

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of The International Corrections and Prison Association for the Advancement of Professional Corrections (the “Corporation”)

TABLE OF CONTENTS

Section 1 — General
Section 2 — Membership – Matters Requiring Special Resolution
Section 3 — Membership Fees
Section 4 — Meetings of Members
Section 5 — Directors
Section 6 — Duties of Directors
Section 7 — Meetings of Directors
Section 8 — Officers
Section 9 — Appointment of Other Personnel
Section 10 — Authority to Bind Corporation
Section 11 — Finance
Section 12 — Notices
Section 13 — Effective Date

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 — GENERAL

1.01 Definitions

In this by-law and all other by-laws 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 the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) “board” means the board of directors of the Corporation and “director” means a member of the board;
- d) “by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

- e) “individual person” means one person and shall not include corporations, organizations or groups;
- f) “meeting of members” includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g) “member” includes all full individual members, individual professional members, agency members, affiliate members, affiliate agency members and honorary life members.
- h) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;
- i) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- k) “Regional ICPA Organizations” means a specific geographic group who supports the mission and vision of the Corporation and carries out such work in a specific geographic area; and
- l) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the president of the Corporation shall be the custodian of the corporate seal.

1.04 Financial Year End

The financial year end of the Corporation shall be June 30.

1.05 Banking Arrangements

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

1.06 Annual Financial Statements

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

1.07 Registered Office

The Registered Office of the Corporation shall be in the City of Ottawa in the Province of Ontario and the Registered Office may be at such other place within the Province of Ontario from time to time as the directors of the corporation may fix by special resolution.

SECTION 2 — MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be six (6) classes of members in the Corporation, namely, full individual member, individual professional member, agency member, affiliate member, affiliate agency member and honorary life member.

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. All members shall pay fees in accordance with the by-laws and based on a fee schedule approved by the board from time to time. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

a) Full Individual Member

- (i) A full individual member voting membership shall be available only to an individual person who supports the mission and vision of the Corporation and who has applied and has been accepted by the Corporation for full individual member voting membership in the Corporation.
- (ii) The term of membership of a full individual member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.

- (iii) As set out in the articles, each full individual member is entitled to receive notice of, attend and vote at all meetings of members and each such full individual member shall be entitled to one (1) vote at such meetings.

b) *Individual Professional Member*

- (i) (i) An individual professional member voting membership shall be available only to an individual person who supports the mission and vision of the Corporation, carries on an occupation which the Corporation deems to be a professional in nature, and who has applied and has been accepted by the Corporation for individual professional voting membership in the Corporation.
- (ii) The term of membership of an individual professional member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.
- (iii) As set out in the articles, each individual professional member is entitled to receive notice of, attend and vote at all meetings of members and each such individual professional member shall be entitled to one (1) vote at such meetings.

c) *Agency Member*

- (i) An agency member voting membership shall be available only to governments, government departments, agencies, private sector organizations or corporations and non-governmental organizations or corporations who support the mission and vision of the Corporation and who have applied and have been accepted by the Corporation for agency member voting membership in the Corporation.
- (ii) The term of membership of an agency member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.
- (iii) There are four (4) sub-classes of agency member, which shall be referred to as bronze, silver, gold and platinum and each sub-class of membership shall have different privileges and be subject to different membership fees in accordance with the policies of the Corporation.
- (iv) As set out in the articles, each agency member is entitled to receive notice of, attend and vote at all meetings of members and each such agency member shall be entitled to three (3) votes at such meetings.

d) *Affiliate Member*

- (i) An affiliate member non-voting membership shall be available only to an individual person who supports the mission and vision of the Corporation and who has applied and has been accepted for affiliate member non-voting membership in the Corporation.
- (ii) The term of membership of an affiliate member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time
- (iii) Subject to the Act and the articles, an affiliate member non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in the Act.

e) *Affiliate Agency Member*

- (i) An affiliate agency member non-voting membership shall be available only to agencies, private sector organizations or corporations, and non-governmental organizations or corporations who support the mission and vision of the Corporation and who have applied and have been accepted by the Corporation for affiliate member non-voting membership in the Corporation.
- (ii) The term of membership of an affiliate agency member is continuous, subject to and in accordance with the policies of the Corporation set by the board from time to time.
- (iii) Subject to the Act and the articles, an affiliate agency member non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in section 197(1) of the Act.

f) *Honorary Life Member*

- (i) An honorary life member voting membership shall be available to individual persons who the Corporation believes have provided service to the Corporation, a long-term contribution to criminal justice and who support the mission and vision of the Corporation and have been chosen by the board after having been nominated by a director or member.

- (ii) The term of membership of an honorary life member shall be continual until the death of the honorary life member, subject in accordance with the policies of the Corporation.
- (iii) As set out in the articles, each honorary life member is entitled to receive notice of, attend and vote at all meetings of members and each such honorary life member shall be entitled to one (1) vote at such meetings.
- (iv) Members or directors wishing to nominate an individual person for consideration by the board to be an honorary life member (the “nomination”) shall present the nomination to the board pursuant to the policies of the Corporation.
- (v) If the board approves the nomination the individual who was nominated will be invited to accept the honorary life member membership and such acceptance shall be announced at a general meeting of the members.

2.02 Member Termination and Transfer

Members may terminate their membership by giving notice to the Corporation. Members may transfer to a different class of members if they satisfy the conditions of membership for that class and the board approves the transfer.

Membership may be terminated pursuant to s. 154 (Termination of Membership) of the Act.

2.03 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

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

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.04 Regional ICPA Organizations

Members of the Corporation are entitled to establish regional organizations of the Corporation, generally representing a continent, provided the following conditions are met:

- a) The regional organization will be established by an initiative or with the agreement of the Corporation's board and ratified by the Corporation's members at the general meeting;
- b) The regional organization will be registered as a legal entity in a country within the region, as will be decided by the establishing members, and with the agreement of the Corporation's board;
- c) The aims of the regional organization will be the same as that of the Corporation. The regional organization statutes and by-laws will be made in accordance with the laws of the country in which the organization is established, but no article in the statutes or the by-laws may contradict or conflict with the statutes or the by-laws of the Corporation;
- d) The activity of the regional organization will be limited to activity within the region in which it was established. When considering an activity that extends to a region where another Regional ICPA Organization exists, the involved region should be contacted to ensure no conflict exists and to offer an opportunity for cooperation. In areas where no Regional ICPA Organization exists, the Corporation should be notified to ensure an opportunity for the Corporation's participation when appropriate;
- e) Each ICPA regional organization will elect at least one of the Corporation's board member to its board of directors;
- f) Any and all members of the Regional ICPA Organization must be members of the Corporation;
- g) A Regional ICPA Organization that meets the conditions mentioned above will be licensed to use the Corporation's name and logo in its publications and activities;
- h) A licensing agreement will be signed between the Corporation and the Regional ICPA Organization, to settle all other matters of relationship that are not contemplated in the by-laws;
- i) If a Regional ICPA Organization is violating the Corporation's articles, by-laws, or licensing agreement or is not functioning in harmony with the Corporation's mission and goals the Regional ICPA Organization shall be notified of such violation and shall be given sixty (60) days to correct the violation. If the Regional ICPA Organization fails to act to rectify the violation, the ICPA regional organization name and logo may be revoked by the Corporation. The Corporation's board of directors has the authority under its articles and by-laws to revoke the membership of individual members or the licensing agreement of a Regional ICPA Organization for actions or activities that are contrary to the mission and the purpose of the Corporation.

SECTION 3 — MEMBERSHIP FEES

3.01 Membership Fees

- a) Membership fees for all members shall be determined by the board, subject to the approval by the members entitled to vote at the general meeting.
- b) Members shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within three (3) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

SECTION 4 — MEETINGS OF MEMBERS

4.01 General Meeting

- a) A general meeting will be held annually at the office of the Corporation or at such other place as the board may determine in accordance with the articles and by-laws.
- b) A general meeting shall be convened upon a requisition being delivered to the board in accordance with s. 167 (Requisition of Meeting) of the Act.
- c) A general meeting may be convened upon a resolution being passed by the board in accordance with the articles and by-laws.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the members.

4.03 Chair of the Meeting

The president shall be the chairperson at general meetings and other such meetings of the members, and in the absence of the president, the vice-president shall be the chairperson and in the absence of the vice-president the board shall determine who the chairperson shall be at general meetings and other such meetings of the members.

4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Votes to Govern

- a) At any meeting of members every question shall, unless otherwise provided by the articles, by-laws or by the Act, be determined by a majority (51%) of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.
- b) Votes shall be cast by a show of hands of those present and entitled to vote, except where the Act or by-laws otherwise provide.
- c) Proxy votes shall not be accepted and all members entitled to vote must attend the meeting personally to cast the vote.

SECTION 5 — DIRECTORS

5.01 Election and Term

- a) Subject to the articles, the members shall elect a minimum of seven (7) and a maximum of sixteen (16) directors.
- b) Subject to the articles, the members shall elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring no later than four (4) years from the date of election.
- c) Directors of the Corporation shall be members of the Corporation.
- d) Subject to the articles, directors may be elected for staggered terms.
- e) A member wishing to stand for election (the “candidate”) shall provide a nomination document in a form prescribed by the Corporation and the by-laws, to the executive director a minimum of thirty (30) days prior to a general meeting. The candidate shall satisfy the conditions pursuant to s. 126 (Qualification of Directors) of the Act.
- f) A nomination document must be duly executed by the candidate and include a written statement no more than five-hundred (500) words in length, describing the candidate.
- g) In the event that more candidates submit nomination documents than there are vacant board positions, an election shall be held and votes cast by written ballot by all eligible members and the candidate(s) with the highest number of votes shall be elected.

- h) In the event that the number of candidates does not exceed the number of vacant positions on the board the election shall take place by a show of hands.
- i) The board may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual general meeting of members.
- j) A director ceases to hold office in accordance with s. 129 (Ceasing to hold office) of the Act.
- k) No director shall serve in the same position for more than two (2) terms.
- l) Subject to the Act, the articles and the by-laws, where practicable the board shall be comprised of at least one (1) member from each of the following regions: Europe, Africa, North America, Asia, Oceania and Latin America.
- m) All directors shall agree in writing to fulfil the role and responsibility of directors and this agreement shall be executed by the candidate prior to his election or shortly thereafter his election to the board.

5.02 Remuneration

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed so as to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

SECTION 6 – DUTIES OF DIRECTORS

6.01 Board Duties

- a) The board shall receive and manage funds on behalf of the Corporation
- b) The board shall appoint the executive director and fix the remuneration and other terms and conditions of the executive director's employment.
- c) The board shall, with the assistance of the executive director, maintain all necessary books and records of the Corporation in compliance with the by-laws, the articles and the Act.
- d) The board shall implement the work program as approved by the members at the general meeting and the board has such authority to modify the work program from time to time as required to achieve implementation.

- e) The board shall approve affiliation agreements with such other associations or groups that the board considers to be appropriate.
- f) The board shall undertake all other acts it deems necessary or fitting in order to carry out the mandate of the Corporation and effect the objectives of the Corporation.

6.02 Board Duties at General Meeting

- a) The board shall convene the general meeting pursuant to the by-laws and shall be responsible for establishing an agenda for the general meeting, setting the date of the general meeting and deciding upon a venue for the general meeting.
- b) The board shall issue invitations to individuals, organizations and others who are involved in and concerned with correctional issues to attend the general meeting as observers.
- c) The board shall present reports to the members at the general meeting and such reports shall review the activities undertaken by the Corporation since the previous general meeting. Such activities being reviewed, subject to any provision in the by-laws or Act, shall be at the sole discretion of the board.
- d) The board shall present to the members a financial report for the previous year, including annual accounts, certified by the auditors of the Corporation.
- e) The board shall present to the members a provisional budget and a work program for the upcoming year.
- f) The board shall prepare for the general meeting and may present a report to the members outlining activities to be undertaken by the board in the future.

SECTION 7 — MEETINGS OF DIRECTORS

7.01 Calling of Meetings, Quorum and Chairperson

- a) The board shall meet on the occasion of the general meeting and at the request of the President.
- b) The board shall meet if at least three (3) directors request that the board meet and give notice of the same to the executive director. Twenty-one (21) days notice must be given to all directors of such a meeting.
- c) The quorum for meetings of the board shall be five (5) directors and the chairperson. Any meeting of the board where quorum is present shall be able to

exercise all or any of the authorities, powers or discretions of the board pursuant to the by-laws, articles or the Act.

- d) A meeting of the board shall have a chairperson and the president shall be the chairperson, or in the president's absence, the vice-president shall be the chairperson. If neither the president nor vice-president are present, a chairperson shall be determined by the board.

7.02 Notice of Meeting and Electronic Attendance

- a) Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 12.01 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- b) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
- c) Meetings of the board may be held by telephonic, electronic or other means of communication as long as all participants may participate adequately with each other.

7.03 Regular Meetings

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

7.04 Votes to Govern

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

7.05 Committees

- a) The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.
- b) No committee shall exercise or purport to exercise the following powers or authority without explicit permission of the board: to represent the Corporation; the adoption, alteration, or repeal of any by-law of the Corporation; the election or appointment of any director, or the removal of any officer, from the Corporation; to amend or repeal any resolution previously adopted by the board; to enter into any binding obligations on behalf of the Corporation.
- c) The board may appoint an executive committee whose committee members shall include the officers, the executive director and such other members as the board may appoint from time to time. The executive committee shall exercise powers as authorized by the board.
 - (i) The executive committee shall meet from time to time, as determined by the executive committee members.
 - (ii) Executive committee meetings shall not be subject to the notice provisions in section 12 herein. Notice of meetings will be provided to executive committee members as soon as practicable.
 - (iii) A quorum at any meeting of the executive committee members shall be three (3) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

SECTION 8 — OFFICERS

8.01 Description of Offices

- a) The officers of the Corporation shall be elected at the general meeting by the members.
- b) The officers of the Corporation shall be directors.
- c) Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if

designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (i) **President** – The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and shall have such powers and duties as the board may specify. The president shall be the chairperson for all meetings of members and meetings of the board.
- (ii) **Vice-president** – The vice-president shall have such powers and duties as the board may specify. In the president's absence, the vice-president shall be the chairperson for meetings of members and meetings of the board.
- (iii) **Treasurer** - The treasurer shall be responsible for the funds and securities of the Corporation. The treasurer shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the Corporation and shall have such powers and duties as the board may specify.

The board may elect other officers from time to time as it requires and sees fit.

8.02 Vacancy in Office

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

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a director (if a necessary qualification of appointment has changed pursuant to the by-laws, articles or the Act); or
- d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 — APPOINTMENT OF OTHER PERSONNEL

9.01 Additional Personnel

The board may appoint an executive director who shall be responsible to the board and administer the day to day business and affairs of the Corporation. The board may appoint additional staff members and these staff members shall report to the executive director who shall allocate their duties, with a budget approved by the board, and supervise the day to day work of the staff members.

SECTION 10 — AUTHORITY TO BIND CORPORATION

10.01 Authority to Bind

- a) The board shall represent the Corporation and shall have the authority to bind the Corporation.
- b) An officer and the executive director acting jointly may bind the Corporation.
- c) All contracts, documents and other instruments in writing executed in accordance with s. 10.01(a) and (b) of this by-law shall be binding upon the Corporation.

SECTION 11 — FINANCE

11.01 Funds received by the Corporation

The funds of the Corporation shall be comprised of the following (collectively, the “fund(s)”):

- a) Membership fees and subscriptions;
- b) Sponsorship;
- c) Grants, special contributions and other forms of income from such foundations, international agencies and other bodies as the board shall approve; and
- d) Income from the sale of publications and other professional services.

The funds of the Corporation shall be applied exclusively to the purposes of the Corporation.

SECTION 12 — NOTICES

12.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a

meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

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

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The executive director may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the executive director to be reliable. The declaration by the executive director that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

12.03 Omissions and Errors

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

SECTION 13 — EFFECTIVE DATE

13.01 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when approved by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 20_____ and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20_____.

Dated as of the _____ day of _____, 20_____.

[Indicate name of director/officer]

BY-LAW NO. 2

A by-law amending the membership provisions of The International Corrections and Prison Association for the Advancement of Professional Corrections (the “Corporation”)

Sections of By-law No. 1 of the Corporation are hereby repealed and the following enacted in substitution therefor:

Section 1.01 (g) shall be deleted and replaced, as follows:

“ “member” means any full member, professional member, staff member, basic member, honorary life member, agency member or partner agency member and “members” means all full members, professional members, staff members, basic members, honorary life members, agency members and partner agency members.”

Section 2.01, the first paragraph shall be deleted and replaced, as follows:

“Subject to the articles, there shall be seven (7) classes of members, namely: full member, professional member, staff member, basic member, honorary life member, agency member and partner agency member.

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. All members shall pay fees in accordance with the by-laws and based on a fee schedule approved by the board from time to time. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:”

Section 2.01 a) shall be deleted and replaced, as follows:

“a) Full Member

- i. A full member voting membership shall be available only to an individual person who supports the mission and vision of the Corporation and who has applied and has been accepted by the Corporation for full member voting membership in the Corporation.
- ii. The term of membership of a full member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.
- iii. As set out in the articles, each full member is entitled to receive notice of, attend and vote at all meetings of members and each such full member shall be entitled to one (1) vote at such meetings.”

Section 2.01 b) shall be deleted and replaced as follows:

“b) Professional Member

- i. A professional member voting membership shall be available only to an individual person who supports the mission and vision of the Corporation, carries on an occupation which the Corporation deems to be professional in nature, and who has applied and has been accepted by the Corporation for professional member voting membership in the Corporation.
- ii. The term of membership of a professional member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.
- iii. As set out in the articles, each professional member is entitled to receive notice of, attend and vote at all meetings of members and each such professional member shall be entitled to one (1) vote at such meetings.”

Section 2.01 c) shall be deleted and replaced as follows:

“c) Staff Member

- i. A staff member non-voting membership shall be available only to an individual person who hold a formal position with an agency member, who supports the mission and vision of the Corporation and who has applied and has been accepted for staff member non-voting membership in the Corporation.
- ii. The term of membership of a staff member shall coincide to the membership of the agency member for whom the staff member is associated with, however the Corporation may deny the renewal of a staff member’s membership in accordance with the policies of the Corporation set by the board from time to time.
- iii. Subject to the Act and the articles, a staff member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in the Act.”

Section 2.01 d) shall be deleted and replaced as follows:

“d) Basic Member

- i. A basic member non-voting membership shall be available only to an individual person who supports the mission and vision of the Corporation and who has applied and has been accepted for basic member non-voting membership in the Corporation.
- ii. The term of membership of a basic member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.
- iii. Subject to the Act and the articles, a basic member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in the Act.”

Section 2.01 e) shall be deleted and replaced as follows:

“e) Honorary Life Member

- i. An honorary life member voting membership shall be available to individual persons who the Corporation believes have provided service to the Corporation, a long-term contribution to criminal justice, who support the mission and vision of the Corporation, have been nominated by a director or member to be an honorary life member and have been chosen by the board to be admitted as an honorary life member.
- ii. The term of membership of an honorary life member shall be automatically renewed until the death of the honorary life member, subject to the policies of the Corporation set by the board from time to time.
- iii. As set out in the articles, each honorary life member is entitled to receive notice of, attend and vote at all meetings of members and each such honorary life member shall be entitled to one (1) vote at such meetings.
- iv. Members or directors wishing to nominate an individual person for consideration by the board to be an honorary life member (the "nomination") shall present the nomination to the board pursuant to the policies of the Corporation.
- v. If the board approves the nomination, the individual who was nominated will be invited to accept the honorary life member membership and such acceptance shall be announced at a general meeting of the members.”

Section 2.01 f) shall be deleted and replaced as follows:

“f) Agency Member

- i. An agency member voting membership shall be available only to governments, government departments, agencies, private sector organizations or corporations and non-governmental organizations who support the mission and vision of the Corporation and who have applied and have been accepted by the Corporation for agency member voting membership in the Corporation.
- ii. The term of membership of an agency member shall be annual, subject to renewal in accordance with the policies of the Corporation set by the board from time to time.
- iii. As set out in the articles, each agency member is entitled to receive notice of, attend and vote at all meetings of members and each such agency member shall be entitled to three (3) votes at such meetings.”

Section 2.01 g) shall be added, as follows:

“g) Partner Agency Member

- i. A partner agency member non-voting membership shall be available only to agencies, private sector organizations or corporations, and non-governmental organizations or corporations who support the mission and vision of the Corporation and who have applied and have been accepted by the Corporation for partner agency member non-voting membership in the Corporation.
- ii. Partner agency membership shall be automatically renewed annually, subject to and in accordance with the policies of the Corporation set by the board from time to time.
- iii. Subject to the Act and the articles, a partner agency member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in section 197(1) of the Act.”

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the 26 of May, 2015 and confirmed by the members of the Corporation by special resolution on the 27 of October, 2015.

Dated as of the 27 of October, 2015.

A handwritten signature in black ink, appearing to read 'P. van der Sande', written over a light gray rectangular background.

Name: Peter van der Sande
Title: President ICPA