



These By-laws relate generally to the conduct of the affairs of

## **Council of Professional Investigators Ontario (CPIO)**

(hereinafter referred to as the “CPIO” or “The Council”)

### **Article I: General**

#### **1.1 Definitions**

In these By-laws, unless the context otherwise requires:

- a) “Act” and “ONCA” mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or reenacted from time to time;
- b) “Affiliate” is a class of membership in the CPIO that is comprised of interested parties who are not licensed Private Investigators but who do business with the private investigation industry and/or who support the objectives of The Council; or are licensed Private Investigators outside the Province of Ontario or are a person who works as a Private Investigator outside of Canada, and/or is a Member of a recognized professional association who supports the objectives of The Council; and has been allowed by the Board to join this membership category;
- c) “Agency” is a class of membership in the CPIO that is comprised of any business licensed to engage in the business of providing Private Investigator services under the laws of the Province of Ontario and has been allowed by the Board to join this membership category;
- d) “Annual Meeting of Members” or “Annual Meeting” means an annual meeting of Members of the CPIO;
- e) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CPIO;
- f) “Board” means the Board of Directors of the CPIO;
- g) “By-law” means this By-law and any other By-law of the CPIO as amended and which are, from time to time, in force and effect;
- h) “Client Liaison Coordinator” means a paid employee position and shall not be considered a Director or Officer in any capacity;

- i) "Committee Member" means a single member of a committee of the CPIO who is an Individual, Agency, Student, Affiliate, or Intermediate Member of the CPIO;
- j) "CPIO" or "The Council" means the Council of Professional Investigators Ontario, a not-for-profit corporation that has passed these By-laws under ONCA or that is deemed to have passed these By-laws under ONCA;
- k) "CPIO Professional Designation" means one (1) of the three (3) CPIO Professional Designations, CPIO-PI, CPIO-SI, or the CPIO-MI, tailored exclusively to professional licensed Private Investigators and Members in good standing;
- l) "Director" means an individual occupying the position of Director of the CPIO;
- m) "Extraordinary resolution" means a resolution that is submitted to a Special Members Meeting duly called for the purpose of considering such resolution and passed at such special meeting, with or without amendment, by at least eighty percent (80%) of the votes cast;
- n) "Individual" is a class of membership in the CPIO that is comprised of interested parties who hold a valid individual Ontario Private Investigator Licence and have a minimum of two thousand (2000) hours, (equivalent to working forty (40) hours per week for fifty (50) weeks), private investigation or related experience (e.g. law enforcement, claims adjusting, in-house investigator, etc.); and are employed by a licensed Private Investigator Agency in the Province of Ontario or are sponsored by an Agency Member; and have been allowed by the Board to join this membership category;
- o) "Intermediate" is a class of membership in the CPIO that is comprised of interested parties who have obtained a Private Investigator Course Completion Certificate from an authorized course provider, so listed by the Ministry of the Solicitor General on their website; or are licensed as a Private Investigator under the laws of the Province of Ontario but are not employed by a licensed private investigation Agency or business registered with the Ministry of the Solicitor General, do not have the minimum related work experience, and are not sponsored by an Agency Member; and have been allowed by the Board to join this membership category;
- p) "Member" means a Member of the CPIO through one of the five (5) classes of membership listed in Article 10.5, and "Membership" means the collective of Members of the CPIO;
- q) "Member in good standing" is a Member whose dues are paid in full, who is not otherwise suspended, and has met the criteria of membership, as defined by the Board;
- r) "Officer" means an individual occupying the position of Officer in the CPIO;
- s) "Ordinary resolution" means a resolution that is submitted to a meeting of the Members, or a meeting of the Board, and passed at such meeting, with or without amendment, by a simple majority of the votes cast;
- t) "Past President" means the President who served immediately prior to the elected or acclaimed President and is a Member in good standing;

- u) "President" means the President of the Board, who is an Officer, and the person chairing a meeting of the Board or a meeting of the Members;
- v) "Professional Designations Program" means the three- (3) tier designation system that allows new and inexperienced Private Investigators, who are Members in good standing, to take part in the program while also recognizing the accomplishments of experienced investigators;
- w) "Protocols" means the set of rules governing the CPIO Professional Designation Program;
- x) "Special Members Meeting" means a special meeting of members of the CPIO;
- y) "Special resolution" means a resolution that is submitted to a Special Members Meeting duly called for the purpose of considering such resolution and passed at such special meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast;
- z) "Student" is a class of membership in the CPIO that is comprised of interested parties who are enrolled at a recognized post-secondary institution in an educational program relevant to the private investigation profession and have been allowed by the Board to join this membership category;
- aa) "Term" in relation to the duration of a Director's length of time on the Board, means the period of time, starting from one Annual Meeting and continuing to the second (2<sup>nd</sup>) Annual Meeting in the future (approximately two (2) years). A Director's first term would be from the Annual Meeting at which they are elected or acclaimed on to the Board and would continue until the second (2<sup>nd</sup>) Annual Meeting in the future (approximately two (2) years). The second(2<sup>nd</sup>) term would commence at the second (2<sup>nd</sup>) Annual Meeting and continue until the fourth (4<sup>th</sup>) Annual Meeting. In this manner, a Director would serve their terms in approximately two (2) year blocks; and
- bb) "Vice President" means an Officer who may be the person chairing a meeting of the Board or a meeting of the Members in the absence of the President or the refusal of the President to so act.

## 1.2 Interpretation

Other than as specified in Subsection 1.1, all terms contained in these By-laws that are defined in ONCA shall have the meanings given to such terms in ONCA. Words importing the singular include the plural and vice versa, and words importing no specified gender include all genders. "Person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.3 The official address of The Council shall be in the Province of Ontario at a location determined by the Board of Directors.

1.4 The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

## **Article II: Professional Designations Program**

- 2.1 The CPIO shall have a Professional Program and have Protocols that govern this program. The CPIO Professional Designations Program and the Protocols shall not be repealed by any Director, which includes Officers and/or Directors, and shall remain in place until such time as the CPIO is dissolved as a not-for-profit corporation.

Any amendments of the Professional Designations Program, the CPIO Professional Designations and/or the Professional Designation Program Protocols shall be presented at the Annual Meeting or a Special Members Meeting for a special resolution by Members in good standing, Notice and a copy of the proposed changes shall be sent to all Members in good standing not less than 10 (ten) days and not more than fifty (50) days in advance of the meeting.

## **Article III: Board of Directors**

### **3.1 CPIO Professional Designations**

All Directors shall hold a CPIO Professional Designation or be actively working on attaining one. Failure for any Director to attain a CPIO Professional Designation within one (1) term (approximately two (2) years), shall result in the Director being asked to step down from the Board. Should the Director decline to step down, the Director shall be removed by the members at a Special Members Meeting.

### **3.2 Purpose of Directors**

The purpose of the CPIO Directors is to serve and be for the betterment of the Private Investigator industry by working to increase its professionalism and standards. A Director shall not use the CPIO and/or their position as a Director on the CPIO Board to promote their own interests. A Director shall not place their own interests above that of the CPIO by:

- a) having their business logo and/or Agency name on the CPIO website without paying for it through an Agency membership and/or Sponsorship;
- b) having the Agency's logo and/or Agency name they are in the employ of on the CPIO website without that Agency paying for it through an Agency membership and/or Sponsorship; and/or
- c) attending a CPIO event(s) as a Director and using the event(s) as an opportunity to promote their own business and/or the Agency they are in the employ of, instead of directly promoting the CPIO and all its facets.

### **3.3 Obligation of Directors**

By agreeing to be on the Board, all Directors shall be responsible for fulfilling their active participation and obligations, including their timely response to any business-related emails and/or communications.

### **3.4 Composition**

In order to be elected as a Director, a person must be a licensed Private Investigator

in the province of Ontario and be in good standing. At no time shall there be on the Board of Directors more than one (1) Member in the employ of a single agency other than the Past President.

A Director must be an Agency Member or Individual Member of The Council.

### 3.5 Number of Directors

The number of elected Directors shall be no less than six (6) and no more than ten (10). The Board may alter the number of elected Directors within this range by holding a Special Members Meeting for a special resolution to amend the By-laws or articles by Members in good standing for which notice and a copy of the proposed changes shall be given not less than ten (10) days and not more than fifty (50) days in advance of the meeting.

The number of Directors of The Council and the number of Directors to be elected at the Annual Meeting Members must be the number determined from time to time by special resolution of the Members or, if a special resolution of the Members empowers the Directors to determine the number, by resolution of the Directors.

### 3.6 Director Terms

Directors are elected or acclaimed for one (1) term (approximately two (2) years) and take office immediately following the Annual Meeting at which they are elected or acclaimed. The maximum number of terms for any Director is three (3) terms, (approximately six (6) years), unless they opt to become an Officer (See 4.6). Following the maximum terms allowed, the Director is not eligible for re-election for at least one (1) term (approximately two (2) years), though the Director may be called upon for Committees, if approved by The Board. The terms may be elected on a staggered basis, where optimally fifty percent (50%) of the Board is newly elected and fifty percent (50%) retires or is re-elected at every Annual Meeting.

### 3.7 Resignation

A Director may resign in writing to the President and it is effective when accepted by the Board. The President may resign in writing to the Board and it is effective when accepted by the Board.

### 3.8 Removal

A Director may be removed from the Board before the expiration of the term by the majority vote of the Members, wherein the Director has contravened any section of the By-laws, Code of Ethics, Privacy Policy, has been convicted of an offense under the Private Security and Investigation Services Act, 2005 (PSISA) and/or the Ministry of the Solicitor General, or for any other reason.

A Director whose membership has been terminated shall be automatically removed from the Board unless their membership is reinstated within ninety (90) days.

The Members may remove any Director for cause by ordinary resolution, at a Special Members Meeting. A statement of the reason or reasons shall have been mailed by

registered mail to the Director of the proposed removal at least thirty (30) days before any final action is taken. The Board may exercise the right to request an investigation, if necessary, by the appointment of investigators independent of The Council, reporting to The Council's Director of Ethics and By-laws. A notice of the date, time, and location of the action by the Board shall accompany the statement. The Director shall be given an opportunity to be heard at the time stated in the notice provided.

The office of a Director shall be vacated immediately:

- a) if the Director dies;
- b) if the Director becomes bankrupt; or
- c) if the Director is found to be incapable of managing property by a court or under Ontario law.

### 3.9 Vacancies

Vacancies on the Board of Directors may, so long as a quorum remains in office, be filled by appointment of the Directors from among the eligible Members of The Council. The appointee shall serve until the next Annual Meeting at which Directors are acclaimed or elected. If there is no quorum, the remaining Directors shall call a Special Members Meeting to fill the vacancy.

### 3.10 Meetings of the Board

The Board of Directors shall meet at least four (4) times a year and, except as otherwise required by ONCA, at such times and places as the President designates, providing the times and places are acceptable to a majority of Directors. Meetings shall be held virtually (i.e. via Zoom) or in-person.

Attendance for virtual meetings may be done by electronic and/or telephonic means. Attendance for in-person meetings may be done in-person or by any combination of in-person, electronic and telephonic means. A meeting of directors held in such a manner must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.

A person who, through telephonic or electronic means, attends a meeting of directors is deemed to be present in person at the meeting.

### 3.11 Attendance at Board Meetings

Directors shall be expected to attend meetings and participate in the performance of their duties on a regular basis. Directors shall attend a minimum of seventy percent (70%) of all the meetings in a one (1) year period. Any Director who has failed to attend the required number of meetings may be requested to resign by the Board or removed by the Members at a Special Members' Meeting.

### 3.12 Quorum

No less than fifty percent (50%) of the total number of Directors shall form a quorum for

the transaction of business. If a quorum is not present, the meeting shall be adjourned to a later date.

### **3.13 Notice**

Notice of Board Meetings shall be given to all Directors at least ten (10) days before the meeting. If the Board sets specific days and times in any month for its meetings, no notice is required. A Board of Directors Meeting may also be held, without notice, immediately following the Annual Meeting for the purpose of acclaiming or electing Officers or addressing any other business before the Board. The Directors may consider or transact any business at any meeting of the Board.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

### **3.14 Voting**

Motions arising at any Board of Directors Meeting shall be decided by a majority, wherein a quorum is present. In case of an equality of votes, the President shall have a second (2<sup>nd</sup>) vote. A Director must bring forth a Motion. The Motion must then be seconded by another Director. The Motion shall be voted on by all Directors present at the meeting. If the majority of the Directors vote to pass the Motion, the President shall declare the Motion has been carried and an entry to that effect shall be placed in the Minutes and shall be admissible in evidence without proof of the number of votes recorded in favour of or against the resolution.

Proxy voting shall not be allowed at any Board of Directors Meeting.

### **3.15 Remuneration of Directors**

Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed for reasonable expenses incurred in the performance of Board duties. All reasonable expenses, including travel expenses, must be approved by the Board before such expenses are reimbursed.

### **3.16 Indemnification**

Every Director or Officer of the CPIO, former Director or Officer of the CPIO, and an individual who acts or acted at the CPIO's request as a Director or Officer, or in a similar capacity, shall be indemnified against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the association with the CPIO. The CPIO shall not indemnify an individual unless:

- a) the individual acted honestly and in good faith with a view to the best interest of the CPIO; and

- b) if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

## **Article IV: Director Positions**

### **4.1 Required Director Positions**

The Board shall name Directors to the following roles: a) the “**Director of Government Relations**” b) the “**Director of Professional Development**” and c) the “**Director of Ethics and By-laws**”

These Directors shall not be Officers of the CPIO.

### **4.2 Other Director Positions**

Other Director positions and duties of the CPIO shall be determined by the President and/or the Board.

## **Article V: Nominations**

- 5.1 A Nominating Committee Chair shall be appointed by The Council to prepare a slate of candidates to be elected as Directors.
- 5.2 The Nominating Committee Chair shall make a call for nominations at least fifty (50) days before the Annual Meeting.
- 5.3 The Nominating Committee Chair shall circulate its slate of nominees to the membership at the Annual Meeting.
- 5.4 Any Individual or Agency Member in good standing, who is not on the slate and wishes to be, may submit their own nomination, supported by three (3) nominators who are Individual or Agency Members in good standing, to the Nominating Committee Chair at least thirty (30) days before the Annual Meeting and will be included on the slate of nominees presented at the Annual Meeting.
- 5.5 The Nominating Committee Chair shall confirm that each nominee holds a CPIO Professional Designation or is prepared to work on attaining one within one (1) term or approximately two (2) years.
- 5.6 The Nominating Committee Chair shall have the Client Liaison Coordinator confirm that each nominee and their three (3) nominators are all Members in good standing before the nominee is added to the slate of nominees.
- 5.7 Should no election be required, the slate of nominees will be acclaimed at the Annual Meeting.
- 5.8 No earlier than ten (10) days before the Annual Meeting, and in the event of an election, The Council shall publish the names of the slate of nominees, by providing notification via electronic means, to all Individual and Agency Members in good standing and display the slate of nominees on The Council’s website.



## **Article VI: Elections of Directors**

- 6.1 If an election is required, The Nominating Committee Chair shall appoint three (3) scrutineers who are not candidates for the Board of Directors, outgoing Directors or Officers, or current Directors or Officers.
- 6.2 All voting shall take place at the Annual Meeting.
- 6.3 Each Individual Member in good standing shall have one (1) vote for each of the available positions.
- 6.4 Each Agency Member in good standing shall have two (2) votes for each of the available positions. If voting by secret ballot, an Agency Member ballot shall be distinguishable from an Individual Member ballot. If voting by anonymous poll, Agency Members shall be provided a second (2<sup>nd</sup>) poll in which to cast their second (2<sup>nd</sup>) vote.
- 6.5 If an election is required, an election by secret ballot or by anonymous poll shall take place. If the meeting is held in-person and no Member is attending the meeting virtually by telephonic or electronic means, a secret ballot shall be used. If the meeting is held virtually, an anonymous poll shall be used. A combination of both secret ballot and anonymous poll shall be used if the meeting is held in-person and any Member is attending the meeting virtually by telephonic or electronic means. The ballot and/or poll shall clearly identify, in alphabetical order, the names of the candidates for available positions and the number of Directors to be elected.
- 6.6 Any Member in good standing may carry a proxy vote for a Member or Members in good standing. Only Members who have the right to vote shall assign and/or receive a proxy vote. A Member shall carry a maximum of two (2) proxy votes. If a Member is carrying a proxy vote for an Agency Member, this would equal the maximum number of two (2) proxy votes that any one (1) Member shall carry. All proxy votes shall be written, signed and dated. If the meeting is held virtually and/or the Member carrying the proxy vote(s) is attending the meeting virtually, they shall be present during voting and the proxy vote(s) shall be submitted before the meeting has been called to order.
- 6.7 The scrutineers will count the ballots or votes and report to the membership in, accordance with procedures prescribed by the Board.
- 6.8 Directors will be declared elected on the basis of votes cast, and as verified by the scrutineers.

## **Article VII: Officers**

### **7.1. Required Officer Positions**

The Board shall appoint from amongst the directors a President (who shall also be the Chair of the Board), a Vice President, a Secretary and a Treasurer.

The Board may appoint such other Officers and agents as it deems necessary. Any Officers or agents appointed by the Board shall have the authority and shall perform or delegate the performance of any or all such duties as the Board may prescribe from

time to time.

## 7.2 **Past President**

The Past President is the President who served immediately prior to the appointed President and is a Member in good standing. The Board may appoint the Past President as an Officer who may serve one (1) term (approximately two (2) years), commencing immediately after the termination of their term as President. The Past President may also perform other duties as determined by the Board.

Should the Past President be appointed as an Officer and seek re-election to the Board after their term, they shall not be appointed as President or Vice-President until they have completed at least one (1) term (approximately two (2) years) as a Director.

## 7.3 **Appointment of Officers**

Officer positions shall be open to current Officers or Directors who have served a minimum of (1) term (approximately two (2) years) as a Director on the Board. Officers are appointed by the Board at a meeting following the Annual Meeting, normally held within one (1) week of the Annual Meeting.

If more than one (1) eligible person is interested in an Officer position (excluding the President), an election by secret ballot or similar method shall be held at an in-person Board meeting, or an election by anonymous poll or similar method shall be held at a virtual Board meeting and/or if any Director(s) is attending the meeting virtually. The ballot, poll, or other method shall clearly identify, in alphabetical order, the names of the candidates for each position requiring an election. The Client Liaison Coordinator will act as the scrutineer and count the ballots and report the findings to the Board. If the Client Liaison Coordinator is not present at the meeting, either the Past President or two (2) Board Members not seeking election to an Officer position shall act as scrutineer(s). For each position, the individual who receives the majority of the votes will be declared appointed to that specific position.

If only one (1) eligible person puts their name forward for an Officer position, no election will be required, and the individual shall be appointed by the Board to that specific position. In exceptional circumstances where an Officer position is vacant and no eligible person is interested in said position, any Director may then put their name forward for that specific Officer position and shall thereby be appointed to that position.

The results of every Officer position will be announced by the Board by posting them on the Council's website within seven (7) days of the meeting following the Annual Meeting, normally held within one (1) week of the Annual Meeting.

## 7.4 **Appointment of President**

A President shall be appointed after a Board has been formed, following the Annual Meeting. The appointment of the President shall take place at a Board meeting following the Annual Meeting, normally held within one (1) week of the Annual Meeting. The President shall remain in the President position until the end of their given term (approximately two (2) years) at which time, their position may be challenged by another qualified candidate (as per this section). The challenge shall take place at the

inaugural Board meeting following the Annual Meeting at the end of their term. The President may continue until the conclusion of their permitted term on the Board, if no one challenges for the President position.

Only an Officer of the CPIO who has served a minimum of one (1) term (approximately two (2) years) shall be eligible for the President position. In exceptional circumstances where no Officer who has served a minimum of one (1) term (approximately two (2) years) puts their name forward for President, any Director who has served a minimum of one (1) term (approximately two (2) years) may then put their name forward for President.

If more than one (1) Officer puts their name forward, an election by secret ballot or similar method shall be held at an in-person Board meeting, or by anonymous poll or similar method at a virtual Board meeting and/or if any Director(s) is attending the meeting virtually. The ballot, poll, or other method shall clearly identify, in alphabetical order, the names of the candidates for the President position. The Client Liaison Coordinator will act as the scrutineer and count the ballots and report the findings to the Board. If the Client Liaison Coordinator is not present at the meeting, either the Past President or two (2) Board Members not seeking election to the position of President shall act as scrutineer(s). The Officer who receives the majority of the votes shall be appointed by the Board to the position of President.

If only one (1) Officer puts their name forward for President, no election will be required, and that Officer shall be appointed by the Board to the position of President.

## **7.5 Terms of Officers**

Officers shall serve a maximum total of four (4) terms (approximately eight (8) years), which includes the number of years having served as a Director. Officers shall hold office until their successors are duly appointed. Following the maximum terms allowed, the Officer is not eligible for re-appointment for at least one (1) term (approximately two (2) years), though the Officer may be called upon for Committees, if approved by the Board.

## **Article VIII: Other Roles in the Corporation**

### **8.1 Client Liaison Coordinator**

The Client Liaison Coordinator is a paid employee position and shall not be considered a Director or Officer in any capacity. The Client Liaison Coordinator shall not be granted any voting power.

The Client Liaison Coordinator shall serve all notices required to Members and Directors. The Client Liaison Coordinator shall be the custodian of the seal of the CPIO and of all records, books, and other documents belonging to the CPIO, and shall deliver same when authorized by the Board to do so.

The Client Liaison Coordinator shall be responsible for Membership, under the supervision of the Treasurer, whose duty shall be to receive and investigate all membership applications. Upon completion of said investigations, the Client Liaison Coordinator will present the membership applications to the Board for approval. The Client Liaison Coordinator shall also perform other duties as determined by the

President.

## 8.2 Legal Counsel

The Board shall name Legal Counsel to act on behalf of the Board on a pro bono basis. Legal Counsel shall not be considered a Director or Officer in any capacity. Legal Counsel is expected to attend Board meetings and participate in the performance of their duties on a regular basis. Legal Counsel shall hold their position indefinitely, or until they step down from their position or the Board has decided to replace them with another suitable candidate.

## Article IX: Committees

- 9.1 The Board may appoint a Committee or Committees as required and as shall benefit The Council.

## Article X: Membership

- 10.1 A Member must be in good standing, whose dues are paid in full, who is not otherwise suspended, and has met the criteria of membership, as defined by the Board.
- 10.2 Membership is subject to Board approval.
- 10.3 Membership dues shall be determined from time to time by the Board, pursuant to the By-laws.
- 10.4 The definitions of Members, membership classes, and rights of Members may be subject to change upon Board approval. Once the Board has approved the changes, they will be presented at a Special Members Meeting for approval by the Members in good standing by special resolution for which notice and a copy of the proposed changes shall be given not less than ten (10) and not more than fifty (50) days in advance of the meeting.

### 10.5 Membership Classes

Membership in the Corporation shall consist of five (5) classes of members, namely, a) "Individual"; b) "Agency"; c) "Student"; d) "Affiliate"; and e) "Intermediate" Members. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

#### a) Individual

Individual Members must hold a valid individual Ontario Private Investigator Licence and have a minimum of two thousand (2000) hours, (equivalent to working forty (40) hours per week for fifty (50) weeks), private investigation or related experience (e.g. law enforcement, claims adjusting, in-house investigator, etc.); and be employed by a licensed Private Investigator Agency in the Province of Ontario or be sponsored by an Agency Member.

Subject to the Act and the articles, each Individual Member is entitled to receive notice of, attend, and vote at all meetings of Members of The Council, and each Individual Member shall be entitled to one (1) vote at such meetings.

Individual Members have the right to attend all webinars, have full access to the CPIO Members' area on the website, entitlement to be on the Board of Directors, join CPIO Committees, view job notices and post résumés, and entitlement to any discounts or other complimentary offers made available to CPIO Members.

**b) Agency**

Any business licensed to engage in the business of providing Private Investigator services under the laws of the Province of Ontario that has met the requirements of membership may be an Agency member.

The Agency designate must meet the criteria of the Individual membership category. Agency designates must complete an Individual membership application and must adhere to the conditions of the Individual membership category.

All new Agency applicants are subject to a probationary period of one (1) year. Agency membership applications submitted after the one (1) year probationary period, may be subject to an attestation regarding their Agency being compliant with the Ministry of the Solicitor General (and any other governing body), their Agency License is up to date, and they are fully insured.

Subject to the Act and the articles, each Agency Member is entitled to receive notice of, attend, and vote at all meetings of Members of The Council, and each Agency Member shall be entitled to two (2) votes at such meetings.

Agency Members have the right to attend all webinars, have full access to the Members' area of the website, entitlement to be on the Board of Directors, post their company profile on the CPIO website's membership directory, join CPIO Committees, display and make their promotional and marketing materials available at any event attended by the CPIO, post job notices, access student and individual résumés, post the CPIO logo on their Agency website, and entitlement to any discounts or other complimentary offers made to CPIO Members.

**c) Student**

A Student Member is any person enrolled at a recognized post-secondary institution in an educational program relevant to the private investigation profession. Taking the fifty (50) hour Ministry of the Solicitor General mandated Private Investigator course shall not count as being enrolled in a recognized post-secondary program/institution.

Subject to the Act and the articles, each Student Member shall be entitled to receive notice of, and attend meetings of the Members of The Council, but shall not be entitled to vote at such meetings.

Student Members have the right to attend all webinars, have full access to the CPIO Members' area on the website, join CPIO Committees, view job notices and post résumés, and entitlement to any discounts or other complimentary offers made available to CPIO Members. Student Members shall not be entitled to be on

the Board of Directors.

d) **Affiliate**

Affiliate Members may be:

- i. any person who is not a licensed Private Investigator but who does business with the private investigation industry and/or who supports the objectives of The Council; or
- ii. any person who is a licensed Private Investigator outside the Province of Ontario or is a person who works as a Private Investigator outside of Canada, and/or is a Member of a recognized professional association who supports the objectives of The Council.

Affiliate memberships may be complimentary or fee based, to the discretion of the Board. Affiliate Members who offer discounted services or products to CPIO Members are entitled to advertise or promote their services/products at CPIO events, with the approval of the Board.

Subject to the Act and the articles, each Affiliate Member shall be entitled to receive notice of, and attend meetings of the Members of The Council, but shall not be entitled to vote at such meetings.

Affiliate Members have the right to attend all webinars, have full access to the CPIO Members' area on the website, join CPIO Committees, view job notices and post résumés, and entitlement to any discounts or other complimentary offers made available to CPIO Members. Affiliate Members shall not be entitled to be on the Board of Directors.

e) **Intermediate**

Intermediate Members may be:

- i. any person who has obtained a Private Investigator Course Completion Certificate from an authorized course provider, so listed by the Ministry of the Solicitor General on their website; or
- ii. any person licensed as a Private Investigator under the laws of the Province of Ontario but is not employed by a licensed Private Investigator Agency or business registered with the Ministry of the Solicitor General, does not have the minimum related work experience, and is not sponsored by an Agency Member.

Subject to the Act and the articles, each Intermediate Member shall be entitled to receive notice of, and attend meetings of the Members of The Council, but shall not be entitled to vote at such meetings.

Intermediate Members have the right to attend all webinars, have full access to the CPIO Members' area on the website, join CPIO Committees, view job notices and post résumés, and entitlement to any discounts or other complimentary offers made available to CPIO Members. Intermediate Members shall not be entitled to be on the Board of Directors.

10.6 Membership benefits shall be determined by the Board and are subject to change with Board approval.

#### 10.7 **Application Procedure**

The Board may establish procedures for membership applications for persons or businesses interested in furthering the objectives of The Council.

#### 10.8 **Dues and Fees**

Annual membership dues are determined from time to time by the Board. Membership shall pay dues applicable to their membership category. The Board may levy other fees, such as late fees.

#### 10.9 **Obligation of Members**

At the time of application, admission, and renewal, all Members, regardless of membership category, must agree in writing, to adhere to the By-laws, Codes of Ethics Privacy Policy, and all other policies, rules, and regulations of The Council as established. It shall be a condition of membership that Members recognize the authority of the Director of Ethics and By-laws; the Ethics and By-laws Committee, if one exists; and/or an Inquiry Panel, if one is appointed; to initiate, receive, investigate, mediate, and adjudicate complaints respecting violations by Members of the By-laws, the Code of Ethics and/or the Privacy Policy.

#### 10.10 **Rights of Members**

Any Member in good standing is entitled to receive notice of all types of Member meetings, attend Member meetings, speak at Member meetings, and exercise other rights and privileges referred to in these By-laws.

#### 10.11 **Resignation**

The resignation of a Member is subject to acceptance by the Board.

#### 10.12 **Transferability**

Membership is not transferable, except in an Agency membership, where the Agency is entitled to change its designated Individual Member with another qualified designate at any time.

#### 10.13 **Continuing Obligations**

The termination of membership by cancellation, suspension, resignation, or otherwise does not excuse any debts or obligations that existed prior to the termination. Voluntary or involuntary withdrawal does not entitle a Member to a refund of paid dues, except at the discretion of the Board.

#### 10.14 **Readmission**

A former Member may apply for readmission by submitting a request in the form prescribed by the Board. Normally, all dues and fees payable at the time of cancellation,

and any dues and fees assessed by the Board, must be paid in full and any other conditions imposed must be fulfilled to the satisfaction of the Board.

#### 10.15 **Right To Not Renew**

The Board has the right not to renew the membership of any former Member. The Board will give notice of its decision not to renew membership. The former Member who is denied renewal of their Individual or Agency membership may request a review of the Board's decision. The Board shall review its decision and provide a written answer.

#### 10.16 **Termination of Membership**

The Board has the right to terminate the membership of any Member. The Board shall give no less than fifteen (15) days notice to the Member of its decision to terminate the Member's membership and the reasons for the decision. The Member whose membership is terminated may request a review of the Board's decision. The Board shall review its decision and provide a written answer to the Member.

In addition, a membership in the CPIO is terminated when:

- a) a Member dies, or, in the case of a Member that is a corporation, the CPIO is dissolved;
- b) a Member fails to maintain any qualifications for membership described in the articles or By-laws;
- c) a Member has been convicted of an offense under the Private Security and Investigation Services Act, 2005 (PSISA) and/or the Ministry of the Solicitor General;
- d) a Member has violated The Council's Code of Ethics, By-laws and/or Privacy Policy and an Inquiry Panel and Officers have decided to terminate the Member's membership;
- e) a Member's term of membership expires;
- f) at any time, the membership passes on a two-thirds (2/3) vote to terminate the Member's membership; or
- g) the CPIO is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the CPIO, automatically cease to exist.

### **Article XI: CPIO Chapters**

#### 11.1 **Establishment of CPIO Chapters**

These By-laws allow for the establishment of CPIO Chapters within Ontario, other provinces or territories of Canada, or other countries. Each Chapter would be granted licence to operate as a Chapter of the CPIO under the CPIO Chapter Policy and with approval of the Board.



## Article XII: Meetings and Voting

### 12.1 Annual Meeting

The Council shall hold an Annual Meeting in the Province of Ontario to report to the membership all significant activities which have taken place since the last Annual Meeting, conduct elections to the Board of Directors, report on The Council's financial position, and appoint the auditor, or person conducting a review engagement, for the current year.

The Board, in accordance with ONCA, shall hold an Annual Meeting of the Members of The Council,

- a) within eighteen (18) months after The Council comes into existence; and
- b) subsequently, not later than fifteen (15) months after holding the preceding Annual Meeting.

In accordance with ONCA, documents that must be provided at the Annual Meeting are:

- a) financial statements approved by the Board; and
- b) the written report the auditor, or person conducting the review engagement, or the Chartered Professional Accountant, prepared on the financial statements.

### 12.2 Special Members Meetings

A Special Members Meeting may be called by the Directors. The Board shall call a Special Members Meeting on written requisition of members who hold at least 10 per cent (10%) of votes that may be cast at a meeting of Members, for any purpose connected with the affairs of the CPIO that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Every year, in accordance with ONCA, a Special Members Meeting shall be held to approve the extraordinary resolution, by at least eighty percent (80%) of votes cast at the Special Members Meeting to:

- a) have a review engagement instead of an audit in respect of CPIO's Financial Year (YYYY) if the CPIO had annual revenue in that financial year of more than \$500,000; or
- b) not to appoint a Licensed Public Accountant; b) not to have an audit; c) not to have a review engagement; and d) to have a regular review of the Financial Year (YYYY) Financial Statements by an independent Chartered Professional Accountant and to have a person so nominated by the Board to act as the person to conduct such review, if the CPIO had annual revenue in that financial year of less than \$500,000.

This Special Members Meeting shall be held no later than the end of the financial year.

### 12.3 **Notice**

Notice of all Annual Meetings and Special Members Meetings shall be sent not less than ten (10) and not more than fifty (50) days in advance. Notice shall be sent to each Member at the last known email address according to the records of The Council.

### 12.4 **Quorum**

A quorum for all Annual Meetings and Special Members Meetings is defined as having five percent (5%) of the Agency and Individual Members in good standing attending in person and/or virtually and/or by proxy. The President shall report to the Members whether a quorum is present and in the absence of a quorum, the meeting shall be adjourned to a later date. A minimum delay of ten (10) days and a maximum delay of thirty (30) days is required before a second (2<sup>nd</sup>) attempt to conduct the meeting is scheduled. A written notice shall be sent to all Members via email advising them of the new date of the rescheduled meeting.

### 12.5 **Voting**

Ordinary resolutions at all Annual Meetings or Special Members Meetings shall be passed by a simple majority of the votes cast by Members in good standing at a meeting of Members, except where a Member's right to vote is prohibited under the By-laws. In the event of a tie, the motion is lost. Special resolutions shall be passed by two-thirds (2/3) of the votes cast at a meeting of members. Extraordinary resolutions shall be passed by at least eighty percent (80%) of the votes cast at a meeting of Members.

If an Annual Meeting or Special Members Meeting is held in-person, votes may be cast in person, by electronic or telephonic means, by proxy vote or by any combination of the above aforementioned means. If the meeting is held virtually, votes may be cast by electronic and/or telephonic means, and/or proxy vote.

For Annual Meetings or Special Members Meetings held in person, matters shall be decided by a show of hands and/or in the case of virtual attendees, written responses in the "Chat" box or equivalent, unless a poll is demanded. Annual Meetings or Special Member Meetings held virtually shall have the matters decided by written responses in the "Chat" box or equivalent.

### 12.6 **Proxy Voting**

A proxy vote must be written, signed and dated by a Member in good standing who shall assign a vote to any other Member in good standing. Only Members who have the right to vote shall assign and/or receive a proxy vote. The proxy form shall be in the format and within the timelines established by the Board. The Board shall retain the proxy forms and ballots for a pre-determined period of time decided by the Board, after which, the proxy forms and ballots shall be destroyed.

### 12.7 **Motions**

A Member in good standing may propose a motion(s) at the Annual Meeting. The President may request that any motion be submitted in writing. If, in the opinion of the President, a motion so submitted is deemed to have broader implications than can

be properly addressed by those in attendance, the President may defer the motion and call a Special Members Meeting to address it.

## 12.8 **Participation by Electronic Means**

A meeting of Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of Members held in such a manner must enable all persons entitled to attend the meeting to reasonably participate.

A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed to be present in person at the meeting.

## **Article XIII: Financial**

### 13.1 **Financial Year**

The financial year of The Council is from January 1 to December 31.

### 13.2 **Financial Statement Approval**

The Board shall approve annual financial statements of The Council that relate to the period that began immediately after the end of the last completed financial year and ended not more than six (6) months before the Annual Meeting. The approval of the Board must be evidenced by the signature of one or more Directors and/or Officers.

### 13.3 **Audit**

There shall be an annual financial review presented at the Annual Meeting. An annual Special Members Meeting shall be held to decide what type of financial review to conduct. This Special Members Meeting shall be held no later than the end of the financial year. Whichever type of review the Members vote to have, a written report on the financial statements shall be provided by the person conducting the financial review for the Board to present at the Annual Meeting. The Treasurer shall conduct the financials for The Council.

The Members shall at each Annual Meeting appoint an auditor, or person conducting a review engagement, to hold office until the close of the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of auditor, or person conducting a review engagement. The remuneration of the auditor, or person conducting a review engagement, shall be fixed by the Board.

### 13.4 **Execution of Documents**

Significant deeds, transfers, licences, contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the CPIO, shall be approved by the Board and signed by two (2) authorized persons identified by the Board and where required, the Client Liaison Coordinator shall affix the CPIO seal.

### **13.5 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 may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by those Officers or other persons as the Board may designate, appoint or authorize from time to time by resolution.

### **13.6 Deposit of Securities for Safekeeping**

The securities of The Council shall be deposited for safekeeping with one or more financial institutions determined by the Board. Securities so deposited may be withdrawn upon the written order to The Council signed by two (2) authorized persons in a manner determined by the Board.

### **13.7 CPIO Credit Card Holders**

The Client Liaison Coordinator shall possess and have use of the CPIO Credit Card. The Treasurer shall be entitled to a CPIO Credit Card. The President shall not be entitled to a CPIO Credit Card. The President, with the Board's approval, shall determine one (1) additional authorized person who may possess and have use of the CPIO Credit Card. All CPIO Credit Card purchases must be approved by the Board.

## **Article XIV: Conflict of Interest**

14.1 A Director, Officer or Committee Member who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with The Council shall make the disclosure required by ONCA. Except as provided by ONCA, no such Director, Officer, or Committee Member shall attend any part of a meeting of directors, officers, or Committee Members or vote on any resolution to approve any such contract or transaction.

### **14.2 Remaining Directors or Committee Members Deemed Quorum**

A quorum for Board of Directors Meetings is defined as having no less than fifty percent (50%) of the Directors and/or Officers in good standing attending in person and/or virtually. If a quorum is not present for the purpose of voting on a resolution to approve or deny a contract or transaction only because a Director or Officer is not permitted to be present at the meeting by reason of a Conflict of Interest, the remaining Directors and/or Officers are deemed to constitute a quorum for the purposes of voting on the resolution.

A quorum for Committee Meetings is defined as having no less than fifty percent (50%) of the Committee Members in good standing attending in person and/or virtually. If a quorum is not present for the purpose of voting on a resolution to approve or deny a contract or transaction only because a Committee Member is not permitted to be present at the meeting by reason of a Conflict of Interest, the remaining Committee Members are deemed to constitute a quorum for the purposes of voting on the resolution.

## **Article XV: Procedural Matters**

### **15.1 Notice**

Any notice or other document to be served to a Member, Director, Officer, or auditor, or person conducting the review engagement, shall be sufficiently given if delivered personally, or if delivered to the last recorded address, or if sent to the recorded address by any means of prepared transmitted or electronic communication. A notice so delivered is deemed to have been given, delivered or dispatched.

### **15.2 Error or Omission in Notice**

No error or omission in giving notice of any Annual Meeting, Special Members Meeting, or adjourned meeting of The Council or its Board of Directors shall invalidate the meeting or make void any proceedings taken at that meeting. Any Member, Director, or Officer may at any time waive notice of any meeting and may ratify any proceedings of that meeting.

### **15.3 Procedures at Meetings**

At all Annual Meetings, Special Members Meetings, Board of Directors Meetings, and Committee Meetings, procedural matters not specifically addressed herein shall be governed by Robert's Rules of Order.

### **15.4 Rules and Regulations**

The Board may make, amend, or repeal Rules and Regulations relating to the management and operation of The Council as it deems appropriate, provided they are not contrary to the provisions of ONCA, the Private Security and Investigation Services Act, 2005, the By-laws, or articles. Once the new, amended, or repealed Rules and Regulations have received Board approval, they will be presented at a Special Members Meeting for a special resolution by Members in good standing for which notice and a copy of the proposed changes shall be not less than ten (10) days and not more than fifty (50) days in advance of the meeting.

### **15.5 By-laws**

The By-laws shall govern the CPIO.

### **15.6 Amendment of By-laws**

The amended By-laws of the CPIO shall be approved by the Board. Once the amended By-laws have received Board approval, they will be presented at the Annual Meeting or a Special Members Meeting for approval by the Members in good standing by ordinary resolution for which notice, and a copy of the proposed changes shall be given not less than ten (10) days and not more than fifty (50) days in advance of the meeting.

### **15.7 Repeal of By-laws**

These By-laws repeal and supersede any previous By-laws of the CPIO.

Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board. All previous By-laws of the CPIO are repealed as of the coming into force of this By-law.

CERTIFIED to be the By-Law of the CPIO, as enacted by the Directors of the CPIO by resolution on the 15<sup>th</sup> day of April, 2024 and confirmed by the Members of the CPIO on the XX day of MONTH, 202X.

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James Meadway  
President and Board Chair  
Council of Professional Investigators Ontario

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Martin Jaekel  
Director of Ethics & By-laws  
Council of Professional Investigators Ontario