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PLANNING INSTITUTE OF BRITISH COLUMBIA – BYLAWS:

1.0 PART 1 – DEFINITIONS AND INTERPRETATIONS:

1.1 In these bylaws, unless the context otherwise requires:

- 1.1.1 “Act” means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- 1.1.2 “accredited planning program” means a university planning degree program offered at a post-secondary institution which program has been formally reviewed and deemed, to the satisfaction of the Board of Directors, to have met the professional accreditation standards prescribed by the Institute;
- 1.1.3 “AGM” means an Annual General Meeting of the Institute;
- 1.1.4 “affiliate” means an incorporated professional planning association or similar professional body in Canada which is party to a current affiliate agreement with the Canadian Institute of Planners;
- 1.1.5 “Board of Directors” means the board of Directors of the Planning Institute of British Columbia;
- 1.1.6 “case officer” means a member of the Professional Conduct Review Committee designated to initially investigate a complaint or complaints received by the Institute pursuant to these bylaws;
- 1.1.7 “chapter” means an organized subsidiary group of Institute members in good standing from a particular geographic region of British Columbia or the Yukon that has been authorized by the Board of Directors pursuant to these bylaws and operates subject to the rules, policies and procedures established by the Board of Directors;
- 1.1.8 “CIP” means the Canadian Institute of Planners;
- 1.1.9 “Code of Ethics and Professional Conduct” or “Code” means a specific written set of ethical standards and rules of professional or individual conduct to which members are subject as adopted by the Institute and set out in these bylaws;

- 1.1.10** “complaint” means any allegation of misconduct made against a corporate member;
- 1.1.11** “complainant” means the person(s) who originate a complaint to the Institute;
- 1.1.12** “consent discipline action” means an agreed resolution to a complaint, pursuant to these bylaws, involving an admission of misconduct and consent to discipline by a subject member during a disciplinary process prior to the conclusion of a review hearing;
- 1.1.13** “continuous professional learning” or “CPL” means specific activities undertaken by members to further their knowledge, understanding, skills and abilities, relevant to the theory, methods and practice of planning;
- 1.1.14** “corporate member” means a person admitted to membership in the Institute in a class of corporate membership pursuant to these bylaws;
- 1.1.15** “Director” means a voting member elected or appointed to serve on the Board of Directors pursuant to these bylaws;
- 1.1.16** “disciplinary process” means the process employed by the Institute to receive, investigate, evaluate, review, adjudicate and otherwise address and dispose of a complaint pursuant to these bylaws;
- 1.1.17** “electronic means” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - 1.1.17.1** in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location; and
 - 1.1.17.2** in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- 1.1.18** “general meeting” means an AGM or special general meeting;
- 1.1.19** “immediate past President” means the person who most recently was President of the Institute, but who has ceased to hold that office;

- 1.1.20** “Institute” means the Planning Institute of British Columbia;
- 1.1.21** “member” means a person admitted as a member of the Institute in any class of membership and who has not ceased to be a member;
- 1.1.22** “member in good standing” means a member who is not in arrears in respect of any amount owing to the Institute, who is not in breach of any obligation of membership pursuant to these bylaws, and whose membership is not under suspension;
- 1.1.23** “misconduct” means a breach of the bylaws or the Code, unprofessional conduct, or incompetence;
- 1.1.24** “non-corporate member” means a person admitted to membership in the Institute in a class of non-corporate membership pursuant to these bylaws;
- 1.1.25** “planning” means the planning of the scientific, aesthetic and orderly disposition of land, resources, facilities and services with a view to securing the physical, economic and social efficiency, health and well-being of urban and rural communities;
- 1.1.26** “Professional Conduct Review Committee” or “Review Committee” means a committee established and maintained by the Board of Directors pursuant to these bylaws;
- 1.1.27** “review hearing” means a formal session convened by the Institute to hear evidence, adjudicate, and determine any application related to the disposition of a complaint pursuant to these bylaws;
- 1.1.28** “review panel” means a designated group of members of the Professional Conduct Review Committee established and designated to conduct a review hearing pursuant to these bylaws;
- 1.1.29** “special resolution” and “ordinary resolution” have the meanings given to them in the *Act*;
- 1.1.30** “subject member” means a corporate member or corporate members in respect of whom a complaint has been made;
- 1.1.31** “written” or “in writing” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, electronic mail, and fax.

2.0 PART 2 – MEMBERSHIP:

- 2.1** Members are those persons who are admitted to membership in the Institute pursuant to these bylaws and who have not ceased to be members.

All persons admitted as Certified members, Candidate members, Retired members and Student members of the Institute under these Bylaws are automatically members of CIP in the appropriate class of membership as determined by CIP

CLASSES OF MEMBERSHIP:

- 2.2** There shall be two classes of corporate membership in the Institute, namely:

2.2.1 Certified member; and

2.2.2 Candidate member.

- 2.3** The requirements for admission to each class of corporate membership shall be as set out in section 2.13 of these bylaws.

- 2.4** There will be four classes of non-corporate membership in the Institute, namely:

2.4.1 Retired member;

2.4.2 Student member;

2.4.3 Honourary member; and

2.4.4 Pre-Candidate.

- 2.5** The requirements for admission to each class of non-corporate membership shall be as set out in section 2.14 of these bylaws.

- 2.6** Applications for membership shall be made in a form established and approved by the Board of Directors.

- 2.7** Subject to these bylaws, the Board of Directors may, acting reasonably and at its sole discretion, accept, postpone or refuse any application for membership for any reason.

MEMBERSHIP RIGHTS AND OBLIGATIONS:

- 2.8** Corporate members in good standing have the right to receive notice of, to attend, and to speak and vote at general meetings, and to be elected as a Director pursuant to these bylaws.
- 2.9** Non-corporate members in good standing have the right to receive notice of and to attend general meetings, to speak at, but not vote at general meetings, and do not have the right to be elected as a Director.
- 2.10** Every member must comply with:
- 2.10.1** The *Act*;
 - 2.10.2** The constitution and bylaws of the Institute;
 - 2.10.3** The rules, policies and procedures established by the Board of Directors; and
 - 2.10.4** Rules of order governing the conduct of general meetings and other meetings of the Institute.
- 2.11** In addition to the obligations stipulated in section 2.10, every corporate member must:
- 2.11.1** Comply with the Code;
 - 2.11.2** Do her/his utmost to ensure other members comply with the Code;
 - 2.11.3** Comply with any reasonable request of the Institute for information or for the cooperation in pursuit of any Institute objective; and
 - 2.11.4** Implement and give full effect to the disposition of any disciplinary process undertaken pursuant to these bylaws.
- 2.12** The Board of Directors may, by resolution from time to time, extend on a case by case basis, access to certain benefits and/or services provided by the Institute to persons interested in the Institute and/or planning but not admitted as members.

CORPORATE MEMBERSHIP REQUIREMENTS:

- 2.13** The following shall be the requirements for admission to corporate membership in the Institute:

- 2.13.1** Candidate member: The Board of Directors may, by resolution, admit a person who has applied to be a Candidate member, and who, to the satisfaction of the Board of Directors:
- 2.13.1.1** Has been granted a university degree in planning from an accredited planning program; or
 - 2.13.1.2** Has completed at least five years of practical work experience in planning and has, through a combination of practical work experience and education, attained a suitable level of competency as demonstrated through completion and assessment of a professional portfolio as prescribed by the Institute; or
 - 2.13.1.3** Is otherwise suitably qualified under a formal reciprocity arrangement with another affiliate or other professional planning organization and, in such cases, has completed and demonstrated any of the requirements above as the Board of Directors may prescribe.
- 2.13.2** Certified member: The Board of Directors may, by resolution, admit a person who has applied to be a Certified member, and who, to the satisfaction of the Board of Directors:
- 2.13.2.1** Is a Candidate member in good standing of the Institute at the time of application and has previously met the requirements for admission to Candidate membership;
 - 2.13.2.2** Has completed and demonstrated a minimum requirement of practical work experience in planning, sponsored by a qualified member in good standing of the Institute, as prescribed by the Institute and in accordance with the following:
 - 2.13.2.2.1** In the case of such an applicant who holds a university degree in planning from an accredited planning program, a minimum of two years of practical work experience in planning; or
 - 2.13.2.2.2** In the case of all other such applicants, a minimum of one year of practical work experience in planning;
 - 2.13.2.3** Has completed and demonstrated a minimum of one year of professional mentorship by a qualified member in good standing of the Institute, as prescribed by the Institute;

- 2.13.2.4** Has completed a professional certification course as prescribed by the Institute; and
- 2.13.2.5** Has completed a professional certification examination as prescribed by the Institute; or
- 2.13.2.6** Is otherwise suitably qualified under a formal reciprocity arrangement with another affiliate or other professional planning organization and, in such cases, has completed and demonstrated any of the requirements above as the Board of Directors may prescribe.

NON-CORPORATE MEMBERSHIP REQUIREMENTS:

- 2.14** The following shall be the requirements for admission to non-corporate membership in the Institute:

- 2.14.1** Retired member: The Board of Directors may, by resolution, admit a person who has applied to be a Retired member, who is a Certified member in good standing of the Institute at the time of application, and who, to the satisfaction of the Board of Directors:
 - 2.14.1.1** Has been a Certified member in good standing of the Institute for a minimum of 10 years;
 - 2.14.1.2** Has reached or surpassed the age of 55; and
 - 2.14.1.3** Has retired from practice and has ceased all active involvement in the practice of planning.
- 2.14.2** Student member: The Board of Directors may, by resolution, admit a person who has applied to be a Student member who, to the satisfaction of the Board of Directors:
 - 2.14.2.1** Is a full-time post-secondary student currently enrolled in an accredited planning program; or
 - 2.14.2.2** Is a recent graduate who, at the time of application, is not employed in planning and has been granted a university degree in planning from an accredited planning program not more than 12 months prior to the time of application.

- 2.14.3** Honourary member: The Board of Directors may, by unanimous resolution, admit a person who has been nominated to be an Honourary member who, to the satisfaction of the Board of Directors:
- 2.14.3.1** Is not normally eligible for admission to corporate membership in the Institute;
 - 2.14.3.2** Is a person who warrants recognition for having demonstrated special interest in or concern for the planning profession or who has given outstanding service or made a significant contribution to the Institute;
 - 2.14.3.3** Has been nominated for admission to Honourary membership by at least two Directors; and
 - 2.14.3.4** Has, following admission by unanimous resolution of the Board of Directors, indicated in writing to the Institute her/his acceptance of her/his admission to Honourary membership pursuant to these bylaws.
- 2.14.4** Pre-Candidate: The Board of Directors may, by resolution admit a person who has applied to be a Pre-Candidate who, to the satisfaction of the Board of Directors:
- 2.14.4.1** is not normally eligible for admission to any class of corporate membership, including Candidate membership;
 - 2.14.4.2** has declared her/his intention to apply for and seek Candidate membership and ultimately Certified membership in the Institute; and
 - 2.14.4.3** has declared that he/she is not currently employed in planning and has been granted a university degree in planning from an accredited planning program; or is currently employed in planning and has not been granted a university degree in planning from an accredited planning program.
- 2.14.5** In the case of a person admitted to Honourary membership pursuant to these bylaws, the Secretary-Treasurer shall advise such a person in writing once admitted and shall request written acceptance within two months. Failing such acceptance the admission of such a person to Honourary membership shall be void.
- 2.14.6** The Board of Directors may, acting reasonably and at its sole discretion, by resolution and after 14 days written notice from the

Secretary-Treasurer to the member concerned, strike a non-corporate member from membership in the Institute for any reason it may deem appropriate.

MEMBERSHIP TIME LIMITS:

2.15 There shall be limits upon the time a person may remain a member in a particular class or category of membership as follows:

- 2.15.1** A Candidate member shall, from the time of initial admission to Candidate membership, have a maximum of seven years to complete the requirements for and attain Certified membership;
- 2.15.2** A Student member shall be eligible to remain a Student member only while s/he continues to be a full-time post-secondary student currently enrolled in an accredited planning program and, provided s/he is not employed in planning, for a period of up to 12 months after s/he has been granted a university degree in planning from an accredited planning program;
- 2.15.3** A Retired member shall be eligible to remain a Retired member while s/he continues to be retired from practice and not actively involved in the practice of planning; and
- 2.15.4** A member in any class or category of membership subject to a prescribed time limit who reaches or exceeds such a prescribed time limit and who has not been duly admitted or readmitted to another class or category of membership in the Institute shall, after 14 days written notice from the Secretary-Treasurer, forfeit all rights and privileges and be struck from membership in the Institute.

MEMBERSHIP ADMINISTRATION AND FEES:

- 2.16** The Board of Directors may, at its discretion and pursuant to these bylaws, establish rules, policies, procedures and processes it deems appropriate for the prudent and effective application of the membership requirements prescribed by these bylaws.
- 2.17** The Board of Directors may, at its discretion and pursuant to these bylaws, delegate to a committee, employee, or other appropriate person or organization engaged by the Board of Directors, responsibility to assist in the assessment and evaluation of any application for membership.
- 2.18** Notwithstanding the membership requirements prescribed by these bylaws, the Board of Directors may, acting reasonably and at its sole discretion, accept, postpone or refuse any application for membership for any reason it may deem appropriate.

- 2.19** The Institute shall maintain a register of members.
- 2.20** A member ceases to be a member upon:
- 2.20.1** Resigning in writing;
 - 2.20.2** Death or, in the case of a member which is an association or corporation, on dissolution;
 - 2.20.3** Being struck from membership in the Institute due to failure to pay membership fees or other amounts due to the Institute pursuant to these bylaws;
 - 2.20.4** Being struck from membership in the Institute due to failure to comply with mandatory requirements for CPL pursuant to these bylaws;
 - 2.20.5** Being struck from membership in the Institute due to the expiration of any time limit(s) imposed upon membership pursuant to these bylaws;
 - 2.20.6** Being struck from membership in the Institute as a result of the disposition of a complaint or allegation of misconduct made against the member pursuant to these bylaws; or
 - 2.20.7** In the case of a non-corporate member, on being struck from membership in the Institute by resolution of the Board of Directors pursuant to these bylaws.
- 2.21** Upon ceasing to be a member of the Institute the member concerned shall forfeit all rights and privileges and have no further interest in the Institute.
- 2.22** Annual membership fees for each class of membership shall be set annually by resolution of the Board of Directors.
- 2.23** Annual membership fees for continuing members cover a period of one calendar year, are due and payable on the second day of January each year, and a written invoice for such fees shall be forwarded to each member by the Institute no later than 30 days prior.
- 2.24** Annual membership fees are non-refundable.
- 2.25** Initial annual membership fees for newly admitted members are due and payable upon admission to membership.

- 2.26** Initial annual membership fees for newly admitted members cover the period of the remainder of the current calendar year and may be prorated accordingly as prescribed by resolution of the Board of Directors.
- 2.27** Any member in arrears of membership fees or other amounts due to the Institute for more than 45 days shall be considered to not be a member in good standing and shall be excluded from the register of members.
- 2.28** Any member in arrears of membership fees or other amounts due to the Institute for more than 45 days and less than 90 days may be reinstated to membership in good standing upon payment of the following:
- 2.28.1** All outstanding membership fees;
 - 2.28.2** Any other outstanding amounts due to the Institute; and
 - 2.28.3** A penalty fee set by resolution of the Board of Directors.
- 2.29** Any member still in arrears of membership fees or other amounts due to the Institute for 90 days or more shall, after 14 days written notice from the Secretary-Treasurer, forfeit all rights and privileges and be struck from membership in the Institute.

LEAVE FROM ACTIVE MEMBERSHIP:

- 2.30** A Certified member or Candidate member in good standing who temporarily ceases all active involvement in the practice of planning for an extended period of time may apply in writing to the Board of Directors for temporary leave from active membership subject to the following:
- 2.30.1** The reasons for such application for leave shall be provided in writing;
 - 2.30.2** The consideration and approval of any application for leave shall be at the sole discretion of the Board of Directors and shall be subject to any additional rules, policies, procedures, or conditions established by the Board of Directors from time to time;
 - 2.30.3** The period of leave shall not normally be less than six months nor exceed 24 months;
 - 2.30.4** The member shall temporarily forfeit the right to use any professional title and/or designation of the Institute for the duration of any period of leave;

- 2.30.5** The duration of and dates for any period of leave shall be specified in writing at the time of application for such leave; and
- 2.30.6** Notwithstanding the duration and dates for any approved period of leave, the member's eligibility for leave from active membership shall automatically cease upon her/his return to active involvement in the practice of planning and such a member shall immediately notify the Institute in writing of such return to practice.

3.0 PART 3 – PROFESSIONAL TITLE AND DESIGNATION:

- 3.1** A Certified member in good standing has the exclusive right to use the professional title "Registered Professional Planner" and or the letters "RPP" after her/his name.
- 3.2** A Certified member in good standing may own a seal or stamp embossed with the name of the Institute, and the member's name followed by the letters "RPP" and may use that seal or stamp as part of her/his professional practice while the person is a Certified member in good standing.

4.0 PART 4 – MEETINGS OF THE MEMBERS:

- 4.1** The general meetings of the Institute will be held at such time and place, in accordance with the Act, as the Board of Directors decides.
- 4.2** An annual general meeting will be held at least once in every calendar year and in accordance with the Act.
- 4.3** Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 4.4** The Institute will convene an extraordinary general meeting by providing notice in accordance with the Act and these bylaws in any of the following circumstances:
 - 4.4.1** at the call of the President;
 - 4.4.2** when resolved by resolution of the Board of Directors; or
 - 4.4.3** when such a meeting is requisitioned by the members in accordance with the Act.

5.0 PART 5 – NOTICE TO MEMBERS:

5.1 The Institute will, in accordance with subsection 5.3, send notice of every general meeting to:

5.1.1 each member shown on the register of members on the date the notice is sent; and

5.1.2 the auditor of the Institute,

not less than fourteen (14) days and not more than sixty (60) days prior to the date of the general meeting.

No other person is entitled to be given notice of a general meeting.

5.2 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5.3 Notice may be given to a member either personally, by mail, by facsimile, or by electronic mail to the member's mailing address or electronic mail address, or facsimile number as shown in the register of members.

5.4 Notice of a general meeting will specify the place, the day and the time of the meeting and will include the text of every special resolution to be proposed or considered at that meeting. If the Board of Directors has decided to hold a general meeting with participation by electronic means, the notice of that meeting must inform members how they may participate by electronic means.

5.5 A member shall promptly and in writing notify the Institute of any change in the member's name, mailing address, electronic mail address, facsimile number, telephone number, or other information required by the *Act* or the Board of Directors.

5.6 A notice sent by mail is deemed to have been received five days after being mailed, and a notice sent by facsimile or electronic mail is deemed to have been received the following normal business day after being sent.

6.0 PART 6 – PROCEEDINGS AT GENERAL MEETINGS:

6.1 Special business is:

6.1.1 All business at a special general meeting except the adoption of the rules of order, and

6.1.2 All business at an AGM, except:

6.1.2.1 Adoption of the rules of order;

6.1.2.2 Consideration of the record of proceedings of a previous general meeting;

6.1.2.3 Consideration of the annual financial statements;

6.1.2.4 The report of the Secretary-Treasurer and auditor;

6.1.2.5 Appointment of the auditor;

6.1.2.6 Consideration of the annual report of the Board of Directors; and

6.1.2.7 The business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the annual report of the Board of Directors.

6.2 Quorum at a general meeting is 25 corporate members in good standing present in person or by permitted electronic means.

6.3 If a quorum is not present within thirty (30) minutes (or such lesser time as may be determined by the person presiding as chairperson) from the time appointed for a general meeting, the meeting will be terminated and, except where the meeting was convened on the requisition of members, the Board of Directors will reconvene the meeting at a later date with notice provided in accordance with Part 5.

6.4 The Board of Directors may decide, in its discretion, to hold any general meeting in whole or in part by electronic means. When a general meeting is to be conducted using electronic means, the Board of Directors must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any. Persons participating by electronic means are deemed to be present at the general meeting.

- 6.5** A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.6** It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting
- 6.7** The President of the Institute shall chair all general meetings, or:
- 6.7.1** In the absence or incapacity of the President at a general meeting, the President-Elect of the Institute shall chair the meeting; or
 - 6.7.2** In the absence or incapacity of both the President and the President-Elect at a general meeting, the voting members in good standing present shall elect from amongst themselves a member who shall chair the meeting.
- 6.8** Unless the Act, these bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the corporate members will be decided by an ordinary resolution.
- 6.9** Voting by corporate members may occur by any one or more of the following methods, in the discretion of the Board of Directors:
- 6.9.1** by show of hands or voting cards;
 - 6.9.2** by written ballot; or
 - 6.9.3** by vote conducted by electronic means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of corporate members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given corporate member voted

- 6.10** The Board of Directors may, in its sole discretion, conduct a vote of the corporate members other than at a general meeting, whether by mail-in ballot or electronic means, provided in each case that the Institute provides each corporate member in good standing with notice of:

- 6.10.1** the text of the resolutions to be voted on;

6.10.2 the open and closing dates for casting a vote; and

6.10.3 instructions on how a corporate member may cast a vote.

- 6.11** In the case of an equal number of votes on any question at a general meeting, the chair does not have a deciding or second vote in addition to the vote to which the chair is entitled as a member, and the resolution is defeated.
- 6.12** Voting by proxy is not permitted at general meetings.
- 6.13** Subject to the *Act* and these bylaws, a general meeting may adopt rules of order, but if it does not specifically do so, then the most recent edition of *Robert's Rules of Order* shall apply.

7.0 PART 7 – DIRECTOR ELECTIONS:

NOMINATIONS:

- 7.1** The Institute will have a nominating committee to oversee the nominations for candidates to stand for election as Directors. The nominating committee will be governed by such terms of reference as may be adopted by resolution of the Board of Directors."
- 7.2** The Secretary-Treasurer shall, not less than 90 days prior to the AGM, forward in writing to all corporate members in good standing:
- 7.2.1** The names of those members duly nominated by the nominating committee; and
 - 7.2.2** Information on how further nominations at-large can be duly made.
- 7.3** Further nominations at-large of qualified members in good standing shall be accepted if:
- 7.3.1** Submitted in writing to the Secretary-Treasurer and received not less than 60 days prior to the AGM;
 - 7.3.2** Endorsed in writing with the name and signatures of not less than three corporate members in good standing of the same appropriate class of membership; and
 - 7.3.3** Accepted in writing with the name and signature of the member nominated.

BALLOTING AND ELECTION PROCEDURES:

- 7.4** The Secretary-Treasurer shall place the names of those members duly nominated on a separate ballot for each applicable membership class, and shall forward the appropriate ballots to each eligible voting member in good standing in each applicable membership class not less than 45 days prior to the AGM.
- 7.5** The polls shall be declared closed at the commencement of the AGM by the chair of the meeting, and all completed ballots must be returned to the Secretary-Treasurer not later than that time.
- 7.6** Upon the commencement of the AGM the ballots shall be counted by the Secretary-Treasurer and two corporate members in good standing appointed by the AGM to act as scrutineers.
- 7.7** Upon the counting of the ballots, the eight candidates in the Certified members class, the one candidate for the position of President-Elect, and the one candidate in the Candidate member class, who in their respective classes or positions receive the highest number of votes shall be deemed to be elected to the Board of Directors for the ensuing two-year term.
- 7.8** The President-Elect shall, upon the completion of her/his two-year term as President-Elect and the election of her/his successor, automatically accede to the position of President for the subsequent two-year term.
- 7.9** In the case of an equal number of votes for two or more candidates in any Board of Directors election that results in their election being undecided, the scrutineers shall place one ballot with the name of each of the candidates whose votes are equal in a ballot box, and then the election shall be decided by the Secretary-Treasurer withdrawing from the ballot box, by chance, in the presence of the scrutineers, as many ballots as there are vacancies to be filled and decided, and the persons named on the ballots so withdrawn shall, in the order withdrawn, be deemed to be elected.
- 7.10** On completion of the balloting and counting of the ballots the Secretary-Treasurer shall compile the results and announce the names of the elected members of the incoming Board of Directors to the AGM.
- 7.11** In the event that the Secretary-Treasurer is nominated as a candidate for election in a particular Board of Directors election the President of the Institute shall act in place of the Secretary-Treasurer for the purposes of overseeing and administering the election process for that election pursuant to these bylaws.
- 7.12** The Board of Directors may establish by resolution rules, policies and procedures for the conduct of the Board of Directors elections pursuant to these bylaws.

TERM OF OFFICE AND REMOVAL:

- 7.13** Each term of office for Directors shall be two years commencing upon adjournment of the AGM at which they are elected and ending upon adjournment of the second subsequent AGM following their election.
- 7.14** A Director ceases to be a member of the Board of Directors upon:
- 7.14.1** The normal expiration of her/his term of office;
 - 7.14.2** Resigning in writing;
 - 7.14.3** Death or incapacity;
 - 7.14.4** Ceasing to be a member in good standing of the Institute for any reason; or
 - 7.14.5** Being removed by special resolution of the members pursuant to these bylaws.
- 7.15** A Director may be removed from the Board of Directors before the expiration of her/his term of office by special resolution at a general meeting in accordance with these bylaws and the following:
- 7.15.1** The notice of a special resolution for the removal of a Director must be accompanied by a brief statement of the reason or reasons for the proposed removal; and
 - 7.15.2** The Director who is the subject of a proposed special resolution for removal must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
- 7.16** A vacancy occurring on the Board of Directors for any reason shall be filled by a qualified member in good standing selected and appointed by resolution of the Board of Directors until the next normally scheduled Board of Directors election.

8.0 PART 8 – DIRECTORS AND EXECUTIVE:

8.1 The Board of Directors may exercise all the powers of the Institute, and do all the things that the Institute may do, subject to:

- 8.1.1** The *Act*;
- 8.1.2** The Constitution of the Institute and these bylaws;
- 8.1.3** Special resolutions of the membership, to the extent such resolutions are not contrary to the *Act*, the constitution or bylaws of the Institute;
- 8.1.4** All other laws affecting the Institute.

8.2 The Board of Directors shall consist of 11 voting members, including:

- 8.2.1** The President, who shall accede to the position of President pursuant to these bylaws;
- 8.2.2** The President-Elect, who shall be a Certified member in good standing nominated and elected by the Certified members in good standing pursuant to these bylaws;
- 8.2.3** Eight Certified members in good standing nominated and elected by the Certified members in good standing pursuant to these bylaws; and
- 8.2.4** One Candidate member in good standing nominated and elected by the Candidate members in good standing pursuant to these bylaws.

8.3 Pursuant to the *Act*, a person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- 8.3.1** is less than eighteen (18) years of age;
- 8.3.2** has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- 8.3.3** is an undischarged bankrupt; or
- 8.3.4** has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the *Act*.

EXECUTIVE OFFICERS:

- 8.4** The Board of Directors may create specific voluntary positions and shall by resolution appoint members in good standing to such positions as may be deemed appropriate from time to time for the efficient and effective carrying out of the business of the Institute.
- 8.5** The Board of Directors may appoint an employee or employees to assist in the efficient and effective carrying out of the business of the Institute.
- 8.6** The executive officers of the Institute shall consist of:
- 8.6.1** The President;
 - 8.6.2** The President-Elect; and
 - 8.6.3** The Secretary-Treasurer, who shall be a Certified member in good standing appointed by the Board of Directors from amongst the members of the Board of Directors at their first meeting following each AGM.
- 8.7** The President:
- 8.7.1** Shall chair all general meetings of the members;
 - 8.7.2** Shall chair all meetings of the Board of Directors;
 - 8.7.3** Shall, with the exception of the Professional Conduct Review Committee, be an ex-officio voting member of all Institute committees; and
 - 8.7.4** Has the powers and duties generally pertaining to the office of President, subject to the bylaws and to resolutions of the Board of Directors.
- 8.8** The President-Elect:
- 8.8.1** Shall assume the duties and responsibilities of the President in the absence or incapacity of the President.
- 8.9** The Secretary-Treasurer:
- 8.9.1** Shall be responsible for the maintenance of the register of members and the preparation and distribution of membership certificates;

- 8.9.2** Shall be responsible for the maintenance of the record of proceedings of all general meetings of the Institute and meetings of the Board of Directors;
- 8.9.3** Shall be responsible for the custody of the common seal and records and archives of the Institute;
- 8.9.4** Shall be responsible for the submission of an annual report to the Registrar of Companies of British Columbia and or any other statutorily required filings prescribed by the *Act*;
- 8.9.5** Shall be responsible for the oversight of the Institute's elections pursuant to these bylaws;
- 8.9.6** Shall be responsible for the oversight of the Institute's financial affairs including but not limited to:
 - 8.9.6.1** The collection of fees and other monies due the Institute and the deposit of all such funds of the Institute in an appropriate bank, credit union, or trust company insured by the Canada Deposit Insurance Corporation;
 - 8.9.6.2** Making all authorized payments on behalf of the Institute and keeping a proper record of all receipts, disbursements, assets and liabilities;
 - 8.9.6.3** Preparing and submitting an annual budget for the coming year for consideration by the Board of Directors;
 - 8.9.6.4** Rendering a current report and accounting of the financial affairs of the Institute to the Board of Directors as the Board of Directors may require;
 - 8.9.6.5** Overseeing the Institute's annual financial audit; and
 - 8.9.6.6** Rendering a report and accounting of the financial affairs of the Institute for the preceding year to the AGM.
- 8.10** The duties of the Secretary-Treasurer may be delegated by the Board of Directors to an employee of the Institute who shall exercise such duties under the supervision of the Secretary-Treasurer.
- 8.11** In the absence or incapacity of the Secretary-Treasurer, the Board of Directors may appoint another qualified Director to act as Secretary-Treasurer.

DIRECTOR ADMINISTRATION AND INDEMNIFICATION:

8.12 Pursuant to the Act, every Director will:

- 8.12.1** act honestly and in good faith with a view to the best interests of the Institute;
- 8.12.2** exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- 8.12.3** act in accordance with the Act and the regulations thereunder; and
- 8.12.4** subject to subsections 8.11.1 to 8.11.3, act in accordance with these Bylaws.

Without limiting subsections 8.11.1 to 8.11.4, a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Institute.

8.13 To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Institute against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Institute:

- 8.13.1** is or may be joined as a party to such legal proceeding or investigative action; or
- 8.13.2** is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

8.14 The Institute may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such person as a Director, officer, employee or agent.

9.0 PART 9 – MEETINGS OF THE BOARD OF DIRECTORS:

- 9.1** The Board of Directors shall normally meet at least three times each year:
- 9.1.1** At the call of the President or in the absence or incapacity of the President at the call of the President-Elect; or
 - 9.1.2** Upon the written request to the Secretary-Treasurer of not less than four Directors.
- 9.2** Not less than seven days prior to each meeting of the Board of Directors the Secretary-Treasurer shall prepare and distribute to all Directors:
- 9.2.1** Written notice of the meeting including the date, time and location of the meeting;
 - 9.2.2** A draft of the written record of proceedings of the most recent previous meeting of the Board of Directors; and
 - 9.2.3** A written agenda of the business to be conducted at the meeting.
- 9.3** Directors unable to attend a meeting of the Board of Directors may submit their comments on any agenda item in writing to all other Directors not less than five days prior to the meeting and such comments shall be given due consideration at the meeting.
- 9.4** Quorum for a meeting of the Board of Directors will be a majority of the Directors currently in office.
- 9.5** Except as otherwise required, questions at meetings of the Board of Directors shall be determined by simple majority vote.
- 9.6** Voting at meetings of the Board of Directors shall be by show of hands, except when a secret ballot is requested and approved by a simple majority vote of the Board of Directors, voted on by a show of hands.
- 9.7** In the case of an equal number of votes on any question at meetings of the Board of Directors, the chair does not have a deciding or second vote in addition to the vote to which the chair is entitled as a Director, and the question is defeated.
- 9.8** Voting by proxy is not permitted at meetings of the Board of Directors.

- 9.9** Subject to the *Act* and these bylaws, the Board of Directors may adopt rules of order for its meetings, but if it does not specifically do so, then the most recent edition of *Robert's Rules of Order* shall apply.
- 9.10** The Board of Directors may determine, in its discretion, to hold any meeting or meetings of the Board of Directors in whole or in part by electronic means. When a meeting of the Board of Directors is conducted by electronic means, the Institute must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting
- 9.11** Notwithstanding any other provision in this section the Board of Directors may meet in an emergency meeting where and when necessary, and in such a case the Secretary-Treasurer, not less than 24 hours prior to such a meeting, shall prepare and distribute to all Directors:
- 9.11.1** A written notice of the meeting including the date, time and location of the meeting; and
 - 9.11.2** A written agenda of the business to be conducted at the meeting.
- 9.12** Every Director is entitled to attend each meeting of the Board of Directors. No other person is entitled to attend meetings of the Board of Directors, but the Board of Directors may by resolution invite the immediate past President of the Institute, a representative of the Student members and any other Person or Persons to attend one or more meetings of the Board of Directors as advisors, observers or guests.
- 9.13** A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Institute, or a matter for consideration by the Board of Directors:
- 9.13.1** will be counted in the quorum at a meeting of the Board of Directors at which the contract, transaction or matter is considered;
 - 9.13.2** will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
 - 9.13.3** is not entitled to vote on the contract, transaction or matter;
 - 9.13.4** will absent himself or herself from the meeting or portion thereof:
 - 9.13.4.1** at which the contract, transaction or matter is discussed, unless requested by the Board of Directors to remain to provide relevant information; and

9.13.4.2 in any case, during the vote on the contract, transaction or matter; and

9.13.5 refrain from any action intended to influence the discussion or vote.

The Board of Directors may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these bylaws.

10.0 PART 10 – CHAPTERS AND COMMITTEES:

CHAPTERS:

- 10.1** The Board of Directors may, at its sole discretion, authorize the establishment of a chapter of members in good standing in a geographic region of the province of British Columbia or the Yukon.
- 10.2** Any 10 or more corporate members in good standing who normally reside in a particular geographic region of the province of British Columbia or the Yukon may apply to the Board of Directors for establishment of a chapter in their region provided such an application:
- 10.2.1** Is submitted in writing to the Secretary-Treasurer;
 - 10.2.2** Clearly identifies the proposed geographic area or boundaries of the proposed chapter; and
 - 10.2.3** Is endorsed in writing with the names and signatures of not less than 10 corporate members in good standing who normally reside in the particular geographic region of the proposed chapter.
- 10.3** Any chapter authorized by the Board of Directors shall deliver to the Board of Directors a written report of its activities not less than once each year.
- 10.4** The Board of Directors shall establish rules, policies and procedures for the prudent administration and operation of chapters.
- 10.5** The Board of Directors may, at its sole discretion, withdraw the authorization for and disband a chapter.

COMMITTEES:

- 10.6** Except as otherwise explicitly prescribed in these bylaws, the Board of Directors may, at its sole discretion, establish any committee or other similar subsidiary body and

assign appropriate duties and responsibilities to such a committee or other similar subsidiary body in order to assist in the efficient and effective carrying out of the Institute's business, subject to the following:

10.6.1 The Board of Directors may only establish a committee or other similar subsidiary body by resolution and such resolution shall set out:

10.6.1.1 The mandate, duties and responsibilities of such a committee or other similar subsidiary body; and

10.6.1.2 The composition of such a committee or other similar subsidiary body.

10.6.2 The voting members of a committee or other similar subsidiary body shall be members in good standing of the Institute, shall be appointed to the committee or other similar subsidiary body by resolution of the Board of Directors, and shall serve at the discretion of the Board of Directors.

10.7 The Board of Directors shall establish the rules, policies and procedures for the prudent administration and operation of committees or other similar subsidiary bodies.

10.8 Except as otherwise explicitly prescribed in these bylaws, the Board of Directors may, at its sole discretion, disband a committee or other similar subsidiary body.

11.0 PART 11 – FINANCE AND ADMINISTRATION:

BORROWING:

11.1 The Board of Directors may, on behalf of and in the name of the Institute, borrow money in any amount up to and including 50 thousand dollars, in Canadian funds, in the manner they decide and without specific authority from the membership.

11.2 The Board of Directors may, on behalf of and in the name of the Institute, borrow money in any amount more than 50 thousand dollars, in Canadian funds, only if so authorized by special resolution at a general meeting.

11.3 The Board of Directors may invest the funds of the Institute in such manner and in such securities, properties or investments as the Board of Directors deems in the best interest of the Institute.

FINANCIAL ADMINISTRATION AND AUDIT:

- 11.4** The Board of Directors shall determine, by resolution, the:
- 11.4.1** Financial year of the Institute;
 - 11.4.2** Signing officers of the Institute and their authority; and
 - 11.4.3** Location of the Institute's head office.
- 11.5** The Institute is required to be audited and will annually appoint an auditor with the qualifications required by the Act.
- 11.6** An auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act.
- 11.7** The Board of Directors shall fill any vacancy occurring in the position of auditor between AGMs.
- 11.8** The Board of Directors shall determine by resolution remuneration for the auditor.
- 11.9** The auditor may be removed by ordinary resolution at a general meeting.
- 11.10** The auditor may not be a Director, officer, employee, or member of the Institute.
- 11.11** The Board of Directors may provide a common seal for the Institute and may destroy a seal and substitute a new seal in its place.
- 11.12** The common seal of the Institute shall be kept at the head office of the Institute in the custody of the Secretary-Treasurer.
- 11.13** The common seal of the Institute must be affixed only when authorized by a resolution of the Board of Directors, and then only in the presence of the persons prescribed in the resolution or, if no persons are so prescribed, in the presence of the President or the President-Elect and one other Director.
- 11.14** The documents and records of the Institute, including the financial and accounting records and the minutes of general meetings, committee meetings and meetings of the Board of Directors, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Institute, to inspect any of the following documents and records

of the Institute at the registered office address of the Society on record from time to time with the Registrar of Companies of the Province of British Columbia during the Institute's normal business hours:

- 11.14.1.1** the Institute's constitution and these bylaws, and any amendments thereto;
- 11.14.1.2** the statement of directors and registered office of the Institute;
- 11.14.1.3** minutes of any general meeting, including the text of each resolution passed at the meeting;
- 11.14.1.4** resolutions of the members in writing, if any;
- 11.14.1.5** annual financial statements relating to a past fiscal year that have been received by the members in a general meeting;
- 11.14.1.6** the register of Directors;
- 11.14.1.7** the register of members in good standing;
- 11.14.1.8** the Institute's certificate of incorporation, and any other certificates, confirmations or records furnished to the Institute by the Registrar of Companies of the Province of British Columbia;
- 11.14.1.9** copies of orders made by a court, tribunal or government body in respect of the Institute;
- 11.14.1.10** the written consents of Directors to act as such and the written resignations of Directors; and
- 11.14.1.11** the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a member will not be entitled or have the right to inspect any other document or record of the Institute. However, subject to such policies as the Board of Directors may establish, a member in good standing may request, in writing delivered to the registered office address of the Institute, to inspect any other document or record of the Institute and the Board of Directors may allow the member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board of Directors deems necessary, all in the Board of Directors' sole discretion.

Copies of documents which a member is allowed to inspect may be provided on request by the member for a fee to be determined by the Board of Directors, provided such fee does not exceed the limits prescribed in the Act.

- 11.15** Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears or salaries or wages, and after the payment of any other debts of the Society, shall be distributed to a charitable organization (or organizations) in Canada, having similar objectives to the Society, registered under the provisions of the Income Tax Act (Canada) which shall be designated by the Board of Directors of the Society.

Any of such assets remaining which had originally been provided for specific purposes shall, wherever possible, be distributed to a charitable organization, registered under the provisions of the Income Tax Act (Canada), carrying on work of a similar nature to such specific purposes. ***This clause was previously unalterable.***

12.0 PART 12 – CONTINUOUS PROFESSIONAL LEARNING:

- 12.1** In order to better serve the public, each member shall undertake mandatory continuous professional learning and shall report that CPL to the Institute each year.
- 12.2** Members are required to demonstrate compliance with the CPL rules established by the Board of Directors for the preceding year as of January 2nd each year, and a written notice for compliance shall be forwarded to each member in good standing by the Institute no later than 30 days prior.
- 12.3** Any member remaining in breach of the CPL rules established by the Board for more than 45 days shall be considered to not be a member in good standing and shall be excluded from the register of members.
- 12.4** Any member remaining in breach of the CPL rules established by the Board for more than 45 days and less than 90 days may be reinstated to membership in good standing upon completion of the following:
- 12.4.1** Compliance with the CPL rules established by the Board of Directors for the preceding year; and
 - 12.4.2** Payment of a penalty fee set by resolution of the Board of Directors.
- 12.5** Any member remaining in breach of the CPL rules established by the Board for 90 days or more shall, after 14 days written notice from the Secretary-Treasurer, forfeit all rights and privileges and be struck from membership in the Institute.

13.0 PART 13 – PROFESSIONAL CONDUCT AND DISCIPLINE OF MEMBERS:

REVIEW COMMITTEE:

- 13.1** The Board of Directors shall establish and maintain a committee of members to be called the “Professional Conduct Review Committee” or the “Review Committee”.
- 13.2** The Review Committee shall, pursuant to these bylaws and any rules, policies and procedures established by the Board of Directors from time to time, be responsible for:
 - 13.2.1** Overseeing and administering the Institute’s response to complaints or allegations of misconduct against its corporate members;
 - 13.2.2** Assisting the Institute in upholding the Code and seeking compliance by members;
 - 13.2.3** Assisting the Institute in providing education or training to members from time to time regarding best practices of ethical and professional conduct; and
 - 13.2.4** Other responsibilities as the Board of Directors may designate from time to time which are not in conflict with the committee’s primary responsibilities.
- 13.3** The Review Committee shall consist of not less than 11 Certified members in good standing of the Institute, at least one of whom shall be a member of the Board of Directors and serve as the chair of the committee. The Review Committee chair may select and designate a deputy chair from amongst the members of the Review Committee.
- 13.4** The composition of the Review Committee shall include two sub-committees as follows:
 - 13.4.1** An “Investigations sub-committee” of not less than six committee members, each appointed by the Review Committee chair, responsible for the initial investigation of all complaints received by the Institute;
 - 13.4.2** An “Adjudication sub-committee” of not less than four committee members, each appointed by the Review Committee chair, responsible for conducting formal review hearings to adjudicate complaints received by the Institute as required from time to time.

- 13.5** The Board of Directors shall, by resolution, establish rules, policies and procedures for the Review Committee and the conduct of its activities and responsibilities pursuant to these bylaws.
- 13.6** The Board of Directors shall, by resolution at its first meeting following its election, appoint the members and the Review Committee chair.
- 13.7** The Review Committee chair shall, following her/his appointment, appoint members of the Review Committee to the sub-committees of the committee and report such appointments to the Board of Directors.
- 13.8** The Board of Directors may, by resolution, as circumstances from time to time require:
- 13.8.1** Appoint Certified members in good standing to fill vacancies on the Review Committee;
 - 13.8.2** Appoint additional Certified members in good standing to the Review Committee; and
 - 13.8.3** Remove members from the Review Committee.
- 13.9** The Board of Directors may designate one or more officer(s), employee(s) or legal counsel to:
- 13.9.1** Represent the Institute at any time during the course of any disciplinary process;
 - 13.9.2** Assist, advise and counsel the Review Committee, or any one of its sub-committees, as may be required to ensure the effective and efficient administration of any disciplinary process; or
 - 13.9.3** Perform such role or fulfill such function in any disciplinary process as the Board of Directors or the Review Committee may determine and designate.

COMPLAINTS:

- 13.10** Any person or persons may deliver to the Institute a written complaint against a corporate member.
- 13.11** The Review Committee chair may at her/his discretion deem information received from any source, including information available in the public realm, to constitute a complaint and proceed accordingly notwithstanding that the information may not be in the form of a written complaint or that a specific individual complainant may not exist, provided that the chair is reasonably satisfied that:

- 13.11.1** The information received suggests possible misconduct on the part of a corporate member or members; and
- 13.11.2** The information received indicates that it would be in the public interest and or the interests of the Institute to proceed with a complaint pursuant to these bylaws.

INITIAL INVESTIGATION:

- 13.12** The Review Committee chair shall, upon receipt of a complaint by the Institute against a corporate member, designate two members of the investigations sub-committee as the case officers for that complaint.
- 13.13** The case officers shall undertake and complete a confidential initial investigation of a complaint pursuant to these bylaws and any rules, policies and procedures established by the Board of Directors.
- 13.14** The case officers shall deliver to the subject member in respect of whom a complaint has been made a written copy of the complaint or a suitable written summary of the complaint.
- 13.15** The case officers may, when appropriate in the extraordinary circumstances of a particular complaint and with the written consent of the Review Committee chair, decline to identify the complainant or other source of the complaint to the subject member during the initial investigation. In such circumstances the case officers shall provide the subject member with a written summary explaining the decision not to identify the complainant or other source of the complaint.
- 13.16** The case officers shall require a response to the complaint from the subject member and such a response shall:
 - 13.16.1** Reasonably address the substance of the complaint,
 - 13.16.2** Be submitted to the case officers in writing; and
 - 13.16.3** Be submitted to the case officers within a reasonable time period as may be prescribed or otherwise determined by the case officers.
- 13.17** The case officers may, after receipt of a written response from the subject member, deliver a copy of the response, or a suitable written summary of the response, to the complainant.
- 13.18** The case officers may, after receipt of a written response from the subject member, carry out such further investigation or make such further inquiries as the case officers,

in their discretion, determines may be necessary to determine the nature or merits of the complaint.

- 13.19** The case officers, in their discretion and pursuant to these bylaws, may, when appropriate in the circumstances of the complaint, attempt to resolve the complaint between the complainant and the subject member in a manner not necessitating further review or disciplinary action by the Institute, provided that such a resolution:
- 13.19.1** Adequately addresses the matter or matters which gave rise to the complaint;
 - 13.19.2** Is appropriate and proportionate taking into reasonable consideration the nature of the alleged misconduct involved; and
 - 13.19.3** Respects and upholds the public interest, the Code, and the integrity of the Institute.
- 13.20** The case officers, in their discretion and pursuant to these bylaws, may, when appropriate in the circumstances of the complaint, attempt to resolve the complaint by means of a proposed consent discipline action as provided for in these bylaws.
- 13.21** At the conclusion of the initial investigation, and prior to finalization of the investigation report, the case officers shall consult with the Review Committee chair to advise the chair of the status of the investigation and to seek and receive appropriate direction to resolve any outstanding issues related to the investigation that may have arisen.
- 13.22** Following the conclusion of the initial investigation a written investigation report shall be submitted to the Review Committee chair which:
- 13.22.1** Summarizes the complaint;
 - 13.22.2** Summarizes the response from the subject member;
 - 13.22.3** Summarizes the conduct of the investigation;
 - 13.22.4** Summarizes the findings of the investigation; and
 - 13.22.5** Outlines the recommendation(s) with respect to the disposition of the complaint.
- 13.23** With respect to the recommended disposition of a complaint, the investigation report shall recommend one of the following:
- 13.23.1** That no further action be taken with respect to the complaint, if there is reasonable satisfaction that:

- 13.23.1.1** The complaint does not fall within the Institute's jurisdiction;
 - 13.23.1.2** There is no basis for the complaint;
 - 13.23.1.3** The complaint is frivolous or vexatious;
 - 13.23.1.4** The complaint raises a minor issue which does not warrant further review or disciplinary action by the Institute; or
 - 13.23.1.5** The matter giving rise to the complaint has been adequately resolved in a manner not necessitating further review or disciplinary action by the Institute.
- 13.23.2** That the complaint be resolved by means of a proposed consent discipline action pursuant to these bylaws; or
- 13.23.3** That the complaint be referred for resolution by means of a formal review hearing pursuant to these bylaws.
- 13.24** Concurrent with the submission of the investigation report to the Review Committee chair, a written summary of the report and recommendation(s) shall be provided to the complainant and the subject member.
- 13.25** The Review Committee chair shall receive, review and act upon the investigation report and recommendation(s) pursuant to these bylaws, except in the circumstances described in section 13.26.
- 13.26** Where it is recommended in the investigation report that a complaint be referred to a formal review hearing:
 - 13.26.1** The Review Committee chair may only withdraw the allegation(s) against the subject member and conclude the disciplinary process without any further action upon receipt of a legal opinion from the Institute's legal counsel that, to the satisfaction of the chair, raises reasonable grounds to withdraw the allegation(s), including but not limited to the likelihood of a successful prosecution; and
 - 13.26.2** The Review Committee chair shall consult with the case officers in such a case regarding any decision to withdraw pursuant to this section; and

- 13.26.3** The Review Committee chair shall provide written notification of and a rationale for any decision to withdraw pursuant to this section to the case officers, the subject member, and the complainant.

REVIEW PANEL:

- 13.27** Upon referral of a complaint for a formal review hearing the Review Committee chair shall appoint from amongst the members of the adjudication sub-committee a suitable review panel of three members, one of whom shall be designated as the chair of the review panel, and one alternate review panel member, to conduct the review hearing pursuant to these bylaws.
- 13.28** The role of an alternate review panel member shall be to:
- 13.28.1** Only participate as a non-voting observer in all meetings of the review panel held prior to the commencement of a review hearing; and
 - 13.28.2** At the commencement of a review hearing, in the circumstance that a member of the review panel is unable to attend and participate in the review hearing, permanently replace such a member of the review panel for the remainder of the particular review hearing and disciplinary process.
- 13.29** Except in the case of a review hearing, meetings of the review panel may be held by telephone teleconference or other similar means of electronic communication as the review panel may decide provided that the review panel is satisfied that the means used are secure, reliable and appropriate.
- 13.30** Upon referral of a complaint for a formal review hearing legal counsel, appointed by the Board of Directors pursuant to these bylaws, shall act on behalf of the Institute in prosecuting the complaint.
- 13.31** As soon as is practicable after it is constituted a review panel shall meet to fix a date for the review hearing and a written “notice of hearing” shall be issued to the subject member. Such notice of hearing shall:
- 13.31.1** Outline all the allegations against the subject member as prepared in writing by the Institute’s prosecuting legal counsel, each of which shall be sufficiently clear and specific to give the subject member notice of the misconduct which is alleged, and with sufficient detail of the circumstances of the alleged misconduct to provide the subject member with sufficient information to address the transactions to which the allegations refer;

- 13.31.2** Name the members of the review panel and that of the alternate review panel member;
 - 13.31.3** State the date, time and place of the review hearing; and
 - 13.31.4** Unless the subject member has consented to a shorter period of notice and a different method of service, be served by either personal service or by mailing same by registered mail, or equivalent delivery service, not less than 30 days prior to the date set for the commencement of the review hearing.
- 13.32** The review panel may, by majority vote and at its discretion, resolve to adjourn a review hearing as reasonable circumstances may require. Without limiting the generality of the foregoing, the review panel may, by majority vote and at its discretion, and upon application of the subject member and on such terms as it may deem appropriate, adjourn a review hearing pending the conclusion of any civil or criminal proceedings arising from the same facts or transactions which gave rise to the complaint.
- 13.33** Prior to the commencement of a review hearing, the review panel may, at its discretion and with the agreement of both the subject member and the Institute's prosecuting legal counsel, meet in private with the subject member or her/his legal counsel and the Institute's prosecuting legal counsel for the sole purpose of discussing and considering procedural matters related to the conduct of the review hearing. Any such meeting shall be strictly procedural in nature and shall not involve any arguments or consideration of the merits or substance of the complaint.

REVIEW HEARING:

- 13.34** At a review hearing:
- 13.34.1** The subject member shall normally appear in person and may be represented by legal counsel;
 - 13.34.2** The Institute shall be represented by its prosecuting legal counsel; and
 - 13.34.3** The review hearing shall normally be in private except that the complainant and or the complainant's legal counsel may, at the discretion of the review panel, remain in attendance as observers.
- 13.35** The review panel at a review hearing may:
- 13.35.1** Admit as evidence any written statement of agreed facts;

- 13.35.2** Accept evidence in a form agreed by both the subject member and the Institute's prosecuting legal counsel;
 - 13.35.3** Receive and accept evidence other than under oath or affirmation and, notwithstanding any language in this section, in any manner it considers appropriate; and
 - 13.35.4** Engage and seek the assistance and advice of its own separate legal counsel.
- 13.36** A review hearing shall be conducted by a review panel pursuant to these bylaws and any rules, policies and procedures established by the Board of Directors from time to time.
- 13.37** A review panel, acting reasonably and at its discretion, may:
 - 13.37.1** Consider one or more allegations of misconduct against a subject member; and
 - 13.37.2** At the same time and same review hearing consider one or more related or connected allegations of misconduct against more than one member.
- 13.38** At a review hearing, unless otherwise ordered by the review panel and subject to these bylaws and any rules, policies and procedures established by the Board of Directors from time to time:
 - 13.38.1** The admission of any written statement of agreed facts shall occur at the start of a review hearing, before the calling of any witness or admission of other evidence;
 - 13.38.2** Witnesses called by and or evidence submitted from the Institute's prosecuting legal counsel shall be presented first, followed by witnesses called by and or evidence submitted from the subject member or her/his legal counsel;
 - 13.38.3** Witnesses called to testify shall be subject to both direct examination and cross-examination;
 - 13.38.4** The review panel shall, following the testimony of all witnesses and submission of all other evidence, invite the subject member or her/his legal counsel and the Institute's prosecuting legal counsel to each make a final submission as to the facts at issue and as to each of the allegations contained in the in the notice of hearing; and

13.38.5 The review panel may, at any time before final submissions, give consideration to a resolution to the matter of the allegations contained in the notice of hearing by means of a proposed consent discipline action pursuant to these bylaws, if such a resolution is proposed.

13.39 Where the subject member concerned fails to attend or otherwise be represented at a review hearing after having been served proper notice of hearing, the review panel may proceed in the absence of the subject member to determine the matter of the allegations contained in the the notice of hearing.

13.40 The review panel may proceed with a hearing and make its decision with respect to the allegations contained in the notice of hearing notwithstanding that the subject member has ceased to be a member for any reason where the review panel considers that the circumstances so warrant.

REVIEW PANEL DECISION:

13.41 Following the testimony of all witnesses, submission of all other evidence, and final submissions by the subject member or her/his legal counsel and the Institute's prosecuting legal counsel, the review panel shall withdraw and in private:

13.41.1 Review and consider the evidence and arguments presented at the review hearing;

13.41.2 Seek and receive, at its discretion, advice from its own legal counsel; and

13.41.3 By a majority vote and at its sole discretion, make a finding as to the facts in issue and on each allegation contained in the notice of hearing.

13.42 Following its decision, the review panel shall make and deliver in writing its findings and reasons for judgment concurrently to the subject member and or her/his legal counsel, the Institute's prosecuting legal counsel, the complainant, and the Review Committee chair.

DISCIPLINE:

13.43 Where the review panel has made a determination adverse to the subject member with respect to its finding as to the facts at issue and on any allegation contained in the notice of hearing, the review panel shall:

- 13.43.1** Invite the subject member or her/his legal counsel and the Institute's prosecuting legal counsel to each make a written submission as to which disciplinary action or actions would be appropriate;
- 13.43.2** Seek and receive, at its discretion, any other information it may require or deem relevant and appropriate;
- 13.43.3** Meet in private to review and consider the submissions with respect to what disciplinary action or actions would be appropriate;
- 13.43.4** Seek and receive, in private and at its discretion, advice from its own legal counsel;
- 13.43.5** By a majority vote and at its sole discretion, in private, decide and order one or more of the following disciplinary actions against the subject member:
 - 13.43.5.1** A written reprimand;
 - 13.43.5.2** The requirement for a written apology;
 - 13.43.5.3** A requirement for further training, education or counseling;
 - 13.43.5.4** Censure of the subject member by written public notice to the membership of the Institute;
 - 13.43.5.5** Suspension of membership in the Institute for a specified period;
 - 13.43.5.6** A requirement for payment of a financial penalty or fine to the Institute in any amount up to and including 10 thousand dollars, in Canadian funds; and
 - 13.43.5.7** Being struck from membership in the Institute.

- 13.43.6** At its discretion, order that the subject member pay to the Institute an amount, in whole or in part, equal to Institute's reasonable costs for the review proceedings including, but not limited to, the costs of:
 - 13.43.6.1** Retaining and engaging legal counsel;
 - 13.43.6.2** Any investigations;
 - 13.43.6.3** Conducting a review hearing;
 - 13.43.6.4** Publishing any notice(s); and
 - 13.43.6.5** Other applicable costs incurred.
- 13.43.7** Determine the nature, content and distribution of any written apology;
- 13.43.8** Determine the nature, content and distribution of any public notice to the membership to be published;
- 13.43.9** At its discretion and as it deems appropriate, order the notification in writing of the subject member's employer, clients or others outside the membership of the Institute; and
- 13.43.10** Make and deliver in writing its decision(s) and order(s) with respect to disciplinary action concurrently to the subject member and or her/his legal counsel, the Institute's prosecuting legal counsel, and the Review Committee chair.

IMPLEMENTATION OF DISCIPLINE:

- 13.44** Following receipt of a review panel's written findings and reasons for judgment, and the review panel's written decision(s) and order(s) with respect to disciplinary action, or following the confirmation of a consent discipline action, the Review Committee chair shall:
 - 13.44.1** Ensure and direct the imposition of the disciplinary action(s) ordered by the review panel, or the approved consent discipline action, with immediate effect;
 - 13.44.2** Ensure and direct, where applicable, the publication of any public notice or notices or other notification(s) as ordered by the review panel, or the confirmed consent discipline action;

- 13.44.3** Ensure and direct, where applicable, the receipt by the Institute of any payments of costs, fines or other financial penalties as ordered by the review panel, or the confirmed consent discipline action;
 - 13.44.4** Ensure and direct, where applicable, any other order, procedure or requirement with respect to the orderly disposition and conclusion of the disciplinary process;
 - 13.44.5** Notify CIP in writing of the outcome(s) of the disciplinary process and any disciplinary action; and
 - 13.44.6** Summarize and report to the Board of Directors the outcome(s) of the disciplinary process.
- 13.45** Where, as a result of any disciplinary action, a member is suspended from membership in the Institute for any period of time or is struck from membership in the Institute, the member shall forfeit and hand over to the Institute within seven days of such suspension or expulsion her/his membership certificate issued by the Institute, as well as any professional seal or stamp used by the member which indicates membership in the Institute.
- 13.46** Subject to an order by a court of competent jurisdiction, the outcome of any disciplinary process, including, but not limited to, a review panel's findings and reasons for judgment, and a review panel's written decision(s) and order(s) with respect to disciplinary action, or a confirmed consent discipline action, shall be final and binding.
- 13.47** Where disciplinary action is ordered and imposed against a member as a result of any disciplinary process, including a confirmed consent discipline action, a suitable summary of the circumstances of any decision, reasons and action taken shall normally be published and circulated to the Institute's membership in a form consistent with any order from a review panel, confirmed consent discipline action, or otherwise in a form approved by the Review Committee chair.

CONSENT DISCIPLINE:

- 13.48** A complaint may be resolved at any point before the conclusion of a review hearing by means of a proposed consent discipline action subject to the following:
- 13.48.1** The subject member shall admit to misconduct and agree to disciplinary action and such admission and agreed disciplinary action shall be documented in writing;
 - 13.48.2** The agreed disciplinary action may include one or more of the remedies prescribed in section 13.43.5;

- 13.48.3** Any resolution by means of proposed consent discipline action shall:
- 13.48.3.1** Adequately address the matter or matters which gave rise to the complaint;
 - 13.48.3.2** Be appropriate and proportionate taking into reasonable consideration the nature of the misconduct involved; and
 - 13.48.3.3** Respect and uphold the public interest, the Code, and the integrity of the Institute.
- 13.48.4** A proposed consent discipline action may be achieved as part of an initial investigation by the case officers, and in such cases shall be:
- 13.48.4.1** Recommended in the investigation report to the Review Committee chair; and
 - 13.48.4.2** Subject to review, confirmation and ratification by the Review Committee chair.
- 13.48.5** A proposed consent discipline action may be achieved in the case of a complaint that has been referred to a formal review hearing following the initial investigation but before the conclusion of such a review hearing by a review panel, and in such cases shall be:
- 13.48.5.1** Recommended by the Institute's prosecuting legal counsel; and
 - 13.48.5.2** Subject to review, confirmation and ratification by majority vote of the review panel established to adjudicate the complaint.
- 13.48.6** Implementation of a consent discipline action shall be the responsibility of the Review Committee chair pursuant to these bylaws.

DISCIPLINE ADMINISTRATION:

- 13.49** If a member ceases to be member of the Institute for any reason prior to the resolution of a pending complaint or allegation of misconduct against the member, the member may not subsequently reapply for or be readmitted to membership except as provided for in section 13.52.

13.50 If a subject member fails to pay any portion of a financial penalty, fine or other costs ordered by a review panel as a result of any review or disciplinary process, including a confirmed consent discipline action, within the time period prescribed for such payment:

13.50.1 The Board of Directors may, upon recommendation of the Review Committee chair, and after giving 14 days written notice to the subject member of its intention to do so, summarily strike the subject member from membership in the Institute; or

13.50.2 The Board of Directors, at its discretion and upon written application by the subject member showing good reason for the failure to pay such financial penalty, fine or other costs within the time period prescribed, may grant an extension of a specific period of time for payment.

13.51 Any amount owing by a subject member from a financial penalty, fine or other costs ordered by a review panel as a result of any review or disciplinary proceedings, including a confirmed consent discipline action, shall be recoverable by the Institute from the subject member as a contract debt by legal action brought in any court of competent jurisdiction. Such legal action may be commenced and continued notwithstanding that the subject member has ceased to be a member of the Institute.

REAPPLICATION FOLLOWING A DISCIPLINARY PROCESS:

13.52 A person who has been struck from membership in the Institute as a result of the disposition of a complaint or allegation of misconduct, including a person who ceased to be a member for any reason prior to the resolution of a pending complaint or allegation of misconduct against the person, may not apply for readmission to membership in the Institute in any class or category of membership for 10 years from the time of the person's departure from membership. In consideration of any such application for readmission the Board of Directors shall:

13.52.1 Give consideration and have regard to any conduct, action or circumstances which resulted in the applicant's departure from membership;

13.52.2 Give consideration and have regard to any steps or action taken by the applicant to safeguard against recurrence of any conduct, action or circumstances similar to that which resulted in the applicant's departure from membership;

13.52.3 Give consideration and have regard to such other facts and circumstances as the Board of Directors, at its sole discretion, considers relevant;

- 13.52.4** At its sole discretion, approve or refuse such an application for readmission; and
- 13.52.5** At its sole discretion, impose any specific additional condition or requirement for readmission upon such an applicant as the Board of Directors may deem appropriate.

DISCIPLINARY PROCESS CONFLICT OF INTEREST:

- 13.53** In the event of a conflict of interest or potential conflict of interest related to a disciplinary process:
 - 13.53.1** Where any member of the Review Committee is the subject member, complainant, or a witness in a disciplinary process, or who is related to or associated either personally, professionally or through any business, to a subject member or complainant in a disciplinary process, such a member of the Review Committee shall:
 - 13.53.1.1** Immediately notify the Review Committee chair, in writing, of the conflict of interest or potential conflict of interest; and
 - 13.53.1.2** Be excluded from participating or involving herself/himself, at any point and in any capacity, in the disciplinary process, except as may be required as the subject member, complainant, or a witness.
 - 13.53.2** Where the Review Committee chair is involved in a conflict of interest or potential conflict of interest related to a disciplinary process as described in section 13.53.1 above, the chair shall temporarily step aside and the Board of Directors shall designate another member of the Committee to serve as interim chair for the duration of the relevant disciplinary process, after which the originally appointed chair shall normally resume her/his position or be replaced as circumstances may warrant.
 - 13.53.3** Where a member of the Board of Directors is involved in a conflict of interest or potential conflict of interest related to a disciplinary process as described in section 13.53.1 above, the Director shall be excluded from any discussion(s), deliberation(s) or decision(s) of the Board of Directors related to the relevant disciplinary process.
- 13.54** Information received by members serving in a disciplinary process of the Institute in any capacity shall be confidential unless otherwise provided for in these bylaws or any rules, policies and procedures established by the Board of Directors. Such information shall not be privileged and such members shall not be prohibited by her/his duties,

obligations and responsibilities to the Institute, including any obligation to maintain confidentiality of the Institute's affairs, from reporting any suspected criminal activities or alleged breaches of the law to the appropriate legal authorities, or from complying with any order of a court of competent jurisdiction.

14.0 PART 14 – CODE OF ETHICS AND PROFESSIONAL CONDUCT:

CODE OF ETHICS:

14.1 As ethical planning professionals members should be governed by two basic concepts:

14.1.1 They must be competent. This means:

14.1.1.1 They must know the competencies for their area of practice; and

14.1.1.2 They must be able to successfully apply the competencies.

14.1.2 They must have integrity. This means:

14.1.2.1 They must have a keen sense of responsibility to their profession and employers and the public; and

14.1.2.2 They must retain a sense of independence that will enable them to exercise their professional judgment independently and without bias.

14.2 In order to comply with these two basic concepts, members of the profession shall:

14.2.1 Practice sustainable planning that considers the use of society's resources and the needs of future generations;

14.2.2 Value both the natural and human environments and understand their interrelationships;

14.2.3 Acknowledge that planning decisions can have effects that cross jurisdictional boundaries;

14.2.4 Balance the interests of communities with the interests of individuals;

14.2.5 Strive to continuously improve their knowledge of applicable planning theory and practice; and

14.2.6 Foster meaningful public participation by all segments of society.

CODE OF PROFESSIONAL CONDUCT:

- 14.3** The professional nature of their work requires the acceptance by members of principles of conduct in their relations with the public, fellow members of their profession, their employers or clients, their assistants, and students of the profession.
- 14.4** The Planner's Responsibility to the Public Interest: A member shall:
- 14.4.1** Practice in a manner that respects the diversity, needs, values and aspirations of the public and encourages discussion of these matters;
 - 14.4.2** Provide full, clear and accurate information on planning matters to decision-makers and members of the public, while recognizing the employer or client's right to confidentiality and the importance of timely reporting;
 - 14.4.3** Acknowledge the inter-related nature of planning decisions and the consequences for natural and human environments; and
 - 14.4.4** Provide opportunities for meaningful participation and education in the planning process to all interested parties.
- 14.5** The Planner's Responsibility to Clients and Employers: A member shall:
- 14.5.1** Provide independent professional opinion to clients, employers, the public, and tribunals;
 - 14.5.2** Perform work only within their areas of professional competence;
 - 14.5.3** Work with integrity and professionalism;
 - 14.5.4** Undertake planning services with diligence and render services with appropriate preparation;
 - 14.5.5** Acknowledge the values held by the client or employer in work performed, unless such values conflict with other aspects of this Code;
 - 14.5.6** Respect the client or employer's right to confidentiality of information gathered through a professional relationship, unless such right conflicts with other aspects of this Code;

- 14.5.7** Inform the client or employer in the event of a conflict between the values or actions of the client or employer and those of this Code in a timely manner;
 - 14.5.8** Ensure timely and full disclosure to a client or employer of a possible conflict of interest arising from the member's private or professional activities;
 - 14.5.9** Not offer or accept any financial or other inducement, including prospective employment, that could, or could appear to, influence or affect professional opportunities or planning advice;
 - 14.5.10** Not, as an employee of a public planning agency, give professional planning advice for compensation to a private client or employer within the jurisdiction of the public agency without disclosure to the agency and written consent; and
 - 14.5.11** Not, as a consultant to a public planning agency during the period of contract with the agency, give professional planning advice for compensation to others within the jurisdiction of the agency without disclosure to the agency and written consent in situations where there is the possibility of a conflict of interest arising.
- 14.6** The Planner's Responsibility to the Profession and Other Members: A member shall:
- 14.6.1** Maintain an appropriate awareness of contemporary planning philosophy, planning theory and practice by obtaining professional education throughout their planning career, including compliance with the Institute's continuous professional learning requirements;
 - 14.6.2** Not in professional practice, extra-professional activities or in private life, engage in dishonourable or questionable conduct that may cast doubt on their professional competence or integrity or that may reflect adversely on the integrity of the profession;
 - 14.6.3** Ensure that advertising or promotional activities fairly and accurately communicate the expertise and skills offered, including professional qualifications and affiliations, education and experience;
 - 14.6.4** Act toward other members and colleagues in a spirit of fairness and consideration and not falsely or maliciously injure the professional reputation, prospects or practice of another member or other colleagues;

- 14.6.5** Respect colleagues in their professional capacity and when evaluating the work of another member, show objectivity and fairness and avoid ill-considered or uninformed criticism of the competence, conduct or advice of the member;
- 14.6.6** Not attempt to supplant another member once made aware that definitive steps have been taken toward the other's employment;
- 14.6.7** Only sign, stamp or seal a final drawing, specification, plan, report or other document actually prepared or checked by the member;
- 14.6.8** Report to the Institute the behaviour of any member believed to be in breach of this Code or the bylaws of the Institute in a timely manner;
- 14.6.9** Only make public statements on behalf of the Institute if authorized to do so;
- 14.6.10** Comply with any reasonable request of the Institute for information or for the co-operation of the member in pursuit of any Institute objective, including cooperation with any Institute disciplinary process; and
- 14.6.11** Respect the process and decision of any review or disciplinary process.

15.0 PART 15 – BYLAW AMENDMENTS:

- 15.1** Amendment of the bylaws of the Institute may be made by special resolution at a general meeting or by other means as may be provided in these bylaws.
- 15.2** Notice of motion to amend the bylaws of the Institute shall be given at the time of calling the general meeting at which such an amendment is to be considered, pursuant to Part 5 of these bylaws, and such notice shall:
 - 15.2.1** Be given by the Board of Directors on its own volition, or
 - 15.2.2** Be given upon receipt by the Institute of a written requisition by the corporate members in accordance with the Act:
 - 15.2.3** State the proposed bylaw amendment(s),
 - 15.2.4** Be signed by each of the requisitioning members, and

15.2.5 Be delivered personally, by courier, or sent by registered mail to the address of the Institute.

15.3 The complete written text of any proposed amendment(s) to the Institute's bylaws shall be included in the notice of motion to amend the bylaws.

16.0 PART 16 – TRANSITIONAL CLAUSES:

16.1 Replacement of Previous Bylaws: Except as otherwise explicitly provided for in these bylaws, these bylaws amend, consolidate and as enacted replace any previous bylaws of the Institute.

16.2 Ongoing Administration: Except as otherwise explicitly provided for in these bylaws, any issue, file, proceeding, process, application or other matter under way or initiated under previous bylaws is deemed to be transitioned to these bylaws. Any dispute or clarification as to transition issues relating to these bylaws that cannot be reasonably resolved to the satisfaction of the parties involved shall be determined by resolution of the Board of Directors.

16.3 Membership Changes – Certified Members: On the date these replacement bylaws come into effect, any existing "Full member" in good standing of the Institute on that date shall continue hereunder as a "Certified member" of the Institute.

16.4 Membership Changes – Candidate Members: On the date these replacement bylaws come into effect, any "Provisional member" in good standing of the Institute on that date shall continue hereunder as a "Candidate member" of the Institute for all such purposes, but the criteria and process for becoming a "Certified member" shall continue and be applicable as if no amendment had occurred.

16.5 The operations of the Society are to be carried on in the Province of British Columbia and the Yukon.