

By-laws relating generally to the conduct
of the affairs of

Canadian Council for Career Development also referred to as 3CD

(the "Corporation")

1. Name of the Corporation

2. The name of the Corporation is the Canadian Council for Career Development also referred to as 3CD.

3. Purpose, Vision and Mission Statement

Purpose: To create a permanent mechanism for pan-Canadian collaboration on career development issues among provincial/territorial and national career development associations and related organizations/partner groups.

Vision: To strengthen the professional identity of all career development practitioners and to establish a coherent national voice on career and labour market development issues to influence policy and enhance service delivery for all Canadians.

Mission:

- Provide access to clear information regarding the career development field, including certification initiatives and associated training
- Provide a mechanism to keep the Canadian Standards and Guidelines for Career Development Practitioners current and vital
- Promote an evidence-based culture within the career development profession
- Gather and disseminate research and evidence-based practice to inform and influence policy and best practice
- Establish and maintain strategic relationships with policy makers and stakeholders
- Promote knowledge and practice exchange across all career development groups on issues such as certification to support practitioner mobility
- Enhance relationships with the international career development community
- Enhance collegiality within the career development profession to achieve agreed upon goals

BY-LAWS:

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

Section 1: Definitions and Interpretation:

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"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;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the board of directors of the Corporation and "director" means a member of the board;

"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;

"members" of 3CD shall consist of organizations that have expressed their interest in supporting the Mission and Objectives of 3CD, who have submitted the appropriate annual membership fees when required;

"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;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Section II: Financial and Other matters:

2.01 Financial Year

The financial year end of the Corporation shall be December 31 in each year.

2.02 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 by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

3CD shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements, publish a notice to its members stating that the annual financial statements 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.

SECTION III Members

3.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to organizations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

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.

3.2 Rights of Members

A member of the 3CD shall have the right to receive notice of, attend, speak and participate at all meetings of members and the right to one (1) vote per member organization at all meetings of members or via electronic means approved by the Board of Directors.

3.3 Membership Dues

- a) Annual membership fees for members shall be determined by the Board of Directors. Active membership is contingent upon payment of fees for the year in question. Members shall be notified of the membership dues at any time payable by them and alterations to the due date for payment are to be negotiated directly with the Chair, Director(s) or other(s) so designated by the Board of Directors. It is recognized that different organizations may have different fiscal years and flexibility may be required.

Section IV: Meetings of Members

4.01 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

4.02 Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. Active member organizations shall be entitled to one vote per organization.

4.03 Chair of Members' Meetings

The Chair shall preside at all meetings of the members, Board and Executive Committee or arrange for this to be done by a designate.

4.04 Quorum at Members' Meetings

A quorum at any meeting of the members shall be a majority of the 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. Members who participate by electronic means as approved by the Board of Directors will be counted as attending members for the purpose of quorum (see 4.06 and 4.07).

4.05 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of

votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.06 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.07 Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.08 Annual General Meeting

At minimum, members shall meet at least once per year for an Annual General Meeting, to be held at a time and place to be determined by the Board. At this meeting, there will be the presentation of reports by the offices, committee/working group chairs, statement of financial position and an election of members of the Board as provided by the By-Laws.

Section V: Management of Corporation Affairs

5.1 The affairs of the organization shall be managed by the Board of Directors and/or Executive Committee, as provided for in the Constitution and By-Laws of this organization.

5.2 Every two years, at the Annual General Meeting, the corporation shall elect a Chair, a Treasurer, a Secretary (or Secretary-Treasurer as deemed necessary by the Executive to serve as the Executive Committee) and a maximum of two Members at Large.

5.3 The Executive Committee shall have authority to exercise any of the powers of the Board as authorized by resolution of the Board and all actions and proceedings of the Executive Committee shall be subject to review by the Board of Directors.

Section VI: Duties of Executive Committee:

6.1: Chair's Duties:

6.1.1. The Chair shall be responsible for the general oversight and supervision of the affairs and operations of the corporation consistent with decisions and policies developed by the Executive Committee and/or the Board of Directors.

6.1.2 The Chair shall be responsible for calling the required meetings of the corporation including the necessary arrangements for the Annual General meeting or any special general meeting.

6.1.3 The Chair shall preside at all meetings of the members, Board and Executive Committee, or arrange for this to be done by a designate.

6.3 Treasurers' duties: (or the Secretary Treasurer) and the Administrator as applicable

6.3.1 The Treasurer shall keep up to date financial records of the organization giving regular reports at all Executive, Board, or General meetings.

6.3.2 The Treasurer shall act as one of the organization's signing officers, unless the Executive Committee designates an alternative.

6.3.3 The Treasurer shall develop the organization's annual budget in conjunction with the Executive Committee and the Director(s) to coincide with deadlines required.

6.4 Secretary's Duties (or Secretary-Treasurer as applicable):

6.4.1 The Secretary shall attend all meetings and take appropriate minutes or arrange to have this done.

6.4.2 The Secretary shall ensure that minutes are reviewed and approved by the members, Board of Directors or Executive as appropriate.

6.5 Members at Large:

6.5.1 Members at Large are members of the Executive Committee.

6.5.2 Members at Large are restricted to a maximum of 2.

6.5.3 Members at Large will undertake leadership activities which support the work of the Executive Committee, the Working Groups and/or specific new initiatives which advance the work of the organization.

6.5 Quorum for Executive Committee meetings:

6.5.1 A quorum of the Executive Committee shall be a simple majority of the Executive Officers.

Section VII: Board of Directors:

7.1 The management and administration of the affairs of the corporation save as prescribed by this Constitution and By-Laws shall be conducted by a Board of Directors composed of a minimum of seven (7) persons and a maximum of thirteen (13) persons.

7.2 The Executive Committee will form part of the Board of Directors, with the remaining positions to be elected as well at the Annual General Meeting.

7.3 Directors and Members at Large shall be elected for a two-year term.

7.4 The Board of Directors shall meet a minimum of four (4) times per year.

7.5 The quorum of a Board meeting shall consist of forty percent (40%) plus one (1) of the duly constituted Board members.

7.6 Members of the Board must be careful to avoid any actual conflict of interest or the appearance of such conflict of interest. Members must abstain from voting on decisions that would convey a personal benefit to the member. When in doubt about any potential conflict, such concerns should be expressed before a vote is taken. Any undisclosed interest that would have affected voting would be grounds to have any decision reconsidered by the Board.

Section VIII: Committees/Working Groups:

8.1 The Board of Directors may establish standing committees/ working groups, with terms of reference, as circumstances require.

Section IX: Special Meetings

9.1 Special meetings may be called as needed (either face-to-face or via electronic means) by the Board of Directors.

Section X: Finances:

10.1 The fiscal year of the organization shall begin on January 1 and end on December 31 each year.

Section XI: Amendments

11.1 The Board of Directors may from time to time repeal, amend, add to or re-enact this Constitution and By-Laws, or any of them and any changes must be accepted by a vote of the Board.

11.2 A notice of motion to repeal, amend, add to or re-enact these Constitution and By-Laws must be given in writing to the Chair at least thirty (30) days prior to the date on which the motion is to be made.