The Canadian Institute of Quantity Surveyors (CIQS) exists as a non-share capital corporation incorporated under the Canada Corporations Act (CCA). The CCA has been virtually unchanged since 1917, but a new modern corporate law applicable to non share capital corporations, the Canada Not-for-Profit Corporations Act (CNFPCA) was enacted in 2009 and is now in force.

The CNFPCA allows for increased flexibility in governance, and modernizes the not-for-profit corporate regime to align more closely with the corporate laws applicable to business corporations.

To benefit from the CNFPCA, all federal non-share capital corporations (including CIQS) must take the legal steps necessary to ‘continue’ (that is, to transfer out of the CCA and into the CNFPCA). If the CIQS fails to continue under the CNFPCA by October 2014, it will be dissolved by Industry Canada, so this is a mandatory process CIQS must undertake.

This process involves replacing letters patent with articles, and adopting new by-laws under the CNFPCA. Since changing corporate jurisdictions is a fundamental corporate change, it requires approval by the members of CIQS and this matter will be on the agenda at the 2013 annual meeting of members.

The board of directors engaged Borden Ladner Gervais LLP (BLG) to assist with its transition under the CNFPCA. As part of this process we reviewed the existing governance structure and identified certain areas that were ambiguous or confusing, namely, the CIQS membership structure. As currently drafted in the CIQS by-laws, the membership structure is composed, on the one hand, of the provincial affiliates of CIQS, and on the other hand, of the individuals who hold PQS/CEC designations (the Designationholders). This structure has led to confusion as to whom National Council is accountable – to the various provincial affiliates (and through them the Designationholders) or to Designationholders directly, or to both.

After careful deliberation, your National Council has adopted amendments to CIQS governance documents to clarify that National Council is accountable to the provincial affiliates (and through them the Designationholders). As a result of these changes, the provincial affiliates will be responsible for selecting the National Council of CIQS and each provincial association will be required to hold its own democratic, transparent and accountable process for selecting representatives to sit on National Council.

Following these changes, individual Designationholders will not be required to attend member meetings, and will not be responsible for directly electing National Council, but Designationholders will otherwise maintain their existing relationship with CIQS through individual licences to use PQS/CEC designations, and the educational and other programming CIQS provides to Designationholders.

This new governance structure reinforces the truly national character of CIQS.

In addition, CIQS will continue to expand its national mandate, for example by adopting a national credentialing and disciplinary standards by-law with which each provincial association must comply when conducting disciplinary proceedings. Establishing these national standards is an example of National Council’s desire to strengthen governance of itself and each provincial affiliate in a way that promotes transparency, accountability and fairness practices, with a view to strengthening the public’s perception and trust in the quantity surveying industry across Canada.

These proposed changes will be voted on by the membership at the June annual general meeting in Montreal. Additional materials will be circulated to all members and posted on the CIQS website well in advance of the meeting to ensure Designationholders and provincial affiliates have an opportunity to consider and comment on these proposed changes. In this regard, National Council has committed to setting up a conference call question and answer session in advance of the June AGM, for anyone interested in discussing these changes. The date and time and call-in details will be posted on the CIQS website in several weeks and we hope to answer questions and take feedback from interested parties at that session.

Nick G. Pasquino is a lawyer in the Toronto office of Borden Ladner Gervais LLP, solicitors to CIQS. His practice focuses on advising non-share capital corporations on corporate, commercial and governance issues. Mr. Pasquino can be reached at npasquino@blg.com.