

BY-LAW NO. 1

**Approved at the 2023 SCMAO AGM
October 12, 2023**



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SUPPLY CHAIN MANAGEMENT ASSOCIATION ONTARIO BY-LAW NO. 1

A BY-LAW RESPECTING THE ORGANIZATION OF THE SUPPLY CHAIN MANAGEMENT ASSOCIATION ONTARIO (“SCMAO”)

I. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these By-Laws and in all other By-Laws of SCMAO hereafter passed unless the context otherwise requires, words importing the singular shall include the plural number as the case may be and vice versa.

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;
 - (b) “**Advisor**” refers to the individual appointed by the Board to serve in a non-voting advisory position;
 - (c) “**Annual Meeting**” means the annual meeting of the Members of SCMAO;
 - (d) “**Board**” means the board of SCMAO;
 - (e) “**By-Law**” means this by-law and any other by-laws of SCMAO;
 - (f) “**C.P.P.**” refers to the Certified Professional Purchaser Designation, the former iteration of the CSCMP, conferred on an individual who satisfied all the requisite academic and experiential criteria for Designation established by SCMAO;
 - (g) “**Credential**” has the meaning specified in section (V.5) of this By-Law;
 - (h) “**CSCMP**” refers to the Certified Supply Chain Management Professional Designation conferred on an individual who has satisfied all the requisite academic and experiential criteria for Designation established by SCMAO;
 - (i) “**Designation**” means the CSCMP and the C.P.P. designations and any other designation conferred by SCMAO in accordance with the SCMAO Act, these bylaws and policies and procedures established by SCMAO from time to time;
 - (j) “**Director**” refers to an individual who has been elected or appointed to the Board in accordance with the SCMAO Act and this By-Law;
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- (k) “**Ethics Committee**” means the committee established by the Board to deal with disciplinary matters and complaints and related matters, which committee may from time to time have a name other than “Ethics Committee”;
 - (l) “**Maintenance of Professional Designation**” refers to SCMAO’s Maintenance of Designation Program, also called “Maintenance of Standards” and also called the “Maintenance of Certification Program” the requirements of which are determined and may be amended from time to time by the Board, which relate to education, experience and continuing qualification requirements;
 - (m) “**Member**” refers to a person holding membership in SCMAO;
 - (n) “**Member in good standing**” means a Member who is not in arrears in respect of the prescribed annual dues or fees or other amounts payable for a period in excess of the time specified for payment of such fees or amounts, has complied with all requirements respecting Maintenance of Professional Designation, if applicable, and who is not under suspension from membership in SCMAO;
 - (o) “**Officer**” refers to the position of Chairperson, Treasurer, Vice-chairperson, or President;
 - (p) “**President**” means the chief staff officer of SCMAO;
 - (q) “**Presiding Officer**” means the person designated to preside at a meeting of SCMAO or the Board;
 - (r) “**Professional Discipline Procedures**” mean the procedures established by SCMAO from time to time to deal with complaints received by SCMAO respecting a Member, discipline, suspension and expulsion of Members, defense of the Designation and related matters;
 - (s) “**Register**” means the register of Members of SCMAO as prescribed by the SCMAO Act;
 - (t) “**SCMAO Act**” means the *Supply Chain Management Association Ontario Act, 2015*, as amended from time to time;
 - (u) “**Special Resolution**” means a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney;
 - (v) “**Telephonic or Electronic Means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data,
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including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks; and

- (w) **“Written notice”** includes notice or notification provided by prepaid mail, by personal delivery or by electronic means in accordance with the *Electronic Commerce Act, 2000*.

1.2 Interpretation

This By-Law is enacted in accordance with the SCMAO Act and is to be interpreted in conformity with the SCMAO Act. Any provision of this By-Law that is inconsistent with the SCMAO Act shall be void and the relevant provision of the SCMAO Act shall apply, provided that the validity of all other provisions shall remain unaffected.

In this By-Law, unless the context otherwise requires and other than as specifically defined in this By-Law, all terms contained in this By-Law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-Law. Any reference to a statute in this By-Law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

II. REGISTERED OFFICE

The registered office of SCMAO shall be in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

III. CORPORATE SEAL

SCMAO shall have a seal bearing the name “Supply Chain Management Association Ontario”.

IV. MEMBERSHIP IN SCMAO

IV.1. ELIGIBILITY

Membership in SCMAO shall be open to persons of good character who support, or are engaged in or interested in, the supply chain management field of practice and who otherwise meet the criteria for membership.

V. CATEGORIES OF MEMBERSHIP

Subject to By-Laws passed by the Board in accordance with the SCMAO Act there shall be one category of membership in the SCMAO, namely Member. Each Member shall have the right to vote at all meetings of Members.

Membership shall be available only to individuals meeting the following criteria who have applied for and been accepted as a Member by the Board in such manner determined by the Board from time to time:

- (i) The individual is no less than eighteen years of age and supports or has an interest in the supply chain management field of practice, related areas of study and research;
- (ii) The individual has paid the prescribed application or annual dues and other applicable fees;
- (iii) The individual agrees to comply with the By-Laws, the SCMAO Act, the Act and any other rules and regulations governing Members.

V.1. PRIVILEGES, RIGHTS AND RESPONSIBILITIES OF A MEMBER

A Member in good standing shall:

- (i) be entitled to receive a certificate of participation/membership in SCMAO, in such form as SCMAO may determine.
- (ii) be entitled to attend any meeting of Members of SCMAO, to participate in discussion, and to cast a vote thereat, by any permissible means as specified in section XII.11.
- (iii) be considered for appointment to committees or be nominated for a position on the Board.
- (iv) comply with any Maintenance of Professional Designation requirements in effect, if applicable.

In addition, a Member in good standing who has received professional Designation from SCMAO and has complied with any Maintenance of Professional Designation requirements in effect shall:

- (i) be entitled to use the professional Designation “Certified Supply Chain Management Professional” and the initials “CSCMP” after their name; and
- (ii) be entitled to use any seals adopted by SCMAO from time to time by Members with Designation.

V.2. APPLICATION FOR MEMBERSHIP

SCMAO reserves the right to reject an application for reasons of non-payment of dues or fees, or for any other cause as may be determined to be in the best interests of SCMAO.

V.3. ANNUAL DUES AND FEES

All Members shall remit in full the annual dues and any other applicable fees established by SCMAO from time to time. The Board may waive the payment of dues or other fees and may permit the transfer of a credit for dues or fees paid when related to the transfer of a membership, all within the sole discretion of the Board.

Members whose dues are in arrears shall be notified in writing of the amounts payable by them. If such dues and fees are paid within sixty (60) days of the date of issuance of such notice, and the individual is otherwise in good standing, the Member shall remain in good standing. If the dues and fees remain unpaid for a period in excess of sixty (60) days from the date of issuance of such notice, and such default has not been waived, the defaulting Members shall thereupon automatically be suspended from membership, immediately losing all rights and privileges of membership in SCMAO including, without limitation, the right to use the Designation.

V.4. MAINTENANCE OF DESIGNATION

Members with Designation are required to meet criteria put in place from time to time including, without limitation, complying with Maintenance of Professional Designation programs. Members who have not completed Maintenance of Professional Designation requirements are not entitled to use the Designation.

V.5. REVOCATION OF DESIGNATION, CERTIFICATE, DIPLOMA OR OTHER CREDENTIAL

If, after SCMAO has bestowed a Designation, certificate, diploma or other credential (collectively "Credential") on a Member, it comes to the attention of the Board that the Member in obtaining the Credential has conducted themselves in a manner that, if the conduct had been known before the Credential was bestowed, would have been a basis for not bestowing the Credential, the Board may at any time revoke the Credential on such terms, if any, as the Board deems to be in the best interests of SCMAO.

VI. VOTING RIGHTS

Members in good standing shall be entitled to one vote cast by any permissible means as specified in this By-Law, on each motion arising at any meeting of Members of SCMAO.

VII. RESIGNATION

Any Member may withdraw from SCMAO by written notice of resignation sent to SCMAO's office. Such resignation shall become effective at the time it is received or at the time specified in the notice, whichever is later, resulting at that time in the cessation of all rights and privileges of membership in SCMAO including, without limitation, the right to use the Designation.

VIII. COMPLAINTS

The Board may put in place policies and procedures providing for and governing the consideration of complaints to SCMAO respecting the conduct of Members in the practice of their business or profession. Such policies and procedures will include provisions dealing with the making, reviewing and resolving of complaints and the role of the Ethics Committee.

IX. DISCIPLINE, SUSPENSION, AND EXPULSION

As noted in section V.3, a Member may be suspended or expelled from SCMAO for failure to pay the prescribed annual dues, fees or other assessments or for failure to maintain the Designation. In addition, where found guilty of an infraction by the Ethics Committee as specified in the professional discipline procedures established by SCMAO, a Member may be suspended or expelled from SCMAO. In the event a disciplinary, suspension or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or suspension or termination, with reasons; and be given an opportunity to be heard by the Ethics Committee, orally or in writing, not less than five (5) days before the disciplinary action or suspension or termination of membership becomes effective.

Such a decision may be appealed to the Board, who may uphold, reduce, or overturn the Ethics Committee's decision, by a majority vote. Suspension, termination or expulsion shall result in the immediate cessation of all rights and privileges of membership in SCMAO including, without limitation, the right to use the Designation.

If in the course of investigating an infraction the Ethics Committee determines that there are circumstances that warrant the revocation of a Credential as contemplated by section V.5, the Ethics Committee shall investigate those circumstances and upon completion of that investigation shall report to the Board with a recommendation concerning the revocation of the Credential. The Board shall, on notice to the Member, suspended Member or former Member as the case may be, decide whether or not to revoke the Credential on such terms, if any, as the Board deems to be in the best interests of SCMAO.

An individual who resigns their membership or whose membership is expired, suspended or revoked continues to be subject to the jurisdiction of SCMAO for professional misconduct, incompetence or incapacity referable to any time before the resignation, expiry, suspension or revocation or any time during which their membership was suspended.

X. REINSTATEMENT

An individual whose membership in SCMAO has ceased for any reason whatsoever, may apply to be reinstated, provided the applicant is eligible for membership in SCMAO as specified in Article IV herein, and (i) is not the subject of any disciplinary proceedings which have been commenced by SCMAO but have not been finally determined at the time the individual applies for reinstatement of their membership, and (ii) was not expelled from SCMAO as a result of a finding of guilt in a disciplinary proceeding before SCMAO's Ethics Committee.

Granting of reinstatement shall be conditional upon, as applicable:

- (a) payment of all outstanding amounts in respect of any unpaid dues, fees or other amounts then owing to SCMAO, including any applicable reinstatement fee;
- (b) compliance with SCMAO's By-Law and any other rules and regulations governing the individual's membership in SCMAO, including any Maintenance of Professional Designation requirements in effect.

XI. MEETINGS OF THE MEMBERS OF SCMAO

XI.1. NOTICE

No public notice or advertisement of Annual Meeting or special meeting of the Members is required. However, notice of the time, place and purpose of every such meeting shall be given in accordance with the provisions set out in sections XI.2 and XI.3.

XI.2. ANNUAL MEETING

The Annual Meeting shall be held at such place and on such date as may be fixed by the Board within six (6) months of the financial year end and not later than fifteen (15) months after the last Annual Meeting. Written notice thereof shall be sent to each Member, each Director and SCMAO's auditor not less than ten (10) days and not more than fifty (50) days prior to the meeting. In accordance with the Act, all business transacted at a special meeting of the Members and all business transacted at an Annual Meeting is special business except for consideration of the financial statements; consideration of the audit; election of Directors; and reappointment of the incumbent auditor. Notice of a Members' meeting at which special business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

XI.3. SPECIAL MEETINGS

Special meetings of the Members may be called by the Board, provided however, that all Members in good standing shall be given at least fifteen (15) days' notice but not more than fifty (50) days' notice of such proposed meeting. Each Director and SCMAO's auditor shall also be sent the notice. The Board shall call a special meeting of the Members on written requisition of Members who hold at least ten percent (10%) of the votes that may be cast at the meeting, unless the exceptions in the Act are met. Subject to the Act, if the Board does not call a meeting within twenty one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

XI.4. ERRORS OR OMISSIONS

No error or omission in giving notice of any Annual Meeting or special meeting of the Members or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat.

XI.5. ADDRESSES

The last recorded preferred mailing address or e-mail address as appearing on SCMAO's Register shall be used for the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, depending upon the chosen mode of notification.

XI.6. QUORUM

At all meetings of Members, a quorum shall be constituted by one-tenth (1/10), or, thirty (30), of SCMAO's Members in good standing, present or represented by proxy, whichever is the lesser.

XI.7. TELEPHONIC OR ELECTRONIC MEETINGS OF MEMBERS

If the Board determines that SCMAO make such means available and when permitted by the Act, any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, and a person participating in the meeting by those means is deemed to be present at the meeting.

XI.8. ADJOURNED MEETINGS OF MEMBERS

If within one-half (½) hour after the time appointed for a meeting of the Members, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

XI.9. NOTICE OF ADJOURNED MEETINGS

If a meeting of Members is adjourned for less than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for greater or equal to thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section XII.2 or XII.3 as applicable.

XI.10. CREDENTIALS

At all meetings of the Members, the Credentials of the Members shall be verified and scrutineers appointed to supervise the voting and count the ballots.

XI.11. VOTING

A. ENTITLEMENT TO VOTE

At all meetings of SCMAO, and in the consideration of any matter to be decided by Member ballot, each Member in good standing shall be entitled to one vote cast in person or by the alternative manner of voting duly identified for the specific meeting or occasion.

B. MANNER OF VOTING

(i) **VOTE CAST IN PERSON** – Each Member in good standing, present in person shall have one vote cast by whichever means specified by the President or Presiding Officer: show of hands, or rising, or secret ballot, or other, as the occasion may merit. Every question submitted to any meeting of Members shall, unless otherwise required by the Act or the By-Laws, be decided by a majority of votes.

(ii) **VOTING BY PROXY** – At any meeting of SCMAO, every Member in good standing may by means of a proxy appoint a Member in good standing to attend and act at such meeting in the manner, to the extent and with the power conferred by the proxy. An instrument appointing a proxy shall be in writing and executed by the Member in writing and shall be valid only for the specific meeting for which it was given. The proxy shall not be valid unless it is on the form provided to the Member by SCMAO, or a facsimile thereof, or on such form as may be authorized and approved by the Board from time to time in accordance with the Act. Furthermore, the proxy shall not be valid unless it is received at the offices of SCMAO by the stipulated submission deadline (not exceeding 48 hours, excluding Saturdays and holidays, before the meeting).

(iii) **VOTING BY MAIL OR ELECTRONICALLY** – Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the Act.

XII. DIRECTORS

XII.1. NUMBER OF DIRECTORS

The affairs of SCMAO shall be managed by the Board. The number of Directors shall be no less than four (4) and no more than twelve (12), of which at least four (4) shall be Members and no more than two (2) Directors may be non-Members. The President shall be invited to all meetings of the Board. From time to time, the Board may decide to appoint up to three (3) additional Advisors (non-voting), who may be Members or non-Members. Advisors shall perform such duties as the terms of their engagement call for or as the Board requires of them.

XII.2. QUALIFICATIONS OF DIRECTORS

An individual is disqualified from being a Director if they:

- A. are under eighteen (18) years old;
- B. are a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;

- C. are a person who has been found to be incapable by any court in Canada or elsewhere; or
- D. have the status of a bankrupt.

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

XII.3. TERM

Directors shall hold office for up to two (2) years and a maximum of six (6) consecutive years. No individual other than the President may exceed six (6) consecutive years in office without a period of absence of at least one (1) year from the Board.

XII.4. VOTING

At all Directors' meetings, a majority of the Directors shall constitute a quorum. At all meetings of the Board, all matters shall be decided by the affirmative vote of a majority of the Directors present and voting unless otherwise prescribed by the By-Laws, or the SCMAO Act or the Act.

All votes at any Board meeting shall be by a show of hands or any usual way of recording assent or dissent in accordance with the Act. Votes shall be taken by ballot only if specifically demanded by any Director present. A declaration by the Chairperson/Presiding Officer that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or the proportion of the votes recorded in favour or against such resolution.

XII.5. MEETINGS OF THE DIRECTORS

A. LOCATION

Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine.

B. CALL AND NOTICE OF MEETING

A Board meeting may be convened by the President or Chairperson or any three (3) Directors upon at least five (5) days' written notice of the meeting to the other Directors; provided that any Board meeting shall be held at any time or place without such notice if all the Directors are present thereat and, at such meeting, any business may be transacted which the Board may transact at its meetings. The Board may appoint a day or days in any months for regular meetings at an hour to be named. A Board meeting may also be held without notice immediately following the Annual

Meeting. Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with a matter referred to in section 36(2) of this Act, in which case the notice must specify that matter.

The statutory declaration of the President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

There shall be a minimum of one (1) Board meeting during each fiscal year of SCMAO.

C. ERRORS OR OMISSIONS

No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

D. MEETINGS AND DECISIONS BY TELEPHONE AND OTHER MEANS OF COMMUNICATION

If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors, or committees of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

E. MINUTES OF MEETINGS

Minutes of each meeting of the Board shall be circulated to each Director expeditiously and a copy thereof shall be maintained at the offices of SCMAO and shall be available for review by Members upon receiving a request from an interested Member and by special appointment.

XIII. NOMINATIONS AND ELECTIONS

- (i) A nominations committee shall be appointed by the Board no less than one hundred and twenty (120) days prior to each Annual Meeting. The committee shall consist of three (3) persons at least two (2) of whom shall be Members.
 - (ii) The nominations committee shall call for nominations from eligible individuals to be received by the committee at least forty-five (45) days prior to the Annual Meeting. The
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committee shall review all nominations received within the stipulated time and shall recommend individuals to fill the Director positions.

- (iii) At least thirty (30) days prior to each Annual Meeting, the nominations committee shall notify all Members of the slate of qualified candidates.
- (iv) Any additional nominations may be submitted in writing and supported by the signed endorsement of at least fifteen (15) Members. An individual so nominated must meet the eligibility requirements as stated herein, and shall consent to their nomination. Such nominations and consents shall be received by the President of SCMAO no later than fifteen (15) days prior to the Annual Meeting. Nominations from the floor shall not be accepted.
- (v) The election of individuals as Directors shall be held at the Annual Meeting or at such other general meeting of SCMAO as the circumstances may require, by means of a simple majority vote for each position.

XIV. VACANCIES

A Director position shall be declared vacant:

- (i) upon the resignation of that Director; which resignation shall become effective at the time the written resignation is received by the President of SCMAO or at the time specified in the resignation, whichever is later;
- (ii) upon disqualification of the Director in accordance with section XII.2 of the By-Laws;
- (iii) upon death of the incumbent;
- (iv) upon ceasing to be a Member, if such Director is a Member;
- (v) upon the incumbent's removal decided by a majority vote of the Members present at a duly constituted Annual Meeting or special meeting of the Members.

Where there is a vacancy or vacancies in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

If a Director position should become vacant, the Directors may by resolution appoint a qualified and suitable person to serve out the remaining term of the vacant position. The individual so appointed shall be eligible for reappointment upon completion of the partial term and if elected, may serve additional consecutive terms up to the maximum six (6) consecutive years permissible under section XIII.3 of this By-Law. However, no such individual may be elected for any additional consecutive term without a period of absence of at least one (1) year from the Board.

XV. CONFLICT OF INTEREST

A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with SCMAO or is a director or officer of, or has a material interest in, any

person who is a party to a material contract or transaction or proposed material contract or transaction with SCMAO shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

XVI. REMUNERATION

Non-staff Directors, non-staff Officers, and non-staff Advisors shall serve without remuneration and shall not directly or indirectly receive any profit from their positions as such; provided that a Director, Officer, or Advisor may be reimbursed for reasonable expenses incurred by them in the performance of their duty; and provided that a Director, Officer, or Advisor shall be entitled to receive reasonable compensation for any professional service rendered to SCMAO.

XVII. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Every Director or Officer of SCMAO or an individual who acts or acted at SCMAO's request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless in accordance with the Act.

XVIII. PROTECTION OF DIRECTORS AND OFFICERS

No Director, Officer or committee member of SCMAO is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of SCMAO or for joining in any receipt or for any loss, damage or expense happening to SCMAO through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of SCMAO or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to SCMAO shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have complied with the SCMAO Act, the Act, and the By-Laws and exercised their powers and discharged their duties in accordance with the Act.

The Directors for the time being of SCMAO shall not be under any duty or responsibility in respect of any contract, act or transaction whether made or not made, done or entered into in the name or on behalf of SCMAO, except as such shall have been submitted to and authorized and approved by the Board.

If any Director, Officer or Advisor of SCMAO shall be employed or shall perform services for SCMAO otherwise than as a Director, Officer, or Advisor or shall be a member of a firm or shareholder, Director or Officer of a company which is employed by or performs services for SCMAO, the fact of their being a Director, Officer or Advisor of SCMAO shall not disentitle such Director or Officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

XIX. RESPONSIBILITIES AND POWERS OF THE BOARD

The Board shall be responsible for ensuring the active pursuit of the objects, missions and goals and strategic direction of SCMAO through the formulation of appropriate plans, policies and priorities.

The Board may make or cause to be made for SCMAO, in its name, any kind of contract which SCMAO may lawfully enter into and save as hereinafter provided, generally, may exercise all powers and do all other acts and things as SCMAO is by the SCMAO Act or the Act permitted or otherwise authorized to exercise and do.

XX. OFFICERS

XX.1. APPOINTMENT OF OFFICERS

The Board shall appoint a President of SCMAO who shall also fulfil the functions of the Secretary-Registrar of SCMAO. The Board shall appoint a Chairperson of the Board, a Treasurer, and a Vice-chairperson of the Board from among themselves. The term of office of the Chairperson, Treasurer, and the Vice-chairperson of the Board shall be two (2) years. The Chairperson, Treasurer, and the Vice-chairperson of the Board may hold office for a maximum of two (2) consecutive terms. The Board may from time to time appoint such other Officers as it shall deem necessary and such Officers shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Subject to the Act, none of the said Officers except the Chairperson of the Board, Vice-chairperson, and the Treasurer of the Board need be a Director of SCMAO. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary-Registrar, that person may but need not be known as the Secretary-Registrar.

XX.2. DUTIES OF OFFICERS

A. CHAIRPERSON OF THE BOARD

The Chairperson shall, when present, preside at all meetings of SCMAO and its Board. The Chairperson shall be responsible for ensuring that all orders and resolutions of the Board are carried into effect and shall perform such other duties and responsibilities as defined by the Board from time to time.

B. VICE-CHAIRPERSON OF THE BOARD

The Vice-chairperson shall, in the Chairperson's absence or inability or refusal to act, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as defined by the Board from time to time.

C. TREASURER

The Treasurer shall be a Member and a Director of SCMAO and shall have such duties as defined by the Board from time to time, including being the Chair of the Finance and Audit Committee.

D. PRESIDENT

The President shall hold office during the term and subject to the provisions of their contract of employment with SCMAO.

The President shall be the chief executive officer of SCMAO and shall have the responsibility for the general management of SCMAO with full authority to direct the business and affairs of SCMAO except such matters and duties as by law must be transacted or performed by the Board or by Members at a general meeting. The President shall be responsible for ensuring the due and proper custody of the corporate funds and securities and shall be responsible for ensuring the keeping of full and accurate accounts of receipts and disbursements in books belonging to SCMAO and the depositing of all moneys and other valuable effects in the name and to the credit of SCMAO and in such depositories as may be designated by the Board from time to time. The President shall be the primary spokesperson of SCMAO. The President may also have the title Executive Director, Chief Executive Officer, President and CEO, or Secretary-Registrar, and/or such other officers as the Board may appoint from time to time.

E. SECRETARY-REGISTRAR

The President shall perform all the duties of the Secretary-Registrar of SCMAO.

The President shall give, or cause to be given, all notices required to be given to the membership and Directors; they shall attend all meetings of the Directors and meetings of SCMAO and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings; they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of SCMAO and of all books, papers, records, documents and other instruments belonging to SCMAO.

The President shall perform or cause to be performed the functions assigned to the Registrar by the SCMAO Act.

XXI. COMMITTEES

The Board may provide for the creation of standing committees, and/or task forces or ad hoc committees. Committee members may be appointed by the Board and need not be Directors. However, a standing committee shall be chaired by a Director, except for the Ethics Committee, (which shall be chaired by an individual who is not a current Director) and the Nominations Committee (which may or may not be chaired by a Director). The Board may set terms of reference

for committees by resolution of the Board. Directors may not delegate any of the following powers to a managing director or committee of directors:

1. To submit to the members any question or matter requiring the approval of the members.
2. To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
3. To appoint additional directors.
4. To issue debt obligations except as authorized by the directors.
5. To approve any financial statements under section 83 of the Act.
6. To adopt, amend or repeal by-laws.
7. To establish contributions to be made, or dues to be paid, by members under section 86 of the Act.

XXI.1. NOMINATIONS COMMITTEE

The Nominations committee shall be appointed by the Board no less than one hundred and twenty (120) days prior to each Annual Meeting, and shall consist of three (3) persons at least two (2) of whom shall be Members.

Provided that the immediate past Chair is able and willing to serve, they may but are not required to chair the Nominations Committee, which shall call and receive nominations from eligible individuals in compliance with procedures established in Article XIII. The committee shall review all eligible nominations and shall recommend a slate of nominees to be circulated with the notice of Annual Meeting.

XXI.2. FINANCE AND AUDIT COMMITTEE

The Board shall annually appoint, based on the recommendation of the Nominations Committee, the chairperson and members of a Finance and Audit Committee which committee shall have responsibility for reviewing the financial status and performance of SCMAO and establishing and reviewing a long term financial plan and strategy that ensures the financial viability and growth of SCMAO. The committee shall perform such other duties as may be prescribed by the Board from time to time. The following provisions shall apply to the committee: a majority of the committee members must not be officers or employees of SCMAO or of any of its affiliates; the committee shall review SCMAO's financial statements before they are approved by the Directors; and the auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any committee meeting.

XXI.3. ETHICS COMMITTEE

The Board shall bi-annually appoint the chairperson and members of an Ethics Committee which committee shall have responsibility for reviewing and determining the appropriate response to ethical complaints received about Members in accordance with SCMAO's Professional Discipline Procedures, as they exist from time to time. The chairperson and the members of the committee shall not be current Directors or Advisors. The committee shall provide reports to the Board as appropriate and at least yearly and perform such other duties as may be prescribed by the Board from time to time.

XXII. MANAGEMENT

XXII.1. FINANCIAL YEAR

Unless otherwise authorized by the Board, the financial year of SCMAO shall commence on the 1st of May of each year and conclude on the 30th of April in the succeeding year.

XXII.2. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments and obligations on behalf of SCMAO shall be signed by the President together with one other signing officer and the corporate seal shall be affixed to such instruments as require the same.

Notwithstanding any provision to the contrary contained in the By-Laws of SCMAO, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfers, contracts and obligations of SCMAO may or shall be signed.

XXII.3. EXPENSES

SCMAO will reimburse Directors, Officers, Advisors, and employees and other authorized persons the reasonable expenses incurred in the performance of their SCMAO duties and tasks, participation in meetings and events or for other reasons related to SCMAO. Such expense reimbursement shall always be in accordance with the expense policy of SCMAO then in effect.

XXII.4. ANNUAL FINANCIAL STATEMENTS

After the thirtieth (30) day of April in any year an annual financial statement of the affairs of SCMAO shall be prepared for the financial year ending on that date, and such statement shall be prepared, audited and certified by the auditor of SCMAO who shall be a chartered accountant appointed at the most recent Annual Meeting of SCMAO. The audited annual financial statements shall be presented at the Annual Meeting and shall be made available for review twenty-one (21) days in advance of the Annual Meeting to those Members who have informed the President (or designate) that they wish to receive a copy.

XXII.5. AUDITORS

Members shall, at each Annual Meeting, appoint an auditor to audit the accounts of SCMAO and to hold office until the next Annual Meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

XXIII. AFFILIATIONS

SCMAO may from time to time by a resolution authorized by a majority vote of the Board then in office choose to affiliate with any other organization, corporate or unincorporated, having objects similar to those of SCMAO or may amend or terminate any such affiliation in accordance with the provisions of the affiliation agreement.

In the event that SCMAO has formal representation on other organizations or bodies, the representatives or delegates of SCMAO shall be appointed by the Board for such time and under such conditions as shall be determined by the Board in conformity with the By-Laws.

XXIV. PROCEDURE

XXIV.1. RULES

Questions of procedure shall be disposed of under the current edition of Robert's Rules of Order when not in conflict with the Act, the SCMAO Act or the By-Laws of SCMAO.

XXIV.2. BY-LAWS AND AMENDMENTS

By-Laws of SCMAO may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act and the SCMAO Act.

XXV. REPEAL OF PREVIOUS BY-LAWS

All previous By-Laws of SCMAO are repealed as of the date of this By-Law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-Law prior to its repeal. All officers and persons acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Directors or Members with continuing effect passed under any repealed By-Law shall continue to be good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

XXVI. EFFECTIVE DATE

To the extent permitted by the Act, this By-Law shall come into force without further formality upon its enactment.

ENACTED the 12th day of October 2023.

WITNESS the corporate seal of SCMAO.

A handwritten signature in cursive script, enclosed within a hand-drawn oval. The signature appears to read "Bernie Ullrich".

Chair