

## **Canadian Security Association By-law**

### **SECTION 1 – Definitions and Interpretation**

#### *1.1 - Definitions*

- 1.1.1 "Act" – shall refer to the *Canada Not-for-profit Corporation Act*.
- 1.1.2 "Articles" – shall refer to CANASA's Articles of Continuance filed with Corporations Canada pursuant to the *Act*, and as may be amended from time to time.
- 1.1.3 "Association" – shall refer to Canadian Security Association / Association canadienne de la sécurité or CANASA which is a corporation incorporated under the *Canada Corporations Act*.
- 1.1.4 "Board of Directors" or "Board" – shall refer to the National Board of Directors as established herein.
- 1.1.5 "Committees" – shall refer to a group of people appointed for a specific function.
- 1.1.6 "Directors" – shall refer to all individuals, appointed and elected, who hold a position on the Board of Directors.
- 1.1.7 "Members" – shall refer to all classes of members of the Association.
- 1.1.8 "Officers" – shall refer to individuals who may, but need not be, a Director, who have duties and/or authority to manage the affairs of CANASA.
- 1.1.9 "Regional Council Representatives" – shall refer to the individuals who volunteer on a Regional Council. Such individuals shall be employed by a member in good standing.
- 1.1.10 "Regional Council" – shall refer to a group of members within a specific geographical area of the Association so assigned, who volunteer to provide leadership for events, projects or opportunities.

#### *1.2 - Interpretation*

In these by-laws and in all other CANASA by-laws hereafter passed unless the context otherwise requires, the singular shall include the plural and the plural the singular. Both the English and French versions of the by-laws are official.

### **SECTION 2 – Membership - MATTERS REQUIRING SPECIAL RESOLUTION**

#### *2.1 - Membership Classes*

Subject to the articles, there shall be two classes of members in the Association, namely, regular members and associate members. When an applicant meets the requirements of both classes, they shall join the class of membership in which their business is primarily engaged. The following conditions of membership shall apply:

- 2.1.1 Regular Member - Any person or corporation who is engaged in providing security products and services, or security related products and services, may join as a regular member of the Association, each of whom shall be entitled to one vote; and
- 2.1.2 Associate Member - Any person or corporation who sells products and services to regular members may join the Association as an associate member, each of whom shall be entitled to one vote.

## *2.2 - Notice of Meetings of Members*

For the purpose of subsection 162(1) of the Act, one or more of the following manners is a prescribed manner of giving notice during a period of 21 to 60 days before the day on which the meeting is to be held; by mail, courier, personal delivery, telephonic, electronic or other communication facility to each member entitled to vote at the meeting.

## *2.3 - Professional Conduct*

2.3.1 An applicant shall agree to abide by CANASA's by-laws and code of ethics as existing at the time of the applicant's application or as may be developed from time to time by the Association.

2.3.2 All members shall comply with all applicable government legislation including laws, by-laws, rules and regulations and shall obtain and keep current all required industry specific licenses.

## *2.4 - Non-Transferable*

Membership is neither transferable nor assignable without written approval from the Board.

## *2.5 - Resignation*

A member may at any time, resign its membership in the Association by serving written notice to that effect to the Executive Director. Notwithstanding any such resignation a member or former member remains liable to the Association for any outstanding liability, including but not limited to any outstanding dues or assessments shown on the books of the Association. Membership fees will not be refunded in whole or in part, nor carried forward.

## **SECTION 3 – Membership Application, Dues, Termination and Discipline**

### *3.1 - Application for Membership*

The Board of Directors may establish rules and procedures for application for membership in CANASA. All members shall designate one person who shall serve as the representative of such member and who shall be the only person entitled to vote at any meeting of members and each such person or corporation shall provide the Association with written notice of the name, address and telephone number of such person.

### *3.2 – Dues*

The annual dues payable by CANASA members shall be those fixed from time to time by a resolution of the Board of Directors. Membership fees are due on the anniversary date of joining the Association.

### *3.3 - Termination of Membership*

A membership in the Association is terminated when a member corporation is dissolved or liquidated, when a member resigns by delivering a written resignation to the Executive Director effective on the date specified in the resignation, when a member is expelled in accordance with section 3.4 below or when the member's term of membership expires. Upon termination of membership (by expulsion, resignation or otherwise) the rights of the member including any rights in the property of the Association, automatically cease to exist.

### *3.4 – Discipline of Members*

- 3.4.1 An ethics committee, duly appointed annually, by resolution of the Board of Directors, shall have authority to discipline any member from CANASA for violation of any provision of CANASA's Code of Ethics at its sole discretion.
- 3.4.2 The ethics committee shall consider and render a decision on all violations that are submitted in writing to the executive director. Once an alleged violation has been reported to the executive director, a letter will be sent to the member, informing them that an alleged violation has been reported and requesting a response within 15 days of receipt of such notice. Upon receipt of the response, the executive director shall transmit the details to the ethics committee. The ethics committee may render one of the following decisions which shall be final and binding:
- Probationary membership status, which does not allow voting rights or publicizing of membership in the Association for a period of up to 12 months.
  - Temporary suspension from the Association for a duration not exceeding 24 months.
  - Termination of membership from CANASA (without refund of membership dues).
  - No disciplinary action required.
- 3.4.3 Any notice or other document referred to herein may be given or delivered by prepaid ordinary mail, personal service, facsimile transmission or e-mail to the last address or number of the person to whom such notice or document is to be given, as recorded in the records of the Association. Said notice or document shall be deemed to have been received on the fourth day following mailing and/or immediately when delivered by personal service, facsimile transmission or email transmission.

## **SECTION 4 – Board of Directors**

### *4.1 - Duties and Responsibilities*

The affairs of the Association shall be governed by the Board of Directors. The Board shall actively pursue the purposes, mission and goals of the Association and may adopt such rules, regulations and policies for the conduct of its business as may be deemed advisable. The Board may delegate to any director, committee or officer any or all powers, duties and authority of the Board of Directors which may lawfully be granted.

### *4.2 - Composition*

The Board of Directors shall be comprised of:

- 4.2.1 Six directors representing the regular members, one from each region. These regional directors shall be elected by all members in the applicable region. If regional director positions cannot be filled by regular members, nominations from the associate member class can be considered. Individuals may only hold one position on the Board of Directors.
- One director from the British Columbia region
  - One director from the Alberta region
  - One director from the Prairie region (MB, SK & Thunder Bay)
  - One director from the Ontario region (excluding Thunder Bay)
  - One director from the Quebec region
  - One director from the Atlantic region (PEI, NS, NL, NB)
- 4.2.2 Four directors elected "at large" (candidates may be from any class of membership and shall be elected via ballots cast by all members)
- 4.2.3 One director representing the monitoring community (elected by associate members)
- 4.2.4 One director representing the vendor community (elected by associate members)
- 4.2.5 Up to four directors may be appointed at the discretion of the Board of Directors (i.e. Past President)

#### 4.3 - Eligibility

- 4.3.1 Only individuals who are members or are employed by a member company at the time of their nomination are eligible to run for an elected position.
- 4.3.2 In the event of a change in membership or employment status, a duly elected director can remain on the Board until the end of the term.

#### 4.4 - Term of Office

- 4.4.1 The Board of Directors will take office at the termination of the annual general meeting at which they were acclaimed or elected.
- 4.4.2 Directors are elected for a two year term and may serve no more than two consecutive terms in any one position.
- 4.4.3 Directors having served two consecutive terms on the Board of Directors are not eligible for re-election for a period of one two year term, before returning to that position. This period would not include time served in completion of a predecessor's unfinished term.
- 4.4.4 Directors appointed by the Board of Directors shall hold office for a term expiring not later than the close of the next annual general meeting of members. Appointed directors may be reappointed annually by the Board.

#### 4.5 - Board Vacancies

- 4.5.1 Pursuant to section 126 of the *Act*, no person shall act for an absent director at a meeting of directors.
- 4.5.2 Any vacancy on the Board of Directors may be filled by the Board of Directors by appointment and the person so appointed will hold office for the remainder of the term. The initial time in which an appointee holds office as a result of a vacancy shall be excluded from the two term limit.

#### 4.6 - Board of Directors Meetings

There shall be a minimum of four meetings of the Board of Directors held annually, at such times and places as the President shall designate. Pursuant to subsection 138(2) of the *Act*, written notice of meetings must include topic of business to be addressed and must be supplied at least 14 days in advance by telephonic, electronic or another communication facility, however meeting dates shall be made public at least 60 days in advance.

#### 4.7 - Voting Rights and Procedures

Only directors in attendance at any meeting of the Board of Directors may vote. In the case of an equality of votes, the President shall cast the deciding vote. Proxies are not permitted at a National Board meeting.

#### 4.8 - Quorum

At any meeting of the Board of Directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though directors leaving reduce the number to less than a quorum. Directors who have declared a conflict of interest shall be counted in determining a quorum.

#### 4.9 - Remuneration

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

#### 4.10 - Indemnification

- 4.10.1 CANASA shall indemnify its present and former directors, regional council representatives and officers to the full extent permitted by the *Act*.
- 4.10.2 CANASA will purchase and maintain insurance for the benefit of any present or past director or officer or any other person acting on CANASA's behalf against any liability incurred by such person:
- in his or her capacity as a director, officer or agent of CANASA, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of CANASA, or
  - in his or her capacity as a director or officer of another corporate body where he or she acts or acted in that capacity at CANASA's request, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the corporate body.

### **SECTION 5 - Nominations and Elections**

#### 5.1 - Appointment and Composition of Nominating Committee

The Board of Directors shall annually appoint a nominating committee, consisting of a maximum of five individuals, employed by member companies. Such individuals would not be eligible for nomination or election to the Board, but may be considered for appointed positions. The nominating committee shall report to the members at the annual general meeting.

#### 5.2 - Duties of Nominating Committee

The nominating committee shall receive, review and recommend nominations of candidates for election and appointment to the Board of Directors as defined in section 4.2.

#### 5.3 - Nominating Procedure

No fewer than 120 days prior to CANASA's annual general meeting, the nominating committee shall seek in writing to all members, the names of eligible members to consider for possible nomination as directors for the available positions. This notice will consist of an application process for potential directors.

Applications to the Board of Directors must be signed by the applicant and be received at least 90 days prior to CANASA's annual general meeting.

The nominating committee shall consider all applications and the proposed slate of directors will be circulated to all members, at least 60 days prior to CANASA's annual general meeting.

After the proposed slate has been circulated, should a member wish to stand for election they shall obtain a nomination form from CANASA. The nomination form, signed by at least five voting members, may be submitted to the nominating committee, indicating the specific position they are running for, no later than 45 days prior to CANASA's annual general meeting.

#### 5.4 - Election of Directors

In the event additional nominations are received by the nominating committee, ballots shall be circulated, no less than 30 days prior to CANASA's annual general meeting, to all eligible voting members. The ballot(s) shall clearly identify, in alphabetical order, the names of candidates for the positions, and the number of directors to be elected for the positions.

The president of the Board shall, no fewer than ten days prior to CANASA's annual general meeting, appoint three scrutineers from amongst the voting members of CANASA who shall be neither directors nor candidates for election to the Board of Directors.

Each member who is eligible to vote shall have one vote for each of the available director positions. Directors will be declared elected based on a plurality of votes received, as verified by the scrutineers. Ballots must be received by CANASA no less than ten days prior to the annual general meeting.

At the CANASA annual general meeting, at which an election of directors is required, the vice-president will announce the results. Members shall then, by ordinary resolution elect the new directors.

### **SECTION 6 - Officers**

#### 6.1 - Appointment of Officers Composition

The Board of Directors shall designate the offices of CANASA, appoint officers on an annual basis, specify their duties and subject to the *Act*, delegate to such officers the power to manage the affairs of CANASA. An officer may, but need not be a director, and may hold two or more offices.

- 6.1.1 President - The president of the Board shall be a director and shall, when present, preside at all meetings of the Board of Directors and of the members. The president shall have such other duties and powers as the Board may specify.
- 6.1.2 Vice-President - The vice-president of the Board shall be a director. If the president of the Board is absent or is unable or refuses to act, the vice-president of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-president shall have such other duties and powers as the Board may specify.
- 6.1.3 Secretary/Treasurer - The secretary/treasurer shall have such powers and duties as the Board may specify including chairing the audit committee. The secretary/treasurer need not be a director.
- 6.1.4 Executive Director - The executive director shall be responsible for the management, staffing and operations of the Association in accordance with the policies and procedures established by the Board of Directors. The executive director shall at all times devote full effort to the fulfillment of the objectives of the Association and to the welfare of its members.

#### 6.2 - Term of Office

An officer of the Association can serve for a maximum total of four years per position, with the exception of the executive director, whose term, by resolution of the National Board of Directors, shall be subject to terms and conditions of his or her employment contract.

#### 6.3 - Executive Committee

The executive committee shall be comprised of the president, vice-president, secretary/treasurer and two appointments who serve on the Board as Directors. In the intervals between meetings of the Board of Directors, the executive committee shall supervise the management of the Association, subject to such

direction, restrictions and limitations of the *Act* and the Board. Decisions of the executive committee are subject to ratification by the Board at its next regularly scheduled meeting.

#### *6.4 - Vacancies*

In the absence of a written agreement to the contrary, the Board may remove any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a director (if a necessary qualification of appointment) or
- such officer's death.

Should the office of any officer become vacant, directors may, by resolution, appoint a person to fill such vacancy.

### **SECTION 7 – Committees**

The Board of Directors may establish committees for such purposes and with such powers as the Board shall see fit, subject to the *Act*. Any committee member may be removed by the Board of Directors.

### **SECTION 8 - Regional Councils**

#### *8.1 - Formation*

Regional councils shall be established by resolution of the Board of Directors.

#### *8.2 - Responsibilities*

- 8.2.1 The regional councils shall engage in activities outlined in an annual plan and submitted to the Board, with powers to carry out local programs consistent with the purposes, mission, strategic direction and policies of CANASA.
- 8.2.2 Regional councils can elevate any matter requiring consideration by the Board of Directors, by forwarding a written motion to the executive director. Such motion must be agreed to by a majority of regional council representatives. Written motions must be submitted at least 30 days in advance of the National Board meeting date. Additionally, regional council representatives may be granted permission to attend National Board meetings to present their motion.

#### *8.3 - Regional Boundaries and Rights*

- 8.3.1 The Board of Directors shall establish geographic boundaries for a regional council.
- 8.3.2 The Association shall assign each member to the region in which the member's registered office address is located.
- 8.3.3 CANASA shall allocate 55 per cent of membership dues for the administration and support of regional councils, their programs and activities, on a consolidated basis.

#### *8.4 - Regional Council Leadership, Composition and Eligibility*

- 8.4.1 Each regional council shall establish their own composition and hierarchy process and shall actively pursue the mission and goals of the Association in accordance with the Association's

by-laws, policies and regulations. Regional council representatives are encouraged to elect positions for council president and council vice-president.

8.4.2 Regional directors shall participate at regional council meetings as liaison for the Board of Directors at the request of regional council representatives.

8.4.3 Only individuals employed by a voting member company of the Association are eligible for participation on a regional council. In the event of a change of employment, an individual participating on a regional council will be allowed to complete the term.

#### *8.5 – Regional Council Elections*

8.5.1 A regional council shall hold bi-annual election meetings of members for the purpose of electing regional council representatives.

8.5.2 All members assigned to a regional council and entitled to vote, shall receive a notice of meeting no less than 30 days in advance of the regional council election meeting. This meeting will be held within six months prior to CANASA’s annual general meeting at which an election is held. This meeting can be held in conjunction with a member meeting.

#### *8.6 – Vacancies*

Should a vacancy occur on a regional council, a replacement may be appointed by the remaining members of that regional council.

### **SECTION 9 - Annual General Meetings**

#### *9.1 - Annual General Meeting*

The annual general meeting of the Association shall be held in Canada each year within six months of the fiscal year end at a place designated by the Board of Directors.

#### *9.2 - Special General Meetings*

Special general meetings of the Association may be held at the call of the Board or at the request of five per cent of the voting membership at such times and places as the Board of Directors may designate. The business to be transacted at such special general meetings shall be stated in the notice thereof, sent out at least 30 days in advance, and no other business may be considered at those meetings.

#### *9.3 - Voting and Attendance Rights*

All employees of the member company are entitled to attend; however only the primary designate may vote. Motions shall be determined by a simple majority vote (50 per cent plus one.), or, if required by the *Act*, by special resolution (2/3 vote). In the event of a tie vote, the president shall cast the deciding vote.

#### *9.4 - Proxies*

Voting by proxy shall be permitted at the annual general meeting and special general meetings when written notification is provided prior to the meeting. The proxy must name another member as its proxy.

#### *9.5 - Quorum*

A member or its proxy present constituting at least five (5) per cent of the voting members of the Association shall constitute a quorum at meetings of members. Provided a quorum is present at the beginning of a meeting, the meeting may continue even though members leaving reduce the number to



less than a quorum. Members who have declared a conflict of interest shall not be counted in determining a quorum.

## **SECTION 10 - Finance**

### *10.1 – Auditor*

An Auditor shall be appointed yearly by the members at CANASA’s annual general meeting, as recommended by the audit committee chair.

### *10.2 – Annual Financial Statements*

CANASA’s financial statements will be made available to members within six months of the end of the year, through electronic and or print means as determined by the Board of Directors.

### *10.3 - Financial Year End*

The financial year end of CANASA shall end on the 31st day of December in each year.

## **SECTION 11 - Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where CANASA 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 12 – By-law Amendments and Effective Date**

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.

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of CANASA. Any such by-law amendment or repeal shall be effective from the date of the resolution made by the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act* because such by-law amendments or repeals are only effective when confirmed by members.

CANASA’s By-law as amended June 2018.