

**STATEMENT OF INTENTION
WITH RESPECT TO
BYLAWS OF THE
COUNCIL OF PROFESSIONAL INVESTIGATORS - ONTARIO**

The Council of Professional Investigators – Ontario, is a continuation of and the successor organization to The Council of Private Investigators – Ontario. The original bylaws were enacted on October 15, 1969, amended by membership vote on June 12, 2013 and on November 15, 2016.

The Purpose of these amendments is to set out an accurate and organized manner of the general procedures that govern the business and affairs of the Council.

THE BOARD hereby submits these new Bylaws, repealing all previous Bylaws of The Council to take effect:

DATED in Toronto, Ontario, this 15th day of November, 2016

Constitution of the Council of Professional Investigators – Ontario

Article I: Name and Address

- 1.1 The name of the organization shall be the Council of Professional Investigators – Ontario, hereinafter referred to as the “CPIO” or “The Council”.
- 1.2 The official address of The Council shall be in the Province of Ontario at a location determined by the Board of Directors.

Article II: Purpose

- 2.1 The CPIO shall be a not-for profit corporation whose purpose is to enhance the professional development of the Members and to seek to further the professional interests of Private Investigators, Private Investigation Agencies, licensed in the Province of Ontario, and other qualified private investigators from any jurisdiction.

Article III: Management

- 3.1 There shall be a Board of Directors for the Council. It shall govern the affairs of The Council and supervise, control, and direct all its activities. The Board actively pursues the mission and goals of The Council and may adopt rules and regulations for the conduct of its business, including:
 - a. making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
 - b. acquiring and disposing of securities, property, and other assets;
 - c. regulating admission of members, requirements of membership, and termination of membership; including creating a Code of Ethics and receiving and investigating and determining complaints respecting violations of the Code Of Ethics
 - d. governing and regulating the operations, management, and control of The Council and all its activities;
 - e. appointing committees as required and as will benefit The Council;
 - f. interpreting the intent of any Bylaw, rule, regulation, resolution, or report in connection with The Council and determining any dispute in that regard.
- 3.2 Without limiting its general responsibility, the board may delegate its powers and duties to an administrator.

3.3 The Officers of the CPIO shall consist of:

- a. **President:** The President shall preside at all meetings of the members and of the Board of Directors. The President shall also be charged with overseeing the general management of the affairs and operation of The Council. During the absence or incapacity of the President, the President's duties and powers may be exercised by a Vice-President or another Director appointed by the Board.
- b. **Vice President(s):** The Vice President(s) shall serve in the absence of the President and will normally assume the Presidency upon the completion of the President's term. The Vice President(s) shall also perform such other duties as determined by the Board. The Vice President position(s) is (are) appointed by the President. It is not a default position should the Board be required to elect a president from more than one Director who seeks the position.
- c. **Secretary:** The Secretary shall attend all meetings of the members and of the Board of Directors and ensure that minutes of all proceedings are kept. The Secretary shall serve all notices required to members and Directors. The Secretary shall be the custodian of the seal of The Council and of all records, books, and other documents belonging to The Council, and shall deliver same when authorized by the Board to do so. The Secretary shall perform other duties as determined by the Board of Directors.
- d. **Treasurer:** The Treasurer is responsible to ensure that full and accurate accounts of all receipts and disbursements of The Council are kept and to deposit all moneys or other valuable effects to the credit of The Council in financial institutions designed by the Board of Directors. The Treasurer shall disburse the funds of The Council under the direction of the Board and shall render to the Board whenever required an account of the financial position of The Council. The Treasurer shall provide an account of the financial position of The Council to the Annual General Meeting. The Treasurer shall also perform other duties as determined by the Board of Directors.
- e. **Other Officers:** The duties of other Officers of The Council shall be determined by the Board of Directors.
- f. **Past President:** The Past President is not an Officer. The Past President is an ex officio Director for a term of one (1) year, commencing immediately after the termination of the term as President. The Past President shall also perform other duties as determined by the Board of Directors.

- 3.4 **Composition:** In order to be elected as a Director, a person must be a licensed private investigator in Ontario and 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 immediate Past President of The Council, who is ex officio.
- 3.5 **Number of Directors:** The number of elected Directors shall be no less than four (4) and no more than ten (10). The Board may alter the number of elected Directors within this range. The Immediate Past President is an automatic position and, if willing to serve, is not counted within the range.
- 3.6 **Terms:** Directors are elected for two (2) year terms and take office immediately following the Annual General Meeting at which they are elected. The maximum number of terms for any Director is three (3), meaning six (6) years. Following the maximum allowed, the Director is not eligible for re-election for at least one (1) term, though the Director may be called upon for Committees if approved by The Board. The terms may be on a staggered basis, where optimally one-half (1/2) of the Board is newly elected and one-half (1/2) retires or is re-elected at every Annual General Meeting. As the position is ex officio, the Immediate Past President need not wait one (1) year, which in essence is the ineligibility period referred above, before seeking election to an additional term, but may not be appointed to as President or Vice President for a minimum of two (2) years or one (1) term.
- 3.7 **Resignation:** A director may resign in writing to the President and it is effective when accepted by the Board.
- 3.8 **Removal:** Directors shall be expected to attend meetings and participate in the performance of their duties on a regular basis. A Director may be removed from office before the expiration of the term by the Boards majority vote, wherein the subject Director has contravened any section of the Bylaws, Code of Ethics, or has been convicted of an offense under the PSIS Act and/or the Ministry of Community Safety and Correctional Services Code of Conduct. A Director whose membership has been cancelled shall be automatically removed from office unless his membership is reinstated within 90 days.

The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors presently in office, at any regular or special meeting of the Board. A statement of the reason or reasons shall have been mailed by registered mail to the Officer or 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 CPIO, reporting to the corporation's Director of Ethics and Ethics Committee. A notice of the date, time, and location of the action by the Board shall accompany the statement. The Officer / Director shall be given an opportunity to be heard at the time stated in the notice provided.

- 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 will serve until the next Annual General Meeting at which Directors are elected. If there is no quorum, the remaining Directors shall call a Special Meeting of the members 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 law at such times and places and using whatever communication methods as the President designates, providing the methods are acceptable to a majority of Directors. Electronic attendance in unusual circumstances shall be acceptable, if a request to do so is made within a reasonable time frame (3-5 business days in advance of the meeting), and subject to the discretion of the President.
- 3.11 **Quorum:** A majority of the Directors shall form a quorum for the transaction of business.
- 3.12 **Notice:** Notice of Board meetings shall be given to all Directors at least eight (8) days before the meeting. If the Board sets specific days and times in any months for its meetings, no notice is required. A Directors meeting may also be held, without notice, immediately following the Annual General Meeting of The Council for the purpose of electing officers or addressing any other business before the Board. The Directors may consider or transact any business at any meeting of the Board.
- 3.13 **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 vote. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence without proof of the number of votes recorded in favour of or against the resolution. Proxy voting is not allowed at any Board of Directors meeting.
- 3.14 **Remuneration of Directors:** Directors shall receive no remuneration for acting as such. Directors may be reimbursed for reasonable expenses incurred in the performance of Board duties. All travel expenses must be approved by the Board before such expenses are incurred and in accordance to The CPIO's Expenditure Policy. The Board shall arrange for appropriate indemnity insurance.

Article IV: Nominations

- 4.1 A Nominating Committee shall be appointed by The Council to prepare a slate of candidates to be elected as Directors.

- 4.2 The Nominating Committee shall make a call for nominations at least sixty (60) days before the Annual General Meeting.
- 4.3 The Nominating Committee shall circulate its slate of nominees to the membership at the Annual General Meeting.
- 4.4 Any Individual 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 at least thirty (30) days before the Annual General Meeting and will be included on the slate of nominees presented at the Annual General Meeting.
- 4.4 Nominations will not be sought from the floor or attendees at the Annual General Meeting.
- 4.5 Should no election be required, the slate of nominees will be acclaimed at the Annual General Meeting.
- 4.6 No earlier than 10 days before the AGM, and in the event of an election, The Council must publish the names of the slate of nominees, by providing notification via electronic means to all voting members and also display the slate of nominees on The Council website.

Article V: Elections

- 5.1 If an election is required, The Nominating Committee shall appoint three (3) scrutineers who are not candidates for the Board of Directors, outgoing Directors/Officers, or current Directors / Officers.
- 5.2 All voting will take place at the Annual General Meeting
- 5.3 Each Individual member who is eligible to vote shall have one vote for each of the available positions.
- 5.4 Each Agency member who is eligible to vote shall have two votes for each of the available positions. An Agency Member ballot will be distinguishable from a ballot for an Individual Member.
- 5.5 If an election is to be done by a ballot, the ballot shall identify clearly, in alphabetical order, the names of candidates for available positions and the number of Directors to be elected.
- 5.6 Any member can carry the proxy votes for members in good standing. All proxy votes will be collected at the time of voting.
- 5.7 The scrutineers will count the ballots or votes and report to the membership in accordance with procedures prescribed by the Board

- 5.8 Directors will be declared elected on the basis of votes casted, and as verified by the scrutineers.

Article VI: Committees

- 6.1 The Council must have representation within the following committees or portfolios:
- 1) Ethics and Discipline Committee
 - 2) Special Committee (As defined by the Board)
 - 3) Government Liaison
 - 4) Nominating
 - 5) Membership
 - 6) Training and Event
 - 7) Bylaws
 - 8) Any other as deemed necessary by the Board
- 6.2 **Committee Powers:** All committee powers and privileges are given to the committees by the Board of Directors. All committees must provide minutes and report their findings and recommendations to the Board in the manner and at intervals determined by the Board.
- 6.3 **Committee Terms:** The Board of Directors shall determine the number of members in each committee. Terms of committee membership is normally two (2) year, and may be renewed at the discretion of the Board. Committees may set their own quorum at not less than half of the members.
- 6.4 **Committee Removal:** All committees and committee members serve at the pleasure of the Board of Directors and may be removed for any reason by Board resolution.
- 6.5 **Ethics and Discipline Committee:** There shall be an Ethics and Discipline Committee which shall consist up to (three) 3 appointed members in good standing of the membership. The Council shall appoint a Director who shall be the Chair of this committee. The committee's purpose is to receive and investigate complaints respecting The Council's Code of Ethics; to serve as a mediator in disputes between members; and to appoint Inquiry Panels to adjudicate upon complaints, as required. The Director shall act as the coordinator and make appropriate assignments as may be required. The Director will report findings, as well as provide recommendations to the Board of Directors. The Director, with approval of the Board, can also initiate an investigation. Upon such an investigation, the Director shall report the findings to the Board and also make recommendations to the Board. The Director shall not vote on any matter requiring a vote. An Inquiry Panel and the Board have the jurisdiction to:
- a. dismiss the allegations;

- a. issue a written warning to the member;
- b. refer the matter to the Registrar for an official investigation;
- d. suspend membership in The Council;
- e. cancel membership in The Council.
- f. Impose such other conditions as may be appropriate in the circumstances.

6.6 **Indemnification:**

- a. The Council shall indemnify each Director and Officer against all costs, liabilities and charges that result from any act done in the normal performance of the duties of a Director or Officer for The Council. Indemnification shall not cover a Director or Officer from the costs, liabilities or charges that result from acts of fraud, dishonesty, or bad faith by the Director or Officer.
- b. No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, organization or corporation dealing with The Council. No Director or Officer is liable for any loss due to an oversight or error in judgement, or as a result of an action when acting in the normal performance of the duties of a Director or Officer of The Council, unless the action involves fraud, dishonesty, or bad faith by the Director or Officer.
- c. Directors or Officers can rely on the accuracy of any statement or report prepared by The Council's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.
- d. The Board shall secure and maintain appropriate Liability Insurance to protect the Directors and Officers in the manner described above.

Article VII: Membership, Voting Rights and Dues

- 7.1 A 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 of Directors.

- 7.2 Membership dues shall be determined from time to time by the Board of Directors, pursuant to the CPIO By-Laws.
- 7.3 The definitions of members, membership categories, rights of members, membership benefits will be defined by the Board of Directors. The above items can be subject to change.
- 7.4 **Application Procedure:** The Board may establish procedures for membership applications by persons or businesses interested in furthering the objectives of The Council.
- 7.5 **Dues and Fees:** Annual membership dues are determined from time to time by the Board of Directors. Membership shall pay dues applicable to their class of membership. The Board may levy other fees, such as late fees.
- 7.6 **Obligation of Members:** At the time of application, admission, and renewal all members, regardless of category, must agree in writing to adhere to the Bylaws, Codes of Ethics and Privacy, policies, rules, and regulations of The Council as established. It shall be a condition of membership that members recognize the authority of the Ethics and Discipline Committee of the Board to initiate, receive, investigate, mediate and adjudicate complaints respecting violations by Members of the Codes of Ethics and/ or Privacy Policy.
- 7.7 **Rights of Members:** Any member in good standing is entitled to receive notice of member meetings, attend member meetings, speak at member meetings, and exercise other rights and privileges referred to in these Bylaws.
- 7.8 **Resignation:** The resignation of a member is subject to acceptance by the Board.
- 7.9 **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.
- 7.10 **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.
- 7.11 **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 new 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.
- 7.12 **Right To Not Renew:** The Board has a right not to renew the membership of any former member. The Board will give notice of its decision to not renew membership. The former member who is denied renewal of his/her or an agency

membership may request a review of the Board's decision. The Board shall review its decision and provide a written answer.

- 7.13 Termination of Membership:** The Board has a right to terminate the membership of any member. The Board must give notice to the member of its decision to terminate the member's membership. 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.

Article VIII: Meetings and Voting

- 8.1 Annual General Meeting:** Every year, and normally within three (3) months of the fiscal year end, The Council shall hold an Annual General Meeting (AGM) in Ontario to report to the membership all significant activities which have taken place since the last Annual General Meeting, conduct elections to the Board of Directors, and report on The Council's financial position.
- 8.2 Special Meetings:** A Special Meeting may be called by the President or three members of the Board of Directors. A Special Meeting shall be called by the President if thirty-three percent (33%) of the members in good standing request in writing a meeting in writing for a specific purpose.
- 8.3 Notice:** Notice of all Annual General Meetings shall be sent at least twenty-one (21) days in advance. Notice of all Special Meetings shall be sent at least ten (10) days in advance. Notice shall be sent to each member at the last known address according to the records of The Council.
- 8.4 Quorum:** A quorum for all Annual General and Special Meetings is defined by the number of the members in good standing attending in person or by proxy. The President shall report to the meeting whether or not 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 attempt to conduct the meeting is scheduled. A written notice shall be sent to all members advising them of the new date of the rescheduled meeting.
- 8.5 Voting:** Resolutions at an Annual General or Special meeting may be passed by a simple majority of the votes cast in person by members in good standing, unless the issue must be decided by special resolution. In the event of a tie, the motion is lost. At member meetings, questions are decided by a show of hands unless a poll is demanded.
- 8.6 Proxy Voting:** A proxy vote must be signed and dated by a member in good standing who will assign a vote to any other member in good standing. The proxy form shall be in the format and within the timelines established by the Board. The Board will retain the proxy forms and ballots for a pre-determined period of time decided by the Board, after which the proxy forms and ballots will be destroyed.

8.7 Motions: A member in good standing may propose motions at the Annual General 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 meeting to address it.

Article IX: Fiscal Year

9.1 Fiscal Year: The fiscal year of The Council is January 1st to December 31st.

9.2 Audit: There shall be an annual financial review presented at the Annual General Meeting. The Treasurer will conduct the financials for the corporation. A financial audit may be conducted at the request of the Board of Directors. In the case of an audit, the Board will appoint a committee of members in good standing to initiate the audit and select a qualified professional accountant to conduct the audit.

9.3 Execution of Documents: Significant deeds, transfers, licenses, contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of The Council, shall be approved by the Board and signed by two authorized persons identified by the Board and, where required, the Secretary shall affix the seal.

9.4 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 authorized persons in a manner determined by the Board.

Article X: Dissolution and Miscellaneous Matters

10.1 Notice: Any notice or other document to be served to a member, Director, Officer, or auditor 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.

10.2 Error or Omission in Notice: No error or omission in giving notice of any Annual General Special, 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 or Director may at any time waive notice of any meeting and may ratify any proceedings of that meeting.

10.3 Procedures at Meetings: At all Annual General, Special, and Directors' Meetings, procedural matters not specifically addressed here shall be governed by Robert's Rules of Order.

- 10.4 **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 the Private Security and Investigation Services Act 2005 or the Bylaws. Such rules and regulations shall have force immediately on approval by The Board.
- 10.5 **Bylaws:** The Bylaws shall govern The Council of Professional Investigators-Ontario.
- 10.6 **Amendment of Bylaws:** The Bylaws of The Council must be approved by a majority of the Board of Directors and by a special resolution of members in good standing at a meeting for which notice of the changes has been given.
- 10.7 **Repeal of Bylaws:** These Bylaws repeal and supersede any previous Bylaws of The Council.
- 10.8 **Dissolution:** The Council shall not be voluntarily dissolved unless the members at a meeting called for that purpose pass a special resolution to that effect. Upon the dissolution of The Council, any assets remaining after the payment and satisfaction of the debts and liabilities of the Council shall be transferred to one or more organizations in Canada having similar objects and in no event shall assets be distributed for the personal benefit of any member of The Council.