

## Proposed Bylaw Change

### 4.01 Composition

The property and business of the Corporation shall be managed by a Board of not less than seven (7) and not more than twelve (12) Directors, comprised of:

One (1) individual who shall be elected as President;

One (1) individual who shall be elected as Vice-President

One (1) individual who shall be elected as Secretary

One (1) individual who shall be elected as Treasurer

Five (5) individuals who shall be elected as directors at large

~~One (1) individual who shall be a representative of the CCPM Board elected as a director at large~~

~~Two (2) Three (3) additional director-at-large positions that will be filled by election as required.~~

Rationale:

1. COMP and CCPM relations have evolved over the years. More recently, the two organizations have formalized their relationship and ongoing communication via the following vehicles:
  - a. An MOU which outlines the guiding principles of the relationship between the two organizations
  - b. A 3-year contract which outlines the obligations of both organizations and details COMP's financial support for CCPM expenses that are not directly related to the delivery of its certification program.
  - c. A meeting of the Executive Committees of both organizations at least once per year typically around the time of the COMP ASM.
2. As per the Canada Not-for-Profit Corporations Act, the duty of all Board members, including the CCPM Board representative who is serving as Director-at-Large, is to act in the best interest of the organization that they are serving which is COMP. If they were to act in the best interest of the CCPM rather than COMP, they would be in violation of the Act and in a conflict-of-interest position.
3. Given the requirements of the Not-for-Profit Corporations Act and that the relationship between COMP and CCPM is clearly defined with clear mechanisms for communication, there is no benefit to the CCPM to have one of its Board members on the COMP Board.