

Article I: Name and Purpose

Section 1.01 – Name

The name of this chapter is the International Association of Facilitators Greater Toronto Area Chapter, known as IAF GTA Chapter.

Section 1.02 – Registered Office

The Chapter's registered office 3 Citation Crescent, Whitby, Ontario L1N 6X2.

Section 1.03 – Purpose

The purpose of the Chapter is to support and further, to the best of the Chapter's ability, the purposes of the International Association of Facilitators to include:

- a. Giving credibility to and furthering the work of the field of professional group facilitation.
- b. Providing a network to foster interchange between professional practitioners in the field.
- c. Developing appropriate opportunities, methodologies, models, tools and modes that support the practice of exemplary participatory facilitation.
- d. Promoting international support and interchange among professional facilitators.

Section 1.04 – Restrictions

- a. No part of the Chapter's property, assets, or net income shall inure to the benefit of any private person or individual except that the Chapter is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
 - b. All policies and activities of the Chapter shall be consistent with all applicable legal requirements.
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Article II: Members

Section 2.01 Qualifications

Membership in the Chapter is open to all members of the International Association of Facilitators within the Greater Toronto Area so long as their dues are currently paid and they adhere to organizational policies.

Section 2.02 – Rights and Privileges

1. Membership of the Chapter includes:
 - a. The ability to vote on all matters brought before the membership of the Chapter for a vote, including elections of Officers and Directors, and other matters brought before the membership.
 - b. The ability to serve as an Officer or Director of the Chapter and on committees of the Chapter.
 - c. Any rights and privileges provided elsewhere in these bylaws or designated by the officers of the Chapter.
2. Membership does not include any right, title or interest in or to the property of the Chapter.

Section 2.03 – Dues

Members shall pay annual dues to the International Association of Facilitators to sustain their membership. The Chapter may charge for events it holds and may bid for development funds from the International Association of Facilitators through the appropriate regional representative.

Section 2.04 – Termination

Membership and all rights of members shall automatically terminate upon voluntary resignation, death of the member, or failure to pay dues as required. A member terminated because of voluntary resignation or failure to pay dues may reapply at any time.

Article III: Meetings

Section 3.01 – Annual Meeting

The Annual Meeting of the Chapter shall be held at a time to be designated by the officers of the Chapter.

Section 3.02 Special Meetings

A special meeting of the members, either face-to-face or by electronic means, may be called at any time by the officers of the Chapter for any purpose, unless otherwise prescribed by statute. A special meeting may also be called by 10 per cent of Chapter members in good standing. A special meeting shall be held within 30 days of receipt of a demand for a special meeting, at a time and place designated by the officers of the Chapter.

Section 3.03 – Notice and Waiver of Notice

1. The officers of the Chapter must give Chapter members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed.
2. Any required notice may be waived at any time in writing by those persons entitled to the notice. A person's attendance at a meeting is considered a waiver of notice of that meeting, unless that person has objected to the meeting, prior to its start because the meeting is not lawfully called or convened, and does not participate in the meeting.

Section 3.04 – Quorum

At each member meeting, a minimum of 15 per cent of the membership **present in person or by proxy** shall constitute a quorum for the transaction of business except where a greater percentage may be required by statute.

Section 3.05 – Procedures for Discussion and Decisions

The Chapter shall use participatory processes, which reflect the values of the International Association of Facilitators and as defined in policy by the Board of Directors of the Association, for the conduct of all meetings.

Article IV: Officers

Section 4.01 – General Powers

The members of the Chapter may elect officers of the Chapter.

Section 4.02 – Composition and Qualifications

The officers of the Chapter consist of a Chair, Secretary and Treasurer. Other officers may be elected by the membership of the Chapter, as required.

Section 4.03 Election and Term of Office

Officers are elected annually by members of the Chapter.

Section 4.04 – Resignation

An officer may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall take effect at the time specified in the notice; and, unless otherwise specified, acceptance of such resignation is not necessary to make it effective.

Section 4.05 – Removal of Directors

Any officer may be removed at any time by a vote of a majority of the [Chapter members](#), at a special meeting called for that purpose.

Section 4.06 – Vacancies

A vacancy among the officers caused by any reason may be filled by a vote of the remaining officers. An officer so chosen shall hold office for the remainder of the unexpired term of the replaced officer, or until his or her successor is duly elected.

Section 4.07 – Meetings

Officers shall meet as often as is necessary to ensure the effective conduct of the business of the Chapter.

Section 4.08 – Conflict of Interest

Officers will strive to avoid involvement in issues in which they have a conflict of interest or an appearance of such conflict. This includes doing business with third parties in which officers' and key contractors' spouses, dependents, or other relatives are involved. Officers shall annually declare any potential conflicts of interest and will not vote on any issues that might relate to these declared conflicts.

Section 4.11 – Compensation

Officers do not receive compensation for their services.

Article V: Annual Return

Section 5.01 – Annual Return

Each Chapter must submit an annual return (report) to the IAF Regional Director by 20 December each year detailing the financial position of the Chapter and activities undertaken during the year.

**Article VI:
Dissolution**

Section 6.01 – Process

Should dissolution of the Chapter become necessary, it shall be dissolved pursuant to the relevant provisions of the law in the country or state in which the Chapter is based.

Section 6.02 – Distribution of Assets

After paying or adequately providing for the payment of all of its liabilities, the remaining assets of the Chapter shall be transferred to the International Association of Facilitators.

**Article VII:
Amendments**

Section 7.01 – Proposals

Amendments to the bylaws may be proposed by the officers of the Chapter or any member of the Chapter in good standing.

Section 7.02 – Voting

Amendments may be voted on by members, either at the annual business meeting, or by a special meeting called for that purpose.

Section 7.03 – Adoption

Proposed amendments to the bylaws, once voted on by members, must be submitted to the IAF Board for approval. The final decision on amendments to the bylaws rests with the IAF Board.
