



NATIONAL SOCIETY OF INTIMACY PROFESSIONALS **BY-LAWS**

MAY 2021



NSIP
NATIONAL SOCIETY OF INTIMACY PROFESSIONALS



By-law No. 1

A by-law relating generally to the conduct of the affairs of The Corporation of The Professional Society of Intimacy Coordinators and Directors which operates as the National Society of Intimacy Professionals (NSIP), referred to in these by-laws as the “Society”.

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





Section 1 - General

1.01 Definitions

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

- a. “Act” means the Canada Not-For-Profit Societies Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- c. “Board” means the board of Directors of the Society; and “Director” means a member of the Board;
- d. “Chair” means the Director appointed to the position of Chair of the Board and who will have the powers and duties as outlined in Section 7.01;
- e. “Vice-Chair” means the Director appointed to the position of Chair of the Board and who will have the powers and duties as outlined in Section 7.01;
- f. “By-law” means this by-law and any other by-law of the Society, as may be amended and which are, from time to time, in force and effect;
- g. “Member” means an individuals who has satisfied the Membership Conditions set out in section 2.01;
- h. “Meeting of Members” includes an annual meeting of Members or a special meeting of Members; “special meeting of Members” includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- i. “Ordinary Resolution” means a resolution that requires a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j. “Proposal” means a proposal submitted by a Member of the Society that meets the requirements of section 163 of the Act;
- k. “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- l. “Special resolution” means a resolution that requires a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and,
- m. “Term of membership” refers to the period that commences on the first day of an annual meeting for which the member has registered and fully paid registration fees and ends thirty (30) days after the last day of the subsequent annual meeting for which the member has registered and fully paid registration fees;
- n. “Intimacy Director” is an intimacy professional who works in live performance media;
- o. “Intimacy Coordinator” is an intimacy professional who works in recorded media;
- p. “Intimacy Professional” means an Intimacy Director and/or an Intimacy Coordinator.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.03 Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the Leadership Council. If a corporate seal is approved by the Leadership Council, the secretary of the Society shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) Directors, although contracts under \$5,000.00 may be signed by any one (1) Director. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director may certify a copy of any instrument, resolution, By-law or other document of the Society to be a true copy thereof.

1.05 Financial Year End

The financial year-end of the Society shall be determined by the Board of Directors.

1.06 Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a Director or Directors of the Society and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by pre-paid mail.

Section 2 - Membership

2.01 Membership Conditions

Subject to the Articles, there shall be one class of Members in the Society. Membership in the Society shall be available only to individuals interested in furthering the Society's purposes and who have applied for and been accepted into membership in the Society by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Society.

2.02 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the Society.

2.03 Termination of Membership

- a. Membership in the Society is terminated when:
- b. the Member's term of membership expires;
- c. a Member fails to maintain member qualifications;
- d. the Member dies or resigns;
 - i. the Member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective on the date specified in the resignation;
- e. the Member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the Articles, by-laws or written policies of the Society;
- f. the Society is liquidated and dissolved under the Act.

Upon any termination of membership, the rights of the Member, including any rights in the property of the Society (including the possession of proprietary documents and hardware of the Society) automatically cease to exist.

2.04 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:

- a. violating any provision of the Articles, By-laws, or written policies of the Society;
- b. carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;

If, after an investigation is conducted in accordance with

the written policies of the Society, the Board determines that a member should be expelled or suspended from membership in the Society, the Chair, or the Board's designate, shall provide notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The Board's decision shall be final and binding, without any further right of appeal.

Section 3 - Meetings of Members

3.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

3.02 Notice of Meeting of Members

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

3.03 Chair of the Meeting

In the event that the Chair of the Board and the Vice-

Chair of the Board are absent, the Members present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.04 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 10% of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 4 - Directors

4.01 Election and Term

Subject to the Articles, the Members will elect the Directors at the first meeting of Members and at each succeeding annual meeting of members at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of Members following the election.

The Board of Directors may appoint additional Directors for a term expiring not later than the close of the next annual meeting of members but the total number of Directors appointed may not exceed 1/3 of the number

of Directors elected at the previous annual meeting of members. The precise number of Directors to be appointed in this manner may be fixed by ordinary resolution of the members.

Directors may resign at any time during their term.

Directors may seek reinstatement after their term has expired.

Pursuant to subsection 132(1) of the Act, a quorum of Directors may fill a vacancy among the Directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

4.02 Appointment of Chair and Vice Chair

Following the election of the Directors at the annual meeting of the Members, the Directors shall appoint a Chair and a Vice-Chair from their number if there is a vacancy in either position.

Section 5 - Meetings of Directors

5.01 Calling of Meetings

Meetings of the Board may be called by the Chair, the Vice-Chair, or any two (2) Directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any incorporator. If the Society has only one Director, that Director may call and constitute a meeting.

5.02 Notice of Meeting of the Board

Notice of the time and place for the holding of a meeting of the Board shall be given to

every Director not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- b. by an electronic document in accordance with Part 17 of the Act.

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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. The place of a meeting may be a designated online platform. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed. No other notice shall be required for any such regular meeting except if the following matters are to be dealt with at the meeting, in which case such matters must be identified in the notice (as per subsection 136(3)(Notice of Meeting) of the Act):

- a. submit to the Members any question or matter requiring the approval of Members;
- b. fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- c. issue debt obligations except as authorized by the Directors;
- d. approve any financial statements of the Society

- c. issue debt obligations except as authorized by the Directors;
- d. approve any financial statements of the Society
- e. adopt, amend or repeal By-laws; or
- f. establish contributions to be made, or dues to be paid, by Members.

5.04 Meetings By Electronic Means

A meeting may be held entirely by electronic means provided that all participants can communicate adequately with one another and have reasonable access to the meeting.

5.05 Resolution In Writing by Email

A resolution agreed to by a majority of the Directors by valid email shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such resolutions shall be ratified at the subsequent quorate meeting of the Board and entered into the minutes.

5.06 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

5.07 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure,

subject to such regulations or Directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

Section 6 - Officers

6.01 Description of Offices

The Board shall appoint a Chair and Vice-Chair of the Board, who shall have the following duties and powers associated with their positions:

- a. Chair of the Board - The Chair of the Board shall preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- b. Vice-Chair of the Board - If the Chair of the Board is absent or is unable to act, the Vice-Chair of the Board, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.

The powers and duties of any other Officers of the Society shall be such as the terms of their engagement call for or the Board requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.02 Vacancy of an Officer

The Board may remove, whether for cause or without cause, any officer of the Society. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director, or
- d. the Officer's death.
- e. If the office of any Officer of the Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Section 7 - Notices

7.01 Method of Giving Notices Not Related To Meetings

Any notice to be sent, delivered or served (other than notice of a meeting of Members or a meeting of the board of directors) to a Member, Director, Officer or member of a committee of the Board or to the public accountant pursuant to the Act, the Articles, the By-laws or otherwise shall be sent, delivered or served as follows:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Society in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address of the recipient; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any telephonic, electronic or other communication facility shall be deemed to have been given when dispatched to the recipient by such means.

The address of any Member, Director, Officer, public accountant or member of a committee of the board that is used for the purposes of providing notice, shall be the address currently on record with the Society, which may be updated from time to time.

The signature of any Director or Officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

7.02 Invalidity Of Any Provisions Of These By-laws

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

7.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 8 - Dispute Resolution

8.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Society are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this By-law.

8.02 Governance Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, or committee members of the Society arises out of, or relates to, the Articles or by-laws, then as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The parties, acting in good faith, will attempt to resolve the dispute or controversy through discussions. If such discussions do not produce a mutually agreeable resolution, the parties will proceed to mediation.
- b. The dispute or controversy shall first be submitted to a single mediator, to be mutually agreed upon by the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, to be mutually agreed upon by the parties, who shall not be the mediator referred to above. Such arbitration shall be conducted in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Society is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 9 - Special Resolutions

A special resolution of the Members is required to make any of the following amendments to Articles of Incorporation or these By-laws:

- a. change a condition required for being a Member;
- b. add, change or remove a provision respecting the transfer of a membership;
- c. change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;

- d. change the manner of giving notice to Members entitled to vote at a meeting of Members;
- e. change the method of voting by Members not in attendance at a meeting of Members; or

Section 10 - Effective date

10.01 Effective Date

Subject to matters requiring a special resolution, this By-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Society, as enacted by the Board of the Society by resolution on the 1st day of May, 2021 and confirmed by the members of the Society by special resolution on the 1st day of May, 2021.

Dated as of the 1st day of May, 2021

Marissa Bernice Toccacelli Caldwell

