

BYLAW 2025

Annex A - Summary of Changes in Bylaws 2025

The following are new or modified provisions in Bylaw 2025, which aim to update definitions, improve clarity, align with regulatory requirements, and refine governance structures.

Article 1 - Interpretation and Definitions

1.1. Definitions

- l. Change in title of position to provide clarity
- m. Change in title of position to provide clarity
- p. Change in title of position to provide clarity

1.2 Interpretations

- a. Removed reference regarding genders as By-laws are now gender neutral.

Article 4 – Membership

4.2 Categories of Voting Membership

- a. Change in title of position to provide clarity on voting rights.

4.3 Categories of Non-Voting Membership

- a. Change in title of position to provide clarity and updating, and to specify which accreditation programs are eligible under the Student Membership.

4.4 Application, Terms and Membership fees

- a. Change enables the Board of Directors to delegate approving members.
- b. Updated to provide clarity on who can be granted membership.
- c. Added to ensure that members maintain eligibility for their membership class while allowing flexibility for reclassification if circumstances change.
- d. and e. Change due to renumbering.

4.5 Rights, Privileges and Obligations

- c. Added to ensure members must be in good standing to exercise the rights of their membership.
- d. Updated based on change in By-law 4.3 and renumbering.

4.6 Professional Conduct

- b. Updated to reflect that the Board of Directors approve terms of reference which contains the number of members and terms of office, and renumbering.

Article 5 – Members’ Meetings

5.7 Proxies

- b. Revised based on change in By-law 4.2.

Article 6 – Board of Directors

6.2 Composition

b. Revised to increase the number of Voting Members and removal of Non-Member Representative as a Director.

c. Revised based on change in By-law 4.2.

6.3 Qualifications

a. Updated qualifications of Directors based on change in By-law 4.2 and 6.2, and to uphold the integrity and ethical standards of the Board, and renumbering.

6.4 Removal of Directors

a. Updated based on revisions in section 6.3 and for clarity.

6.5 Vacancies

a. Revised to provide clarity.

6.7 Election and Term of Office

b. Revised to change terms to remove consecutive full terms, so that members cannot seek additional terms after serving four consecutive terms.

6.11 Non-Member Representative

a and b. Revised to align with the requirements of the Canadian Not-for-Profit Corporations Act and to provide clarity on the role, term limits, and non-voting status of the Non-Member Representative within the Board.

Article 7 – Nominations and Elections

7.2 Nomination Process

a. Revised to provide clarity on the required qualifications, skills and experience of candidates based on the needs of the Board and the Institute.

b. Revised to provide clarity.

c. Revised to provide clarity.

d. Revised to provide clarity on the role of the Nominations Committee in assessing candidates based on the required qualifications, skills and experience and needs of the Board and the Institute.

e. Revised to align with the requirements of the Canadian Not-for-Profit Corporations Act.

7.3 Voting Process

- a. Revised to align with the requirements of the Canadian Not-for-Profit Corporations Act.
- b. Revised based on new terminology.

Article 10 – Other Committees

10.1 Committees

- a. Revised to enable the Board of Directors to delegate the appointment of Chairs and Vice-Chairs.

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1.0 INTERPRETATION AND DEFINITIONS

1.1 DEFINITIONS

- a. **“Act”** means the Canada Not-for-profit Corporations Act, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. **“Articles”** means any document or instrument that incorporates the Institute or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- c. **“AGM”** means the Annual General Meeting of the Members of the Institute.
- d. **“Branch”** means a gathering of Members in a city or other geographic area for the purpose of furthering the objects of the Institute for Members residing or carrying on business in that geographic area.
- e. **“Committee”** means a standing committee, ad hoc committee, council, task force, branch or other working group established from time to time by the Board.
- f. **“Days”** means business days, unless otherwise stated.
- g. **“Director”** and **“Board of Directors”** means the elected Directors of the Institute.
- h. **“Fellow of the National Payroll Institute (F.NPI)”** means a person who has received Distinguished Service Recognition as determined by the Board of Directors.
- i. **“Government Regulations”** means the regulations made under the Act as amended, restate or in effect from time to time.
- j. **“In writing”** includes both paper and electronic correspondence.
- k. **“Member”** means a person who has been admitted as a Member pursuant to section 4.1.
- l. **“Non-Member Representative”** means a person appointed to the Board who is not a Member of the Institute.
- m. **“Non-Voting Member”** means a Student Member, a Fellow Member, or a Retired Member of the Institute, as defined in section 4.3.
- n. **“Officers”** means the persons elected by the Board to hold the positions of Chair of the Board, Vice-Chair of the Board, Treasurer, Immediate Past-Chair, and President as referred to in subparagraph 8.1 of the By-laws.
- o. **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution.
- p. **“Voting Representative”** means a person named to act as an authorized representative of an Organization Member.
- q. **“Region”** means the following areas into which the Institute has grouped its membership for the purpose of organizing its work in assisting its Members and promoting its objects:
 - i. **Pacific:** British Columbia, the Yukon Territory and all areas outside Canada;
 - ii. **Prairie:** Alberta, Manitoba, Northwest Territories, Nunavut and Saskatchewan;
 - iii. **Ontario;**
 - iv. **Quebec;** and
 - v. **Atlantic:** Newfoundland and Labrador, New Brunswick, Nova Scotia and Prince Edward Island
- r. **“Special Meeting”** includes any meeting of Members that is not an AGM.
- s. **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3rds)

of the votes cast on the resolution.

- t. **“Voting Member”** means an Organization Member, a Professional Member, or an Associate Member of the Institute, as defined in section 4.2.

1.2 INTERPRETATION

- a. In these By-laws and all other By-laws of the Institute hereafter passed, unless the context otherwise requires, words importing the singular numbers shall include the plural numbers and vice versa, and references to persons shall include firms and corporations.
- b. All references to the Act shall mean such statute as amended from time to time, and any act that may hereafter be substituted therefor.
- c. All references in these By-laws to Members are those Members who are in good standing and who are not in arrears in respect of any applicable fees and dues to the Institute.
- d. These By-laws have been developed to be consistent with the Act.
- e. These By-laws will be supplemented with policies developed by the Board of Directors and other management practices.

2.0 HEAD OFFICE

2.1 HEAD OFFICE

- a. The head office of the Institute shall be located in the City of Toronto, in the Province of Ontario, or if stated in the Articles, at such other location in Canada.

3.0 CORPORATE SEAL AND EXECUTION OF DOCUMENTS

3.1 CUSTODY OF THE SEAL

- a. The President of the Institute shall have the custody of the seal.

3.2 EXECUTION OF DOCUMENTS

- a. Contracts, documents or any instruments in writing requiring the signature of the Institute shall be signed by such signing officers as the Board of Directors may determine by resolution from time to time. The seal of the Institute when required may be affixed to contracts, documents and instruments in writing signed by any Officer or Officers appointed by the Board of Directors.

4.0 MEMBERSHIP

4.1 CLASSES OF MEMBERSHIP

There shall be two (2) classes of membership in the Institute:

- a. Voting Members; and
- b. Non-Voting Members.

4.2 CATEGORIES OF VOTING MEMBERSHIP

Subject to paragraph 4.4(a) of this By-Law, the Voting Membership class shall be sub-divided into the following three (3) categories:

a. Organization Member

- i. An Organization Member shall either be a sole proprietor, corporation, partnership or other organization that operates, is responsible for, supports or has an interest in, Canadian payroll, and that has applied to become a Member.
- ii. An Organization Member shall have one (1) vote.
- iii. **Voting Representative** – the Organization Member shall appoint a person who shall be its Voting Representative. The Voting Representative of an Organization Member shall be entitled to receive notice of, to attend, to speak at any meeting of the Members, and is authorized to vote on Institute business on behalf of the Organization Member.

b. Professional Member

- i. A Professional Member shall be an individual who has attained and maintains a professional designation controlled by the Institute, as specified by the Board of Directors from time to time and who has applied to become a Member. The Professional Member shall have one (1) vote.

c. Associate Member

- i. An Associate Member shall be an individual who has an interest in Canadian payroll, and who has applied to become a Member. The Associate Member shall have one (1) vote.

4.3 CATEGORIES OF NON-VOTING MEMBERSHIP

Subject to paragraph 4.4(a) of this By-Law, the Non-Voting Membership class shall be sub-divided into the following three (3) categories:

a. Student Member

- i. A Student Member shall be an individual who is enrolled in the Institute's Payroll Compliance Professional or Professionnel de la paie du Québec payroll designation programs, as specified by the Board of Directors from time to time, and who has applied to become a Member.

b. Fellow Member

- i. A Fellow Member shall be an individual who is awarded the Fellow Award. Any other criteria for this category including, without limitation, the nomination process, shall be as determined from time to time by the Board of Directors. The Fellow Member shall not pay any membership fees.

c. Retired Member

- i. A Retired Member shall be an individual holding a payroll designation controlled by the Institute, but who shall not be earning income from a payroll position (full-time, part-time or on a contractual basis) and who has applied to become a Member. Any other criteria for this category including, without limitation, the application process, if any, shall be as determined from time to time by the Board of Directors.

4.4 APPLICATION, TERMS AND MEMBERSHIP FEES

- a. Each person or organization who applies in writing to become a Member of the Institute and has been accepted into membership by the Institute by resolution of the Board of Directors, who may delegate to a committee of the Board or an officer of the Corporation or in such other manner as may be determined by the Board shall become a Member upon payment of the requisite membership fee.
- b. Membership shall be granted to individuals and organizations who:
 - i. are of apparent good character as determined by the Board;
 - ii. has met the criteria for the class of Membership to which they have applied;
 - iii. has agreed to abide by the Code of Professional Conduct, and any other criteria or policies as established by the Board
- c. Once admitted to a given class of Membership, Members must continue to meet the criteria for Membership in that class to remain in that class of Membership. However, Members who cease to meet the criteria for one class of Membership may meet the criteria for another class of Membership.
- d. The term of all classes of membership shall be annual, subject to renewal in accordance with the policies of the Institute.
- e. Membership fees for each category of membership shall be determined from time to time by resolution of the Board of Directors.

4.5 RIGHTS, PRIVILEGES AND OBLIGATIONS

- a. Subject to the Act and Articles of the Institute, rights and privileges of Members are determined by the Board of Directors.
- b. In the event a Member ceases to be a Member of the Institute, all rights, title and interests of such Member in and to the property and assets of the Institute shall revert to the Institute;
- c. Only Members in good standing shall be entitled to exercise the rights attached to their Membership.
- d. Membership is not transferable, except in the following circumstances:
 - i. where an Associate Member or Student Member moves to a Professional Membership, upon completion of a payroll designation program;
 - ii. where a Professional Member moves to an Associate Membership, when their payroll designation has been suspended and withdrawn;
 - iii. where a Professional Member moves to a Retired Member, when retiring from the payroll profession as outlined in Section 4.3 c;
 - iv. where an Organization Member is acquired by another organization; or
 - v. where an Organization Member amalgamates with one or more organizations.

4.6 PROFESSIONAL CONDUCT

- a. All Members shall comply with the Code of Professional Conduct, which shall set out the conduct expected of Members. The Code of Professional Conduct shall be established and may be amended from time to time by the Board of Directors by resolution.
- b. Professional Conduct Committee
 - i. The term of reference of the Professional Conduct Committee shall be determined by the Board of Directors.
 - ii. No current Director may serve on the Professional Conduct Committee.
 - iii. The members of the Professional Conduct Committee shall not be entitled to receive any remuneration for acting as members of the Professional Conduct Committee.
 - iv. The duties, rights and processes which members of the Professional Conduct Committee shall adhere to are set out in the Professional Conduct Committee Mandate and Terms of Reference.

4.7 DISCIPLINE OF MEMBERS

- a. The Board shall have authority to suspend or expel any Member from the Institute for any one (1) or more of the following grounds:
 - i. violating any provision of the Articles, By-laws, or written policies of the Institute, including failure to comply with the Code of Professional Conduct;
 - ii. carrying out any conduct which may be detrimental to the member's employer and/or Institute as determined by the Board in its sole discretion; or
 - iii. for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Institute.
- b. The Professional Conduct Committee shall have authority to impose discipline in any manner identified in the Code of Professional Conduct when the Member has been found by the Professional Conduct Committee to have breached the Code of Professional Conduct following notice to the Member, an opportunity for the Member to be heard, and receipt of written reasons for the decision of the Professional Conduct Committee. Members shall have a right to appeal the Professional Conduct Committee's decision to the Board of Directors.
- c. If the Professional Conduct Committee receives a complaint alleging that a Member has breached the Professional Code of Conduct, the chair of Professional Conduct Committee shall provide written notice of the complaint to the Member, and shall provide the Member with thirty (30) days to make written submissions to the Professional Conduct Committee in response to the complaint.
- d. The Professional Conduct Committee shall, following receipt and consideration of written submissions from the Member or after the thirty (30) days day period has passed, make a decision regarding the allegations and, where a breach of the Professional Code of Conduct is found, impose a disciplinary measure, which may include the suspension or revocation of membership. A written decision, including reasons, shall be provided to the Member within thirty (30) days. The Member may appeal a discipline decision of suspension or revocation of membership to the Board, all other decisions of the Professional Conduct Committee are final.
- e. In the event that a Member is suspended or their membership is revoked by the Professional Conduct Committee, the Member shall have the right to appeal the discipline decision of the Professional Conduct Committee by submitting a written appeal to the President within thirty (30) days of receiving the written decision to suspend or revoke membership. The Board shall respond in writing to the Member's appeal within thirty (30) days of the receipt of the appeal. The Board's decision shall be final and binding on the Member.

4.8 TERMINATION OF MEMBERSHIP

- a. A Member may withdraw from the Institute by delivering a resignation in writing to the Institute.
- b. A Member is deemed to have withdrawn by failing to remit the required membership fees within sixty (60) calendar days of the renewal date.
- c. Without in any way limiting the generality of the foregoing, a Member who is deemed by the Board

of Directors to abuse the privileges of membership by the use of the Institute's materials or activities for the purpose of soliciting business is subject to having their membership cancelled or suspended by the Board of Directors; provided that such Member shall be granted an opportunity to be heard by the Board of Directors prior to such cancellation or suspension of membership.

- d. Membership may be suspended or expelled in accordance with the provisions of section 4.7.
- e. The Member is deceased.
- f. In the case of the Organization Member, the organization is dissolved.

5.0 MEMBERS' MEETINGS

5.1 ANNUAL GENERAL MEETING

- a. The AGM shall be held each year at such time and place as may be designated by the Board of Directors.

5.2 SPECIAL MEETINGS

- a. The Board of Directors may call Special Meetings of the Members at such times and places as the Board of Directors may designate. The Chair shall call a Special Meeting, upon request in writing of at least one hundred and fifty (150) Members, within sixty (60) days after the filing of the request with the President. The business to be transacted at such Special Meetings shall be stated in the notice thereof, and no other business may be considered.

5.3 MEETINGS BY ELECTRONIC CONFERENCE

- a. The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.
- b. A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

5.4 NOTICE OF MEETING

- a. Notice of any AGM or Special Meeting of Members shall be given to each Member at least thirty (30) days prior to holding the meeting. Notice may be in writing or by posting notice on the website of the Institute.

5.5 QUORUM

- a. At any AGM or Special Meeting, one hundred and fifty (150) Members present in person, electronic means, and/or by proxy shall constitute a quorum. Should the number of Members present in person, electronic means, or by proxy at an AGM or Special Meeting fall below the number required for a quorum, there can be no valid transaction of business until a quorum is again present.

5.6 THOSE ENTITLED TO BE PRESENT

- a. The only persons entitled to be present at a meeting of Members shall be:
 - i. Voting Members, Non-Voting Members, and proxy holders;
 - ii. the Directors and the Public Accountant of the Institute; and
 - iii. such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Institute to be present at the meeting.
- b. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Voting Members.

5.7 PROXIES

- a. Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- b. A proxy shall be executed by:
 - i. the Member entitled to vote; or
 - ii. if the Member is an Organization Member, by the Voting Representative.
- c. A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- d. Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in the Act.
- e. A proxy shall be deposited, either by mail or by electronic means, with the President or designate at least seven (7) days prior to the meeting, or at such other time and in such manner as the Board may prescribe.

5.8 VOTING

- a. Subject to the provisions of the Act, Articles or By-laws, every Member present in person, by electronic means, and/or by proxy shall have one (1) vote, and every motion shall be determined by a majority of votes.
- b. Every motion shall be decided in the first instance by a show of hands unless a paper ballot is demanded by a simple majority of Members present in person, by electronic conference and/or by proxy.

5.9 ADJOURNMENTS

- a. Any meeting of the Members may be adjourned and re-convened at any time. Any business transacted at the re-convened meeting will have the same force and effect as if transacted at the meeting that was adjourned.
- b. No notice shall be required of any such adjournment.

5.10 ERRORS OR OMISSIONS

- a. No error or omission in giving notice of any AGM or Special Meeting of Members shall invalidate the meeting or make void any proceedings taken at the meeting. Any Member may at any time waive notice of any meeting and may ratify, approve and confirm any proceedings taken. For the purpose of sending notice of any meeting to any Member, the address of the Member shall be the last address recorded on the books of the Institute

6.0 BOARD OF DIRECTORS

6.1 DUTIES AND RESPONSIBILITIES

- a. The affairs of the Institute shall be governed by a Board of Directors, which shall set strategic direction and establish policies to direct all of the Institute's activities. The Board of Directors shall actively pursue the core purpose, mission, vision and goals of the Institute and may adopt such rules and regulations for the conduct of its business, consistent with these By-laws, as may be deemed advisable. The Board of Directors may delegate to any Committee or Officer any or all powers, duties and authority of the Board of Directors, which may lawfully be granted.
- b. Each Director shall act in the best interests of the Institute so as to fulfill its purpose and to foster and develop its role. No Director, when acting in their capacity as a Director, shall act as a representative of any particular Member, including any Member which may have nominated or voted for such Director.

6.2 COMPOSITION

- a. The Board of Directors comprises of a minimum of three (3) and maximum of fifteen (15) Directors. The fixed number of Directors shall be determined from time to time by the Members.

- b. To the greatest extent possible, the Board will include:
 - i. Nine (9) Voting Members; and
 - ii. The Immediate Past Chair, who shall be a director-at-large, as appointed pursuant to these By-laws.
- c. For the purposes of Board composition only, an Organization Member encompasses all subsidiary and affiliated companies of that organization. There shall only be one (1) Voting Representative or Voting Member from the same Organization on the Board of Directors at any given time.
- d. There shall not be more than four (4) Directors from any one (1) Region.

6.3 QUALIFICATIONS

- a. Each Director shall:
 - i. be an individual who is at least eighteen (18) years of age;
 - ii. be a Voting Member or a Voting Representative of an Organization Member;
 - iii. not have been found to be in breach of, or are currently under investigation related to a breach of, the Professional Code of Conduct prior to applying to the Board.
 - iv. adhere to the Code of Ethics and Conduct for Directors;
 - v. not have the status of a bankrupt;
 - vi. not be a person who has been declared incapable by a court in Canada or elsewhere;
 - vii. not be a person who has been convicted of a criminal offence or is under investigation by a regulatory authority that may be deemed to be damaging to the reputation of the Institute; or
 - viii. not be an employee of the Institute until a period of three (3) years has elapsed after cessation of employment.
- b. If a person ceases to be qualified as provided in this section 6.3, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 6.5.

6.4 REMOVAL OF DIRECTORS

- a. The term of a Director shall cease automatically as the result of any of the following events:
 - i. If a person ceases to be qualified as provided in section 6.3;
 - ii. If, by notice in writing to the Chair of the Board, a Director resigns from the Board;
 - iii. If a Director is removed from office at a Special Meeting of Members called for that purpose, by a vote of a majority of the Members present in person or by proxy;
 - iv. If a Director misses two (2) consecutive Board meetings they will be deemed to have resigned their position as a Director unless the Board, by a majority vote, decides otherwise;
 - v. If a Director is found by a resolution of the majority of the Board of Directors to be in breach of the Institute's Code of Professional Conduct, and/or Code of Ethics and Conduct for Directors;
 - vi. On the expiration of the Director's term of office; or
 - vii. On death.

6.5 VACANCIES

- a. Except as provided in the Act, if a vacancy occurs on the Board, the remaining Directors may appoint a Voting Member to fill the vacancy until the next AGM.

6.6 MEETINGS OF THE BOARD

- a. The Board of Directors shall meet no later than ten (10) days following the AGM of the Institute for the purpose of electing or appointing Officers and such other business as the Board of Directors may determine. No notice of a meeting of the Board of Directors held immediately following the AGM is required.
- b. Meetings of the Board of Directors may be held at any time and place as determined by the Chair of the Board (or designate), provided that seven (7) days' notice of such meeting shall be sent in writing.
- c. The Board of Directors shall meet at least four (4) times each year upon the call of the Chair of the Board.
- d. If all the Directors or a Committee of Directors (as the case requires) consent generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of conference telephone or other communications facilities. A person participating in such a meeting by such means is deemed to be present at the meeting. At the outset of each meeting and when votes are required, the Chair of the Board shall call roll to establish a quorum. Each Director should assure the Chair of the Board that the meeting may proceed with adequate security and confidentiality. If a quorum of the Directors cannot provide such assurances, the meeting should be adjourned and rescheduled.
- e. At any meeting of the Board of Directors, a quorum shall consist of a simple majority of those entitled to be present and vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum. If the number of Directors present at a meeting of Directors falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.
- f. The Chair of the Board shall call a special meeting of the Board of Directors at any time and place specified in a written demand by a majority of the members of the Board of Directors. The business to be transacted at such special meetings shall be stated in the notice therefor, and no other business may be considered at the meeting.

6.7 ELECTION AND TERM OF OFFICE

- a. The term of office of a Director shall be two (2) years, to expire at the second AGM following election, or, if no successor is elected at the AGM, to expire when a successor is elected.
- b. Directors shall be eligible for re-election if qualified, but no Director shall serve more than four (4) full terms.

6.8 POWERS

- a. The Board of Directors shall have the power to authorize and/or make expenditures on behalf of the Institute from time to time.

6.9 BORROWING

- a. The Directors may from time to time:
 - i. Borrow money on the credit of the Institute;
 - ii. Issue, sell or pledge securities of the Institute; and
 - iii. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Institute, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Institute.

6.10 REMUNERATION

- a. No Director shall receive any remuneration for duties performed on behalf of the Institute. Directors may be reimbursed for reasonable expenses incurred while performing such duties, except if the Director has failed to act honestly and in the Institute's best interests. Nothing herein contained shall be construed to preclude any Director from serving the Institute in any other capacity and receiving compensation therefor, as long as such compensation is reasonable, and will not influence their decisions while serving as a Director.

6.11 NON-MEMBER REPRESENTATIVE

- a. The Board of Directors may appoint a Non-Member Representative for a term of one (1) year to provide specialized knowledge and expertise in areas not currently fulfilled within the existing Board. The Board may re-appoint the Non-Member Representative for up to three (3) additional one-year terms. For greater clarity, a Non-Member Representative is not a Director. A Non-Member Representative is entitled to notice of, to attend and to speak at meetings of the Board, but shall not be entitled to vote nor count towards quorum.
- b. The Non-Member Representative must comply with the Institute's Code of Conduct and Ethics and all policies. The Non-Member Representative will not be eligible to serve as an Officer of the Institute. The Board of Directors shall determine a method of appointment of suitable candidates for the Non-Member Representative.

7.0 NOMINATIONS AND ELECTIONS

7.1 NOMINATIONS COMMITTEE

- a. There shall be a Nominations Committee, consisting of the Immediate Past Chair, the President and at least four (4) Members appointed by the Board. No member of this Committee may be nominated for election as a Director while serving on this committee.
- b. The Nominations Committee will identify the skills, competencies and demographics required on the Board for the following year. The demographics to be considered include diversity, official language, region and experience.
- c. This Committee shall be responsible for preparing a slate of candidates for Board of Directors for election to the Members in any given term according to the principle that those candidates selected must effectively represent the broad interests and Regions of the Institute. It shall be the express mandate of the Nominations Committee to ensure that a full slate of candidates are nominated to fill the exact number of available positions on the Board.
- d. Further duties of the Nominations Committee shall be established from time to time by the Board.

7.2 NOMINATION PROCESS

- a. Not less than ninety (90) days prior to the Institute's AGM, the Nominations Committee shall issue to Members a call for nominations to the Board of Directors noting the qualifications in Article 6 and the identified skills, competencies and demographics. Candidates must have the skills and experience commensurate with the needs of the Board and Institute as determined by the Nominations Committee.
- b. Applicants for Director must be nominated by two (2) Voting Members who are not currently a Director or a staff member of the Institute. Nominations shall be in a form and manner as determined from time to time by the Nominations Committee, and must be signed by the applicant and delivered to the Committee at least sixty (60) days prior to the next AGM.
- c. The Institute's "Candidate Application Form" shall be completed by each applicant and must accompany the nomination. All applicants must attest to their willingness to stand for office and to serve faithfully the purposes and objects of the Institute.
- d. The Nominations Committee shall review all Candidate Application Forms submitted to ensure that all applicants meet the qualifications as set out in Article 6, and that the applicants have the skills and experience commensurate with the needs of the Board and Institute, and shall nominate such additional voting members to ensure that the number of qualified candidates is equal to or exceeds the number of vacancies.
- e. In the event that the number of nominations received are less than or equal to the number of vacant positions on the Board of Directors, those candidates that the Nomination Committee have reviewed and confirmed qualify under 7.2d shall be elected by acclamation.

7.3 VOTING PROCESS

- a. The Nominations Committee shall circulate, no less than forty-five (45) days prior to the Institute's AGM, the ballots and Candidate Profile Forms to the Members entitled to vote. The Nominations Committee shall recommend to the Members, from among the list of qualified candidates, a slate of candidates in a number sufficient to fill all vacancies.
- b. The ballots and Candidate Application Forms shall be sent to the Members in the format determined by the Nominations Committee. Ballots must be casted/received at least fifteen (15) days prior to the AGM.

8.0 OFFICERS AND EXECUTIVE COMMITTEE

8.1 OFFICERS

- a. The Officers of the Institute shall consist of the Chair of the Board, the Vice-Chair of the Board, the Treasurer, the Immediate Past-Chair, the President, and such other Officers as may from time to time be appointed by the Board of Directors.
- b. The Nominations Committee shall present a list of candidates to the Board, with the following exceptions:
 - i. The President, who shall not be a Director and shall hold this office for as long as such person is employed as such by the Institute; and
 - ii. The Immediate Past-Chair, who, by appointment by the Board of Directors, becomes the Immediate Past-Chair following the expiration of such person's term of office as Chair of the Board.
- c. All Officers, except the President, shall remain in office for a one (1) year term, or until their successors are elected. Officers shall be subject to removal by resolution of the Board of Directors at any time.

8.2 DUTIES OF OFFICERS

- a. The Chair of the Board shall preside at all meetings of the Board of Directors and of the Members of the Institute. The Chair of the Board shall have such other duties as may be assigned from time to time by the Board of Directors.
- b. The Vice-Chair of the Board shall ensure the By-laws and meeting policies of the Institute are adhered to in meetings and, in the absence, inability or unwillingness of the Chair of the Board, preside at such meetings of the Board of Directors and Members as may be required. The Vice-Chair of the Board shall have such other duties as may be assigned from time to time by the Board of Directors or the Chair of the Board.
- c. The Immediate Past-Chair shall be a member of the Nominations Committee, and shall have such other duties as may be assigned from time to time by the Board of Directors or the Chair of the Board.

- d. The Treasurer shall ensure that the financial and investment policies of the Institute are utilized, and shall have such other duties as may be assigned from time to time by the Board of Directors or the Chair of the Board.
- e. The President shall be the Chief Executive Officer of the Institute and supervise the general management of the operation of the Institute and shall report to the Board of Directors on a regular basis. The President shall be entitled to attend all meetings of the Board of Directors, any Committee and the Members. The President shall have the following additional duties:
 - i. Shall act as the Corporate Secretary of the Institute as required, or appoint a Corporate Secretary from an employed staff of the Institute
 - ii. Shall have the custody of the Institute's funds and securities and shall keep full and accurate accounts of receipts, all monies and other valuable effects in the name of and to the credit of the Institute and in such depositories as may be designated by the Board of Directors from time to time.
 - iii. Shall ensure the disbursement of the funds of the Institute as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board an account of the financial position of the Institute.
 - iv. Shall ensure that all books and records and other requirements required by statute are so prepared and preserved.

8.3 EXECUTIVE COMMITTEE

- a. The Institute shall have an Executive Committee comprising of the Officers of the Institute.
- b. The Chair of the Board of Directors shall be the chair of the Executive Committee.
- c. The Executive Committee shall have all the powers of the Board of Directors, during the intervals between meetings of the Board of Directors, in respect of the management and direction of the business and affairs of the Institute, as permitted by applicable law. All expenditures authorized by the Executive Committee shall be reported to the Board of Directors at its next meeting.
- d. Three (3) members of the Executive Committee shall constitute a quorum.
- e. Any member of the Executive Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Executive Committee upon ceasing to be an Officer.
- f. If and whenever a vacancy shall exist on the Executive Committee, the remaining Officers may exercise all their powers so long as a quorum remains in office.
- g. Meetings of the Executive Committee shall be held at times and places determined by the Chair of the Board. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it.
- h. The members of the Executive Committee shall not be entitled to receive any remuneration for acting as members of the Executive Committee.

9.0 INDEMNIFICATION OF DIRECTORS AND OFFICERS AND COMMITTEES

9.1 INDEMNIFICATION

- a. Every Director and Officer of the Institute and its Committees, and their respective heirs, executors, administrators and estate shall at all times be indemnified and saved harmless out of the funds of the Institute from and against:
 - i. All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced, or prosecuted against them, for and in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in or about the lawful execution of the duties of their office; and
 - ii. All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by their own willful neglect or default.

10.0 OTHER COMMITTEES

10.1 COMMITTEES

- a. The Board may provide for the creation of standing committees, councils and/or task forces or ad hoc committees. Committee Chairs and Vice-Chairs may be appointed by the Board or its Designate, and need not be Directors. The Board may set terms of reference for committees by resolution of the Board.

11.0 PUBLIC ACCOUNTANTS

11.1 APPOINTMENT

- a. Subject to the Act and its Government Regulations, the Members of the Institute at each AGM shall appoint one (1) Public Accountant. The Public Accountant shall hold office until the close of the next AGM and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

11.2 REMUNERATION

- a. The remuneration of a Public Accountant, appointed by the Members, shall be fixed by the Board of Directors.

11.3 VACANCY IN OFFICE

- a. The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

11.4 REMOVAL OF PUBLIC ACCOUNTANT

- a. The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public

Accountant before the expiration of the term of office in accordance with the Act.

12.0 AMENDMENTS

12.1 AMENDMENTS

- a. The By-laws of the Institute may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the majority of Members present in person or by proxy at an AGM or Special Meeting duly called for the purpose of considering the repeal or amendment of the By-laws.
- b. The notice calling a Special Meeting or AGM of Members shall contain an explicit summary of the By-laws to be affirmed together with explanatory material.

13.0 DISSOLUTION

Subject to the Articles, in the event that the Institute is dissolved and after payment of all indebtedness of the Institute, the remaining funds, investments, and other assets shall be distributed to one or more organizations in Canada having cognate or similar objects.

14.0 REPEAL

14.1 REPEAL

- a. Subject to the provisions of Article 14, hereof, all prior By-laws, resolutions and other enactments of the Institute inconsistent in either form or content with the provisions of this By-law are repealed.

14.2 PRIOR ACTS

- a. The repeal of prior By-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-laws, resolution or other enactment.

15.0 EFFECTIVE DATE

15.1 BY-LAWS AND EFFECTIVE DATE

- a. Subject to the Articles, the Board of Directors may make, amend or repeal any By-law that regulates the activities or affairs of the Institute, and any such By-law, 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 Ordinary Resolution of the Members.
- b. If the By-law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law 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.

ENACTED by the Directors as a By-Law of National Payroll Institute/L'Institut national de la paie on the
21st day of **March 2025**



Peter Tzanetakis
President and CEO

CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 5th
day of June 2025



Peter Tzanetakis
President and CEO