canada by two national organizations. 2. A comprehensive education system is in place that enables the progression of learning in gift planning at both National and local levels. 3. There are 3000 members enabling CAGP-ACPDP™ to remain the voice of gift planning in Canada. 4. 80% of participants report they are very satisfied with their networking opportunities. 5. There are at least twenty positive major media reports about gift planning and/or CAGP-ACPDP™ per year. 6. CAGP-ACPDP™ is instrumental in new legislation being passed: Charitable Remainder Trusts and gifts of real estate. 7. The opportunities for CAGP-ACPDP™ to be the leader in research in gift planning in Canada are explored.

Diane reviewed the Outcomes 2013 and the progress the association has made in 2011-12 towards the Outcomes. She highlighted membership numbers (1210 members) and activities, the new Educational Offerings such as the two upcoming webinar series and , the new education plan-through online learning – moving towards some type of certificate/certification. She also reviewed the social networking numbers through, Twitter, LinkedIn and Facebook and the work of the Government Relations Committee. She also reported on CAGP's involvement with the Standing Committee of Finance's study in the Charitable Tax Incentive Guide.

Diane then thanked the volunteers, members and Roundtable chairs and staff that helped make all our successes happen.

Financial Review: Diane reviewed the financial results for 2011-2012.

Year-end results for 2011-12 – a loss of (\$93,941.) Toronto conference - \$ 8,742 profit.

Roger thanked Diane for her report.

7. Auditors Report and Appointment of Auditors

Proposed Motion:

BE IT RESOLVED that the 2011-12 Auditors Report be adopted as circulated and that the firm of McKay Duff, Chartered Accountants, is hereby appointed as auditor for Fiscal 2012-2013 and that the Board of Directors shall determine the remuneration of the auditor.

R. Young/
Peggy Killeen

Discussion occurred - a member (Ryan Fraser) inquired about the Boards stance on the use of the reserve funds and what the plan is to get the numbers back up. Roger answered in regards to the strategic reserve and what it's purpose and use was for. He indicated this is the first time due to the new five year cycle occurring we are using a one time cost of \$30K for this cycle to be successful in the next Strategic Planning cycle. A long term plan to address the financial stability of this organization is the focus of the Board of Directors, which is why it was necessary to use the reserve funds.

Moved: Paul Spelliscy

Seconded: Christopher Richardson

Carried

8. Nomination Committee Report

P. Killeen

Ross delivered the following report:

The Association By-laws (Section 6.5) state that candidates for the office of Director may come from a slate of candidates recommended by a nominations committee appointed by the Board of Directors or formally nominated candidates. As the bylaws state (Section 6.2), the term of office of Director shall be one (1) or two (2) years. Directors may serve up to three consecutive terms on the Board.

There are nine (9) Board of Director positions in total. Five (5) Board Directors are mid-term and will continue to serve on the Board until the Association's Annual General Meeting in April 2013. Four (4) new or returning Directors will be elected to the Board at this 2012 – 2013 Annual General Meeting.

To alert Association members to the opportunity of becoming a Director, a call for expressions of interest in a Director position, and for nominations, was sent to the Membership from the National office on behalf of the Board of Directors in early December 2011. An article was included in the December edition of the PLANNER and a reminder notice was issued in early January.

By the deadline of January 14, 2012, we had not received any formal nominations, and ten (10) expressions of interest were submitted. In addition, two (2) current Directors expressed interest in continuing to serve on the Board for another two (2) year term.

These four (4) individuals were included on the recommended slate to the Board of Directors at its March meeting.

The slate, to be presented shortly by Roger, was approved by the Board.

9. *Election of Directors*

Proposed Motion:

WHEREAS the number of Directors of the Association be 9 (nine) and 4 (four) vacancies will arise in the position of Director as of the date of the 2012 AGM requiring an election by the Members:

BE IT RESOLVED that the following slate of 4 (four) persons, each of whom may serve for a two year term as a Director, be elected to the National Board of Directors of CAGP-ACPDP™, namely:

Bob Strachan	2 year term
Ross Young	2 year term
Amanda Stacey	2 year term
Carla Gervais	2 year term

Moved: Greg Lichti

Seconded: Ryan Fraser

Carried.

CAGP · ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS

ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

10. Presentation of 2012/2013 Board of Directors
R. Lee presented the 2012-13 Board - all stood. R. Lee
11. Draw for CAGP-ACPDP™ membership. R. Lee drew for a CAGP-ACPDP™ membership. R. Lee
Mary-Anne Desjardins, Université de Montréal was the recipient. /D.
MacDonald
12. Any Other Business R. Lee
13. Adjournment R. Lee
Proposed Motion:
BE IT RESOLVED that this meeting, the 19th Annual General Meeting of the CAGP-ACPDP™, be adjourned.

Moved: Bob Strachan
Seconded: Malcolm Berry
Carried.

Chair's Annual Report to Members

Year ended January 31, 2013

Dear Friends and Colleagues,

Two decades ago, plans were laid out to establish an organization that was later incorporated in 1997 as the Canadian Association of Gift Planners (CAGP-ACPDP). The goal was simple but with a vital purpose and mandate - to establish a national association that supported philanthropy in Canada by fostering the development and growth of gift planning. Over the course of the next 20 years, CAGP-ACPDP grew to over 1,000 members across 23 RoundTables and 22 Leave A Legacy committees.

During 2013, CAGP-ACPDP celebrates its 20th anniversary of formation.

CAGP-ACPDP's mission has always been to promote gift planning in Canada with the belief that philanthropy can change the world for good with our members as the key force.

Today, as we reflect upon and recognize all the successes and contributions of those members and partners who have built CAGP-ACPDP, we also look forward to the future with great enthusiasm and excitement. Thank you to all the visionaries, collaborators and partners, members past and present and all of you who have provided your talents, energy, inspiration and the building blocks for CAGP-ACPDP. And on behalf of the tens-of thousands of dreams we have inspired, planned and enabled and the countless millions invested into our communities, thank you and congratulations.

CAGP-ACPDP 2013: The Next 3 Years

Max De Pree, best known for his work as the visionary CEO and chairman of Herman Miller, once wrote: "We cannot become what we need to be by remaining what we are." Written as a reflection on the need for his organization to adapt to the unpredictability of the future, his words describe much of the ongoing work I wish to highlight today.

To ensure we build on our increasingly vital leadership role in building Canada's communities, we have to be willing to challenge ourselves to be open to change, to contrary opinion, to the mystery of potential and open to unsettling ideas. The foundation for *CAGP-ACPDP 2013: The Next 3 Years*, our new strategic plan, is based on this.

While we take pause to celebrate 20 years, it is widely believed by many that the Association is at a crossroads. With charitable organizations, sponsors, partners and others tightening their belts and looking for ways to trim costs, CAGP-ACPDP is challenged on several fronts. Knowing that our previous strategic plan was drawing to a close at the end of January 2013, a number of internal and external challenges also pointed to the need to review and possibly re-focus our strategic direction.

These include:

1. Chronic structural deficits;
2. Increasing competition from other associations and institutions;
3. An increasingly uncertain and unpredictable economic environment which, in part, is evidenced by declining association membership and education budgets at member charities;

4. The reality that we may be under resourced, leaving staff and volunteers with little time to take on extra tasks;
5. Challenges associated with the Association's adoption and strict interpretation of its Policy Governance Model; and
6. Our value proposition. Our offerings are excellent but we question whether our narrative tells a story that differentiates us in a competitive market.

Over the next three years, we will strengthen CAGP-ACPDP's appeal to attract and engage new members, sponsors, and other stakeholders, and create a more stable financial environment.

The overarching goal of *the strategic plan* is: ***To build our position as the go-to authority on all matters relating to charitable gift planning.***

As a result of the strategic planning process, four core strategic initiatives were identified. We believe that successful execution against these initiatives will enable the Association to build its position as the go-to authority on all matters relating to charitable gift planning, thereby enabling the Association to fulfill its Mission.

The theme of the strategic plan is **Leadership** whereby our ability to make a difference is dependent on securing adequate levels of predictable annual funding to:

1. Deliver the services demanded of 'the leader in gift planning;'
2. Grow our membership through greater engagement; and
3. Educate and promote awareness of gift planning and our Association.

We believe the four major initiatives outlined in this plan, when executed together, will have a significant impact on our ability to survive and thrive in the years ahead.

These initiatives are:

1. **Positioning CAGP-ACPDP for the Future** so as to reinforce CAGP-ACPDP's position as the recognized authority on all matters relating to charitable gift planning.
2. **Business Model** Develop a scalable business model capable of supporting CAGP-ACPDP's programs and initiatives now and in the future.
3. **Education** Develop a comprehensive education plan that elevates the level of professionalism and competency in philanthropic planning, contributes to CAGP-ACPDP's authority and enhances the real and perceived value of a CAGP-ACPDP membership.
4. **Management, Board & Governance** Ensure CAGP-ACPDP's management team and Board are prepared for, and equipped to handle, the Association's transition and growth.

If you haven't already done so, I encourage you to learn more by visiting our website under "What's New". I also invite your comments, questions and suggestions via board@cagp-acpdp.org, directly to a board member or Ruth MacKenzie.

Celebrating The Year Past

While so much of the work over the past year was in preparation for the future, I do want to highlight some of our achievements from the year past.

Professional Development:

- We introduced Webinars, holding 16 in total with 303 unique registered organizations and more than 1,200 participants;
- One All in a Day was run before the Victoria Conference with 48 participants;
- 22 participants attended the first-ever Strategic Gift Planning Bootcamp in Kelowna; and
- One Original Canadian Gift Planning Course was held with 26 participants.

Leave A Legacy:

- We have 23 active Leave A Legacy Programs;
- The reach of the program continues coast to coast, with more than 2,500,000 unique impressions generated through paper, radio, bus advertisements, educational and various other community events along with increases in the unique visits to leavealeagcy.ca; and
- More proactive social media efforts are generating more discussions about leaving a legacy – something that will be a continuing focus in the coming year.

Membership/Roundtables:

- Membership remains stable at 1,092 members;
- 52 RT events were held last year;
- 353 members responded to a survey in support of our strategic planning; and
- We began work on developing a new website to improve member engagement, connectivity and value.

In Closing - Four Words

As we celebrate our 20th year of formation in 2013, four words are defining for me: courage, passion, legacy and gratitude.

Courage – The courage to make thoughtful, well informed, tough decisions. The courage to be open to contrary opinions, to challenge the rules and ways we do things; the courage to think aspirationally and to engage and empower the whole with the simple goal of making CAGP-ACPDP and the world a better place.

Passion – The passion which has sustained CAGP-ACPDP over the past 20 years and which will be a key to achieving sustained success. The passion which drives us to step up in times of challenge and when opportunities present; taking responsibility for enabling positive change, for preserving our history and evolving our culture. A passion for ensuring our common bond of interdependence, mutual interest and interlocking contributions is maintained and strengthened.

A passion that will only matter if it continues to deliver impact and contribute to our ongoing legacy

Legacy – Celebrating and acknowledging the legacies of our past work such as Leave A Legacy, the Canadian Gift Planning Course, important lobbying and advocacy work, the unique, welcoming environment for gift planners and allied professionals, and the countless donors and communities we have supported. And of course, those yet to-be-defined legacies that will ultimately be created by how we shape serendipity with strategic decisions around where we spend our time and resources, how we spend our time and resources and our preparedness for maximizing the value of unexpected encounters and opportunities.

Gratitude - Thank you to my fellow Directors, Board committee members, national operational committee members, RoundTable and Leave A Legacy leaders and volunteers, Kat King, Tabitha Arsenault, Paul Renaud, Erin Kuhns and Diane Laundry, all of whom have contributed so much to this organization over this past year. Thanks to Marilyn Monson who has shared her tireless and selfless enthusiasm and sense of humour as our Interim Executive Director over the past five months. Thanks to our sponsors and partners who stand steadfastly alongside us. And thanks to all of you, fellow members, who guide, challenge, support and inspire us.

In closing, I am confident that the year ahead will be energizing and rewarding. Take pride in knowing you have made CAGP-ACPD a wonderful Association for the past twenty years and I am excited to be on this journey with you as we embark on the next twenty. I wish you a very successful, productive and fulfilling year – both personally and professionally.

Respectfully submitted,

Malcolm Berry
Chair, CAGP-ACPD

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

Nominations to the CAGP-ACPDP™ Board of Directors 2013-2014

Proposed Motion:

BE IT RESOLVED that the following slate of 6 (six) persons, each of whom may serve for a two year term as a Director, be elected to the National Board of Directors of CAGP•ACPDP™, namely:

NAME	CITY	PROV / TERRITORY	STATUS of TERM: pre-continuance	STATUS of TERM: post-continuance ¹
*Malcolm Berry	Ottawa	Ontario	1 st year of 2 nd term	3 rd year of 1 st term
*Darren Pries-Klassen	St. Catharines	Ontario	1 st year of 2 nd term	3 rd year of 1 st term
*Doug Puffer	Burnaby	B.C.	1 st year of 2 nd term	3 rd year of 1 st term
*Peggy Killeen	Montréal	Quebec	1 st year of 2 nd term	3 rd year of 1 st term
**Carla Funk	Victoria Island	B.C.	1 st year of 1 st term	1 st year of 1 st term
**Chris Chipman	Winnipeg	MB	2 nd year of 1 st term	2 nd year of 1 st term

* Returning

** New

Returning Board Members

(in the middle of their terms or by the nature of their office):

NAME	CITY	PROV / TERRITORY	STATUS of TERM: pre-continuance	STATUS of TERM: post-continuance
Ross Young	Calgary	AB	2 nd year of 2 nd term	1 st year of 2 nd term
Amanda Stacey	Toronto	ON	2 nd year of 1 st term	2 nd year of 1 st term
Carla Gervais	Calgary	AB	2 nd year of 1 st term	2 nd year of 1 st term

Retiring Board Members

NAME	CITY	PROV / TERRITORY
Marilyn Monson	Edmonton	Alberta

¹ Prior to continuance under the *Canada Not-for-Profit Corporations Act*, board members were entitled to sit for 33 consecutive 2 year terms (a total of 6 years). After continuance, board members will be entitled to sit for 2 consecutive 3 year terms (a total of 6 years). This change is designed to improve board member continuity and transition.

BOARD OF DIRECTORS 2012- 2013 BIOGRAPHIES

Malcolm Berry (Chair)

Director, Gift and Estate Planning of SickKids Foundation, Toronto, ON

Malcolm and his colleagues are responsible for raising funds for The Hospital for Sick Children, one of the most respected children's hospitals in the world, and for granting funds across Canada to advance children's health. SickKids Foundation raises \$100 million annually and is one of the largest charity foundations in Canada holding endowments valued at more than \$600 million. Before joining SickKids Foundation, Malcolm worked at Magna International and taught at St. Clement's School.

Malcolm received a Masters of Business Administration from the DeGroot School of Business at McMaster University, a Bachelor of Education from the Ontario Institute for Studies in Education at University of Toronto and a Bachelor of Science Degree from Queen's University. A member of the Canadian Association of Gift Planners since 2006, he is also a graduate of CAGP-ACPDP's Canadian Gift Planning and Advanced Canadian Gift Planning courses and has served on the Editorial Board of *Leave A Legacy's Guide to Giving Back*.

Marilyn Monson (Vice Chair), Edmonton, AB

Marilyn Monson: a senior professional fundraiser who has been working in Gift Planning and with Gift Planning vehicles since the mid 1980's. During her career, Marilyn has worked in a number of not-for-profit organizations. She has had experience with the YMCA, helped pioneer Land Trust work in Alberta, the health care and education sectors and consulting. Development work has been an active part of each of her roles and progressing from part-time responsibilities to full time roles; general development work and more specifically gift planning.

She is an early member of the Canadian Association of Gift Planners and was active with the Alberta North Roundtable providing leadership at the local level. She is currently a National Board member of CAGP and serves as the Vice Chair.

Darren Pries-Klassen (Secretary)

Executive Director, Mennonite Foundation of Canada, St. Catherines, ON

Darren Pries-Klassen, Executive Director, Mennonite Foundation of Canada, one of the largest faith-based public foundations in the country. Prior to this role Darren served as a Consultant with Mennonite Foundation of Canada for 12 years working primarily in the areas of will and estate planning, charitable gift planning, and financial literacy.

He holds a Bachelor's Degree in Theology from Canadian Mennonite University in Winnipeg, MB and a Certified Financial Planner designation. He has served on many Boards in both for profit and not-for-profit organizations including Kitchener-based Mennonite Savings and Credit Union and Hamilton's Welcome Inn Community Centre. He has been a member of CAGP-ACPDP since 1998.

A sought after speaker and educator, Darren has presented at several national conferences including CAGP-ACPDP. He and his wife Monika live in St. Catharines and have two teenage daughters.

Ross B. Young, CA, CFP (Treasurer)

Partner-Strategy Wealth Advisors Inc., Calgary, AB

Ross is a Chartered Accountant and Certified Financial Planner specializing in tax and estate planning for business owners and has experience assisting charitable foundations. Ross received

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS

his his CA designation in 1995 while at a major national accounting firm, and his CFP designation in 1999.

He subsequently completed the In-Depth Tax Course of the Institute of Chartered Accountants. Ross has provided course material and instruction to chartered accountants (on estate planning and advanced insurance strategies) for the Institute of Chartered Accountants in Calgary, Edmonton, Regina and Vancouver. Ross currently serves on the National Board of the Canadian Association of Gift Planners.

Doug Puffer

Director of Planned Giving, Simon Fraser University, Burnaby, B.C.

Doug Puffer is the Director of Planned Giving for Simon Fraser University in Burnaby, B.C. His office provides sophisticated donor centred support for the full range of legacy gift options in both Canada and the United States. He previously worked as Senior Planned Giving Officer at Queen's University, and contributor services representative and biologist with Ducks Unlimited.

Doug is a recognized expert in gift planning in Canada with over 26 years in higher education and environmental conservation. Doug takes a scientific, systematic approach to the business of planned giving that speaks to his education and training. He has learned from experience that an honest and artful connection with donors and their advisors will build relationships for charity that result in loyal support and joyful legacy giving.

Doug willingly shares his knowledge through his workshops and seminars on legacy marketing, stewardship, international planned giving, and managing gifts of real estate. His well researched presentations have been heard at CAGP, AFP, STEP & CASE conferences and he has written numerous technical articles and donor stories.

Doug is a national board member for CAGP, a mentor with the Greater Vancouver CAGP Roundtable, former President of the Quinte Roundtable and on the Board of Directors for SciTech Ontario. He also serves on the Editorial Board for Gift Planning in Canada. His professional memberships include: Estate Planning Council Vancouver, Fraser Valley Estate Planning Council, Canadian Charitable Annuities Association, Council for Advancement and Support of Education, Canadian Council for the Advancement of Education.

In his spare time, Doug builds wooden canoes, kayaks and continues to be a fan of college football, following his youngest son on the NCAA circuit in the Pacific Northwest.

Peggy Killeen

Director of Legacy Gifts, Royal Victoria Hospital Foundation, Montréal, QC

Peggy has 25 years of experience in the development field, specializing in non-profit management and fundraising. She started her career in South Africa, working for local advocacy, human rights and community development organizations. Peggy has worked at United Nations electoral missions in Central Africa and the ex-Yugoslavia, on contracts for the UN and the Canadian International Development Agency (CIDA). In Canada she has focused on adult literacy, immigrant aid services, education and health. She has taught at the International Human Rights Training Program run by Equitas. Peggy became a member of the CAGP-ACPDP in 2003, the same year she graduated from the original Canadian Gift Planning course in Banff. Peggy is due to present a session on ethical decision making at the 2011 CAGP-ACPDP national conference.

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNÉS PLANIFIÉS

Amanda Stacey

Partner, Miller Thomson LLP, Toronto, ON

Amanda Stacey is a member of the Charities and Not-for-Profit and Private Client Services specialty groups at Miller Thomson. Amanda provides both general counsel and specialized tax advice to charities and not-for-profit organizations across Canada and abroad and provides estate planning advice to individuals and families. Amanda advises clients on tax law concerning charities and not-for-profit organizations. She also assists individuals with developing an estate plan, including the drafting of Wills, Powers of Attorney, and Trusts, and advises on personal tax, post-mortem planning, and planning for the succession of property held in foreign jurisdictions. Amanda assists executors and trustees with the administration of estates and trusts. She also assists financial institutions with the administration of estate assets and dealing with executors, trustees and attorneys acting under a power of attorney for property. On the charities side, she assists clients with structuring organizations, including the creation of charitable trusts, not-for-profit corporations, and applying for charitable registration with the Canada Revenue Agency. Amanda also advises clients on issues concerning the disbursement quota and the receipt and receipting of gifts to registered charities.

Amanda advises charities dealing with bequests and gifts of various types of property, including shares, real estate, insurance policies, annuities, and charitable remainder trusts. She also advises donors and assists with structuring large gifts to registered charities, including the drafting of gift agreements and endowment agreements. Amanda is experienced with the laws governing Canadian charities carrying on foreign activities and in structuring organizations that comply with these complex Canadian rules. Amanda also advises charities and not-for-profit organizations on relevant provincial laws governing these organizations, including matters concerning the Ontario Public Guardian and Trustee. Amanda is a frequent speaker and writer on tax and governance topics relating to both the voluntary sector and estate planning.

Carla Gervais

Major Gifts and Planned Giving Officer, United Way of Calgary and Area, Calgary, AB

Carla is currently employed with United Way of Calgary and Area as a Major Gifts and Planned Giving Officer and has been since March 2008. She previously worked in Fund Development at Wood's Home Foundation, YWCA of Calgary, Bethany Care Society, Vancouver Art Gallery and Art Gallery of Hamilton. She graduated from Mohawk College and Planned Giving for Canadian Fundraising Professional-First Course at the Banff Centre of Management. She is currently a member of CAGP and has been on and off during her 23 years of fundraising for various organizations. For the past 3 years she has been a member of the Leave A Legacy committee, as Secretary and Booth Sponsorship. She is a continuous attendee and supporter of many CAGP Southern Alberta Round Table events.

Carla has a strong interest in Life Insurance as a form of a Planned Gift, also tax laws and the implications they have on making a Planned Gift. Carla has had extensive experience serving on previous Board positions with the Hal Rogers Endowment Fund Board (a National Board of KIN Canada), the Local Cystic Fibrosis Chapter, local AFP Chapter (as Membership Chair), President of the Kinette Club of Calgary, Deputy Governor of District 4 KIN Canada, Adopt-a-Family Program Chair for 8 years and is currently on the Board of Directors of the Cochrane and Area Humane Society.

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

Chris Chipman

Private Wealth Consultant, BMO Harris Private Banking, Winnipeg, MB

Chris Chipman PFP is a Private Wealth Consultant with BMO Harris Private Banking in Winnipeg. Chris offers Investment Management, Private Banking and Estate Planning services in his role as a Private Wealth Consultant with BMO Harris Private Banking. Furthermore, he assists clients with Business Succession Planning, Tax planning and Philanthropy. Chris's interest in Philanthropy ties in well with his knowledge and practise in Estate Planning.

As a big believer in networking with Centers of Influence, Chris has participated in joint seminars with CAGP Gift Planners and Funeral Consultants along with Lawyers and Accountants.

He has been a member and Board Member of the Winnipeg Chapter of CAGP for several years, the past two acting as Treasurer for the Roundtable in Winnipeg.

He has been an active member of the Winnipeg Chapter of the Estate Planning Council, including several Board positions and Past President. As well has also been President of his local Resident's Association for the past 20 years.

As a home-grown Winnipeg-er, Chris attended the University of Manitoba where he achieved his Bachelor of Commerce (Hons.) Degree and is a huge Sports fan with Winnipeg Blue Bomber seasons tickets and a regular attendee at Winnipeg Jets games.

PROSPECTIVE BOARD MEMBERS – 2012-2013 BIOGRAPHIES

Carla Funk

Project Development Manager, First Peoples' Cultural Council, Victoria, B.C.

Carla Funk is Project Development Manager with First Peoples' Cultural Council, Brentwood Bay B.C., where she facilitates strategic alliances and capacity building to support First Nation language and cultural revitalization. In conjunction to this she helped to facilitate a strategic alliance with Google.org to create the global endangered languages project (www.endangeredlanguages.com). Carla previously lived and worked in Ethiopia managing a UNHCR program feeding refugees; in Zimbabwe on food security and education related projects; and in Switzerland working for a private family foundation committed to supporting education for poverty-stricken populations of southern Africa and Eastern Europe. Her recent efforts have been in B.C. raising resources to support environmental efforts, health research, the arts, children and families and First Nations initiatives.

Recently, Carla embarked on a doctoral program at Royal Roads University examining the role of private aid on international poverty reduction and development. She earned both a Degree and Master of Science at University of Manitoba from the Faculty of Agriculture studying plant genetics and agronomy.

Carla has served on national and local Boards since 1986 and currently sits on the Board of RAVEN Trust. She has been involved with CAGP since 2006 where she became a member and attended the National Conference. She served on the Vancouver Island Roundtable for six years, chaired the Roundtable, and has regularly presented at the CAGP National Conference.

Carla's interests lie in policy issues, strategic alliances and collaboration as tools that will enable and enhance CAGP's efforts in facilitating transformational legacy gifts.

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS

RULES OF ORDER AND PROCEDURE GUIDE FOR MEETINGS

1. Purpose of Rules of Order

The purpose of Meetings of the members of CAGP-ACPDPTM (after this called the "Association") is to ascertain the opinion of Association members on the items of business coming before the meeting. The purpose of Meetings of Directors of the Association is to ascertain the opinion of Association Directors on the items of business coming before the meeting. To understand the question and to make an intelligent decision, discussion is necessary. Some order must exist, some control must be established and some rules laid down. The purpose of these Rules of Order are to save time, co-ordinate the discussion, allow all members of the meeting the opportunity to enter into the discussion and to keep discussion relevant.

2. Purpose of Motions

One of the basic principles of parliamentary procedure is that without a motion and question there is no debate. There must be a defined subject before the meeting, otherwise there can be no questions or discussion and all remarks are irrelevant. Before any question may be discussed at a meeting, it must be submitted in the form of a motion, which is moved by one member and seconded by another. (If possible, it should be submitted in writing to assure accuracy.) The motion is then debatable and may be accepted, amended, withdrawn or rejected. When a motion has been adopted, it becomes a resolution.

3. Speaking to a motion

- a. **Recognition by the Chair.** Any member shall be permitted to speak only if and when he or she has been recognized by the chair, and at that time all remarks shall be directed to the chair.
- b. **Speaking "for" or "against" a motion.** When speaking to a motion, members shall, before beginning the substance of their remarks, state whether they are speaking for or against the motion.
- c. **Limitations on speaking.** A member speaking to a motion may speak for up to two minutes. Any member who has spoken to a motion once shall not, without the express permission of the chair to be given or withheld at the sole discretion of the chair, speak again, except:
 - i. with leave of the chair in explanation of that members remarks if misunderstood;
 - ii. in the case of a mover or seconder only at the request of the chair to answer questions from the floor directed to the chair;
 - iii. in the case of a mover only who may reply thus closing debate and providing there are no other members still wishing to speak on the motion.

4. Amendments

- a. Amendments to a motion may be proposed at any time during the discussion. No amendment may be entertained which has the effect of nullifying the main motion.
- b. Any amendment must be relevant to the subject matter of the motion and may amend it in only one of the following three ways:
 - i. by leaving out certain words;
 - ii. by adding certain words; or
 - iii. by deleting certain words and replacing them with others.

5. Number of Amendments

In order that discussion may be confined within reasonable bounds, not more than two amendments may be before the meeting at one time. However, as soon as one amendment has been accepted or rejected, another may be proposed, provided of course, that it is different in purport from one already defeated.

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONS PLANIFIÉS

6. **Withdrawal of Motions**

General procedure permits withdrawal of a motion on consent of the mover and seconder. Amendments must first be withdrawn in reverse order, with the full consent of their sponsors. If either of these should refuse this consent, then the motion must stand.

7. **Tabling Motions**

A motion to table is not debatable and requires only a simple majority. If the motion is to table only until a particular time, it is debatable as to time only. If carried, the motion in question comes up automatically at the appointed time or, if indefinite as to time, it remains tabled until such time as another motion (not debatable) "that the former motion be now reconsidered" is carried. A simple majority only is required in this case.

8. **Questions**

If a member wishes to ask a question or seeks clarification in respect to a subject then before the meeting, and may do so without interrupting another speaker, the member shall, upon recognition, so state and shall not proceed further without permission from the chair, provided that in any event any such question shall be directed to the chair and shall not be used to discuss the merits of the subject then before the meeting.

9. **The Point of Order**

If a member feels that improper language has been used, an irrelevant argument introduced or a rule of procedure broken, that member is entitled to "rise to a point of order" interrupting the speaker. The point of order must be stated definitely and concisely. The chair shall decide without debate. The chair's ruling, however, may be appealed by the member. If that happens, the chair re-states his or her decision as well as the point of appeal, and then puts the question (not debatable), "Shall the decision of the chair stand as the judgment of this meeting?" A simple majority determines the issue. This merely settles a point of procedure and is not a vote of confidence in the chair.

10. **Voting on Motions and Amendments**

Voting on motions and amendments is done in the reverse order in which they are made:

- a. on the amendment to the amendment; or the second amendment;
- b. on the amendment; then
- c. on the motion; or on the motion as amended.

(Note: Carrying of the amendment does not carry the motion, and the motion as amended must be voted upon.)

A quorum is required to consider a question; but all questions will be decided by a majority of those members present and voting unless otherwise provided for in the by-laws of the Association.

11. **Deciding Vote**

In meetings of Directors, all questions are determined by a majority vote, and in the case of equality of votes the Chair shall have a casting vote. In meetings of Members, questions are determined by a simple majority (except for particular questions where the Bylaws dictate otherwise), the Chair as a Member is entitled to cast her or his vote, and an equality of votes (after the Chair has voted or elected to refrain from voting) means that the question is deemed to have been lost.

12. **Similar Motions**

No motion or amendment which is the same or substantially similar to a previous motion or amendment voted upon by the meeting may be put to the same meeting or any subsequent session thereof.

13. **Reconsideration of a Motion**

A motion may be made to reconsider the vote on any other motion (except a motion to adjourn or to table) whether affirmative or negative, provided that such motion is made at the same meeting at which such

CAGP • ACPDP™

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONNS PLANIFIÉS

other motion was voted upon. A simple majority is required and the motion to reconsider is not amendable, but is debatable if the motion, the vote of which is proposed to be reconsidered, was itself debatable.

14. **Exception to Reconsideration**

Notwithstanding the foregoing, a motion to reconsider may not be put if the motion to which it is intended to apply has already been acted upon.

15. **Order of Business**

The order of business shall be determined by or with the consent of the chair. The order of business (agenda) will preferably be circulated and approved as the first item of business.

16. **Polls**

Any member may request a poll to determine the vote count on any motion (see Association Bylaw Section 8.14). The Chair decides at what time the poll will be conducted, whether at once or later in the meeting or after adjournment (except for electing a Chair or on the question of adjournment in which case the poll shall take place immediately). The Chair also decides the manner in which the poll is taken (including whether it be conducted by secret ballot or not). Typically, the Chair may ask each member present, one by one, to declare verbally her or his vote and each vote is recorded by whatever means the Chair determines as it is declared, and the recorded votes are counted after all votes have been declared unless it is clear to any observer that the motion has been approved or rejected. This is but one method the Chair may choose to employ.

The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

17. **Adjournment**

A motion to adjourn may be made at any time. It is not debatable except if its intent is to adjourn to a time other than the next regular meeting time when discussion is permitted on that point only. The motion requires a simple majority and if passed, the meeting ends. If rejected, the meeting continues.

The chair, at its discretion, may refuse to put a motion for adjournment if, in the opinion of the chair, the motion is offered for the purpose of obstructing the meeting, or will make impossible a completion of the orders of business still to be considered by the meeting before its final adjournment.

Continuance Documents



SCHEDULE A

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the Canada Corporations Act, Part II

1 Current name of the corporation

CANADIAN ASSOCIATION OF GIFT PLANNERS
ASSOCIATION CANADIENNE DES PROFESSIONAL EN DONS PLANIFIÉS

2 If a change of name is requested, indicate proposed corporate name

3 Corporation number
3 4 1 0 1 7 - 0

4 The province or territory in Canada where the registered office is situated
Ontario

5 Minimum and maximum number of directors (for a fixed number. Indicate the same number in both boxes)

Minimum number 9 Maximum number 15

6 Statement of the purpose of the corporation

The objects of the Corporation are:
(a) to support philanthropy by fostering the development and growth of gift planning in connection with qualified donees as defined under the Income Tax Act (Canada); and
(b) in furtherance of the above objects, and not by way of limitation, to assist in the education and training of persons involved in gift planning, to make representations to government to advocate for change to the laws relating to gift planning, to organize and implement educational conferences regarding gift planning, to establish and monitor ethical standards relating to gift planning, to maintain and improve the professional standards of gift planners and to promote public awareness of charitable giving; and
(c) such other complementary purposes not inconsistent with the foregoing.

SCHEDULE A

Form 4031 Articles of Continuance (transition)

7 Restrictions on the activities that the corporation may carry on, if any

There are no restrictions on the activities of the corporation.

8 The classes, or regional or other groups, of members that the corporation is authorized to establish

There is one class of membership in the Corporation.

9 Statement regarding the distribution of property remaining on liquidation

It is specially provided that in the event of dissolution or winding-up of the corporation all its remaining assets after payment of its liabilities shall be distributed to one or more organizations in Canada carrying on similar activities, as may be determined by the board of directors.

10 Additional Provisions, if any

The directors of the Corporation are authorized to appoint additional directors in accordance with section 128(8) of the Canada Not-For-Profit Corporations Act.

11 Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature _____

Print name _____

Phone number () - _____

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

SCHEDULE B

BYLAWS

of the

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

TABLE OF CONTENTS

PART 1. – INTERPRETATION.....	4
1.1 Definitions	4
1.2 <i>Canada Not-for-profit Corporations Act</i> Definitions.....	6
1.3 Plural and Singular Forms.....	6
PART 2. – MEMBERSHIP	6
2.1 Composition	6
2.2 Eligibility for Membership	6
2.3 Application for Membership.....	7
2.4 Membership not Transferable	7
2.5 Term of Membership.....	7
2.6 Renewal and Reapplication for Membership	7
2.7 Membership Dues and Assessments	7
2.8 Standing of Members.....	8
2.9 Compliance with Articles, Bylaws and Policies	8
2.10 Discipline of Member.....	8
2.11 Expulsion of Member	8
2.12 Cessation of Membership.....	8
2.13 Termination of Member’s Rights.....	9
PART 3. - MEETING OF MEMBERS.....	9
3.1 Time and Place of Meeting of Members	9
3.2 Annual General Meetings.....	9
3.3 Special General Meeting	9
3.4 Calling of Special General Meeting	9
3.5 Notice of Meeting of Members	9
3.6 Waiver or Reduction of Notice Period	10
3.7 Entitlement to Notice of Meeting of Members.....	10
3.8 Contents of Notice	10
3.9 Omission of Notice.....	10
PART 4. - PROCEEDINGS AT MEETINGS OF MEMBERS.....	10
4.1 Special Business.....	10
4.2 Requirement of Quorum.....	11
4.3 Quorum.....	11
4.4 Lack of Quorum	11
4.5 Loss of Quorum	11
4.6 Participation in a Meeting by Electronic Means	11
4.7 Chair	11
4.8 Alternate Chair	12
4.9 Adjournment	12
4.10 Notice of Adjournment.....	12

4.11 Ordinary Resolution Sufficient..... 12

4.12 Entitlement to Vote..... 12

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot..... 12

4.14 Electronic Voting..... 12

4.15 Proxy Voting by Members 12

4.16 Voting by Mail Ballot..... 13

4.17 Resolution in Writing 13

PART 5. – DIRECTORS..... 13

5.1 Management of Property and Affairs..... 13

5.2 Composition of Board..... 13

5.3 Invalidation of Acts..... 13

5.4 Disqualified Person 14

5.5 Director Must be a Member 14

5.6 Directors Subscribe to and Support Purposes 14

5.7 Election of Directors..... 14

5.8 Term of Office 14

5.9 Consecutive Terms 14

5.10 Transitional Provisions Regarding Directors..... 14

5.10 Appointing Additional Directors 15

5.11 Nominations..... 15

5.12 Election of Candidates 15

5.13 Voiding of Ballot..... 15

5.14 Filling Vacancy Among Directors..... 15

5.15 Removal of Director and Election of Replacement 15

5.16 Election of Less than Required Number of Directors..... 16

5.17 Ceasing to be a Director 16

5.18 Remuneration of Directors and Reimbursement of Expenses 16

5.19 Protection of Directors and Officers..... 16

PART 6. – POWERS OF THE BOARD..... 16

6.1 Plenary Powers of the Board..... 16

6.2 Financial Powers..... 17

6.3 Board Policy..... 17

6.4 Executive Director 17

6.5 Banking Arrangements..... 17

6.6 Investment of Property and Standard of Care 17

PART 7. - PROCEEDINGS OF THE BOARD 17

7.1 Regular Meetings..... 17

7.2 Calling of Meetings 17

7.3 Notice of Meetings 18

7.4 Quorum..... 18

7.5 Chair of Meetings..... 18

7.6 Alternate Chair 18

7.7 Passing Resolutions..... 18

7.8 Electronic Participation..... 19

7.9 Procedure for Voting 19

7.10 Resolution in Writing 19

PART 8. - OFFICERS..... 19

8.1 Officers 19

PART 9. – COMMITTEES 19

9.1 Establishing Committees..... 19

9.2 Delegation to Committees 19

9.3	Board Policy.....	20
PART 10.	– ROUNDTABLES	20
10.1	Establishment of Roundtables.....	20
10.2	Management of Roundtables	20
PART 11.	– EXECUTION OF DOCUMENTS.....	20
11.1	No Seal.....	20
11.2	Execution of Cheques, Drafts Notes, Etc.	20
11.3	Execution of Documents Generally	20
PART 12.	– BORROWING	21
12.1	Powers of Directors.....	21
12.2	Restrictions on Borrowing Powers.....	21
PART 13.	– AUDITOR.....	21
13.1	Appointment of Public Accountant.....	21
13.2	Failure to Appoint.....	21
13.3	Notice of Appointment and Removal	21
13.4	Removal and Replacement of Public Accountant.....	21
13.5	Ceasing to Hold Office	22
13.6	Filling Vacancy.....	22
13.7	Replacement to Request Statement from Incumbent	22
13.8	Attendance at Meetings of Members.....	22
13.9	Audit of Financial Statements.....	22
13.10	Report to Members	23
PART 14.	– NOTICE	23
14.1	Method of Giving Notice	23
14.2	When Notice Deemed to have been Received	23
14.3	Days to be Counted in Notice.....	23
PART 15.	– MISCELLANEOUS.....	23
15.1	Head Office.....	23
15.2	Financial Year	24
15.3	Right to become Member of other Corporation.....	24
PART 16.	- BYLAWS.....	24
16.1	Repeal of Previous Bylaws.....	24
16.2	Prior Acts Valid Despite Repeal	24
16.3	Resolution of Members required to Alter or Add to Bylaws.....	24
16.4	Amendment and Repeal of Bylaws	24
16.5	Special Resolution Required	24
16.6	Effective Date.....	25

SCHEDULE B

CANADA NOT-FOR-PROFIT CORPORATIONS ACT

BYLAWS of the

CANADIAN ASSOCIATION OF GIFT PLANNERS/ ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONN PLANIFIÉS

PART 1. – INTERPRETATION

1.1 Definitions

In these Bylaws and the Articles of the Corporation, unless the context otherwise requires:

- (a) **“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;
- (b) **“Articles”** means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **“Board”** means the Directors acting as authorized by the Articles and these Bylaws in managing or supervising the management of the affairs of the Corporation and exercising the powers of the Corporation;
- (d) **“Board Policy”** means any policy, procedure, rule or regulation set by the Board to govern the affairs of the Corporation and adopted by Board Resolution.
- (e) **“Board Resolution”** means:
 - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by all the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;
- (f) **“Bylaws”** means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect;
- (g) **“Chair”** means a Person elected to the office of Chair in accordance with these Bylaws;
- (h) **“Code of Ethics”** means the Code of Conduct and Ethics for Members approved and adopted by the Board from time to time;
- (i) **“Corporation”** means “CANADIAN ASSOCIATION OF GIFT PLANNERS/
ASSOCIATION CANADIENNE DES PROFESSIONNELS EN DONN PLANIFIÉS”;

- (j) **“Director of Corporations Canada”** means the director of Corporations Canada as appointed in accordance with the Act;
- (k) **“Directors”** means those Persons who have become directors in accordance with these Bylaws and have not ceased to be directors;
- (l) **“Electronic Means”** means a telephonic, electronic or other communication facility that, in accordance with the Act, permits all participants to communicate adequately with each other;
- (m) **“Executive Director”** means the Person appointed by the Board as the executive director and chief executive officer of the Corporation;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (o) **“Meeting of Members”** means the annual general meeting and any special general meetings of the Corporation;
- (p) **“Members”** means the Incorporators and those Persons who have subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members;
- (q) **“Ordinary Resolution”** means
 - (i) a resolution passed by a simple majority of the votes cast by those Members who, being entitled to do so, vote in person or, if provided for by the Corporation, by Electronic Means at a Meeting of Members; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a Meeting of Members;
- (r) **“Organization”** means an association, corporation, partnership or society;
- (s) **“Person”** means an individual;
- (t) **“Proposal”** means a notice in writing of a matter that a Member proposes to raise at an annual general meeting;
- (u) **“Public Accountant”** means a Person or Organization with the qualifications described in section 180 of the Act who is appointed in accordance with these Bylaws;
- (v) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (w) **“Registered Office”** means the address of the Corporation as filed from time to time with Corporations Canada;

- (x) **“Roundtables”** means those working groups of the Corporation established in a specific geographic area of Canada, as determined by the Board from time to time, to carry on operations as described in Part 10 of these Bylaws;
- (y) **“Special Resolution”** means:
 - (i) a resolution passed by a majority of not less than two thirds (2/3) of the votes of those Members who, being entitled to do so, vote in person or, if determined by the Corporation, by Electronic Means at a Meeting of Members ;
 - (1) of which the period of notice required by these Bylaws has been given, and which notice includes the text of the resolution; or
 - (2) if every Member entitled to attend and vote at the meeting waives notice of the meeting, at a Meeting of Members of which less than the required period of notice has been given, or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members, and a resolution so consented to is deemed to be a Special Resolution passed at a Meeting of Members.

1.2 Canada Not-for-profit Corporations Act Definitions

Except as specifically provided herein, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

1.3 Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

PART 2. – MEMBERSHIP

2.1 Composition

Subject to the Articles, there will be one (1) class of voting Members.

Membership in the Corporation will comprise:

- (a) those Persons who are Members in good standing on the date these Bylaws are adopted by Special Resolution; and
- (b) those Persons who are eligible and who have been admitted as Members in accordance with these Bylaws

provided, in each case, that such Person has not ceased to be a Member in accordance with section 2.12.

2.2 Eligibility for Membership

A Person may be eligible for admission as a Member if he or she:

- (a) is ordinarily resident in Canada;
- (b) is of the age of majority in the jurisdiction in which they ordinarily reside; and
- (c) is interested in advancing the objects and supporting the activities of the Corporation.

2.3 Application for Membership

Unless otherwise determined by the Board in its discretion, an eligible Person who submits the following to the Corporation at its Registered Office will be admitted as a Member:

- (a) a completed application in such form as may be prescribed by the Board;
- (b) a signed agreement to abide by the Code of Ethics; and
- (c) payment of all applicable membership dues and fees.

The Board may, by Board Resolution, postpone or refuse an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Corporation.

2.4 Membership not Transferable

Membership in the Corporation is not transferable.

2.5 Term of Membership

The term of membership is one (1) year and may be renewed in accordance with section 2.6.

For purposes of calculating the duration of a term of membership, the term will be deemed to commence on the date a complete application for membership is processed, or such later date as may be determined by the Board.

2.6 Renewal and Reapplication for Membership

A Member who remains eligible may renew his or her membership for another term prior to its expiry by submitting notice of renewal in such form as may be prescribed by the Board, along with applicable membership dues and fees, to the Corporation.

A Member whose membership has expired may reapply for membership in accordance with section 2.3.

2.7 Membership Dues and Assessments

Annual membership dues will be as determined by the Board. In the absence of a Board Resolution to determine membership dues in a given year, the annual membership dues from the previous year are deemed to continue until changed by Board Resolution.

The Board may, from time to time, approve fees or special assessments to be levied against Members and notice of a special assessment will be provided to all Members in writing.

2.8 Standing of Members

All Members are deemed to be in good standing except:

- (a) a Member who is suspended or is otherwise subject to discipline (including, at the discretion of the Board, an ongoing investigation) for breaching his or her obligations as a Member.
- (b) a Member that has failed to pay the annual membership dues, fees or such special assessment determined by the Board, if any, when due and owing and such Member is not in good standing so long as the debt remains unpaid.

2.9 Compliance with Articles, Bylaws and Policies

Every Member will, at all times:

- (a) comply with the Articles, Bylaws and the policies of the Corporation adopted by the Directors from time to time;
- (b) abide by the Code of Ethics; and
- (c) further and not hinder the aims and objects of the Corporation.

2.10 Discipline of Member

Following such investigation as may be determined by the Board as appropriate in the circumstances, a Member may be disciplined or suspended for inappropriate conduct, including, without limitation, a breach of section 2.9, by Board Resolution.

A Member who is the subject of proposed discipline will be provided notice in writing of an investigation and will be given an opportunity to make reasonable written submissions within 30 days of the receipt of notice of discipline.

2.11 Expulsion of Member

A Member may be expelled and his or her membership in the Corporation revoked for inappropriate conduct, including, without limitation, a breach of section 2.9, by a resolution of the Board approved by 2/3 vote of those Directors present at a meeting of the Board, or by Board Resolution in writing.

Notice of a resolution of the Board to expel a Member will be provided to that Member and accompanied by a brief statement of reasons for the expulsion.

A Member who is the subject of proposed expulsion will be provided an opportunity to respond to the statement of reasons at or before the time the resolution of the Board is considered.

2.12 Cessation of Membership

A Person will cease to be a Member:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Registered Office and the effective date of the resignation stated thereon; or

- (b) upon the date which is 60 days after the expiry of his or her term of membership;
or
- (c) upon his or her expulsion; or
- (d) upon his or her death.

2.13 Termination of Member's Rights

The rights of a Member, including any rights in the property of the Corporation, if any, cease on the occurrence of any of the events described in section 2.12.

PART 3. - MEETING OF MEMBERS

3.1 Time and Place of Meeting of Members

A Meeting of Members will be held at a place in Canada that the Directors determine.

3.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and not more than 15 months after the holding of the preceding annual general meeting, but no later than 6 months after the end of the Corporation's preceding financial year.

3.3 Special General Meeting

Every Meeting of Members other than the annual general meeting is a special general meeting.

3.4 Calling of Special General Meeting

The Board may, whenever it thinks fit, convene a special Meeting of Members. The Board will call a special meeting on the written requisition of at least five percent (5%) of the Members.¹

3.5 Notice of Meeting of Members

Subject to the Act, the Corporation will give notice of a Meeting of Members to each Member entitled to vote at the meeting by one or more of the following means:

- (a) by personal delivery or by courier or mail addressed to the Member's Registered Address at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (b) by publication in a newsletter (including an electronic newsletter) or other publication of the Corporation distributed to all Members at least 21 days and not more than 60 days before the day on which the Meeting of Members is to be held; or
- (c) where the Member has provided an electronic mail address or facsimile number to the Corporation, by electronic mail to that address or facsimile to that number,

¹ Note that the 5% requirement to requisition a special meeting is required by the Act and cannot be altered in the bylaws.

as the case may, at least 21 days and not more than 35 days before the day on which the Meeting of Members is to be held.

However, the Corporation will provide notice as set out in subsection (a) if a Member requests that the notice be given by non-electronic means.

3.6 Waiver or Reduction of Notice Period

Members entitled to notice of a Meeting of Members may waive or reduce the notice period for a particular Meeting of Members in writing.

3.7 Entitlement to Notice of Meeting of Members

Notices of a Meeting of Members will be given to:

- (a) every Person shown on the register of members as a Member at:
 - (i) the close of business on the day immediately preceding the day on which the notice is given; or
 - (ii) the close of business on such day as may be fixed by the Directors in accordance with the Act;
- (b) the Directors; and
- (c) the Public Accountant.

No other Person is entitled to receive notice of a Meeting of Members.

3.8 Contents of Notice

Notice of a Meeting of Members will specify the place, the day and the hour of the meeting and the special business to be transacted at the meeting.

Notice of a Meeting of Members will include the text of any Special Resolution to be considered at the meeting.

3.9 Omission of Notice

The accidental omission to give notice of a Meeting of Members to, or the non-receipt of notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

PART 4. - PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Special Business

Special business is:

- (a) all business that is transacted at a special general meeting; and
- (b) all business that is transacted at an annual general meeting, except:
 - (iii) consideration of the financial statements;

- (iv) consideration of the Public Accountant's report;
- (v) the election of Directors; and
- (vi) re-appointment of the incumbent Public Accountant.

4.2 Requirement of Quorum

No business, other than the adjournment of the meeting, will be conducted at a Meeting of Members at a time when a quorum is not present.

4.3 Quorum

A quorum for a Meeting of Members is fifty (50) Members in good standing on the date upon which notice of the Meeting of Members is given, present as permitted by these Bylaws.

4.4 Lack of Quorum

If within 30 minutes from the time appointed for a Meeting of Members a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated; but in any other case it will stand adjourned to the next day, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will constitute a quorum.

4.5 Loss of Quorum

If quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.

4.6 Participation in a Meeting by Electronic Means

The Board may determine that any Meeting of Members may, in accordance with the Act, be held so as to facilitate participation by Electronic Means.

Any Person entitled to attend a Meeting of Members that the Board has determined to hold by Electronic Means may, in accordance with the Act, participate in such Meeting of Member by Electronic Means and a Person so participating in such a meeting is deemed to be present at the meeting.

4.7 Chair

The Chair (or, in the absence or inability of the Chair, the vice-chair) will preside at all Meetings of Members, provided that the Board may appoint, by Board Resolution, another Person to preside at a Meeting of Members.

If at any Meeting of Members the Chair, vice-chair or such alternate Person appointed by Board Resolution, is not present within 15 minutes after the time appointed for the meeting, those Directors present may choose one of their number to preside at that Meeting of Members.

4.8 Alternate Chair

If a Person presiding as chair of a Meeting of Members wishes to step down as chair for all or part of that meeting, the Board may designate another Director to preside for that Meeting of Members or portion thereof.

4.9 Adjournment

A Meeting of Members may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 31 days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

4.11 Ordinary Resolution Sufficient

Any issue at a Meeting of Members which is not required by the Act, the Articles or these Bylaws or to be decided by a Special Resolution will be decided by an Ordinary Resolution.

4.12 Entitlement to Vote

Each Member in good standing on the date of the Meeting of Members is entitled to one (1) vote.

4.13 Decisions by Show of Hands, Voice Vote or Secret Ballot Voting will be by show of hands or voice vote recorded by the secretary of the meeting, provided that, at the request of any Member entitled to vote at the meeting, a secret vote by written ballot will be required.

4.14 Electronic Voting

If the Corporation has determined to hold a Meeting of Members in such a manner as to facilitate participation, either wholly or in part, by Electronic Means, any Member participating in the meeting by Electronic Means and entitled to vote at the meeting may vote electronically, provided that the Corporation has made available a system of voting that meets the following criteria:

- (a) the identity of the voter can be authenticated;
- (b) the votes can be gathered in a manner that permits their subsequent verification;
and
- (c) the tallied votes can be presented anonymously, in such a way as to be impossible to identify how an individual Member voted.

4.15 Proxy Voting by Members

Proxy voting by Members is not permitted.

4.16 Voting by Mail Ballot

- (a) The Board may determine to allow Members to vote by mail in ballot at one or more Meetings of Members.
- (b) If the Board determines to allow votes by mail in ballot for a Meeting of Members, a Member may cast his or her vote to be counted at such Meeting of Members by mail-in ballot, which will be prepared by the Corporation and distributed to all Members with the notice of the meeting.
- (c) Ballots must be signed and dated by the Member completing it, and submitted to the Corporation not later than two (2) days prior to the Meeting of Members to which it relates.
- (d) Ballots will be counted by scrutineers appointed by the Board and ballot votes will be announced by the person presiding as chair following the vote by those Members present at the Meeting of Members.

4.17 Resolution in Writing

Subject to the Act, an Ordinary Resolution or a Special Resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a Meeting of Members is valid and effectual as a resolution as if it had been passed at a Meeting of Members duly called and constituted and will be deemed to be a resolution. Such a resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. A copy of every resolution in writing will be filed with minutes of the proceedings of the Members and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5. – DIRECTORS

5.1 Management of Property and Affairs

The property and the affairs of the Corporation will be managed by the Board.

5.2 Composition of Board

The Board will be composed of no fewer than nine (9) and no more than fifteen (15) Directors, each of whom will be elected by the Members in accordance with the Act.

At least two (2) of the Directors must not be officers or employees of the Corporation or its affiliates.

5.3 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of Directors in office.

5.4 Disqualified Person

A Person is disqualified from serving as a Director if he or she:

- (a) is less than 18 years of age; or
- (b) has been declared incapable by a court in Canada or elsewhere; or
- (c) is an undischarged bankrupt.

5.5 Director Must be a Member

A Person must be a Member to be eligible to be elected or serve as a Director.

5.6 Directors Subscribe to and Support Purposes

Every Director will unreservedly subscribe to and support the purposes of the Corporation.

5.7 Election of Directors.

Directors will be elected by Ordinary Resolution at a Meeting of Members at which an election of Directors is required and will take office commencing at the close of such meeting.

5.8 Term of Office

The term of office of Directors will be three (3) years, provided that the Directors may by resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected and will be deemed to expire at the close of the third annual general meeting held after such director's election to office.

5.9 Consecutive Terms

A Director may serve for a maximum of two (2) consecutive full terms.

A Person who has served two (2) consecutive full terms as a Director may not be re-elected for at least eleven (11) months following the expiry of his or her latest term, provided that a Person may be elected for an additional one (1) year term following the completion of two (2) consecutive full terms if that Person will be serving as Chair in the additional term.

5.10 Transitional Provisions Regarding Directors

On the coming into force of these Bylaws, the Directors are those Persons who are listed as directors on the most recent document filed with the Director of Corporations Canada.

Following the coming into force of these Bylaws, the Board may determine years remaining in the current term, up to a maximum of three (3), for each Director. Any terms (or portion thereof) previously served by a Director will not count towards the consecutive term limits provided for in these Bylaws.

5.11 Appointing Additional Directors

The Directors may, in accordance with the Act, appoint additional Directors to hold office until the close of the next annual general meeting.

5.12 Nominations

A Member in good standing may be nominated to serve as a Director, provided that all nominations must be made in accordance with the applicable Board Policies in force from time to time.

5.13 Election of Candidates

- (a) In elections where the number of candidates is equal to or less than the number of vacant positions for Directors, the nominated candidates will be elected by single vote as a slate.
- (b) In elections where there are more candidates than vacant positions for Directors, election will be by separate vote by show of hands or voting cards for each candidate unless a secret ballot is requested by a Member and approved by a vote of at least 1/3 of those Members present who are entitled to vote.
- (c) Candidates will be deemed to be elected in descending order of votes received. In the event of a tie for the last vacant position, run-off elections between the tied candidates will be held, provided further that if after three (3) subsequent run-off elections, the result remains a tie, the candidates will be decided by coin toss if there are two tied candidates, or by drawing straws if there are more than two tied candidates.

5.14 Voiding of Ballot

In the case of a ballot vote, no Member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be spoiled and will not be counted.

5.15 Filling Vacancy Among Directors

Subject to the Act, the remaining Directors may appoint a Member who is qualified pursuant to section 5.4 to fill a vacancy on the Board. A Person appointed to fill a vacancy will hold office for the remainder of the term vacated by his or her predecessor.

5.16 Removal of Director and Election of Replacement

The Members may remove a Director before the expiration of such Director's term of office by Ordinary Resolution passed at a special general meeting and may at that same meeting elect a replacement Director by Ordinary Resolution to serve for the remainder of the removed Director's term.

If a vacancy created by the removal of a Director is not filled at the special general meeting at which the Director was removed then, subject to the Act, the remaining Directors may fill the vacancy in accordance with section 5.15.

5.17 Election of Less than Required Number of Directors

Notwithstanding the foregoing Bylaws, if there has been a failure to elect the minimum number of Directors required by the Articles, the Directors then in office will without delay call a special general meeting to fill the vacancy or vacancies, as the case may be.

5.18 Ceasing to be a Director

A Person will cease to be a Director:

- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Corporation or to the Registered Office and the effective date of the resignation stated therein;
- (b) upon the date such Person is no longer a Member;
- (c) upon his or her removal;
- (d) upon ceasing to be qualified pursuant to section 5.4; or
- (e) upon his or her death.

5.19 Remuneration of Directors and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. A Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation.

5.20 Protection of Directors and Officers

Subject to the provisions of the Act and in accordance with Board Policy, the Corporation will indemnify every present and former Director and officer and will purchase and maintain appropriate liability insurance for the benefit of the Corporation, its directors and officers.

PART 6. – POWERS OF THE BOARD

6.1 Plenary Powers of the Board

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these Bylaws and the Articles.

6.2 Financial Powers

The Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

6.3 Board Policy

The Board may establish Board Policies relating to the affairs of the Corporation as it deems expedient, provided that no Board Policy is valid to the extent that it is inconsistent with the Act, the Articles or these Bylaws.

6.4 Executive Director

The Board may appoint, dismiss, and prescribe the terms and duties of employment of, an Executive Director. The person appointed as Executive Director shall not be a Director.

6.5 Banking Arrangements

The Board will designate, by Board Resolution, and in accordance with the Act, the financial institution or institutions at which the Corporation will deposit its assets.

The Board may designate, by Board Resolution, the officers and other Persons who are authorized to transact the banking business of the Corporation, subject to such restriction as the Board determines from time to time.

6.6 Investment of Property and Standard of Care

The Board may invest the property of the Corporation in accordance with the Act and applicable Board Policies in force from time to time.

PART 7. - PROCEEDINGS OF THE BOARD

7.1 Regular Meetings

The Board may, by Board Resolution, designate one or more days in the coming fiscal year for regular meetings of the Board, to be held at a place and time named and no further notice of such meetings is required.

7.2 Calling of Meetings

The Chair, vice-chair or secretary may at any time, and the secretary at the request of any two (2) Directors will, convene a meeting of the Board.

The Board will hold a meeting within seven (7) days of the annual general meeting for the purpose of organization, election of officers and such other business as may be necessary.

7.3 Notice of Meetings

Meetings of the Board may be held at any time and place determined by the Board, provided that two (2) days' notice of such meeting will be sent to each Director.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the secretary of the Corporation.

For the purposes of a meeting of the Board held immediately following the election of a Director or Directors at a Meeting of Members, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

7.4 Quorum

A quorum for a meeting of the Board will be a majority of the Directors currently in office.

A Director who has, or may have, an interest in a proposed contract or transaction with the Corporation will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction unless permitted by the Act.

7.5 Chair of Meetings

The Chair (or, in the absence or inability of the Chair, the vice-chair) will preside at all meetings of the Board, provided that the Board may appoint, by Board Resolution, another Person to preside at a meeting of the Board.

If at any meeting of the Board the Chair, vice-chair or such alternate Person appointed by Board Resolution, is not present within 15 minutes after the time appointed for the meeting, those Directors present may choose one of their number to preside at that meeting.

7.6 Alternate Chair

If a Person presiding as chair of a meeting of the Board wishes to step down as chair for all or part of that meeting, the Board may designate another Director to preside for that meeting or portion thereof.

7.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the Act to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

7.8 Electronic Participation

One or more Directors may, in accordance with the Act, and if all of the Directors consent, participate in a meeting of Directors or of a committee of Directors by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

7.9 Procedure for Voting

Voting where all participating Directors are present in person will be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Director, a secret vote by written ballot will be required.

Where one or more Directors is participating by Electronic Means, voting will be by poll, with each Director indicating his or her vote when polled.

7.10 Resolution in Writing

A Board Resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 8. - OFFICERS

8.1 Officers

The officers of the Corporation are the Chair, vice-chair, secretary, treasurer and Executive Director, together with such other offices, if any, as the Board, in its discretion, may create.

The Board may, by Board Policy, create and remove such other offices of the Corporation as it deems necessary and will determine by Board Policy the duties, responsibilities and term of all officers.

PART 9. – COMMITTEES

9.1 Establishing Committees

The Board may, by Board Policy, appoint such committees as it deems appropriate from time to time and establish the mandate, responsibilities and powers of each such committee, provided that each such committee will include at least one Director.

9.2 Delegation to Committees

The Board may, in accordance with the Act, delegate its powers to committees. Every committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by the Board.

9.3 Board Policy

A committee, in the exercise of the powers delegated to it, will conform to applicable Board Policies in force from time to time.

PART 10. – ROUNDTABLES

10.1 Establishment of Roundtables

The Board may, by Board Policy, establish and dissolve Roundtables within any specified geographical area of Canada to promote the objects of the Corporation within such areas.

10.2 Management of Roundtables

The affairs of any Roundtable will be conducted by a governing committee, in accordance with all such Board Policies and policies governing the operation and management of Roundtables as may be established from time to time by the Board.

The governing committee of a Roundtable will, on request by the Board and in any event not less than annually, provide a report on the activities and finances of the Roundtable to the Board.

PART 11. – EXECUTION OF DOCUMENTS

11.1 No Seal

The Corporation will not have a seal.

11.2 Execution of Cheques, Drafts Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange may be executed on behalf of the Corporation by an officer or officers or Person or Persons, and in the manner, as from time to time prescribed by the Board.

11.3 Execution of Documents Generally

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (a) any two of the Chair, vice-chair, secretary or treasurer, or
- (b) in the absence of all such officers, any two (2) Directors

and all contracts, documents and instruments in writing so signed will be binding upon the Corporation without any further authorization or formality.

The Board will have power from time to time by Board Policy to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally, to sign classes of documents, or to sign specific contracts, documents or instruments in writing. All documents executed in accordance with Board Policies are binding on the Corporation without further action or formality.

PART 12. – BORROWING

12.1 Powers of Directors

In order to carry out the purposes of the Corporation, the Board may, on behalf of and in the name of the Corporation,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

12.2 Restrictions on Borrowing Powers

The Members may by Special Resolution restrict the borrowing powers of the Board.

PART 13. – AUDITOR

13.1 Appointment of Public Accountant

The Members will, by Ordinary Resolution at each annual general meeting, appoint a Public Accountant to hold office until the close of the next annual general meeting.

13.2 Failure to Appoint

If no appointment is made at an annual general meeting, the incumbent Public Accountant is deemed to continue in office until a successor is appointed by Ordinary Resolution.

13.3 Notice of Appointment and Removal

A Public Accountant will be promptly informed in writing of his, her or its appointment or removal.

13.4 Removal and Replacement of Public Accountant

The Members may, by Ordinary Resolution at a special general meeting, remove a Public Accountant from office, except where such Public Accountant is appointed by the court in accordance with the Act.

A vacancy created by the removal of the Corporation's Public Accountant may be filled by Ordinary Resolution at the special general meeting at which the prior Public Accountant was removed, provided that, if not so filled at that meeting, the vacancy will be filled by Board Resolution following the meeting.

13.5 Ceasing to Hold Office

A Public Accountant will cease to hold office:

- (a) upon the date which is the later of the date of delivering his, her or its resignation in writing to the Registered Office and the effective date of the resignation stated thereon;
- (b) upon his or her death or, in the case of an Organization, dissolution;
- (c) upon his, her or its removal in accordance with section 13.4; or
- (d) upon the date a replacement Public Accountant is appointed in accordance with the Act and these Bylaws.

13.6 Filling Vacancy

Where a vacancy in the office of Public Accountant occurs for a reason other than removal in accordance with section 13.4, a replacement Public Accountant will be appointed without delay by Board Resolution to fill the vacancy, and such replacement Public Accountant will hold office until the close of the next annual general meeting.

13.7 Replacement to Request Statement from Incumbent

As is required by the Act, the Corporation will not appoint a Public Accountant to replace a prior Public Accountant who has resigned, been removed or whose term has expired or is about to expire, and no Public Accountant will accept or consent to an appointment in such circumstances, until the proposed Public Accountant has requested from the previous Public Accountant a written statement of the circumstances and reasons, in the previous Public Accountant's opinion, for his, her or its replacement.

Subject to the Act, if a written statement is not received from the previous Public Accountant within 15 days of the request by the proposed Public Accountant, the Corporation may appoint the proposed Public Accountant and the proposed Public Accountant may accept the appointment as Public Accountant to the Corporation.

13.8 Attendance at Meetings of Members

The Public Accountant for the Corporation is entitled to attend any Meeting of Members at the expense of the Corporation and to speak on matters related to his, her or its duties as Public Accountant.

If requested by a Member or Director in accordance with the Act, the Public Accountant will attend a Meeting of Members at the expense of the Corporation and answer questions relating to his, her or its duties.

13.9 Audit of Financial Statements

The Public Accountant will conduct an annual audit engagement in accordance with the Act.

13.10 Report to Members

After conducting an audit engagement, the Public Accountant will report to the Members in the manner required by the Act.

PART 14. – NOTICE

14.1 Method of Giving Notice

Except as otherwise provided in the Act or these Bylaws, a notice may be given to a Member, a Director or the Public Accountant by any one or more of the following methods:

- (a) by personal delivery; or
- (b) by courier or prepaid mail addressed to such Member or Director's Registered Address; or
- (c) by telephone; or
- (d) where the Member, Director or Public Accountant, as the case may be, has provided an email address or facsimile number to the Corporation and has consented in writing to receive notices by one of these methods, by electronic mail or facsimile, as the case may be.

14.2 When Notice Deemed to have been Received

A notice sent by courier or prepaid mail or delivered personally will be deemed to have been received at the time it would be delivered in the ordinary course of mail.

In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered by electronic mail will be deemed to have been received on the day it reaches the electronic mail address that the Member has designated for the purpose of receiving notices.

14.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

PART 15. – MISCELLANEOUS

15.1 Head Office

The head office of the Corporation will be in such province in Canada as may be set in the Articles, at a location in that province as may be determined by the Board from time to time.

15.2 Financial Year

The financial year of the Corporation will terminate on January 31 of each year, or such other date as may be set by Board Resolution.

15.3 Right to become Member of other Corporation

The Corporation will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

PART 16. - BYLAWS

16.1 Repeal of Previous Bylaws

On the date these Bylaws are adopted by Special Resolution, all prior bylaws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of these Bylaws are, to that same extent, repealed.

16.2 Prior Acts Valid Despite Repeal

The repeal of prior bylaws, resolutions and other enactments does not invalidate or otherwise impair in any way the validity of any act or thing done pursuant to any such repealed bylaws, resolutions or other enactment.

16.3 Resolution of Members required to Alter or Add to Bylaws

Subject to section 197(1) of the Act, the Members may amend, add to or repeal the Bylaws by Ordinary Resolution.

16.4 Amendment and Repeal of Bylaws

Subject to the Act, the Articles and these Bylaws, the Board may make, amend or repeal any Bylaws to regulate the activities or affairs of the Corporation. Any such Bylaw, 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 Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, 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.

16.5 Special Resolution Required

Notwithstanding the foregoing, the Board may not make, amend or repeal any Bylaws where the enactment, amendment or repeal would have any of the following effects:

- (a) changing the conditions for membership in the Corporation; or

- (b) changing or removing any designation, rights or conditions or any class, category or group of Members; or
- (c) dividing any existing class, category or group of Members into two or more classes categories or groups or fixing the rights of such classes, categories or groups; or
- (d) adding, changing or removing a provision respecting the transfer of membership; or
- (e) changing the manner of giving notice to members entitled to vote at a Meeting of Members; or
- (f) changing the method of absentee or electronic voting by Members; or
- (g) changing or altering any provision of the Articles.

A provision of the Bylaws respecting matters described above may be made, amended or repealed by Special Resolution.

16.6 Effective Date

Any amendment, addition to or repeal of the Bylaws is effective as of the later of:

- (a) the date when the Special Resolution authorizing the alteration was passed; or
- (b) such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.

These Bylaws adopted by Special Resolution on _____, 2013.

Director

Director