

ACFE - ACFE-GTA CHAPTER BYLAWS

ARTICLE I: NAME AND USE OF TRADEMARKS

Section 1.01 Name. The name of this organization shall be the Greater Toronto Area (“GTA”) Chapter of the Association of Certified Fraud Examiners (referred to as the “ACFE-GTA Chapter”), operating under the trade name of “ACFE-GTA Chapter”. The ACFE-GTA Chapter is affiliated with the Association of Certified Fraud Examiners, Inc. (referred to as “the Corporation”) and the Association of Certified Fraud Examiners (A Non-Profit Corporation) (referred to as “the Association”).

Section 1.02 Trademarks The Corporation owns all federal and common law trademarks in the following marks: (1) “Association of Certified Fraud Examiners”; (2) “ACFE”; (3) “Certified Fraud Examiner”; (4) “CFE”; (5) the Seal of the Association of Certified Fraud Examiners; and (6) the ACFE Logo. The use of these trademarks and of any other trademarks owned by the Corporation (collectively referred to herein as “ACFE Marks”) by the ACFE-GTA Chapter is governed by the Trademark License Agreement executed by the ACFE-GTA Chapter and the Corporation, the terms of which are incorporated into these Bylaws. Except as provided in the Trademark License Agreement, no other use of the Corporation’s trademarks by the ACFE-GTA Chapter is permitted without the prior written permission of the Corporation.

ARTICLE II: INCORPORATION, CORE PURPOSE AND VISION

Section 2.01 Incorporation. The ACFE-GTA Chapter is registered as a Non-Share, Non-Profit entity under The Province of Ontario, Canada, and has been assigned Corporation Number 1387030.

Section 2.02 The Core Purpose of the ACFE-GTA Chapter is to advance the fraud prevention, detection, deterrence, education, and investigation profession in the Greater Toronto Area, while serving the unique needs of our community, and bringing the best value to Certified Fraud Examiners in the Greater Toronto Area (GTA).

Section 2.03 The Vision of the ACFE-GTA Chapter is captured in the following statement:

- We are a strong, unified community of experienced, knowledgeable, and resourceful professionals with a high profile in the Greater Toronto Area.
- We manage our operations in a cost-effective and sustainable manner and with due regard to fiscal responsibility.
- We are seen as the authoritative voice for fraud prevention, detection, deterrence, education, and investigation in the Greater Toronto Area.
- We maintain and build upon our global affiliation with the Association of Certified Fraud Examiners.
- We are committed to mutual cooperation with the ACFE Chapters in Canada, and other like-minded professional associations.

ARTICLE III: MEMBERSHIP, PARTICIPATION, AND PROFESSIONAL DEVELOPMENT

Section 3.01 General Eligibility. All applicants are subject to approval by the Corporation and the Board of Directors. No person shall be eligible to participate in the ACFE-GTA Chapter as a member or an affiliate or a student affiliate if that person is currently expelled or suspended from the Association or any other Chapter of the Association. All applicants must complete and submit an online application, pay applicable ACFE-GTA Chapter fees, and agree to abide by these Bylaws and the operational guidelines established by the Corporation. All applications must be submitted using the online form and payment process at the ACFE-GTA Chapter website.

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Section 3.02 Categories and Qualifications for Membership & Participation. There are three categories of ACFE-GTA Chapter Membership and Participation: ACFE-GTA Chapter Member, ACFE-GTA Chapter Affiliate, and ACFE-GTA Chapter Student Affiliate.

Section 3.03 ACFE-GTA Chapter Member: Any Certified Fraud Examiner of the Association who is in good standing, **and** any Associate Member of the Association who is in good standing may be a Member of the ACFE-GTA Chapter under the terms set forth in these Bylaws. Certified Fraud Examiners in good standing may hold any ACFE-GTA Chapter office and shall have voting rights. Associate Members of the Association are granted ACFE-GTA Chapter voting rights and the right to hold any ACFE-GTA Chapter office other than the office of President & Chief Executive Officer.

Section 3.04 ACFE-GTA Chapter Affiliates. The Board of Directors, in its discretion, may allow other interested parties who are not Certified Fraud Examiners of the Association and are not Associate Members of the Association to become Affiliates of the ACFE-GTA Chapter under the terms set forth below. Affiliates are those parties, regardless of their field of endeavor, who desire to align themselves with the ACFE-GTA Chapter.

Affiliates of the ACFE-GTA Chapter are not required to meet all the qualifications and requirements for membership in the ACFE-GTA Chapter or the Association, but are encouraged to do so, and may attend all Chapter professional development and training events. The Board of Directors may assess appropriate participation fees for affiliates and may establish other requirements for participation by affiliates as it deems appropriate.

Affiliates of the ACFE-GTA Chapter shall not be, nor represent themselves to be, members of the ACFE-GTA Chapter, shall have no ACFE-GTA Chapter voting rights, and shall not be eligible to hold any ACFE-GTA Chapter office. However, all Affiliates are welcome to attend all professional development events, and volunteer on ACFE-GTA Chapter committees and at ACFE-GTA Chapter events.

Section 3.05 ACFE-GTA Chapter Student Affiliate. The Board of Directors, at its discretion, may allow any interested undergraduate student who is enrolled in at least 12 semester hours (or equivalent) or any graduate student enrolled in at least 9 semester hours (or equivalent), in a college or university or equivalent, who have not yet become an Associate Member of the Association to be a ACFE-GTA Chapter Student Affiliate.

Student Affiliates of the ACFE-GTA Chapter are not required to meet all the qualifications and requirements for membership in the ACFE-GTA Chapter or the Association, but are encouraged to do so, and may attend all Chapter professional development and training events. The Board of Directors may assess appropriate participation fees for student affiliates and may establish other requirements for participation by affiliates as it deems appropriate.

Student Affiliates of the ACFE-GTA Chapter shall not be, nor represent themselves to be, members of the ACFE-GTA Chapter, shall have no ACFE-GTA Chapter voting rights, and shall not be eligible to hold any ACFE-GTA Chapter office. However, all Student Affiliates are welcome to attend all professional development events, and volunteer on ACFE-GTA Chapter committees and at ACFE-GTA Chapter events.

Section 3.06 Dual Membership and Transfers of Membership. The Board of Directors may decide whether to allow members or affiliates from another Chapter to join as members or affiliates of its ACFE-GTA Chapter. Individual participation in one Chapter may be transferred to another Chapter, subject to the rules and regulations of both Chapters and the Corporation.

Section 3.07 Resignation. Any member or affiliate or student affiliate of the ACFE-GTA Chapter may resign at any time, but such resignation shall not relieve the resigning individual from the payment of

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dues for the expired portion of the current fiscal year, or give any right to rebate for dues paid, or any right to a prorated share or any other share of the assets of the ACFE-GTA Chapter. Resignations may be in writing (an email notification to the ACFE-GTA Chapter email address is acceptable).

Section 3.08 Suspension and Expulsion. The Board of Directors shall have the authority to suspend or expel any member or affiliate for disciplinary reasons if it determines that the individual:

- A. Has been found guilty by a court of competent jurisdiction of a crime punishable by imprisonment for more than one year, a felony, or any crime involving moral turpitude as that term is defined in the bylaws of the Association;
- B. Has failed to abide by these Bylaws or has committed acts discreditable to the ACFE-GTA Chapter or its membership;
- C. Has been declared by a court of competent jurisdiction to be insane or to lack legal capacity;
- D. Has made material misstatements on his or her application for membership;
- E. In the case of members, has failed to abide by the Code of Professional Ethics or Code of Professional Standards of the Association; or
- F. In the case of affiliates, has inappropriately identified himself/herself as a member of the ACFE-GTA Chapter or a member of the Association of Certified Fraud Examiners.

No member or affiliate of the ACFE-GTA Chapter may be suspended or expelled unless he or she has first received written notice of the reasons for the proposed disciplinary action, which shall be delivered in person, or to the individual's last known physical address by certified or registered mail, or by email to the individual's last known email address. The notice shall be delivered at least 30 days before a hearing of the Board of Directors to address the disciplinary action. The member or affiliate shall be afforded an opportunity to respond to the charges by a full hearing before a quorum of the Board of Directors before a final action is taken.

A disciplinary action under this section is effective immediately upon adoption by the Board of Directors. A member who has been suspended or expelled by the ACFE-GTA Chapter may appeal the decision to the Board of Regents of the Association. The decision of the Board of Directors to suspend or expel an affiliate or student affiliate is final and non-appealable.

Section 3.09 Non-payment of Dues. The Board of Directors may suspend or expel a member or affiliate or student affiliate who has let their membership lapse and is at least 90 days' delinquent in the payment of ACFE-GTA Chapter fees or other payments owed to the ACFE-GTA Chapter without a hearing, provided that a notice of the fee delinquency was sent to the individual's last known physical address or last known email address at least 30 days prior to termination. An automated email message generated from the ACFE-GTA Chapter website will suffice in meeting this notice requirement. Members who have let their membership lapse lose their voting rights until such time as they once again become a member in good standing.

Section 3.10 Reinstatement. The Board of Directors may provide the conditions and procedures under which the ACFE-GTA Chapter may reinstate a member or affiliate or student affiliate who has let their membership lapse and has been suspended or expelled, or whose membership was otherwise terminated, provided that such reinstatement does not conflict with these bylaws or the rules of the Association.

Section 3.11 Report of ACFE-GTA Chapter Participation. The ACFE-GTA Chapter shall furnish annually to the Corporation, or upon request, a list containing the names, addresses, and any other contact information for all members, affiliates, and student affiliates of the ACFE-GTA Chapter. The list shall indicate the participation category of the person, such as a Certified Fraud Examiner, Associate Member of the Association, Affiliate of the ACFE-GTA Chapter, or ACFE-GTA Chapter Student Affiliate. The ACFE-

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GTA Chapter shall also furnish the names and addresses for guests and non-member/non-affiliate/non-student affiliate attendees at professional development and training meetings and other events, but only if such records of attendance are maintained by the ACFE-GTA Chapter.

Section 3.12 Professional Development. The Board of Directors shall appoint a Senior Vice-President & Chief Learning Officer and Chair, Professional Development Committee, who is responsible for the provision of professional development opportunities to members, affiliates, and student affiliates of the ACFE-GTA Chapter, as well as CFEs in the GTA who are not Chapter members. The Senior Vice-President & Chief Learning Officer is a member of the Board of Directors and an Officer of the ACFE-GTA Chapter reporting directly to the President & Chief Executive Officer. The Senior Vice-President & Chief Learning Officer should be a Certified Fraud Examiner in good standing or an Associate of the Association in good standing or an Educator Associate of the Association. Where the Senior Vice-President & Chief Learning Officer is not a Certified Fraud Examiner, the President & Chief Executive Officer will have overall responsibility for the professional development area of the ACFE-GTA Chapter.

The ACFE-GTA Chapter is authorized and encouraged to provide professional development opportunities and other training/educational presentations to the community in its geographical area. All ACFE-GTA Chapter professional development must be coordinated with and approved by the Corporation to ensure that ACFE-GTA Chapter professional development events do not compete with training conducted by the Corporation.

ARTICLE IV: LIMITATIONS OF LIABILITY

Section 4.01 ACFE-GTA Chapter Liability. The ACFE-GTA Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall indemnify and hold harmless the Corporation and the Association, by reason of its affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the ACFE-GTA Chapter.

Section 4.02 Corporation Liability. The ACFE-GTA Chapter shall not be responsible nor liable for any lawsuits, damages, other expenses, or liabilities arising out of its affiliation with the Corporation and the Association, or arising out of the activities of the Corporation or the Association.

Section 4.03 Non-liability of Directors and Officers; Indemnification. The directors and officers of the ACFE-GTA Chapter shall not be personally liable for the debts, liabilities, or other obligations of the ACFE-GTA Chapter. The Board of Directors and Officers of the ACFE-GTA Chapter shall be indemnified by the ACFE-GTA Chapter to the fullest extent permissible under the laws of Ontario and Canada.

Section 4.04 Insurance. The Corporation, Association, or the ACFE-GTA Chapter may procure directors & officers liability insurance for the ACFE-GTA Chapter, and the ACFE-GTA Chapter will pay all premiums for such insurance. The ACFE-GTA Chapter may also procure additional business and commercial liability insurance as deemed appropriate by the ACFE-GTA Board of Directors, and the ACFE-GTA Chapter will pay all premiums for such insurance.

Section 4.05 Corporation Authority. In any disputes, the Corporation is the final authority. To the extent that these bylaws conflict with the bylaws or rules of the Corporation or the Association, the bylaws or rules of the Corporation or the Association shall control.

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ARTICLE V: FINANCES

Section 5.01 Fiscal Year. The fiscal year end may be set at the discretion of the Board of Directors, and may be changed by Board resolution through a majority vote. The current fiscal year for the ACFE-GTA Chapter has been established by the Board of Directors as March 31 annually.

Section 5.02 Chapter Expenses. All Chapter expenditures must be presented for approval as per the procedures outlined below. An officer or director cannot approve their own expenses.

All expenses are to be guided by any policies and procedures the Board of Directors, upon the recommendation of the President & Chief Executive Officer, may approve from time-to-time. Any policies and procedures will, at a minimum, incorporate the internal controls detailed in this Article V.

For expenditures that are less than five hundred dollars (\$500.00), the expense must be presented to and approved by one of the following: Treasurer & Chief Financial Officer, or the President & Chief Executive Officer, or Executive Vice-President & Chief Compliance Officer, failing which, the expense may be submitted to the Board of Directors for a decision.

For expenses that exceed five hundred dollars (\$500.00), PRIOR approval (before incurring the expense, including the signing of any contract or commitment) is required from TWO of the following Directors: the Treasurer & Chief Financial Officer AND ONE of the following: the President & Chief Executive Officer, or Executive Vice-President & Chief Compliance Officer, failing which, the proposed expense may be submitted to the Board of Directors for a decision.

The approval process for any expenditure is to be done via email; the invoice and all supporting documentation (e.g., contracts, etc.) are to be scanned and attached to the email. The Treasurer & Chief Financial Officer is to be copied on ALL emails relating to expense authorization.

Once an expenditure has been approved, the Treasurer & Chief Financial Officer will arrange for payment and ensure the appropriate entry is made in the Chapter accounting records. A paper copy of the invoice, approval, and supporting documentation will be printed and retained with all fiscal year financial documents for hand-over to the Secretary to the Board at the Annual General Meeting. A scanned copy of the invoice, approval, and all supporting documentation is to be placed on the Chapter's electronic document system at time of payment for ease of reference.

Section 5.03 Interim Financial Updates. The Treasurer & Chief Financial Officer will present to the Board of Directors an interim financial update as at the end of each fiscal quarter (i.e., as of June 30, September 30, December 31) and as of year-end, March 31. These updates must be delivered to the Board within 45 days of the end of each interim period and within 90 days of the fiscal year-end. When no board meeting is scheduled, delivery of these financial updates by email will suffice. The Interim Financial Updates are to include a Balance Sheet, as well as a Statement of Income and Expense for each major Chapter professional development event or other Chapter activity that has occurred during the fiscal quarter.

Section 5.04 Year-End Financial Statements. The Year-end complete, unaudited financial statements are to be prepared and signed by the Treasurer & Chief Financial Officer, certified by the President & Chief Executive Officer, and delivered to the Board of Directors no later than three months following year-end (i.e., June 30). The Year-End Financial Statements are then to be approved by the Board of Directors in order to be presented at the Annual General Meeting.

Section 5.05 Annual Budget Process. The Treasurer & Chief Financial Officer will develop an annual budget in coordination with the Officers of the Chapter, which will be presented to the Board of

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Directors in order for the Board to approve the budget no later than March 15 each year, in preparation for the commencement of the fiscal year on April 1.

Section 5.06 Chapter Member & Participation Fees. ACFE-GTA Chapter Fees will be established by the Board of Directors and updated from time-to-time. Membership Fees (for members) and Participation Fees (for affiliates and student affiliates) shall be billed through the ACFE-GTA Chapter website store on an annual basis (through the recurring payment facility) as established by the Board of Directors. The Treasurer & Chief Financial Officer shall be empowered to assess and collect said dues through the above-mentioned online mechanism, and shall ensure appropriate entries are made in the Chapter's accounting records.

Membership Fees for (a) ACFE-GTA Chapter members who are members of the current Board of Directors, (b) for ACFE-GTA Chapter Members, as well as Participation Fees for (c) ACFE-GTA Chapter Affiliates and (d) ACFE-GTA Chapter Student Affiliates may be set at different rates at the discretion of the Board of Directors.

Section 5.07 Financial Management for Chapter Events. Fees for the ACFE-GTA Chapter professional development events and other Chapter activities are to be finalized after a profit & loss estimate has been completed by the Treasurer & Chief Financial Officer, in coordination and after discussions with the President & Chief Executive Officer and the Senior Vice-President & Chief Learning Officer. As a minimum standard, all Chapter events are to be planned on a break-even outcome. If there is an inability to reach an agreement in achieving this planning standard, then the matter is to be presented to the Board of Directors for a decision prior to any commitments being made on behalf of the Chapter.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.01 Authority and Number. The affairs of the ACFE-GTA Chapter shall be managed by a Board of Directors consisting of an odd number of directors, and of no fewer than three (3) members, each of whom shall be a member in good standing of the Association and the ACFE-GTA Chapter. Subject to this minimum of three directors, the number of directors may be increased or decreased from time to time by resolution of the Board of Directors as decided by majority affirmative vote, but no decrease shall have the effect of shortening the term of any incumbent director. The Board of Directors may consist of the Immediate Past President, and a Legal Counsel appointed by a resolution of the Board upon the recommendation of the President & Chief Executive Officer, both as non-voting, ex-officio members. The Board of Directors shall be elected in accordance with these Bylaws.

Each director will, upon election, receive from the President an approved Position Description, which outlines their responsibilities, duties and authority. Each director will also sign the Director Agreement and any other compliance-related documents that the Board has approved.

Section 6.02 Board Committees. In addition to the Professional Development Committee and the Communications Committee, known as Standing Committees, the Board upon the recommendation of the President & Chief Executive Officer, may establish additional committees to assist the Board in the execution of its Core Purpose and Vision, and appoint a board member or officer to be the chair of such committee. The President & Chief Executive Officer may appoint and dismiss members of any committee, including the standing committees. Committee members may be board members, officers, or volunteers who are ACFE-GTA Chapter members, affiliates or student affiliates.

Section 6.03 Nominations & Elections. Elections for open positions on the Board of Directors shall be held annually at an Annual General Meeting ("AGM"). The elections will be held no later than six months after the fiscal year-end.

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Each ACFE-GTA Chapter member in good standing who is entitled to vote under the provisions of these Bylaws shall receive at least forty-five (45) calendar days' notice of the AGM and election, an explanation of the nomination and election process, and a nomination form for nominating ACFE-GTA Chapter members to fill any open positions on the Board of Directors. An email (with attachments as appropriate) to the last email address on file with the ACFE-GTA Chapter will suffice in meeting this notice requirement.

Once a nomination has been received, the nominee will be subject to an interview conducted by the President & Chief Executive Officer or Executive Vice-President & Chief Compliance Officer, or another officer of the Chapter so designated by the President & Chief Executive Officer, to ensure the nominee holds the appropriate qualifications and understands the responsibilities and expectations of board members. Where appropriate and in the sole discretion of the President & Chief Executive Officer in discussion with the Executive Vice-President & Chief Compliance Officer, a background check may be conducted on a nominee with their written consent. The decision to allow the nomination to stand resides solely with the President & Chief Executive Officer in discussion with the Executive Vice-President & Chief Compliance Officer. Where there is an unresolved disagreement between the President & Chief Executive Officer and the EVP & CCO, the matter will be resolved by a vote of the Board of Directors.

Chapter members in good standing who are entitled to vote under the provisions of these Bylaws will be given the opportunity to vote by proxy prior to the AGM through a proxy document dispatched by email. An email (with attachments as appropriate) to the last email address on file with the ACFE-GTA Chapter will suffice in meeting this requirement. To be included in the election process, completed proxies must be received by the ACFE-GTA Chapter no later than five (5) calendar days prior to the AGM.

No later than June 30 of each year when there are open positions on the board, the Board of Directors, upon the recommendation of the President & Chief Executive Officer, will appoint a current director or appropriate person as the "Overseeing Director" (e.g., Executive Vice-President & Chief Compliance Officer or Immediate Past-President, etc.) who will oversee the nomination and election process and prepare the required documentation, including the ballots once all nominations have been approved.

Elections for Directors will take place by secret written ballot at the AGM. The ballots will be counted by the Overseeing Director in the presence of a scrutineer - an ACFE-GTA Chapter member in attendance at the AGM and selected at random by the President & Chief Executive Officer to assist the Overseeing Director count the votes. The voting results, combined with the votes received from the proxies filed by members who were not able to attend the AGM, will determine the election results.

The nominated candidate(s) for the Board of Directors receiving the most votes shall be elected. Should the number of nominated candidates be less than or equal to the number of open positions, then the nominated candidates may be acclaimed by the Overseeing Director, and no election will be required.

The results of the election or acclamation will be announced at the AGM by the Overseeing Director, and certified to the Corporation and to the members by the current Board of Directors.

Section 6.03 Terms of Office. Directors shall serve four-year terms and shall hold office until their successors are duly appointed or elected and qualified. Unless otherwise determined by the Board of Directors, directors may be re-elected to successive terms.

Section 6.04 Vacancies. If any vacancy occurs on the Board of Directors for any reason during the four-year term, the current Board of Directors may, upon the recommendation of the President & Chief Executive Officer, appoint a person to fill the vacancy. A director appointed to fill a vacancy shall fulfill the remaining unexpired term of office. Vacancies reducing the number of directors to less than three (3) shall be filled before the Board of Directors conducts any other business.

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Section 6.05 Duties and Responsibilities of the Board of Directors. The Board of Directors shall be the governing body of the ACFE-GTA Chapter and its actions shall be final, unless otherwise specifically provided for in these Bylaws. The Board of Directors shall perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, the Association Chapter Handbook, or these Bylaws. The Board of Directors shall supervise all officers, agents, members and affiliates of the ACFE-GTA Chapter to assure that their duties for the ACFE-GTA Chapter are performed properly.

Members of the ACFE-GTA Chapter Board of Directors may agree to be assigned non-officer responsibilities (e.g., Communications and Social Media, Mentorship and Engagement, Membership and Community Outreach, Audit, Chapter Liaison, etc.) according to their expertise, their expressed interest, and the ongoing needs of the ACFE-GTA Chapter, and such appointment(s) will be recommended by the President & Chief Executive Officer and confirmed by the Board.

The Board of Directors shall make available all financial records of the ACFE-GTA Chapter to any ACFE-GTA Chapter member, to the Corporation, or to the Association upon reasonable request and within a reasonable timeframe given the extent of the request.

The Board of Directors, may, in its sole discretion direct the President & Chief Executive Officer to coordinate the hiring of a part-time administrator, who may be a third-party contractor. Best practice recruitment and hiring processes are to be used, including the provision of at least two references and a background check after obtaining the candidate's consent. The administrator will report to the President & Chief Executive Officer, and the Board of Directors shall, upon the recommendation of the President & Chief Executive Officer, approve the related costs.

The Board of Directors may approve, upon the recommendation of the President & Chief Executive Officer, policies and procedures deemed appropriate or prudent to the efficient and effective operation of the ACFE-GTA Chapter. Policies or procedures are to be reviewed on a regular basis, and at least every five years.

Section 6.06 Meetings of the Board of Directors. The Board of Directors shall meet at least twice a year at such times and places as it may choose. A special meeting may be called by the President & Chief Executive Officer, or by any two directors. At meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business. The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the whole Board of Directors. The meetings shall be conducted under the rules contained in Robert's Rules of Order as revised, unless those rules are in conflict with the Bylaws, in which case these Bylaws shall take precedence. Each director shall receive at least five (5) days notice of the meeting and this notice will include purpose, place, date, and time of each meeting.

Section 6.07 Compensation. Directors shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties.

Notwithstanding the above paragraph, the Board of Directors may, in their sole discretion, waive the annual membership fee for members of the Board of Directors, and should this provision be enacted, the members of the Board of Directors are deemed to be members of the ACFE-GTA Chapter in good standing. The Board of Directors may also waive any fees or portion thereof for current Board of Directors members who attend or participate in ACFE-GTA Chapter professional development activities or other Chapter events.

Section 6.08 Removal. The Board of Directors may vote to remove a director at any time with or without good cause, including but not limited to violation of these Bylaws, violation of the rules or Bylaws of the Association, or non-attendance of Board of Directors meetings. A meeting to consider the removal of a director may be called with notice to the Board of Directors members. The notice of the meeting shall state

that the issue of possible removal of the director will be on the agenda. A director may be removed by the affirmative vote of a majority of the Board of Directors.

ARTICLE VII: OFFICERS

Section 7.01 Officer Positions and Qualifications. The officers of the ACFE-GTA Chapter shall consist of (a) a President & Chief Executive Officer (elected by the Board of Directors), and the following positions appointed by the President & Chief Executive Officer: (b) Executive Vice-President & Chief Compliance Officer, (c) Secretary to the Board, (d) Treasurer & Chief Financial Officer, and (e) Senior Vice-President & Chief Learning Officer who will Chair the Professional Development Committee. Upon appointment, each Officer will receive an approved Position Description, which outlines their responsibilities, duties and authority.

Once the President & Chief Executive Officer has been elected as detailed in Section 7.03, the newly-elected President & Chief Executive Officer will facilitate the appointment of the remaining officer positions, as detailed in Section 7.04.

In its discretion and by resolution, upon the recommendation of the President & Chief Executive Officer, the Board of Directors may create additional officer positions. The same person may hold any two or more offices provided sufficient internal controls are in place to ensure the integrity of Chapter finances. An Officer may simultaneously serve as an officer and director.

Section 7.02 Overseeing Director Appointment for Election of President & CEO. No later than June 30 of an election year, the Board of Directors will appoint an "Overseeing Director" (e.g., the Immediate Past-President or the Executive Vice-President & Chief Compliance Officer, etc.) to oversee the election of the President & Chief Executive Officer as detailed in Section 7.03. The Overseeing Director will not participate in the self-nomination, nomination, or voting process for President & Chief Executive Officer.

Section 7.03 Election of the President & Chief Executive Officer. The President & Chief Executive Officer shall be elected every two years by the affirmative vote of a majority of the Board of Directors present at the first meeting of the Board of Directors following the AGM.

Board members may either self-nominate or nominate other Board of Directors members for the office of President & Chief Executive Officer, and this nomination process will be facilitated by the Overseeing Director and may be completed verbally or by written submission.

If more than one candidate has been nominated for the position of President & Chief Executive Officer, then an election will take place by secret written ballot, facilitated by the Overseeing Director. Directors who are unable to attend the first meeting in-person may provide their vote by proxy (by email if necessary) to the Overseeing Director. The President & Chief Executive Officer or Executive Vice-President & Chief Compliance Officer will select a scrutineer at random who is not a nominee for the role, (a director present at the first board meeting following the AGM), to assist the Overseeing Director count the votes. The ballots from the secret voting process will then be counted by the Overseeing Director in the presence of and with the assistance of the scrutineer, and any proxy votes will be added to determine the winner. The person with the majority of the votes will be the new President & Chief Executive Officer. If there is a tie vote, the two nominees will either decide immediately between themselves who will be President & Chief Executive Officer, or the winner will be determined by way of chance by having the Overseeing Director flip a coin in the presence of all board members present. After the process is completed, the Overseeing Director will announce the name of the new President & Chief Executive Officer.

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If there is only one nominee for the position of President & Chief Executive Officer, then that nominee will be considered acclaimed and no election is required.

The Board of Directors will declare the results of the election or acclamation through an announcement coordinated by the Overseeing Director.

Section 7.04 Appointment of the Executive Vice-President & Chief Compliance Officer, Senior Vice-President & Chief Learning Officer, Secretary to the Board, and Treasurer & Chief Financial Officer. The remaining officer positions are to be appointed through a collaborative process, led by the President & Chief Executive Officer as soon as is practicably possible following the election of the President & Chief Executive Officer. Board members may express an interest in performing certain officer roles. The President & Chief Executive Officer is expected to take such expressions into consideration when finalizing the positions, which will be presented to the Board by the President & Chief Executive Officer at the subsequent board meeting.

Section 7.05 Term of Office. Officers shall serve two-year terms and shall hold office until their successors are duly appointed or elected and qualified. Officers may be re-elected to successive terms in either the same or different office.

Section 7.06 Removal. The Board of Directors may vote to remove an officer at any time with or without good cause, including but not limited to violation of these Bylaws or the bylaws or rules of the Association. A meeting to consider the removal of an officer may be called with notice to the Board of Directors members and the officer in question. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda. An officer may be removed by the affirmative vote of a majority of the Board of Directors.

Section 7.07 Vacancies. If a vacancy occurs in any office for any reason, the Board of Directors, upon the recommendation of the President & Chief Executive Officer, shall appoint by the affirmative vote of a majority of the Board of Directors present a person to fill the vacancy. An officer elected to fill a vacancy shall be appointed for the remaining unexpired term in office.

Section 7.08 Compensation. Officers shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties.

Section 7.09 President & Chief Executive Officer. Only a Certified Fraud Examiner in good standing, who is also a Member of the ACFE-GTA Chapter in good standing may hold the office of President & Chief Executive Officer.

The President & Chief Executive Officer shall be the Chair of the Board of Directors, Chief Executive Officer of the ACFE-GTA Chapter, and when present, shall preside at all meetings of the Board of Directors.

As detailed in the approved Position Description provided to the President & Chief Executive Officer upon election, the duties of the President & Chief Executive Officer include (a) exercising general supervision and management of the affairs of the ACFE-GTA Chapter; (b) consulting with and informing all other officers and directors, members, and the Corporation with respect to all significant issues and events; (c) making an annual report to the members of the ACFE-GTA Chapter and the Corporation; and (d) performing other duties prescribed by the Board of Directors, as well as (e) all duties incident to the offices of Chair, President & Chief Executive Officer. When the Senior Vice-President & Chief Learning Officer is not a Certified Fraud Examiner, the President & Chief Executive Officer shall have overall responsibility and oversee the professional development area.

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Section 7.10 Executive Vice-President & Chief Compliance Officer. The Executive Vice-President & Chief Executive Officer shall be the Vice-Chair of the Board of Directors, shall report to the President & Chief Executive Officer and directly to the Board of Directors for compliance-related matters. As the Chapter Chief Compliance Officer, this position has significant responsibility and authority across all facets of the Chapter's operations to ensure proper internal controls and adherence to legislative, regulatory and Chapter requirements. A Position Description will be provided to the Executive Vice-President & Chief Compliance Officer upon appointment.

The Executive Vice-President & Chief Compliance Officer shall assume the duties of the President & Chief Executive Officer in the absence of the President & Chief Executive Officer. When the Executive Vice-President & Chief Compliance Officer acts in place of the President & Chief Executive Officer, the Executive Vice-President & Chief Compliance Officer shall have all the powers of and be subject to all the restrictions upon the President & Chief Executive Officer.

As detailed in the approved Position Description, the Executive Vice-President & Chief Compliance Officer shall be responsible for other duties that President & Chief Executive Officer or the Board of Directors shall delegate from time to time. The Executive Vice-President & Chief Executive Officer may be a Certified Fraud Examiner, who is also a Member of the ACFE-GTA Chapter in good standing **or** an Associate member of the Association, who is also a Member of the ACFE-GTA Chapter in good standing.

Notwithstanding the forgoing, if the office of President & Chief Executive Officer becomes vacant before the expiration of the term, the Executive Vice-President & Chief Compliance Officer may not assume that position for the unexpired term unless the Executive Vice-President & Chief Compliance Officer is a Certified Fraud Examiner in good standing. If the Executive Vice-President & Chief Compliance Officer is an Associate Member of the Association in good standing, the Board of Directors shall elect by the affirmative vote of a majority of the Board of Directors present a person who is a Certified Fraud Examiner in good standing to complete the unexpired term of President & Chief Executive Officer.

Section 7.11 Secretary to the Board. The Secretary to the Board shall report to the President & Chief Executive Officer and shall keep the minutes of the meetings of the Members and of the Board of Directors. A Position Description will be provided to the Secretary to the Board upon appointment. A summary of these responsibilities include (a) to see that all notices are given in accordance with the provisions of these Bylaws or as may be required by law; (b) be custodian of the corporate records and of the seal of the ACFE-GTA Chapter, (c) ensure that the seal of the ACFE-GTA Chapter is affixed to all documents as authorized; (d) maintain the membership records of the ACFE-GTA Chapter, and (e) in general perform all duties incident to the office of Secretary to the Board and (f) perform other such duties as from time to time may be assigned by the President & Chief Executive Officer or by the Board of Directors. The Secretary to the Board may be a Certified Fraud Examiner, who is also a member of the ACFE-GTA Chapter in good standing **or** an Associate member of the Association, who is also a member of the ACFE-GTA Chapter in good standing.

Section 7.12 Treasurer & Chief Financial Officer. The Treasurer & Chief Financial Officer shall report to the President & Chief Executive Officer and shall receive a Position Description upon appointment. Generally, duties include (a) responsibility for the finances of the Chapter, (b) the maintenance of all Chapter financial records, and in conjunction with the Executive Vice-President & Chief Compliance Officer, (c) maintenance of internal control processes; (d) that all moneys received by the ACFE-GTA Chapter as well as disbursements therefrom are properly recorded and deposited for safekeeping to the credit of the ACFE-GTA Chapter; (e) that all taxes, including HST are properly tracked and reported, and disbursements to the Canadian Revenue Agency are made on time; (f) that all disbursements are properly approved; (g) that the Board of Directors is regularly advised of the status of the accounting of funds; and (h) otherwise perform appropriate duties to see that the assets of the ACFE-GTA Chapter are properly safeguarded. The financial reporting requirements are detailed in Article V above.

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The Treasurer & Chief Financial Officer may be a Certified Fraud Examiner and a member of the ACFE-GTA Chapter in good standing **or** an Associate member of the Association and the ACFE-GTA Chapter in good standing. An individual with an accounting designation is preferable.

Section 7.13 Senior Vice-President & Chief Learning Officer. The Senior Vice-President & Chief Learning Officer shall report to the President & Chief Executive Officer, and shall be the Chair of the Professional Development Committee. Further to the Position Description provided upon appointment, this role shall be responsible for providing professional development opportunities to ACFE-GTA Chapter members, affiliates and CFEs who are non-Chapter members in the GTA.

The Senior Vice-President & Chief Learning Officer should be a Certified Fraud Examiner; however, it is recognized there are instances when this role may be filled by an Associate of the Association, in which case, the President & Chief Executive Officer, who must be a Certified Fraud Examiner in good standing, shall have overall responsibility for the professional development area.

The ACFE-GTA Chapter is authorized and encouraged to provide professional development opportunities and other training presentations to the community in its geographical area, including to those who are CFEs and not members of the Chapter. All ACFE-GTA Chapter professional development should be coordinated with and approved by the Corporation to ensure that ACFE-GTA Chapter professional development and training events do not compete with training conducted by the Corporation.

ARTICLE VIII: COMMITTEES

Section 8.01 Standing Committees. The Chapter has two Standing Committees, namely the Professional Development Committee (Chaired by the SVP & Chief Learning Officer) and the Communications Committee. The President & Chief Executive Officer will appoint the Chair and members of the Communications Committee as part of the officer appointment process.

Section 8.02 Establishment of Additional Committees. The Board of Directors, upon the recommendation of the President & Chief Executive Officer, may adopt a resolution establishing additional committees, including any qualifications for membership on these committees and delegating specified authority to a committee. The President & Chief Executive Officer is responsible to appoint and remove members of a committee.

Section 8.03 Committee Participation. Members of each committee shall be members of the ACFE-GTA Chapter, Affiliates of the ACFE-GTA Chapter or Student Affiliates of the ACFE-GTA Chapter.

Section 8.03 Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Section 8.04 Removal of Committee Members. Any committee member may be removed by the person or persons authorized to appoint such member with or without cause whenever in their judgment the best interests of the ACFE-GTA Chapter will be served by such removal.

Section 8.05 Chair. One member of each committee shall be designated as the Chair of the committee. The Chair shall be appointed by the President & Chief Executive Officer. The Chair shall call and preside at all meetings of the committee. When the Chair is absent, is unable to act, or refuses to act, the

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President & Chief Executive Officer will appoint another committee member to perform the duties of the Chair.

Section 8.06 Notice of Meetings. The Committee Chair shall give at least five (5) days notice to all committee members of the place, day, time, and purpose or purposes for any committee meeting. Meetings may be conducted in person or by conference call.

Section 8.07 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the number of members of a committee shall constitute a quorum when business is conducted at any meeting of the committee.

Section 8.08 Compensation. Committee members shall not receive any compensation for their services, but shall be entitled to reimbursement for reasonable expenses incurred by them in connection with the usual performance of their duties.

Section 8.09 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX: ANNUAL GENERAL MEETING (“AGM”)

Section 9.01 Purpose. The ACFE-GTA Chapter annual general meeting shall be held for the purpose of (a) electing and installing directors, (b) presenting the annual financial statements; and (c) transacting such other business as may be deemed appropriate by the Board of Directors.

Section 9.02 Time and Place. The annual meeting shall be held each year at a time and place specified by the Board of Directors. The annual general meeting must take place no later than six months following the ACFE-GTA Chapter’s year-end (i.e., by September 30).

Section 9.03 Notice of Meeting. All ACFE-GTA Chapter members in good standing and eligible to vote shall be notified in writing (an email notice is acceptable) no less than forty-five (45) days in advance of the Annual General Meeting.

Section 9.04 Voting. All ACFE-GTA Chapter members in good standing and eligible to vote may participate in the election of members of the Board of Directors at the Annual General Meeting as detailed in Section 6.02. A quorum shall be constituted by at least five percent (5%) of the ACFE-GTA Chapter members eligible to vote. All business coming before the members shall be approved by a majority of those present unless otherwise required by these Bylaws.

ARTICLE X: BOOKS AND RECORDS

Section 10.01 Books and Records. The ACFE-GTA Chapter will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, officers, Board of Directors, and committees having any of the authority of the Board of Directors, and will keep a record giving the names of the members entitled to vote. All books and records of the ACFE-GTA Chapter may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. All requests would normally be forwarded to the Secretary to the Board. The Secretary of the Board shall be the keeper of all books and records, and at each fiscal year-end, all books and records in the possession of the Treasurer & Chief Financial Officer and any other member of the Board of Directors will be deposited with the Secretary to the Board for storage and retention.

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ARTICLE XI: DISSOLUTION

Section 11.01 Vote to Dissolve. The vote to dissolve the ACFE-GTA Chapter must be by written ballot and must be approved by a two-thirds majority of the ACFE-GTA Chapter members eligible to vote. The Corporation must be notified at least thirty (30) days prior to the vote and must be notified of the results immediately thereafter.

Section 11.02 Distribution of Assets. Upon dissolution of the ACFE-GTA Chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to the Ritchie Jennings Scholarship Fund (formerly the CFE Scholarship Fund).

Section 11.03 Non-Use of ACFE Marks and Report to Corporation. Upon dissolution, the ACFE-GTA Chapter shall destroy all letterhead, stationery, or other items bearing, in any form, the name "Association of Certified Fraud Examiners" or any other ACFE Marks, and the ACFE-GTA Chapter shall immediately and permanently cease to use, in any manner, the ACFE Marks for any purpose unless such use is approved in writing, in advance, by the Corporation. The ACFE-GTA Chapter shall also provide the Corporation with a list of ACFE-GTA Chapter members at the time of dissolution, a report detailing the distribution of the assets of the ACFE-GTA Chapter, and a copy of the Certificate of Dissolution issued by the province of Ontario.

ARTICLE XII: MISCELLANEOUS PROVISIONS

Section 12.01 Association Chapter Handbook. The ACFE-GTA Chapter and its members, officers, and directors agree to abide by the provisions of the Association Chapter Handbook and such other rules or regulations which may from time to time be instituted by the Corporation.

Section 12.02 Meeting by Electronic Means. The Board of Directors, and any committee of the ACFE-GTA Chapter, may hold a meeting by telephone or video conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting. Where deemed necessary by the President & Chief Executive Officer, board resolutions may be voted upon by email, and the results will be advised by email and confirmed at the next board meeting. A majority of affirmative responses is required for the motion to be carried. The Secretary will ensure the content and results of the resolution form part of the formal board meeting minutes. The results of the email board motion will have immediate effect.

Section 12.03 Amendments to Bylaws. The Board of Directors may alter, amend, repeal, or enact new Bylaws, subject to the limitations of the articles of incorporation, these Bylaws, and the laws of the jurisdiction under which the ACFE-GTA Chapter operates. All amendments are subject to the written approval of the Corporation and no amendment shall be given effect until such approval has been granted.

Section 12.04 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 12.05 Principal Office. The Principal Office of the ACFE-GTA Chapter shall be at a place designated by the Board of Directors. The address of the Principal Office will appear on the ACFE-GTA Chapter website.

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Section 12.06 Effective Date. These Bylaws shall be effective on the date they are adopted by the ACFE-GTA Chapter Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently the Secretary to the Board of the Greater Toronto Area (GTA) Chapter of the Association of Certified Fraud Examiners (ACFE), and the above Bylaws, consisting of fourteen (14) pages, are the Bylaws of the Greater Toronto Area (GTA) Chapter of the Association of Certified Fraud Examiners (ACFE) as adopted at the meeting of the ACFE - GTA Board of Directors on December 3, 2019. These Bylaws replace any Bylaws adopted previous to this date. The Bylaws have been forwarded to the Association of Certified Fraud Examiners, Inc. for their approval.

ATTESTATION:

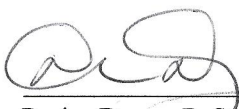


Andrew H Kautz, CFE
Secretary to the Board

December 3, 2019

Date

CERTIFIED TRUE COPY



Dorian Dwyer, B. Sc., CFE
President & Chief Executive Officer

December 3, 2019

Date