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management consulting



Un **NIVEAU SUPÉRIEUR**
de conseil en management

THE INSTITUTE OF
CERTIFIED MANAGEMENT CONSULTANTS
OF MANITOBA

CONSTITUTION AND BY-LAWS

Approved by Members at the Annual General Meeting on

May 21, 2026

INTRODUCTION

The Institute of Certified Management Consultants of Manitoba (the "Institute") was first incorporated under a Province of Manitoba Charter in 1977 as a non-profit organization, The Management Consultants Association of Manitoba, Inc. In 1986, the Legislative Assembly of Manitoba passed *The Institute of Certified Management Consultants of Manitoba Act* (C.C.S.M. c.C47), which continued the Institute as a body corporate with authority to regulate and govern the conduct of Members in the practice of Management Consulting. The Institute adopted the business name "CMC-Manitoba" in 2007, in concordance with other provincial/regional certifying institutes and CMC-Canada.

The purpose of the Institute is to foster and promote the development and acceptance of the profession of Management Consulting and to promote excellence in the practice of the profession for the benefit of Members, clients and the community at large.

The goals of the Institute are to:

1. Develop and maintain accreditation standards governing entry into and sustained membership in the Institute.
2. Develop and enforce standards of professional consulting practice and ethical behaviour.
3. Facilitate personal professional development of Members.
4. Promote full awareness and preferred utilization of CMCs in the marketplace.
5. Develop and maintain the membership of the Institute.

6. Ensure organizational development and efficient and accountable management of the affairs of the Institute.

THE INSTITUTE OF CERTIFIED MANAGEMENT CONSULTANTS OF MANITOBA BY-LAWS

1.0 INTERPRETATION

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

"Act" shall mean "The Institute of Certified Management Consultants of Manitoba Act";

"Acts" shall mean collectively *The Institute of Certified Management Consultants of Manitoba Act* and *The Corporations Act* of Manitoba;

"Annual General Meeting" shall have the meaning prescribed in clause 7.2 of these By-laws;

"Call for Nominations" shall mean the information regarding nominations to Council sent to the Members pursuant to the Rules and Regulations of these By-laws;

"Canadian Provincial CMC Institute" shall mean any of the following:

- a) Institute of Certified Management Consultants of Alberta;
- b) Institute of Certified Management Consultants of British Columbia;
- c) Institute of Certified Management Consultants of Saskatchewan;
- d) Institute of Certified

Management Consultants of Ontario;

- e) Institute of Certified Management Consultants of Atlantic Canada;
- f) L'Ordre des Administrateurs Agréés du Québec;

"Certification Committee" shall mean the committee appointed and titled Certification Committee pursuant to the Rules and Regulations of these By-laws;

"Certified Management Consultant" or "CMC" means a Management Consultant who is a Member and holds a category of membership as is permitted by these By-laws to use the designation "Certified Management Consultant" or «Conseiller en administration agréé» and to use after his or her name the initials "C.M.C." or «C.A.A.»;

"Certified Member" shall mean a Member who holds a category of membership as is permitted by these By-laws to use the designation "Certified Management Consultant" or «Conseiller en administration agréé» and to use after his or her name the initials "C.M.C." or «C.A.A.»;

"Chairperson" shall mean the person duly appointed as Chairperson pursuant to these By-laws;

"CMC-Canada" shall mean the national body known as the "Canadian Association of

Management Consultants/ Association Canadienne des conseillers en management", the national body with which the Institute has an affiliation.

"Code" means the Uniform Code of Professional Conduct;

"Committee Members" shall mean the members of any committees of the Institute formed or established pursuant to these By-laws;

"Common Body of Knowledge" shall mean the publication(s) and volumes identified and issued by CMC-Canada and commonly described as the "Common Body of Knowledge";

"Complaints Committee" shall mean the committee appointed pursuant to section 5 of these By-laws;

"Council" shall mean the properly elected or appointed Council as provided in these By-laws for the management of the affairs and business of the Institute;

"Councillor" shall mean a member of the Council;

"CPD" shall mean Continued Professional Development;

"Extraordinary Resolution" shall mean a resolution passed by two-thirds (2/3) majority of the Certified Members who are present in person at an Annual General Meeting or Special Meeting of which twenty-

one (21) days' prior written or electronic notice specifying the intent to propose a resolution as an Extraordinary Resolution has been given;

"Fellows Committee" shall mean the committee appointed and titled Fellows Committee pursuant to these By-laws;

"Information Processing" means management of information and communications technologies;

"Institute" shall mean "The Institute of Certified Management Consultants of Manitoba";

"Management Consultant" shall include a person qualified by background and experience, whose principal activity is the practice of Management Consulting as defined, who arrives at his/her recommendations through systematic analysis of facts and the application of objective judgement based on specialized knowledge and skill with due regard for and understanding of inherent human relations;

"Management Consulting" means investigating and identifying management problems and recommending and helping to implement solutions to such problems in the management of business, government, community and other organizations, including without limiting the generality of the foregoing, problems of:

a) production management;

- b) marketing management;
- c) human resources management;
- d) financial management;
- e) management accounting;
- f) operations research;
- g) information processing;
- h) economics;
- i) long range planning; and
- j) general management.

"Member" shall mean a person who is admitted to membership in this Institute pursuant to these By-laws and where the term "Member" or "Members" is used, it refers to a person or persons in any category of membership in the Institute;

"Non-Certified Member" shall mean a Member who holds a category of membership that is not permitted to use the designation "Certified Management Consultant" or <<Conseiller en administration agréé>> and to use after his or her name the initials "C.M.C" or <<C.A.A.>>;

"Past President" shall mean the former president of the Institute immediately preceding the current president in any given year;

"President" shall mean the officer duly appointed and responsible for the duties as set out in clause 11.1;

"Profession" shall have the meaning prescribed in section 16.0 of these By-laws;

"Professional Misconduct" shall mean conduct which contravenes the Uniform Code of Professional Conduct;

"Registrar" shall mean the officer duly appointed and responsible for the duties as set out in clause 11.5;

"Resolution" means a resolution passed by a majority of the votes cast by the Councillors, Members or Committee Members who voted in respect of that resolution;

"Secretary" shall mean the officer duly appointed and responsible for the duties as set out in clause 11.4;

"Special Meeting" shall mean any meeting called by the Council, other than the Annual General Meeting, in which case twenty-one (21) days' written notice must be sent to Members or Councillors as is appropriate;

"Special Resolution" shall mean a resolution adopted by a majority of the Council and approved by two-thirds (2/3) vote of the Members voting in person at any Special Meeting of the Institute, of which twenty-one (21) days' written or electronic notice has been given;

"Standing Committees" shall mean the Certification Committee, Member Services Committee, and Nominating Committee;

"Treasurer" shall mean the officer duly appointed and responsible for the duties as set out in clause 11.4;		time.
"Uniform Code of Professional Conduct" shall mean the code of conduct governing Certified Members of the Institute;	2.3	Certified Members shall retain their professional designation when they cease to be primarily engaged in the professional practice of Management Consulting provided they continue to pay all fees and dues and to abide by the Uniform Code of Professional Conduct and these By-laws.
"Vice-President" shall mean the officer duly appointed and responsible for the duties as set out in clause 11.2;	2.4	Regarding reciprocity granted to members from other jurisdictions, the following shall apply:
In construing these By-laws, reference shall be made to <i>The Institute of Certified Management Consultants of Manitoba Act</i> (C.C.S.M. c.C47) (the "Act") and to <i>The Corporations Act</i> (C.C.S.M. c.C225).		a) Council shall, without question, accept the transfer into the Institute of members of another Canadian Provincial CMC Institute, or members of a foreign institute with which the Institute has established reciprocity, into the same membership category as the transferring individual held in that institute, providing the individual is a member in good standing of that institute and pays prescribed transfer and membership fees to the Institute.
Words and expressions used in these By-laws, so far as the context does not otherwise require, shall have the same meaning as would be the case when used in those Acts.		
2.0 MEMBERSHIP		
2.1 Membership in the Institute consists of two categories: Certified Members and Non-Certified Members. Membership statuses within these categories shall be defined by Council in Institute policy from time to time.		b) Notwithstanding clause a), if the Institute does not have the membership category the transferring individual held in the institute from which they are transferring, that member must meet
2.2 In accordance with sections 4(1) and 5(1) of the Act, all applicants for membership in the Institute must meet the requirements in the Institute's Membership Policy, as established by Council from time to		qualifications for an existing membership category of the Institute in order for reciprocity to be granted.

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| <p>2.5 To apply for membership, an applicant shall file with the Registrar the application for membership prescribed by Council from time to time. The Registrar shall refer all applications for membership to the Certification Committee. The Certification Committee shall ascertain whether the applicant has complied with the membership requirements outlined in these or any other rules or requirements enacted by Council from time to time and then shall make its recommendation to the Council. The Council shall decide admission to membership and communicate such decision to the applicant within thirty (30) calendar days.</p> <p>2.6 Should an applicant be refused membership, they may request a hearing with Council as per Section 8 (1) of the Act.</p> <p>2.7 A new Member shall pay to the Institute the proportionate amount of any fees, dues or assessments for the current fiscal year as determined by the Council. Upon approval as a Certified Member, the Member shall pay the prescribed initiation fee as determined by Council from time to time.</p> <p>2.8 By becoming a Member, each Member accepts these By-laws and agrees to abide by them and to any changes which are made in them from time to time. Each Member further agrees that any action taken or hearing held to censure, suspend, terminate or expel a Member is within the authority and</p> | <p>competency of the Council.</p> <p>2.9 The Council may from time to time levy annual dues and assessments as they may determine to be required for the purpose of the Institute.</p> <p>2.10 Any Member may withdraw from the Institute by delivering to the Registrar a written resignation. Such resignation shall be effective upon delivery thereof and receipt of full payment of any outstanding monies owed to the Institute.</p> <p>2.11 A Member who withdraws from the Institute and was a previous Member in good standing with the Institute or has met the requirements of a discipline order, if one exists, may re-establish membership by:</p> <ul style="list-style-type: none"> a) Completing and submitting to the Institute the application for reinstatement and the statutory declaration forms approved by the Institute; AND b) Successful completion of the on-line ethics course approved by the Institute; AND c) Payment of up to three past years' full membership dues (at the discretion of the Institute), plus the current year's dues. <p>Council shall review the applicant's résumé and engagement summaries for the suspended period and may establish additional conditions for reinstatement, as it deems appropriate from time to time.</p> |
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2.12	To remain in good standing, each Certified Member shall meet the continuing professional development requirements established by the Institute from time to time and shall report to the Institute regarding their compliance with such requirements in accordance with the schedule and format prescribed by the Institute from time to time. The Institute, recognizing grace periods for compliance, can take actions to restrict the use of the designation and reinstatement would not be considered until such a requirement is met.		the final decision of recognition of an individual as an honoured member.
2.13	To remain in good standing, each Certified Member shall submit to the Institute a statutory declaration in accordance with the schedule and format prescribed by the Institute from time to time.	3.3	The Institute may recognize and grant equivalence of honorary titles to Members transferring from a Canadian Provincial CMC Institute or from a foreign institute with which CMC-Manitoba has reciprocity.
3.0	HONORARY RECOGNITION	4.0	USE OF THE CMC DESIGNATION, ITS DERIVATIVE PHRASES AND THE CMC LOGO
3.1	The Council may establish from time to time categories of honorary recognition.	4.1	Certified Members in good standing may use the CMC designation, the phrase "Certified Management Consultant", the phrase "Conseiller en Administration Agréé" and the CMC logo, provided these are used in accordance with any visual identity guidelines approved by the Institute from time to time.
3.2	The process for nomination of honoured members:	4.2	Non-Certified Members may not use the CMC designation, the phrase "Certified Management Consultant", the phrase "Conseiller en Administration Agréé" or the CMC logo.
	a) be initiated by a Fellows Committee which will issue a call for nominations at appropriate times; AND	4.3	A firm of Management Consultants may refer to itself as a firm of "Certified Management Consultants" or "Conseillers en Administration Agréés" in Manitoba and may use the CMC logo, provided these are used in accordance with any visual identity guidelines as may be established by the Institute if, and only if:
	b) have the Fellows Committee recommend to Council those who meet the criteria following the Fellows Committee review; AND		a) All of its practising owners are
	c) conclude with Council making		

Certified Management Consultants and members of the provincial or regional institute(s) having jurisdiction in the province(s) in which they practice; AND b) At least one of its practising owners resides and practises in Manitoba and is a Member of the Institute; AND c) All of its client assignments are accepted, supervised, and reviewed by Certified Management Consultants (who may, but need not, be owners); AND d) Its practising owners hold all of the voting rights outstanding from time to time under the charter, bylaws or other constitutive documents governing the firm. For purposes of this definition, but subject to applicable laws in the Province of Manitoba, a "firm" may be a proprietorship, a partnership (limited or general), a business corporation or a professional corporation, and "owner" shall include a proprietor, a partner or a shareholder. For greater certainty, "practicing owner" means an owner practicing in the firm of which he or she is owner or an owner and, if any owner of a firm is not an individual, then "practicing owner" means the individual practitioner(s), if any, practicing in the firm as the representative(s) of that owner. A sole practitioner may not use the words "Certified	Management Consultants" in plural form. 4.4 Firms using the phrase "Certified Management Consultants" must do so in accordance with the "Guidelines on the Use of the CMC Designation", as may be established from time to time by the Institute. 5.0 DISCIPLINARY PROCEDURES 5.1 A complaint against a Member must be made in writing and directed to Council through either the President or the Secretary of the Institute. Written complaints may be delivered either in hard copy or electronically. 5.2 Where a written complaint is made to the Council or in an instance where the Council has reasonable grounds to believe that a Member has been guilty of Professional Misconduct or has contravened a provision of the Act or these By-laws, the Council shall convene a Complaints Committee to investigate and rule upon the complaint. 5.3 The Complaints Committee shall be chaired by the Past President of the Institute. If the Past President cannot serve as chairperson, Council shall appoint a chairperson. The Complaints Committee chairperson shall appoint two members-at-large as Complaints Committee members. Such members-at-large must be Members in good standing and may not currently hold a position on Council. No Complaints Committee member shall sit to
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	consider any matter in which the Complaints Committee member is either the complainant or the Member whose conduct is in question, or in which the Complaints Committee member either has or could reasonably be perceived to have a conflict of interest, e.g., employment by an organization that also employs either the complainant or the Member whose conduct is in question.	complaint against a Member, such hearing shall be conducted as provided in Section 9 of the Act. No Councillor shall sit to consider any matter in which the Councillor is either the complainant or the Member whose conduct is in question, or in which the Councillor either has or could reasonably be perceived to have a conflict of interest. Such hearing shall constitute a Special Meeting of the Council. Upon decision of the Council, the parties shall be advised in writing. Where the Council is of the opinion that a formal hearing is not required, the complaint shall be dismissed and the complainant and the Member complained against shall be so advised.
5.4	The Complaints Committee shall acknowledge receipt of the complaint, in writing, to the complainant and may request such additional information as it deems necessary to substantiate the complaint.	
5.5	The Complaints Committee shall advise the Member, in writing, of the substance of the complaint and shall request a written reply to the allegations within twenty-one (21) days.	5.8 An appeal from a decision of the Council shall be conducted as provided in Section 10 of the Act.
5.6	The Complaints Committee shall conduct a preliminary review of the complaint together with the Member's reply and may conduct such further investigation it deems appropriate. The Complaints Committee will determine whether there is sufficient substance to the complaint to warrant a formal hearing and will recommend to the Council that the complaint either be dismissed or that a formal hearing be conducted.	5.9 In all disciplinary matters, confidentiality shall be maintained and such matters shall not be publicized or communicated to any person other than the parties concerned and the Council. Apart from any published censure, no details of any matters brought before the Institute will be published except where the parties involved cannot be identified.
5.7	Where the Council determines that a formal hearing be conducted upon a	6.0 SUSPENSION AND EXPULSION OF MEMBERS
		6.1 Any Member whose membership fees, dues and/or assessments and/or any other amounts owing to the Institute have not been received within 90 days of the date of the

	invoice may be subject to suspension or expulsion.		an Annual General Meeting, the Members shall receive a report of the Council and a report of the Financial Review Committee for the Institute, shall receive the results of the election of Councillors, and shall consider other business that may arise.
6.2	Council may suspend or expel any Member for violation of any provision of the Act or these By-laws.		
6.3	If a Member is suspended or expelled, his/her certificate and seal are to be returned to the Registrar, and the suspended Member shall not be permitted to use the designation "Certified Management Consultant" or "Conseiller en Administration Agréé" and shall not use after his or her name the initials "C.M.C." or "C.A.A." in the province of Manitoba.	7.3	Twenty-one (21) Members shall constitute a quorum for any general meeting of the Members.
		7.4	Each Member shall be given at least ten (10) calendar days of notice prior to any general meeting. If the business of the meeting shall include consideration of any amendment, repeal or introduction of a By-law, each Member shall be given at least twenty-one (21) calendar days of notice prior to the meeting.
6.4	A Member who has been suspended or expelled from membership by a Resolution of the Council may only be reinstated by a further Resolution of the Council.	7.5	The notice of a general meeting shall state the place, date and time of such meeting and the general nature of the business to be transacted. If the business of the meeting shall include consideration of any amendment, repeal or introduction of a By-law, a copy of the proposed amendments, By-laws to be repealed or draft By-laws to be introduced, shall be provided to each Member with the meeting notice.
6.5	Council will notify Members and the public of the suspension or expulsion of any Member.		
7.0	GENERAL MEETINGS		
7.1	The Secretary shall convene a general meeting of the Members either by order of the President or by Resolution of the Council or upon the request of twenty-five (25%) percent of the Members.		
7.2	A general meeting of the Members shall be held at such date, time and place in Manitoba as the Council may designate from time to time, but in any event at least once a year (the "Annual General Meeting"). At	7.6	Notice of a general meeting and any relevant documents may be delivered to each Member either by email to the Member's email address as it appears in the records of the Institute, or by other

	electronic means.	9.0 COUNCIL	
7.7	Unintentional failure to give notice of any general meeting to any Member or the non-receipt of notice of a general meeting by any Member shall not affect or invalidate any Resolution passed or any actions taken at the meeting.	9.1	The government and administration of the funds, properties and affairs of the Institute shall be vested in the Council in accordance with the Act. The Council shall have full power and authority to manage and control the affairs and business of the Institute, and, subject to the Act and <i>The Corporations Act</i> and to confirmation at a general meeting of the Members, to enact By-laws of the Institute.
8.0	VOTING AT GENERAL MEETINGS	9.2	The President or any two Councillors may at any time direct the Secretary to convene a meeting of the Council. Meetings of the Council may be held at any place in Manitoba, including meetings held by conference call or other electronic means.
8.1	Each Member in attendance shall be entitled to one (1) vote on any question coming before any general meeting of the Members. Proxy voting shall not be permitted.	9.3	Each Councillor shall be given at least two (2) calendar days of notice prior to any Council meeting unless otherwise specifically provided by these By-laws. Notice of the place, date and time of such meeting may be delivered by email, or by other electronic means. Council meetings may be held at any time without formal notice being given if all the Councillors are present or if a quorum is present and those Councillors who are absent have signified their consent.
8.2	Questions coming before any general meeting of the Members shall be determined by a simple majority of votes cast at the meeting unless otherwise specifically provided by the Act, The Corporations Act or these By-laws.	9.4	A simple majority of Councillors shall constitute a quorum for meetings of the Council.
8.3	As a Member, the Chairperson has the same voting right as any other Member. To preserve an impartial position, the Chairperson shall not exercise the voting right unless either: a) The voting method is by secret ballot, in which case the Chairperson may vote with other Members, or b) The Chairperson's vote would affect the outcome of the vote, in which case the Chairperson may either vote or abstain.	9.5	Questions arising at any meeting of

	Council shall be decided by a simple majority of votes unless otherwise expressly provided by these By-laws. With the exception of the Chairperson, each Councillor shall be entitled to one (1) vote on each question coming before the Council. The Chairperson shall not vote unless the Chairperson's vote would change the voting result, in which case the Chairperson shall be entitled to one (1) vote.		accordance with any rules or procedures set out in these By-laws, and with the procedures set out by the Nominating Committee, as reflected in the Rules and Regulations of these By-laws.
10.0 COUNCILLORS		10.5	Councillors and officers of the Institute shall be elected to their offices for a term of one (1) year and shall be eligible for re-election to the same position.
10.1	Council shall consist of not fewer than six (6) Members, and not more than ten (10) Members.	10.6	The Council, after each Annual General Meeting of the Institute, shall internally appoint Councillors, or Certified Members in good standing as appropriate, to Standing Committees (as reflected in Rules and Regulations), or to other committees that may be deemed necessary from time to time.
10.2	The officers of the Institute shall include the President, Vice-President, Past President, Secretary, Treasurer and Registrar.	10.7	Councillors shall continue in office until their successor is elected or appointed.
10.3	The officers of the Institute, with the exception of the Past President, shall be elected to their respective offices. All officers of the Institute shall be elected by electronic ballot prior to the Annual General Meeting, in accordance with any rules or procedures set out in these By-laws, and with the procedures set out by the Nominating Committee, as reflected in the Rules and Regulations of these By-laws.	10.8	The Councillors shall be entitled to be reimbursed for proper expenses incurred by them in connection with the affairs of the Institute.
10.4	All appointed officers of the Institute shall be deemed to be Councillors. The remaining Councillors shall be elected to Council. All Councillors shall be elected by electronic ballot prior to the Annual General Meeting in	10.9	Protection of Councillors and Officers Except as otherwise provided by law, no Councillor or officer for the time being of the Institute shall be liable for the acts, receipts, neglects or defaults of any other Councillor or officer or employee or for any loss, damage or expense happening to the Institute through the insufficiency or deficiency of title to

any property acquired by the Institute or for or on behalf of the Institute or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Institute shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Institute or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Councillor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Councillor's or officer's own willful neglect or default. The Councillors and officers for the time being of the Institute shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Institute, except as shall have been submitted to and authorized or approved by the Council. If any Councillor or officer of the Institute shall be employed by or shall perform services for the Institute otherwise than as a Councillor or officer or shall have an interest in a person who is employed by or performs services for the Institute, this shall not

disentitle such Councillor or officer or such person, as the case may be, from receiving proper remuneration for such services.

10.10 Indemnification

Every Councillor or officers of the Institute or any other person who has undertaken or is about to undertake any liability on behalf of the Institute and his or her heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Institute from and against:

- a) Any liability and any costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office or in respect of any such liability; and
- b) All other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Institute, provided that no Councillor or officer of the Institute shall be indemnified by it in respect of any liability, costs, charges or expenses that he or she sustains or incurs in any action, suit or other proceeding as a result of his or her own willful neglect or default.

	The Institute shall also indemnify any such person in such other circumstances as the law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by law.	c) ceases to be a member of the Institute or is suspended from such membership by disciplinary action; OR d) dies.
10.11 Insurance	The Institute may purchase and maintain such liability insurance for the benefit of its Councillors and officers as Council may from time to time determine.	
10.12 Any Councillor may be removed from Council for just cause by Resolution of the Council at any time. "Just cause" includes contravention of the Code or these By-laws, or pursuing a course of action that disrupts Council in achieving its objectives in a timely manner.		10.15 In accordance with these By-laws and at its sole discretion, Council may fill any vacancy on the Council by Resolution, provided that the vacancy is filled by a Member in good standing of the Institute who holds the CMC designation. Council may deem that a vacancy exists at any time that the number of Councillors is less than the minimum number specified by the Act. A Councillor appointed by Resolution of Council shall hold the appointment until the next Annual General Meeting of the Members.
10.13 Unexcused absence of any Councillor from two consecutive regular meetings of Council may result in removal of the Councillor from position on Council.		
10.14 The office of Councillor shall be automatically vacated if the Councillor:		
	a) resigns from his/her office by delivering a written resignation to the Secretary of the Institute; OR b) is adjudged incompetent or mentally ill by a court of competent jurisdiction; OR	
		11.0 OFFICERS 11.1 The President shall be the chief executive officer of the Institute. The President shall be responsible for ensuring that progress is made towards the goals of the Institute, maintaining general direction and control of the affairs of the Institute, and supervising the implementation of the policies and programs of the Institute. Without limiting the generality of the foregoing and subject to direction from Council, the President shall be responsible for calling meetings of the Council as may be required for the purpose of reporting on the Institute activities and recommending policies and programs, calling meetings of the Members, presiding at all meetings

	of the Council and Members, executing all deeds, documents and instruments that require the President's signature. Subject to the Act and By-laws, the President shall have such other power and duties as may from time to time be assigned by the Council.		at the place where they are maintained by the Secretary. Members shall have the right to inspect minutes, books and records of general meetings of the Institute and documents placed before any meeting at any reasonable time at the place where they are maintained by the Secretary. The Councillors in their absolute discretion may permit any non-Member to inspect any of the minutes, books and records of the Institute, provided that the public shall be permitted to inspect these By-laws.
11.2	The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President. The Vice-President shall also have such other powers and duties as may from time to time be assigned to them respectively by the Council.		
11.3	If the former President cannot serve as Past President, Council will appoint a Certified Member in good standing who has also been a Councillor of the Institute to fulfill the duties of the Past President.		
11.4	The Secretary shall issue or cause to be issued notices for all meetings of the Council and of Members when directed to do so, shall have charge of the minute books of the Institute, and of the books and records of the Institute, may certify documents issued by the Institute and shall perform such other duties as the terms of their engagement call for or as the President or the Council may from time to time properly require of them. The Secretary shall ensure that any Councillor may at any reasonable time inspect any of the minutes, books and records of the Institute	11.5	The Treasurer shall have the care and custody of all the funds and securities of the Institute and shall deposit the same in the name of the Institute in such bank or banks or with such depository or depositories as the Council may direct. Unless otherwise provided by Resolution of Council, the Treasurer shall sign all cheques, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Council. The Treasurer shall at all reasonable times exhibit the Institute's books and accounts to any Councillor upon application at the office of the Institute during business hours.
		11.6	The Registrar shall be responsible for the care of the register of Members, for liaison between the Institute and its Members, and for coordination between Council and committees on all official matters relating to membership. The public

shall have the right to inspect the register of Members and these By-laws at any reasonable time at the place where they are maintained by the Registrar.

12.0 EXECUTION OF DOCUMENTS

- 12.1 Contracts, documents or any instruments in writing requiring the signature of the Institute shall be signed by any two of the President, the Past President, the Vice-President, the Secretary, Treasurer, and the Registrar and all contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The Council shall have power from time to time by Resolution to appoint other officers to sign contracts, documents or instruments in writing.

13.0 HEAD OFFICE

- 13.1 In accordance with the Act, the head office of the Institute, also known as the registered office, shall be located in Manitoba at a place determined by Council.

14.0 FINANCIAL REVIEW COMMITTEE

- 14.1 A Financial Review Committee (FRC) shall review the accounts of the Institute and report to Members.
- 14.2 Council shall appoint a chairperson who is Certified Member in good standing but not a sitting

Councillor.

- 14.3 The chairperson shall nominate Certified Members in good standing as Financial Review Committee members. Nominees shall not be sitting Councillors. Council shall have the opportunity to confirm such nominations and shall appoint two (2) confirmed nominees to the Financial Review Committee.

- 14.4 The Financial Review Committee shall review the accounts of the Institute and report to the Members prior to the Annual General Meeting. The Secretary shall distribute the Financial Review Committee's report to all Members with the notice of the Annual General Meeting, in accordance with these By-laws.

15.0 BORROWING BY INSTITUTE

- 15.1 The Council may from time to time:
- a) Borrow money upon credit of the Institute;
 - b) Limit or increase the amount to be borrowed;
 - c) Issue debentures or other securities of the Institute;
 - d) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - e) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Institute to secure any such debentures or other securities or any money borrowed or any

other liability of the Institute; and f) By Resolution delegate to the President and the Treasurer or to any two officers of the Institute all or any of the powers conferred on the Councillors by this clause 15.1 to the full extent thereof or such lesser extent as the Institute may in any such resolution provide.	Council from time to time and appended to these Bylaws. Certified Members acknowledge that a breach of the Code may lead to disciplinary action, as set out in the Statements of Interpretation.
The powers conferred by this clause shall be deemed to be in supplement and not in substitution for any powers to borrow money on bills of exchange or promissory notes for the purposes of the Institute possessed by the Council or officers independently of these By- laws.	
16.0 UNIFORM CODE OF PROFESSIONAL CONDUCT	17.0 RATIFICATION OF RULES AND REGULATIONS
16.1 The purpose of the Uniform Code of Professional Conduct (the "Code") is to identify those professional obligations that serve to protect the public in general, the client in particular, and the reputation of the profession of Certified Management Consultants (the "Profession"). The Code also clearly identifies the Institute's expectations of Members with respect to the Profession and to other Members. 16.2 Certified Members are bound by the terms of the Code and the associated Statement of Interpretation as endorsed by the	17.1 The Council may prescribe such rules and regulations, consistent with these By-laws, relating to the management and operation of the Institute, as the Council deems expedient. Council may also add to, delete from and amend such rules and regulations from time to time provided that any such changes shall have force and effect only until the next annual meeting of the Members when they shall be ratified, and, in default of confirmation of such annual meeting of Members, shall, at and from that time, cease to have force and effect. 18.0 REVISION OF BY-LAWS 18.1 These By-laws may be amended or repealed in whole or in part by Extraordinary Resolution from the Members. 19.0 DISSOLUTION OF INSTITUTE 19.1 The Institute may be dissolved and its charter surrendered in the manner provided in <i>The Corporations Act</i> of Manitoba provided same is authorized by a Special Resolution.

RULES AND REGULATIONS

1.0 APPOINTMENT OF COMMITTEES AND REPRESENTATIVES

1.1 Each year, Council may appoint the following Standing Committees and representatives:

- a) Certification Committee – under the direction of the Registrar, recommends and administers policies regarding qualification and admission to membership in the Institute.

The committee recommends and administers policies and programs regarding the certification examinations and post certification professional development.

- b) Member Services Committee – with two working sub-committees:
 - i) Communications – develops and distributes material for the information of Members. Undertakes such marketing activity as may raise the visibility and profile of the profession and for the public advocacy of the profession in Manitoba.
 - ii) Program – organizes the annual general meeting event, Member meetings and other receptions or

activities for social and/or informational purposes.

c) Nominating Committee

- i) The primary responsibilities of the Nominating Committee are to prepare the slate of nominations for election to Council and to conduct the elections prior to the Annual General Meeting of Members. The Nominating Committee recommends policies and procedures to Council regarding elections, implements policies and procedures as directed by Council, coordinates and monitors election procedures, acts as receiving officers for the elections, and records the official results of the elections.
- ii) The Nominating Committee shall be formed at least ninety (90) days prior to the Annual General Meeting of the Members.
- iii) The Nominating Committee shall consist of three (3) Certified Members. The sitting Past President shall be the chairperson. If the sitting Past President cannot serve as chairperson, Council shall appoint a chairperson who is a Certified Member in good standing and is not a

sitting Councillor. The chairperson shall appoint two (2) Certified Members in good standing as members of the Nominating Committee. No member of the Nominating Committee shall stand for election.

- iv) The Nominating Committee may consult with any Member, including serving Councillors, while preparing the slate of nominations. The Nominating Committee shall be available to any Member who may wish to suggest nominations or to ask for advice.
- v) The Secretary shall issue or cause to be issued a Call for Nominations for election to the Council at least sixty (60) calendar days prior to the Annual General Meeting. The Call for Nominations shall indicate which positions open for nomination, the procedure and requirements for nomination, and the closing date by which nominations must be received by the Nominating Committee. The Call for Nominations shall also remind Members of the election procedure as specified in these By-laws, should an election be needed.

vi) All nominations in response to the Call for Nominations shall be made in writing, in either hard copy or soft copy, signed by the nominee agreeing to serve and signed by five (5) nominators who are Members. The Nominating Committee may accept email from the nominee and the nominators in place of signatures, provided that the identity of the sender is clear and the authenticity of the email communication is satisfactory to the Nominating Committee at its sole discretion.

vii) The slate of nominees proposed by the Nominating Committee shall be compiled in a report, together with instructions on the nomination process for additional nominations by Members as described below, that shall be delivered to the Secretary at least twenty-five (25) calendar days prior to the Annual General Meeting. The Secretary shall distribute the Nominating Committee's report to all Members with the notice of Annual General Meeting, in accordance with these By-laws.

viii) When an election is required, the Nominating

Committee shall conduct the election prior to the Annual General Meeting in accordance with these By-laws.

- 1.2 Council may appoint administrative or special committees from the membership of the Institute as shall be deemed necessary or desirable, may delegate and revoke authority and responsibility to such committees and terminate the existence of any such committees as Council shall deem fit. Council may name the officers, fix the quorum and determine the rules and regulations for the conduct of any such committees.

2.0 MAINTENANCE OF RECORDS AND FILES

- 2.1 The following documents shall be retained permanently:
- legal documents
 - annual meeting minutes
 - Council minutes (copies of newsletters and other membership correspondence shall be filed with Council minutes).
- 2.2 The following membership records shall be retained throughout an individual's membership (in any category):
- application form(s)
 - examination records
 - other documentation/ correspondence to or from the Member.

3.0 VISUAL IDENTITY GUIDELINES

- 3.1 The Institute shall follow the visual identity guidelines of CMC-Canada as published in the manual "Visual Guidelines for Use of the Logo and Corporate Signature".

4.0 USE OF THE CMC SEAL

4.1 General Rules of Use

- a) The seal should be applied in a prominent location on appropriate documents to allow maximum exposure for identification and for recognition of the profession; e.g., for reports, next to the author's title and/or signature; for specifications, graphs, drawings, etc., on the first page, cover sheet or next to the title box.
- b) The seal must always be signed and dated. (Dating provides protection against future revisions.)
- c) In general, photocopies and other reproductions of the Seal are not recommended, and therefore, sealing of originals should probably be avoided.

4.2 Who Should Use the Seal

- a) Only a Certified Member in good standing with the Institute is allowed to use the seal.
- b) The owner of the seal is responsible for its safe-keeping and proper usage.

- c) The owner of the seal must sign a declaration attesting to 4.2a) and 4.2b).
- d) For reports and other formal documents, sealing should be by the responsible author (whose name will typically be on any transmittal letter with the document).
- e) For specifications, graphs, drawings, etc., sealing should be by the responsible design consultant.

4.3 **When to Use the Seal**

- a) Final documents, including proposals, letter reports and formal reports, which provide information or direction, may be sealed.
- b) In general, preliminary or draft documents should not be sealed.
- c) Routine letters and other documents, which are incidental to a project, need not be sealed.

4.4 **Ownership**

- a) The Institute expressly authorizes the Certified Member to use the seal, provided it is used according to the guidelines which may be established by the Institute from time to time. Ownership of the seal is retained by the Institute. The Institute can recall the seal at any time.