



**THE ONTARIO BUILDING OFFICIALS'  
ASSOCIATION CONSOLIDATED BY-LAW**

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## THE ONTARIO BUILDING OFFICIALS' ASSOCIATION

### CONSOLIDATED BY-LAW

#### ARTICLE 1 - DEFINITIONS

##### 1.1 Definitions

In this *By-law*, unless there is something in the subject matter or context inconsistent therewith, the following terms and expressions shall have the following meanings:

- (a) “*Act*” means the Ontario Building Officials Association Act 1992, and its regulations, as amended from time to time.
- (b) “*Association*” means Ontario Building Officials Association.
- (c) “*Board of Directors*” and “*Board*” means the Board of Directors of the Association.
- (d) “*Building Code*” means O. Reg. 332/12, under *Building Code Act, 1992*, S.O. 1992, c. 23.
- (e) “*Building Code Act*” means the *Building Code Act, 1992*, S.O. 1992, c. 23 as amended, restated or in effect from time to time.
- (f) “*Business Day*” means any day except a day that is a Saturday, a Sunday, or a statutory holiday in the Province of Ontario.
- (g) “*Building Code Qualified*” or “*Qualifié relativement (or relatif) au code du bâtiment*” are designations issued by the Association to Members who are certified by the Association to have achieved a specific level of proficiency and competence in the use and



interpretation of the Building Code Act, the Building Code and related legislation as set forth in the By-laws and by the Board from time to time. The designations “BCQ” and “QCB” shall have the same meaning.

- (h) “*By-laws*” means the By-laws of the Association, as consolidated and amended from time to time.
- (i) “*Certified Building Code Official*” or “*Officiel certifié relativement (or relatif) au code du bâtiment*”, are designations issued by the Association to Members who are certified by the Association to have achieved a specific level of proficiency, competence and experience in the administration, interpretation and enforcement of the Building Code Act, the Building Code and related legislation as set forth in the By-laws and by the Board from time to time. The designations “CBCO” and “OCCB” shall have the same meaning.
- (j) “*Designations*” means Building Code Qualified, Qualifié relativement (or relatif) au code du bâtiment”, BCQ, QCB, Certified Building Code Official, Officiel certifié relativement (or relatif) au code du bâtiment, CBCO, OCCB, Intern Building Code Official, Stagiare (or Stagière) officiel relativement (or relatif) au code du bâtiment, IBCO, SOCB and such other designations approved by the Board to be issued to Members or other persons engaged in building code activities.
- (k) “*Immediate Past President*” means the person who served as the President of the Association immediately prior to the current President; and if such person is unable or unwilling to act, then the most recent past president willing to serve.
- (l) “*Intern Building Code Official*” or “*Stagiare (or Stagière) officiel relativement (or relatif) au code du bâtiment*” are designations issued by the Association to persons who are certified by the Association to have fulfilled specific requirements as set forth in the By-laws and by the Board from time to time. The designations “IBCO” and “SOCB” shall have the same meaning.
- (m) “*Letters Patent*” means the original or restated letters patent, supplementary letters patent, Articles of incorporation, amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.

- (n) “*Member*” means a person who is a Government Member, Associate Member, Life Member, Student Member or Retired Member, as the case may be, and “*Membership*” shall have a corresponding meaning.
- (o) “*ONCA*” means the Ontario *Not-for-profit Corporations Act, 2010*, SO 2010, c 15, as amended, restated or in effect from time to time and includes the Regulations
- (p) “*President*” shall mean the President of the Association.
- (q) “*Qualification Review Committee*” means the committee as described in Article 12.
- (r) “*Registered Code Agency (RCA)*” shall mean a registered code agency as defined in the Building Code Act.
- (s) “*Registrar*” means the person appointed by the Board to discharge the responsibilities as set out in the Act as well as to administer and ensure the impartiality of the Associations’ education, membership, and certification processes.
- (t) “*Special Resolution*” means a resolution of Members that is either (i) submitted to a Special Meeting (pursuant to section 9.4) of the Members duly called for the purpose of considering the resolution and passed at that meeting, with or without amendment, by at least two-thirds of the votes cast or (ii) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at such meeting.

## **ARTICLE 2 - MEMBERSHIP**

### **2.1 General**

Membership in the Association shall be available to individuals interested or engaged in the administration and enforcement of laws and standards in Ontario related to buildings and structures and their planning, construction, demolition, alteration, renovation, maintenance, operation, and renewal insofar as such matters relate to fire prevention and protection, structural adequacy, safety, health, durability, and the environment. Qualifying individuals shall apply for and be accepted in the Association by a resolution of the Directors or in such other manner, and subject to such other criteria, as may be determined by the Directors from time to time.

## **2.2 Application for Membership**

Individuals wishing to become a Member shall complete the application form and pay the admission fee, in such form and amount as shall be determined from time to time by the Board.

## **2.3 Classes**

The classes of Membership in the Association shall consist of the following:

- (a) Region A Government Member
- (b) Region B Government Member
- (c) Region C Government Member
- (d) Region D Government Member
- (e) Region E Government Member
- (f) Region F Government Member
- (g) Associate Member
- (h) Life Member
- (i) Student Member
- (j) Retired Member

and such other classes as shall be determined from time to time by the Board.

Membership may be terminated by the Board in the event an individual no longer satisfies the required qualifications for the class of membership held.

## **2.4 Government Member**

Together, the six (6) regional classes of Government Members are referred to as "Government Members". The Government Members shall be the only Members entitled to vote. Subject to the Letters Patent, each Government Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each such voting Government Member

shall be entitled to one (1) vote at such meetings (including with respect to the election of Directors at Large pursuant to section 5.19), provided that each regional class of Government Member shall have the right, as a class, to elect applicable Regional Directors in accordance with section 5.18.

Membership to a regional class of Government Member will only be granted to applicable individuals whose primary business is located in such Region. Where an individual has primary business in more than one Region, they can choose which regional class to apply for membership in.

The Board may grant a Government Membership to individuals who develop, administer, apply, interpret and/or enforce the Building Code and its applicable regulations or other similar legislation for or on behalf of a governmental or regulatory body, including one (1) of the following:

- (a) a duly legislated municipality, including those of countries other than Canada;
- (b) the Government of Ontario or its ministries, departments, or agencies;
- (c) the Government of Canada or its ministries, departments, or agencies; and
- (d) Canada Mortgage & Housing Corporation (or its successor ministry, department, or agency).

The Board may request a job description to demonstrate that the individual position involves duties to develop, administer, apply, interpret and/or enforce the Building Code and its applicable regulations or other similar legislation for or on behalf of a governmental or regulatory body.

If the job description of an individual with a Government Membership ceases to meet the above qualifications, their Government Membership shall terminate immediately.

The Chief Executive Officer shall be deemed to be a Government Member so long as he/she shall hold such position but shall not be required to apply or to pay annual dues, fees, or special levies.

## **2.5 Associate Members**

The Board may grant an Associate Membership to those individuals who are directly or indirectly interested in the application of the Building Code and are not otherwise entitled to status as a Government Member or other class of Membership. Subject to ONCA and the Letters Patent, Associate Members shall not be entitled to receive notice of, attend or vote at meetings of the Members.

## **2.6 Life Member**

The Board may award a Life Membership to an individual who has consistently through the years rendered meritorious service to the Association. All Past Presidents of the Association shall be awarded Life Memberships. Pursuant to Article 4, Life Members shall not be required to pay any dues, fees, or special levies. Subject to ONCA and the Letters Patent, Life Members shall not be entitled to receive notice of, attend or vote at meetings of the Members.

## **2.7 Student Membership**

The Board may grant a Student Membership to an individual who is:

- (a) enrolled full time in a program of study in Canada relating to the construction of buildings at a recognized post-secondary institution;
- (b) enrolled at a recognized post-secondary institution in Canada in a program of study relating to building construction; or
- (c) enrolled at a recognized post-secondary institution in Canada in a program that would assist such person in the administration or enforcement of building standards.

If an individual with a Student Membership ceases to be a student enrolled in a qualifying program, their Student Membership shall terminate immediately. Subject to ONCA and the Letters Patent, Student Members shall not be entitled to receive notice of, attend or vote at meetings of the Members.

## **2.8 Retired Member**

A Retired Membership may be granted by the Board to an individual who was a Government Member or Associate Member for a minimum of ten (10) years, is at least fifty (50) years of age and has retired from

employment in the building inspection industry for so long as such individual remains retired from employment in the building industry in Ontario. To qualify for a Retired Membership, an individual may be employed but shall not work more than fifteen (15) hours per week. Subject to ONCA and the Letters Patent, Retired Members shall not be entitled to receive notice of, attend or vote at meetings of the Members.

## **2.9 Responsibilities of Membership**

Members shall be responsible for supporting the aims and objectives of the Association and shall, whenever possible, actively contribute to the advancement of such aims and objectives.

No Member shall engage in improper action in the performance of their duties that brings discredit and/or embarrassment to other Members or the Association.

No Member shall disclose to others or use to further any personal interest, confidential information acquired during stated official duties.

Members shall strive to maintain the integrity of the profession and should participate in its activities.

## **2.10 Transferability of Membership**

A membership may not be transferred.

Pursuant to section 17(1) of ONCA, a Special Resolution of the Members is required to make any amendments to this section or to otherwise to add, change or remove a provision respecting a transfer of membership.

## **2.11 Benefits of Membership**

Unless indicated otherwise, all Members in good standing shall be entitled to the following benefits of Membership:

- (a) receive the publications of the Association that are regularly distributed to the Members;
- (b) receive an annual list of the names and business addresses of the Board;
- (c) receive a membership card;

- (d) be entitled to a reduced fee/rate for training courses sponsored by the Association;
- (e) be entitled to a reduced fee/rate for training sessions at the annual meeting of the Members;

and such other benefits, as the Board shall from time to time make available to the Members.

## **2.12 Discipline and Termination of Membership**

By resolution of the Board, the Board shall be entitled to suspend the Membership of any Member on such terms as the Board shall consider appropriate, or to expel any Member who:

- (a) is convicted of an indictable offence or other offence prosecuted under indictment under the Criminal Code (Canada) or similar criminal legislation in the United States of America, or in any municipality, province, state, district or territory of Canada or the United States of America;
- (b) is found by a court or proper legal authority to be incapable of managing their property or their personal care, to be mentally incompetent, or to be of unsound mind;
- (c) is suspended or expelled from membership in another professional body or institute;
- (d) violates any provision of the Letters Patent, By-laws or written policies of the Association including failing to pay the applicable annual dues, fee or any special levy;
- (e) carries out any conduct which may be detrimental to the Association as determined by the Board; or
- (f) for any other reason that the Board consider to be reasonable, having regard to the purpose of the Association.

If the Board, or applicable committee thereof, wishes to exercise such authority, the applicable Member shall be given at least fifteen (15) days' advance written notice of the proposed suspension or expulsion, including the reasons therefor. The Member receiving the notice shall be entitled to submit a written submission opposing the suspension or expulsion not less than five (5) days before the date specified in the notice as the

suspension or expulsion date. If no written submissions are received, the Board, or applicable committee thereof, may proceed to notify the Member that the Member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board, or applicable committee thereof, will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. Any notice of suspension shall include the terms upon which such suspension may be lifted.

### **2.13 Notice to Association**

A Member who shall be subject to an event described in section 2.12 shall notify the Association by notice to the Registrar in writing within fifteen (15) days of the event. Such notice shall include a copy of any applicable assignment, order, proposal or notice, and such other information and documentation as the Registrar shall consider necessary and appropriate.

### **2.14 Application for Re-instatement**

- (a) Any Member whose membership in the Association is suspended by operation of section 2.12 and against whom there is no charge outstanding under the By-laws, may apply in writing to the Association (to the attention of the Registrar) to have their Membership re-instated. Any Member whose Membership has been revoked for failure to pay annual dues, fees or special levies shall be re-instated upon application to the Board and payment of the outstanding balance plus a re-instatement fee as shall be set by the Board from time to time unless such Member has on three (3) occasions failed to pay annual dues, fees or special levies in which case such re-instatement is subject to the discretion of the Board.
- (b) Upon receipt of an application from a suspended Member under section 2.12, the Registrar shall notify the Board, which by its Chair, shall thereupon establish a sub-committee of three (3) directors to form a panel (the "Panel") and shall nominate a chairperson for such Panel (the "Chair of the Panel"). The Registrar shall forward the application, together with such other relevant material as shall be available to the Registrar, to the Chair of the Panel for review by the Panel. The Panel shall thereupon prepare a confidential report and recommendation for action to be taken by the Board.
- (c) The Panel shall not complete its review until the resolution of:



- (i) any investigation by the Qualification Review Committee into the qualification of the Member pursuant to Article 12; or
  - (ii) any Complaint against the Member of a breach of the By-laws.
- (d) Where an allegation of a breach of the By-laws results in a charge being made against the suspended Member, the disposition of which by the Committee causes the suspended Member to be expelled from membership before the Panel concludes its investigation, the Panel shall not proceed further with its investigation and the application made under paragraph (a) shall terminate and be of no further effect.
- (e) Upon consideration by the Board of the report and recommendation of the Panel with respect to a suspended Member, the Board is authorized to;
  - (i) maintain the suspension of such Member;
  - (ii) terminate the membership of such Member; or
  - (iii) cease the suspension and re-instate the Membership of such Member.
- (f) If Membership is to be re-instated, such Member shall pay all Membership fees and dues to the Association accrued but unpaid, if any, during the period of suspension and shall be subject to all By-laws, rules and regulations applicable to Members generally. The Board shall be entitled in their discretion to establish conditions for any such Member.
- (g) The Registrar shall notify the Member within fifteen (15) days of the decision of the Board, and conditions imposed (if any).

## **ARTICLE 3 - CERTIFICATION**

### **3.1 Requirement for Certification**

- (a) A Government Member wishing to be certified to be and remain designated as being a “Certified Building Code Official” or a “CBCO” shall satisfy the following requirements:
  - (i) shall be and remain a Member in good standing;

- (ii) shall apply for certification, and shall satisfy all of the provisions of the CBCO certification program for applicants and, once certified, shall continue to satisfy all of the provisions of the CBCO certification and maintenance programs for CBCO;
  - (iii) Members, as may be established from time to time by the Board; and
  - (iv) shall pay all required dues and fees as may be established from time to time by the Board.
- (b) An Associate Member or Government Member wishing to be certified to be and remain designated as being Building Code Qualified shall satisfy the following requirements:
  - (i) shall be and remain a Member in good standing;
  - (ii) shall apply for certification, and shall satisfy all of the provisions of the BCQ certification program for applicants and, once certified, shall continue to satisfy all of the provisions of the BCQ certification and maintenance programs for BCQ members, as may be established from time to time by the Board; and
  - (iii) shall pay all required dues and fees as may be established from time to time by the Board.
- (c) A Government Member wishing to be certified to be and remain as Intern Building Code Official shall satisfy the following requirements:
  - (i) shall be and remain a Member in good standing;
  - (ii) shall apply for certification, and shall satisfy all the provisions of the IBCO certification program for applicants and, once certified, shall continue to satisfy all of the provisions of the IBCO certification and maintenance programs for IBCO members, as may be established from time to time by the Board; and
  - (iii) shall pay all required dues and fees as may be established from time to time by the Board.

The Certification and Review Committees shall review applications for certification for Certified Building Code Official, Building Code Qualified or Intern Building Code Official based on criteria established from time to time by the Board.

### **3.2 Designations**

- (a) A Member certified as a Certified Building Code Official shall be entitled to use that title and the designation “CBCO”, as provided in this By-law and section 10 of the Act, or the title Officiel certifié relativement (or relatif) au code du bâtiment and the designation “OCCB”.
- (b) A Member certified as being Building Code Qualified shall be entitled to use that title and the designation “BCQ” as provided for in this By-law, or the title Qualifié relativement (or relatif) au code du bâtiment and the designation “QCB”.
- (c) A Member certified as being an Intern Building Code Official shall be entitled to use that title and designation “IBCO” as provided for in this By-law, or the title Stagiare (or Stagière) officiel relativement (or relatif) au code du bâtiment and the designation “SOCB”.

### **3.3 Certificate of Registration**

- (a) A certificate signifying the right of a Government Member to use the certification of Certified Building Code Official and its designation “CBCO”, or the title Officiel certifié relativement (or relatif) au code du bâtiment and the designation “OCCB”, signed by the President and Registrar shall be issued to each successful applicant under paragraph 3.1(a).
- (b) A certificate signifying the right of an Associate Member or Government Member to use the certification of Building Code Qualified and its designation “BCQ”, or the title Qualifié relativement (or relatif) au code du bâtiment and the designation “QCB”, signed by the President and Registrar shall be issued to each successful applicant under paragraph 3.1(b).
- (c) A certificate signifying the right of a Government Member to use the certification of Intern Building Code Official and its designation “IBCO”, or the title Stagiare (or Stagière) officiel relativement (or relatif) au code du bâtiment and the designation “SOCB”, signed by

the President and Registrar shall be issued to each successful applicant under paragraph 3.1(c).

### **3.4 Retention of Status**

A Member certified as a Certified Building Code Official shall be permitted to retain their certification as a Certified Building Code Official if, due to a change of employment the Member is reclassified from a Government Member to an Associate Member, provided their Membership remains in good standing.

## **ARTICLE 4 – DUES, FEES AND SPECIAL LEVIES**

### **4.1 Annual**

Annual Membership dues and fees shall be payable by the Members (except Life Members) in such amounts as shall be determined from time to time by the Board. Annual Membership dues and fees shall be due and payable for each calendar year commencing January 1, and shall be payable in full by June 30 of such year.

### **4.2 Special Levies**

Special levies shall be payable by the Members (except Life Members) in such amounts and by such dates as shall be determined from time to time by the Board.

### **4.3 Automatic Suspension Upon Default**

In accordance with section 2.12 and 2.13, a Member shall be suspended and no longer in good standing or entitled to any privilege of Membership upon failure to pay annual Membership dues and fees by July 1 or upon failure to pay special levies by the date set by the Board.

### **4.4 No pro-rated fees or dues**

A Member whose Membership is newly issued in a year shall not be entitled to a pro-rated or reduced annual membership due or fee; the full dues or fees for such calendar year shall be due and payable upon the granting of Membership.

## **ARTICLE 5 - BOARD OF DIRECTORS**

### **5.1 Purpose**

The Board shall individually and collectively manage the property, business and affairs of the Association and shall further the aims and objectives of the Association and the interests of the Members, when not in conflict with such aims and objectives, by managing the affairs of the Association and initiating and pursuing matters to the best of their ability and shall devote such time as is necessary to accomplish this end.

### **5.2 Board of Directors**

The Board of Directors shall consist of the number of directors specified in the Act and be composed of a minimum of five (5) and no more than thirty-five (35) directors, including a President Elect, the President, the Immediate Past President, and the Chief Executive Officer; all of whom (except the President and Immediate Past President) are to be elected in accordance with the terms of this By-law. Pursuant to section 5.18, up to six (6) directors shall be elected by the applicable classes of Government Members as Regional Directors. The Immediate Past President and the Chief Executive Officer are automatically ex-officio directors. The Members may, from time to time by Special Resolution, fix the number of directors and the number of Directors to be elected at annual meetings of the Members, or the Members may delegate those powers to the directors.

### **5.3 Term of Office**

- (a) The term of office of a director (subject to the provisions, if any, of the Act, ONCA and By-laws) shall be from the date of the meeting at which the director is elected or appointed and shall continue until the annual meeting of the Members in the second year after such election or appointment, or until the successor of such director is elected or appointed.
- (b) Any person appointed or elected to fill a vacancy on the Board shall hold office for the unexpired term of the person who ceased to be a director and who caused such vacancy.
- (c) A director whose term expires at an annual meeting of the Members at which directors are to be elected shall retire and, subject to the provisions of these By-laws, shall be eligible for re-

election. Retiring directors shall continue in office until their successors shall have been duly elected or appointed in any event, not exceeding two (2) successive annual meetings of the Members from the annual meeting at which their term expired.

- (d) The President Elect shall automatically assume the office of President upon the completion of their term.
- (e) A resigning director's term shall expire on the earlier of the date of their written resignation and the date that their successor shall have been duly elected or appointed.

#### **5.4 Qualifications of the Directors**

Subject to one director being the President, and subject to directors appointed under Section 5.18, all members of the Board shall be Government Members in good standing.

#### **5.5 Qualifications of the President Elect**

A nominee for the position of President Elect of the Association, together with other eligibility requirements as specified in these By-laws, shall have been a director for the two (2) years immediately preceding their nomination. Should no member of the Board have these qualifications, or if so, qualified not be willing or able to stand, then the President Elect may be elected from other members of the Board and if none are prepared to so act, from among all other Government Members.

#### **5.6 Nomination Committee**

The Nomination Committee shall collect and solicit nominations for election of members to the Board and shall provide suitable biographical and professional information concerning each candidate to the Secretary to be distributed to the Members with notice of the meeting in accordance with section 9.3.

#### **5.7 Nominations by Members**

A qualified Government Member shall be nominated by a minimum of three (3) other Government Members to be a candidate for election as a director.

## **5.8 Nominations Procedure**

Nominations shall be in writing and are to be received by the Secretary or the Chief Executive Officer at least six (6) weeks before the annual meeting of the Members. Nominations must be accompanied by the nominee's Curriculum Vitae stating the objectives for seeking office and the written support from their CBO, Clerk, Senior Administrator or Council.

## **5.9 Ballots**

The Chief Executive Officer shall prepare a ballot listing of all the Members nominated for election to the Board and the region, if any, for which they have been nominated. Positions filled by acclamation are also to be identified.

## **5.10 Election Process**

Elections for the Board of Directors shall be held in accordance with either section 5.11 Written Ballot Voting or section 5.12 Electronic Ballot Voting. The Government Members, together or as separate regional classes, as applicable, shall vote in accordance with section 5.18 and 5.19.

The procedure to be followed in all respects for counting the ballots shall be as follows:

- (a) where there are two or more candidates for a position, the candidate with the greater number of votes is elected.
- (b) where there is a tie, the successful candidate will be selected from amongst the tied candidates by lot conducted by the Chief Executive Officer (or other such person as determined by the Board).

The Chair of the Nominating Committee will report the results of the election at or before the final Board meeting prior to the annual meeting of the Members. The President (or designate) will declare the names of the successful candidates to be elected at the annual meeting of the Members. Only the name of the successful candidates will be announced, and not the number of ballots cast for such candidates, or for any other candidates.

All ballot results shall be destroyed on a resolution of the Board after the election results have been reported to the Board.

### **5.11 Written Ballot Voting**

The procedure for written ballot voting shall be as follows:

- (a) Ballot forms, a secrecy envelope and a ballot return envelope are to be mailed to every Government Member not less than four (4) weeks before the meeting of Members. Ballots shall be tendered by mail to, or personally delivered to, the Chief Executive Officer (or such other person as determined by the Board) no later than 4:00 p.m. on the Friday prior to the meeting.
- (b) A ballot will only be valid if received by the date and time so specified. Ballots shall be counted by the Chief Executive Officer (or such other person as determined by the Board) and verified by another person (who is not a Member) as determined by the Board. Results shall be reported to the Chief Executive Officer, the President, and the Chair of the Nominating Committee.

### **5.12 Electronic Ballot Voting**

The procedure for electronic ballot voting shall be as follows:

- (a) Ballots for the election of the Board shall be cast electronically via the internet for a three (3) week period beginning not less than four (4) weeks before the annual meeting of the Members. The balloting process will be carried out by secure electronic means via the internet. Only Government Members are eligible to cast a ballot. Upon notification, the Association will suggest alternatives for Government Members not having a computer or ready internet access to obtain electronic access to balloting.
- (b) All ballots shall be counted electronically with the results reported to Chief Executive Officer, the President, and the Chair of the Nominating Committee.

### **5.13 Quorum**

Six (6) members of the Board, one of which is a member of the executive committee (exclusive of the Chief Executive Officer), shall constitute quorum at any meeting of the Board. A quorum not being present, those directors in attendance may form a committee of the whole to consider the agenda and to make recommendations to the Board at its next meeting.



#### **5.14 Communication**

The Board may conduct the business of the Association through written communications and each member of the Board shall be provided with an exact duplicate of all such communications.

#### **5.15 Vacancy**

A vacancy on the Board or the office of President, or President Elect may be filled for the balance of the term of such departed director by resolution of the Board, if a quorum of the Board remains in office. If there is not a quorum of directors or if there has been such a failure, the directors then in office shall without delay call a meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any Member.

The office of a director of the Association shall cease:

- (a) If they have been found to be incapable of managing property under the *Substitute Decisions Act, 1992*, So 1992, c 30 or under the *Mental Health Act, RSO 1990, c M7*;
- (b) If they resign office by notice in writing to the Secretary;
- (c) at the next annual meeting of the Members following when they cease to be a Government Member in good standing;
- (d) If they miss two (2) consecutive meetings or three (3) meetings of the Board in a year without cause;
- (e) If an ex-officio director, they cease to hold the applicable office;
- (f) If the director dies or becomes bankrupt;
- (g) If the Members, by ordinary resolution, remove the director before the expiration of their term, pursuant to 5.16.

#### **5.16 Removal of Directors**

The Members may, by resolution passed by a majority of the votes cast by Government Members at the annual or a Special Meeting of the Members which notice specifying the intention to pass such resolution has been

given, remove any director before the expiration of the term of office of such director or President or President Elect.

### **5.17 Remuneration of Directors**

The directors of the Association, save and except the Chief Executive Officer, shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

### **5.18 Regional Directors**

To ensure regional representation on the Board, up to six (6) of the directors will be elected from Government Members, one (1) nominated from each of the following geographic regions (as may be determined by the Board) (each a "Region") in the Province of Ontario ("Regional Directors").

- (a) Region A -
- (b) Region B -
- (c) Region C -
- (d) Region D -
- (e) Region E -
- (f) Region F -

Election of directors in Regions B, C, and E shall occur in odd numbered years, and election of directors from Regions A, D, and F shall occur in even numbered years.

Regional Directors shall be nominated from amongst individuals who are members of the applicable regional class of Government Member and shall be elected by such regional class of Government Member. A member of a regional class of Government Member shall only be entitled to vote for the election of a Regional Director in respect of its own regional class.

A director nominated for a particular region is not required to resign solely because of relocating their primary business out the applicable region during their term of office.

Nominations for regional directors may be tendered by those Chapters and/or individual Government Members located in the region.

In the case of an absence of nominations from any of the regions, the Nomination Committee will attempt to secure suitable nomination(s). If no nominees are offered in a particular region, an additional Director at Large may be elected for a term of two (2) years.

### **5.19 Directors at Large**

The Board shall consist of the Regional Directors (elected under Section 5.18), the ex-officio directors (under Section 5.2) and three (3) Directors at Large (or such additional number determined if certain regions lack their own Regional Director as contemplated in Section 5.18) who shall be elected by votes cast by all Government Members, voting together. One (1) Director at Large shall be elected in odd numbered years, and two (2) Directors at Large shall be elected in even numbered years. If additional Directors at Large are required pursuant to Section 5.18, they shall be elected at the time when the applicable regional class of Government Members would otherwise elect its Regional Director. Not more than two (2) Directors at Large may be elected from any one region.

### **5.20 Presidents of other Associations**

Presidents of other associations whose aims and objectives are consistent with those of the Association may be appointed by the Board as "Board Observers", who shall be entitled to attend meetings of the Board and certain other observational or advisory roles as determined by the Board.

## **ARTICLE 6 - OFFICERS**

### **6.1 Officers**

The officers of the Association shall consist of a President, a President Elect, the Immediate Past President, a Vice-President, a Secretary, a Treasurer, a Registrar, and the Chief Executive Officer. The positions of Secretary, Treasurer and Registrar may be combined into one, at any time and from time to time, as determined by the Board. The Board may also

from time to time create and fill by election or appointment such honorary or other offices and shall prescribe such authority and duties to such offices as it shall see fit.

## **6.2 Appointment by Board**

The Board shall appoint the officers, other than the President and the Chief Executive Officer from among their number at the first meeting of the Board after the annual election. The President shall preside as Chair at all meetings of Members of the Association and of the Board and perform the other duties usual to the office as determined by the Board from time to time.

## **6.3 Executive Committee**

The Board shall be entitled to appoint an Executive Committee that shall be comprised of the President, the Vice-President, the Secretary, and the Treasurer. The positions of Secretary and Treasurer may be removed from the committee as necessary to ensure adequate voting procedures are maintained.

## **6.4 Functions of President**

The President shall ensure that the affairs of the Association are properly managed. The President shall preside as Chair at all meetings of Members and of the Board and perform the other duties usual to the office as determined by the Board from time to time. The President shall be entitled to call meetings of the Board at their discretion or by request of not less than four (4) members of the Board. The President shall be entitled to appoint special committees and task groups.

## **6.5 Functions of President Elect**

The President Elect shall perform the duties of the President during the President's absence from any meeting of the Members or Board, or by vote of the Board in the case of disability of the President. The President Elect shall assist the President in the conduct of their duties. The President Elect on completion of their term shall be acclaimed as President.

## **6.6 Functions of Vice-President**

The Vice-President shall perform the duties of the President or President Elect during their absence from any meeting of the Members or Board, or by vote of the Board in the case of disability of the President and President Elect. The Vice-President shall assist the President in the conduct of their duties by ensuring that the chairs of each Committee and Task Group carry out their responsibilities with reasonable dispatch.

## **6.7 Functions of Secretary**

The Secretary shall ensure that the business of the Association is conducted in an efficient and business-like manner and that all written and financial records are maintained and stored in an acceptable and safe way.

## **6.8 Functions of Treasurer**

The Treasurer shall, at every regular meeting of the Board report on the Association's financial status and make any recommendations that they feel is necessary to improve such status. The Treasurer shall submit an annual budget forecast for the approval of the Board at their first regular meeting of the year.

## **6.9 Functions of Registrar**

The Registrar shall authenticate transcripts and sign certificates issued to Members, and shall perform the functions assigned by the Act and these By-laws, and such other functions as may be assigned by the Board from time to time.

## **6.10 Functions of Chief Executive Officer**

The Board shall be entitled to appoint a Chief Executive Officer and fix their compensation.

The Chief Executive Officer shall manage the affairs of the Association and shall perform such other duties as may be assigned to them from time to time by the Board. The duties and compensation of the Chief Executive Officer may be set out in a contract as agreed to by the Board and their appointee.

The Chief Executive Officer shall conduct the correspondence of the Association, keep the minutes and records of meetings as required, and communicate with the Members and others to ensure that all appropriate persons are kept informed about the Association's activities and accomplishments.

The Chief Executive Officer shall receive and disburse the funds and supervise the financial affairs of the Association and shall keep detailed and proper accounts of all income and expenditures, all in accordance with the provisions of this By-law and the approved expenditures as provided by the Board. The Chief Executive Officer shall keep all funds in a chartered Canadian bank unless otherwise authorized by the Board.

The Chief Executive Officer shall assist each of the other officers and the Board in the conduct of their function on behalf of the Association.

#### **6.11 Functions of Immediate Past-President**

The Immediate Past President shall contribute their experience and knowledge to the management of the affairs of the Association, in relation to providing a continuity of thought throughout the years. The Immediate Past President shall sit for The Annual Meeting and Training Session Committee.

#### **6.12 Delegates**

In response to invitation, the President may appoint a delegate or delegates, to represent the Association at meetings or at other organizations.

#### **6.13 Ex-officio Status**

The Officers, other than the Chief Executive Officer shall be entitled to serve as an ex-officio member of any standing committee or task group.

#### **6.14 Removal of Officers**

In the absence of agreement to the contrary, all officers shall be subject to removal by resolution of the Board at any time with or without cause and with or without notice.

## **6.15 Delegation of Duties of Officers**

In the case of the absence or inability to act of any officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

## **ARTICLE 7 - COMMITTEES**

### **7.1 Standing Committees**

The Board of Directors shall be entitled from time to time to provide for the appointment, from their number, of committees, subcommittees and task groups, and the governing of their composition, responsibilities, powers and the election or appointment of their chairs. Subject to section 36(2) of ONCA, the powers of the Board may be delegated to a committee of the Board. Any committee of the Board may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

## **ARTICLE 8 - CHAPTERS**

### **8.1 Chapters**

Groups of Members, in individual geographical areas or with specific interests, desiring to form local chapters for purposes of the advancement of the aims and objectives of the Association, may apply to the Board for authority to organize as Chapters.

### **8.2 Application to Form Chapters**

An application for charter as a Chapter shall be accompanied by the proposed name of the Chapter, a list of the names and addresses of the Members of the proposed Chapter, a draft of the Chapter constitution and its by-laws, a list of provisional executive officers, and such other supporting data as may be required by the Board.

### **8.3 Permitted names**

Upon being granted status as a Chapter of the Association, the chapter shall be licensed by the Association to conduct itself, and be known as, the “[Region] Chapter of the Ontario Building Officials Association”. The Chapter shall register and record the name of the Chapter with all appropriate government and regulatory offices and shall provide the Chief

Executive Officer with a copy of all such registrations and recordation, and renewals thereof.

#### **8.4 Membership of Chapters**

Only Government Members of the Association shall be entitled to be full voting Members of the Chapters. Chapters shall be entitled to extend nonvoting associate memberships to persons who are not Members of the Association.

#### **8.5 Organization**

Chapters shall initially be established as unincorporated entities. With the approval of the Board, Chapters shall be entitled to incorporate to represent the interests of one region, or to collectively represent the interests of more than one region.

#### **8.6 Annual Reports**

Chapters shall prepare and file with the Association an annual report regarding the activities of the Chapter during the prior calendar year. Such Report shall be signed by two (2) Members of the Executive of the Chapter and delivered to the Chief Executive Officer no later than the earlier of April 30 each year or the date of the spring meeting of the chapter chairs (if any) in such year and such a report shall contain:

- (a) the names and business addresses of each of the Chapter Members;
- (b) a summary of the action taken on all outstanding business from previous years;
- (c) a cumulative summary of all matters not resulting, by the end of the reporting year, in the action intended, and state the status of each such matter;
- (d) a summary of new business initiated;
- (e) recommendations for future action, including short term and long term plans; and
- (f) a Financial Statement showing the annual income and expenses of the Chapter and its balance sheet as of December 31 containing such detail as may be required from time to time by the Board.



### **8.7 Copies of Notices**

The Secretary of the Chapter shall regularly submit to the Chief Executive Officer notices of Chapter meetings, Chapter minutes, and such other information as may be requested by the Board from time to time.

### **8.8 Fees and Dues of Chapters**

Chapters shall be entitled to assess nominal fees and dues upon the members of the Chapter as they deem appropriate, to further their approved aims and objectives.

### **8.9 Financial Responsibility**

Chapters shall not incur financial obligations for which the Association may be responsible without the approval of the Board, nor shall Chapters engage in any activities inconsistent with the aims, objectives and policies of the Association.

### **8.10 Limited liability**

Each Chapter shall assume all liability and responsibility for actions, errors and omissions by and of such chapter (and its Members when acting as representatives of the chapter) and the Association shall not be liable for such action, error or omissions by or of such chapter (or its Members when acting as representatives of the chapter) or any financial obligations incurred by a chapter when they have not abided by these By-laws, notwithstanding any insurance which the Association may maintain which includes coverage of chapters generally.

### **8.11 Operation of Chapters**

Each Chapter shall abide by the requirements of the Chapter Manual as amended by the Board from time to time.

### **8.12 Discipline**

Complaints that a Chapter has failed to abide by the By-laws, Chapter Manual or the Rules of Professional Conduct will be subject to review by the Complaints Committee as outlined in Article 13.

## **ARTICLE 9 - MEETINGS OF MEMBERS**

### **9.1 Place and Date**

The place and date of the annual meeting of the Members shall be determined each year by the Board and in any event shall occur not later than fifteen (15) months after holding the preceding annual meeting of the Members. Subject to section 9.2, the location of the annual meeting of the Members shall be in Ontario, as determined by the Board.

### **9.2 Electronic Meetings**

A meeting of the Members may be held by means of such telephone, electronic or other communication facilities so long as all persons participating in the meeting can communicate adequately, and a member participating in such a meeting by such means is deemed to be present at that meeting for all purposes.

### **9.3 Notice of Meeting**

Written notice of the annual meeting of the Members shall be sent to each member or published in the Association's official publication by the Secretary not less than ten (10) days prior to the meeting and no more than fifty (50) days prior to the meeting. If the meeting is to be held by telephonic or electronic means per section 9.2, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **9.4 Special Meetings**

Special Meetings of the Members may be called by the directors of the Board, or written application of at least ten percent (10%) of Government Members to the President. Such a Special Meeting shall be called within ninety (90) days of such application, and notice of such meeting shall be sent to all Members at least twenty-one (21) days in advance, stating the nature of the special business to be conducted in sufficient detail to permit a Member to form a reasoned judgment on the business; and the business to be transacted and state the text of any Special Resolution to be submitted to the meeting.

## **9.5 Quorum**

Subject to ONCA and the Letters Patent, four (4) Government Members present shall be a quorum at any meeting of Members for the adjournment of the meeting and for all other purposes five (5) individuals in person representing personally or by duly appointed proxy not less than the lesser of (A) twenty (20) Government Members, or (B) five per cent (5%) of the Government Members, shall be a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

## **9.6 Business of Annual Meeting**

At every annual meeting of the Members, in addition to any special business that may be transacted:

- (a) the Members shall be presented with:
  - (i) the financial statements approved by the Board,
  - (ii) if applicable, the report of the Audit/Review Accountant; and
  - (iii) if applicable, any further information regarding the financial position or operations of the Association as required by the Letters Patent or By-laws
- (b) the directors shall be elected by the Members, or, for applicable incumbent directors, the Chair shall note their remaining term in office; and
- (c) the Members shall either:
  - (i) appoint an Audit/Review Accountant to audit the financial statements of the Association for the then-current financial year of the Association; or
  - (ii) appoint an Audit/Review Accountant and pass an Extraordinary Resolution, providing that:
    - (A) if it is determined following the completion of the financial year that the Association's annual revenues for such year permit a review engagement rather than an audit, the Audit/Review Accountant shall conduct a review (rather than audit) of the financial statements of the Association for such financial year; and

- (B) if it is determined following the completion of the financial year that the Members are entitled to dispense with the appointment of an Audit/Review Accountant, the Corporation shall direct the Audit/Review Accountant to not perform an audit or a review.

## **9.7 Rules of Order**

Herb Perry's Call to Order shall govern the transaction of business at all meetings of this Association, unless otherwise provided in the By-laws.

## **9.8 Order of Business**

The order of business at any annual meeting of the Members shall be as follows, and shall include any of the items that are applicable:

- (a) Reading of minutes and approval in amended or corrected form;
- (b) Business arising out of the minutes;
- (c) Communications and notices;
- (d) Delegations;
- (e) President's report;
- (f) President Elect's report;
- (g) Secretary-Treasurers report;
- (h) Vice-President's report;
- (i) Past President's report;
- (j) Reports of the chairs of Committees;
- (k) Report of the Chief Executive Officer;
- (l) Unfinished Business;
- (m) New Business; and
- (n) Resolutions.

## **9.9 Proposals**

Pursuant to section 56 of ONCA, Members entitled to vote may submit a proposal to the Association describing any matter that the Member intends to raise at a meeting of the Members. Proposals shall be submitted to the Secretary at least sixty (60) days prior to the date of the annual meeting of the Members, to be included in the notice of meeting.

If the Association refuses to include a proposal in a notice of meeting, it shall, within ten (10) days after the day on which it receives the proposal, notify the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

## **9.10 Voting**

At each meeting, each question shall be decided by a majority of the votes of all the Government Members voting together, except for election of Regional Directors for which only the applicable class of Government Members shall have a vote. No other Members shall be entitled to vote. Subject to section 5.10, 5.11, and 5.12, and except where the Letters Patent, By-laws or ONCA require otherwise, at any meeting of Members every matter shall be determined by Ordinary Resolution. Voting shall be by show of hands unless a ballot is demanded by a Member or proxy holder entitled to vote at the meeting. A vote at a meeting of Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person, as the Board may determine.

## **9.11 Voting by Chair**

The Chair of the meeting shall be a Government Member and shall be entitled to vote on any question before the meeting. In addition, should a vote on a question be tied, the Chair shall be entitled to cast the deciding vote.

## **9.12 Approval of Resolutions**

A declaration by the Chair that a resolution has been carried, or not carried, and an entry to that effect in the minutes of the meeting, shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour, or against, such resolution.

### **9.13 Proxies**

A proxy holder need not be a Member of the Association. An instrument appointing a proxy shall be in writing. The Secretary of the Association (or other duly authorized representative) shall send a form of proxy, in accordance with the requirements in section 3 of the ONCA regulations, to each Government Member with the Notice of an annual or Special Meeting of Members; provided however that accidental failure or omission to send any such proxy to one (1) or more Members shall not affect the validity of any such notice of meeting. At any meeting of Members, a proxy duly and sufficiently appointed by a Government Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the holder, the same voting rights that the Government Member appointing the proxy would be entitled to exercise if present at the meeting. Proxies sent to the Association by facsimile transmission will only be valid if received by the Association by the date and time so specified by the Association.

### **9.14 Adjournments**

The Chair may with the consent of those present at any meeting adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

## **ARTICLE 10 - MEETINGS OF DIRECTORS**

### **10.1 Place of Meeting and Notice**

Meetings of the Board may be held either at the registered office of the Association or at any place within or outside of Canada. The President, President Elect, or a Vice-President or any two (2) directors may convene a meeting of the Board at any time. The Secretary, by direction of the President, President Elect, or Vice-President or any two (2) directors, shall convene a meeting of directors.

### **10.2 Notice of Meeting**

Notice of any meeting of the Board shall be delivered or mailed or telefaxed or sent by electronic mail or otherwise communicated to each director not less than two (2) days (exclusive of the day on which the notice is delivered or mailed or telefaxed or e-mailed or otherwise

communicated but inclusive of the day for which notice is given) before the meeting is to take place, provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing or by cable or telegram or other communication addressed to the Secretary to the meeting being held in their absence. If the directors attend a meeting by telephonic or electronic means pursuant to section 10.4, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. Any director thereof may waive notice of any meeting or any irregularity in any meeting or in the notice.

### **10.3 First Meeting**

For the first meeting of the Board to be held immediately following the election of directors at an annual or special meeting of the Members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

### **10.4 Electronic Meetings**

If all the directors of the Association consent either at or before the meeting, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting for all purposes.

### **10.5 Voting**

Six (6) members of the Board, one of which is a member of the executive committee (exclusive of the Chief Executive Officer), shall constitute quorum for the transaction of business. Questions arising at any meeting of the Board shall be decided by a majority of votes, with the Chair voting in the case of an equality of votes.

## **10.6 Consent Agenda**

A consent agenda may be presented by the Chair at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one member of the Board. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Chair.

## **ARTICLE 11 - ADMINISTRATION**

### **11.1 Confidential Information**

Except as may be otherwise directed by resolution of a majority of the Members at a meeting of the Association, and subject to section 95 of ONCA, no Member shall be entitled to information respecting any details or conduct of the Association's business which in the opinion of the Board would not serve the best interests of the Association or its Members to have made public.

### **11.2 Books and Records**

Subject to sections 95 and 96 of ONCA, the Board may, from time to time, determine whether and to what extent, and at what time and place, and under what conditions or regulations, the books and registers and books of account and accounting records of the Association, or any of them, shall be open to the inspection of the Members. No Member shall have any rights to inspect any account or book or document of the Association except as may be conferred by statute.

### **11.3 Fiscal Year**

The fiscal year of the Association shall commence the first day of January.

### **11.4 Audit**

The books and financial records of the Association shall be audited annually by an auditor appointed by the Government Members at the Annual Meeting to hold office until the close of the next annual meeting, and, if the Government Members fail to do so, the Board shall forthwith make such appointment or appointments. If an appointment is not so



made, the auditor in office shall continue in office until a successor is appointed. No person shall be appointed as auditor of the Association unless they are deemed independent in accordance with section 69(1) of ONCA.

### **11.5 Execution of Instruments**

Except as otherwise provided in this section 11.5, contract documents, or any instruments in writing requiring the signature of the Association may be signed by one of the President, President Elect or Vice-President together with one of the Secretary, the Treasurer, the Registrar or the Chief Executive Officer. All contracts, documents and instruments in writing so signed shall be binding upon the Association. The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypotheses, charges, conveyances, transfers, and assignments of property real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, share warrants, stocks, bonds, debentures, or other securities and all paper writings. Without limiting the generality of the foregoing: any one of the President, President Elect, or Vice-President together with one of the Secretary, the Treasurer, the Registrar or the Chief Executive Officer, shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Association, and to sign and execute (under the seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring exchanging converting or conveying any such shares, stocks bonds, debentures, rights, warrants or other securities.

### **11.6 Alternate Signing Authorities**

The Board shall have power from time to time by resolution, to appoint any officer or officers or any person or persons, on behalf of the Association either to sign contract documents and instruments in writing generally, or to sign specific contracts, documents, or instruments in writing. Specifically, the Treasurer shall be authorized to make payment of accounts and expenses incurred in the routine operation of the Association’s business, and for the payment of accounts incurred through direct instruction of the Board.

### **11.7 Seal**

The corporate seal of the Association shall be such as the Board may by resolution from time to time approve. Any officer or other person appointed by resolution of the Board may when required, affix the seal of the Association to contracts, documents, and instruments in writing.

### **11.8 Logo**

The corporate logo of the Association shall be such as the Board may by resolution from time to time approve. The logo of the Association is a registered trademark and cannot be used without the expressed permission of the Board.

### **11.9 Registered Office**

The registered office of the Association shall be at 200 Marycroft Avenue, Unit #8, Woodbridge, ON L4L 5X4 or such other location in Ontario as shall be determined by the Board from time to time.

### **11.10 E-Association**

The Association may, from time to time, establish policies and standards concerning the electronic transmission of Association information and facilitating the Association's activities relating to and making use of electronic communications including, but not limited to email and other web-based communications and electronic signatures.

## **ARTICLE 12 – QUALIFICATION REVIEW**

### **12.1 Preamble**

The Members accept that Membership and issued Designations are subject to the Member maintaining the qualifications for Membership and/or Designations, as the case may be.

### **12.2 Complaints**

A complaint (a "Complaint") may be made to the Registrar by any person (the "Complainant") that a member is no longer qualified to be a Member or to hold a Designation (hereinafter called the "Respondent"). The

Complaint shall be made in writing, addressed to the Registrar, signed by the Complainant and contain a clear and concise statement including pertinent dates outlining the allegations. It is not necessary that the Complainant be a Member of the Association.

### **12.3 Investigations by the Registrar**

- (a) A Complaint shall be reviewed by the Registrar within 90 days after the Complaint is received by the Registrar.
- (b) The Registrar shall review the Complaint and the other relevant material to determine if the Complaint is outside the scope of Article 12 or is trivial or vexatious. No notification of the Complaint is sent to either the Complainant or the Respondent at this time. The Registrar shall be entitled to request the Complainant to provide further information.
- (c) If the Registrar, upon completion of the initial review of the Complaint, determines that the Complaint is not within the scope of Article 12 or is trivial or vexatious, the Registrar shall advise the Complainant in writing that no further action shall be taken based on the information provided. In such instance, no notification shall be sent to the Respondent and no record of the Complaint shall be kept in the Member's file maintained by the Association.
- (d) If the Registrar determines that the Complaint is within the scope of Article 12 and is not trivial or vexatious, the Registrar shall inform the Respondent of the Complaint and shall send a copy of the Complaint to the Respondent, except as provided in paragraph 12.3(e) and the following procedures shall apply:
  - (i) The Registrar shall request the Respondent to provide whatever material or information the Respondent believes necessary to answer the Complaint.
  - (ii) The Registrar shall be entitled to request the Complainant to provide to the Registrar within 30 days whatever material or information the Complainant believes necessary to support the Complaint.
  - (iii) The Registrar shall review any material or information provided by the Respondent and the Complainant and shall determine if there are sufficient grounds to initiate a further

investigation into the Complaint or may dispense with such investigation.

- (iv) If the Registrar determines that a further investigation should be undertaken, the Registrar shall appoint one or more investigators. Such investigators need not be Members.
  - (v) The investigator(s) (if any) shall contact the Complainant and the Respondent at the earliest time practicable after their appointment, shall conduct an investigation of the Complaint, and shall gather such information from the Complainant, the Respondent and such other persons as the investigators believe is sufficient to determine if the Complaint should lead to proceedings under Article 12.
  - (vi) The investigators shall prepare a report to the Registrar with respect to their investigation.
- (e) Notwithstanding paragraph 12.3(d), where the Complaint refers to more than one Member and the Registrar believes that it would be unfairly prejudicial or harmful to the other Member(s) and not inconsistent with the need to be fair to the Respondent, a copy of the Complaint shall not be sent to the Respondent. In such instance, the Registrar shall inform the Respondent that the Complaint involves more than one Member and that a copy of the Complaint will not be sent to the Respondent. The Respondent shall be provided with as much information about the Complaint as is consistent with the desire to be fair to the Respondent, but not unfairly prejudicial or harmful to the other Member(s).

#### **12.4 Determination by the Registrar**

- (a) If the Registrar, after considering the Complaint, any material and information provided to the Registrar by the Respondent and the Complainant, the report of the investigators and such other facts as have been presented or found, believes that there are insufficient grounds for taking the Complaint as a basis for further proceedings under Article 12, the Registrar, shall immediately inform the Respondent and the Complainant of the decision not to proceed with a referral to the Qualification Review Committee, setting out the reasons for the Registrar's decision as fully as reasonably necessary to inform the Respondent and the Complainant of the reasons for the decision. In such event, the Complaint and all relevant material, information, reports, and other facts collected in

respect of the Complaint shall be filed in the Respondent's file maintained by the Association, provided however that no such material, information, reports or other facts or the Complaint or decision of the Registrar shall be available to the public.

- (b) If the Registrar, after considering the Complaint, any material and information provided to the Registrar by the Respondent and the Complainant, the report of the investigators and such other facts as have been presented or found, believes that there are sufficient grounds for a referral to the Qualification Review Committee, the Registrar shall:
  - (i) prepare a referral to the Qualification Review Committee setting out the facts of the matter (the "Referral") and serve notice of the Referral upon the Respondent;
  - (ii) inform the Complainant of the decision to refer the matter to the Qualification Review Committee; and
  - (iii) send the Referral to the Qualification Review Committee.

## **12.5 Settlement**

- (a) At any time, the Respondent shall be entitled to agree with sanctions proposed by the Registrar arising from the Complaint. The Registrar shall have the authority to accept the agreement of the Respondent as to the sanctions to be imposed. Upon such agreement, the Registrar shall notify the Board of the agreed upon sanctions. If the matter had been referred to the Qualification Review Committee as a Referral, then the Referral shall thereupon be adjourned.
- (b) In the event of a settlement, the Complaint, the Referral (if any) and all relevant material, information, reports and other facts collected in respect of the Complaint, and the agreement of the Respondent shall be filed in the Respondent's file maintained by the Association, provided however that only such material, information, reports and facts as shall be agreed upon in the agreement as suitable for disclosure to the public shall be available to the public.

## **12.6 Referral to the Qualification Review Committee**

The following steps shall be taken in the matter of a Referral to the Qualification Review Committee:

- (a) Each of the Registrar and the Respondent shall be given two (2) weeks in which to submit a written submission to the Committee containing any explanations or representations they may wish to make concerning the matter.
- (b) The Committee shall examine the report of the investigator(s) if any, any material, and information provided to the Registrar by the Complainant and the Respondent, such other facts as have been presented or found, and the written submissions of the Registrar and the Respondent.
- (c) The Committee shall thereupon meet to adjudicate upon the Referral.
- (d) The Committee shall give its decision in writing to the Registrar and the Respondent and its reasons, therefore.
- (e) The Committee is not required to hold a hearing or to afford to any person an opportunity to make oral submissions before deciding.
- (f) There shall be no appeal by the Registrar, the Complainant, the Respondent, or any other person to a decision of the Committee.

## **12.7 Qualification Review Committee**

The Qualification Review Committee shall be composed of no fewer than 3 Government Members appointed to the Committee by the Board. No person who is a member of the Board shall be a member of the Qualification Review Committee. The Board shall name one member of the Qualification Review Committee to be Chair.

## **12.8 Review of Registrar Action**

- (a) The President (or a designate) may examine from time to time the procedures for the treatment of Complaints by the Association.
- (b) A Complainant who is not satisfied with the handling by the Registrar of a Complaint may apply to the President for a review of the treatment of the Complaint after the Registrar has disposed of the Complaint.

- (c) The subject of a review under Section 12.8(b) shall not inquire into the merits of the Complaint.
- (d) The President has the sole discretion to decide in a particular case not to make a review or not to continue a review. Provided however, no review shall be undertaken:
  - (i) in respect of a Complaint that was disposed of by the Registrar more than twelve months before the application for review is made to the President; or
  - (ii) in respect of an application determined by the President to be frivolous or vexatious or is not made in good faith.
- (e) The President (or the designate) is not required to hold or to afford any Complainant or other person an opportunity for a Hearing in relation to an examination, review, or report in respect of the Registrar.
- (f) The President (or his designate) shall be entitled, but not obligated, to make a Report containing recommendations to the Board following upon each examination or review by him in respect of the Registrar's action.
- (g) The Board shall consider each Report, and any recommendations included in the Report and make final a decision as to any action it shall take in consequence.

## **12.9 Sanctions by the Qualification Review Committee**

- (a) Where the Qualification Review Committee finds the Respondent no longer qualified to be a member and/or to hold a Designation it may order:
  - (i) a reprimand of the Respondent, or
  - (ii) temporary suspension of the certification and/or Membership of the Respondent and suspension of the rights and privileges associated with the use of the Designation(s) granted to the Member and/or Membership for a determined period, or
  - (iii) a permanent revocation of the certification and/or Membership of the Respondent and cause forfeiture of their

rights and privileges associated with the use of the Designation(s) granted to the Member and/or Membership.

- (b) The Qualification Review Committee shall instruct the Registrar to publish an order of the Committee revoking or suspending the certification and/or Membership of a Respondent in the official publication of the Association, with or without the name of the Respondent, and with or without reasons, as the Committee shall determine in its sole discretion.
- (c) The Qualification Review Committee shall cause a determination by the Committee that an allegation of a Member to not be qualified to be a Member and/or to hold a Designation was unfounded to be published in the official publication of the Association upon the request of the Respondent.
- (d) Where the Qualification Review Committee is of the opinion that the commencement of the proceedings was unwarranted, the Committee may order that the Association reimburse the Respondent for their costs or such portion thereof as the Committee fixes.
- (e) Where the Qualification Review Committee revokes or suspends the certification and/or Membership of a Respondent, the order takes effect when made.

## **ARTICLE 13 – BY-LAW COMPLIANCE**

### **13.1 Preamble**

In accordance with section 2.12, the Association shall maintain a procedure to investigate and adjudicate upon allegations of breaches of the By-laws.

### **13.2 Complaint Committee**

- (a) The operation and conduct of the discipline procedure shall be within the authority of the Complaint Committee (the “Complaint Committee”) and its chairman (the “Complaint Chairman”), and the CEO as set forth herein; provided that, if there is no Complaint Committee or CEO or the CEO is unwilling or unable to act at the time the discipline procedure is to be invoked, any functions stated to be performed by the Complaint Committee or CEO shall be performed by such other person or committee as shall be



designated by the Board, and any functions stated to be performed by the Complaint Chairman shall be performed by another member of the Complaint Committee as determined by the Chairman, or failing determination by the Complaint Chairman, by resolution of the Complaint Committee.

- (b) The Complaint Committee shall comprise five (5) members; provided however that the Complaint Committee shall be entitled to continue to function notwithstanding a vacancy of up to two (2) members.
- (c) The Chairman shall be appointed by the Board for a term not to exceed three (3) years. The Chairman may be a Director of the Association but is not required to be a director. A person appointed as the Chairman may be re-appointed for successive terms.
- (d) The Chairman, in consultation with and approval by the Board, shall appoint four (4) additional members, none of whom shall be Directors of the Association at the date of their appointment, to serve on the Complaint Committee for a term not to exceed three (3) years. Any person appointed as a member of the Complaint Committee may be re-appointed for successive terms.
- (e) The Chairman shall periodically report to the Board on the activities of the Complaint Committee.
- (f) The quorum for meetings of the Complaint Committee shall be three (3) members in person or by conference telephone.
- (g) Decisions of the Complaint Committee shall require the approval of at least three (3) of its members voting at a duly held meeting, or all its members by resolution or instrument in writing. In the case of an equality of votes the chairman of the meeting, in addition to his/her original vote, shall have a second or casting vote.

### **13.3 Making a Complaint**

- (a) Any person (a "Complainant") may lay a complaint against a member or a Chapter (the "Respondent") that he, she or it has not complied with the By-laws or an order or direction of the Board (a "Complaint").

- (b) A Complaint may be in any form, if it is in writing, signed by the Complainant, and gives reasonable particulars of the grounds for the Complaint.
- (c) Each Complaint shall be made or referred to the CEO. The CEO shall be entitled (but not obligated) to contact the Complainant to formalize the Complaint and obtain such information as is necessary to establish reasonable particulars for the Complaint.
- (d) Any complaint which is not in writing, is not signed by the Complainant or does not establish reasonable particulars for the complaint shall be rejected by the CEO as not being a Complaint and notice thereof shall be given to the Complainant where practicable. The CEO shall be entitled to exercise his/her discretion to determine that a matter would be more properly reviewed under Article 12, in which case it shall be referred to the Registrar and shall not be considered to be a Complaint.
- (e) If the complaint is not formalized as a Complaint or is referred to the Registrar under Article 12, no notice shall be given to the Respondent, and nothing shall be retained in the Respondent's file.

#### **13.4 Initial Review of a Complaint**

- (a) Upon receipt of a Complaint, the CEO shall forward the Complaint to the Chairman, together with such other relevant material as shall be available to the CEO.
- (b) The Chairman shall review the Complaint and the other relevant material to determine if the Complaint is outside the scope of the By-laws or is trivial or vexatious. At the Chairman's option, a meeting of the Complaint Committee may be convened to review the Complaint to determine if the Complaint is outside the scope of the By-laws or is trivial or vexatious. No notification of the Complaint is sent to either the Complainant or the Respondent at this time.
- (c) If the Chairman (or the Complaint Committee), upon completion of the initial review of the Complaint, determines that the Complaint is not within the scope of the By-laws or is trivial or vexatious, the Chairman shall advise the Complainant in writing that no further action shall be taken based on the information provided. In such instance, no notification shall be sent to the Respondent and no

record of the Complaint shall be kept in the Respondent's file maintained by the Association.

- (d) If the Chairman (or the Complaint Committee), upon completion of the initial review of the Complaint, determines that the Complaint is within the scope of the By-laws and is not trivial or vexatious, the Chairman shall inform the Respondent of the Complaint and advise that the Complaint has been referred to the Complaint Committee for review and shall send a copy of the Complaint to the Respondent, except as provided in paragraph 13.4(e), and the following procedures shall apply:
- (i) The Chairman shall request the Respondent to provide to the Complaint Committee within 30 days whatever material or information as the Respondent believes necessary to meet the Complaint.
  - (ii) The Chairman shall inform the Complainant that the Complaint has been referred to the Complaint Committee for review.
  - (iii) The Chairman shall request the Complainant to provide to the Complaint Committee within 30 days whatever material or information as the Complainant believes necessary to support the Complaint.
  - (iv) The Chairman shall convene a meeting of the Complaint Committee to review the Complaint and any material or information provided by the Respondent and the Complainant, and the Complaint Committee shall determine if there are sufficient grounds to initiate an investigation into the Complaint or may dispense with such investigation.
  - (v) If the Complaint Committee determines that an investigation should be undertaken, the Complaint Committee shall appoint one or more investigators. Such investigators need not be Members.
  - (vi) The investigators (if any) shall contact the Complainant and the Respondent at the earliest time practicable after their appointment, shall conduct an investigation of the Complaint, and shall gather such information from the Complainant, the Respondent and such other persons as the investigators

believe is sufficient to determine if the Complaint should lead to proceedings under Article 13.

- (vii) The investigators shall prepare a report to the Complaint Committee with respect to their investigation.
- (e) Notwithstanding paragraph 13.4(d), where the Complaint refers to more than one Member or more than one Chapter and the Chairman believes that it would be unfairly prejudicial or harmful to the other Member(s) and not inconsistent with the need to be fair to the Respondent, a copy of the Complaint shall not be sent to the Respondent. In such instance, the Chairman shall inform the Respondent that the Complaint involves more than one Member or more than one Chapter and that a copy of the Complaint will not be sent to the Respondent. The Respondent shall be provided with as much information about the Complaint as is consistent with the desire to be fair to the Respondent, but not unfairly prejudicial or harmful to the other Member(s) or Chapter(s).
- (f) The Complaint Committee shall develop and maintain a roster of Members and other persons considered to have sufficient experience to act as investigators and who have indicated they are willing to so act.

### **13.5 Determination by the Complaint Committee**

- (a) If the Complaint Committee, after considering the Complaint, any information provided to the Complaint Committee by the Respondent and the Complainant, the report of the investigators (if any) and such other facts as have been presented or found, determines that there are insufficient grounds for taking the Complaint as a basis for further proceedings under Article 13, the Complaint Committee shall immediately inform the Respondent and the Complainant of the decision not to proceed with a disciplinary hearing, setting out the reasons for the Complaint Committee's decision as fully as reasonably necessary to inform the Respondent and the Complainant of the reasons for the decision. In such event, the Complaint and all relevant material, information, reports and other facts collected in respect of the Complaint shall be filed in the Respondent's file maintained by the Association, provided however that no such material, information, reports or other facts or the Complaint or decision of the Complaint Committee shall be available to the public.

- (b) If the Complaint Committee, after considering the Complaint, any material and information provided to the Complaint Committee by the Respondent and the Complainant, the report of the investigators (if any) and such other facts as have been presented or found, determines that there are sufficient grounds for bringing proceedings under Article 13 and that a charge of breach of the By-laws should be laid, the Complaint Committee shall:
  - (i) prepare a charge setting out all breaches (collectively the “Charge”) and instruct the CEO to serve notice of the Charge upon the Respondent;
  - (ii) instruct the CEO to inform the Complainant of the decision to lay a Charge before a Tribunal;
  - (iii) request the Board to appoint a Tribunal Chairman; and
  - (iv) send the Charge to the Tribunal Chairman.

### **13.6 Settlement**

- (a) At any time, the Respondent and Complaint Committee shall be entitled to settle the allegations of breach of the By-laws or to agree with the Charge in whole or in part. The Complaint Committee shall have the authority to accept the agreement of the Respondent and to agree with the Respondent as to the sanctions to be imposed. Upon such agreement, the Complaint Committee shall notify the Tribunal Chairman and the Tribunal shall thereupon be adjourned if a Tribunal had been formed. The Complaint Committee shall notify the Board of the agreed upon Charge and agreed upon sanctions and such action shall be thereupon taken by the Board as is required in the circumstances.
- (b) In the event of a settlement, the Complaint, the Charge and all relevant material, information, reports and other facts collected in respect of the Complaint, and the agreement of the Complaint Committee and the Respondent shall be filed in the Respondent’s file maintained by the Association, provided however that only such material, information, reports and facts as shall be agreed upon in the agreement as suitable for disclosure to the public shall be available to the public.

### **13.7 Composition and Powers of Discipline Tribunal**

- (a) Annually, and so often as the Board shall consider it necessary, the Board shall appoint one or more Members, each of whom shall be authorized to convene a disciplinary tribunal (a "Tribunal") and to be Chairman of any Tribunal (the "Tribunal Chairman") to be convened under Article 13 until such appointment expires or is terminated. The Board may at any time revoke the authorization of any person appointed under paragraph 13.7(a) and may appoint another person to take the place of the person whose authorization has been revoked.
- (b) If a person appointed under paragraph 13.7(a) resigns, ceases to be a member or is unable or unwilling to act, the Board may appoint another person to take the place of that person.
- (c) The Tribunal Chairman for a specific Tribunal shall be appointed by the Board. The Tribunal Chairman shall appoint two (2) other Members in good standing to serve on the Tribunal, none of whom shall be Directors at the time of their appointment. A Tribunal shall not be invalid to conduct its functions if the Chairman or any other person is unable or unwilling to continue to serve on such Tribunal, provided that there shall be at least two (2) persons then serving on the Tribunal. Vacancies in the Tribunal may be filled by the Tribunal from among Members where such appointment would not unduly delay or be prejudicial to the Respondent. The Tribunal Chairman and the members of the Tribunal appointed in accordance with the preceding paragraphs shall constitute the Tribunal and shall have the powers necessary to perform the functions imposed upon it by Article 13.
- (d) Notwithstanding the preceding provisions, no person shall serve on a Tribunal who is aware of any reason that would disqualify him or her by reason of:
  - (i) prior familiarity with the proceedings;
  - (ii) intimate acquaintance with the Respondent;
  - (iii) employment by, membership in or association with a municipality or firm or an associated firm to which the Respondent is employed or belongs at the time of the Charge or during the period relevant to the Charge, or which was involved in the activities out of which the Charge arose;

- (iv) any involvement with either the investigation that led to the Charge being made or the activities out of which the Charge arose, or
  - (v) any other matter that would give rise to a reasonable belief that that person might be biased in any way, either in favour or against the Respondent.
- (e) To avoid disqualification by reasons of paragraph 13.7(g), persons appointed under paragraph 13.7(a) shall, during the term of their appointment, absent themselves from any discussions at any meeting of the Board wherein the Chairman reports on the details of a specific complaint against a Respondent.
- (f) The Tribunal may choose a person qualified to practise law in the province or territory in which the hearing is to be held to sit with it and to advise it on points of law, or the interpretation of the procedures set out in Article 13, interpretation of any By-law or any other matter as may be referred to him or her by the Tribunal Chairman. The person appointed to act as advisor shall not have a vote as a member of the Tribunal.

### **13.8 Initial Proceedings of the Discipline Tribunal**

- (a) The Tribunal Chairman shall inform the Chairman of the Complaints Committee and the Respondent that the Tribunal has been appointed and of its composition.
- (b) The Tribunal Chairman shall request written submissions from the Respondent and the Complaint Committee as to the date and location of the proposed hearing (the "Hearing").
- (c) After review of the submissions made, and after considering any other relevant matter, the Tribunal Chairman shall fix the date and location for the Hearing, consistent with fairness to the Respondent, to the Complaint Committee, to the reasonable convenience of the witnesses that may have to be heard, and to the members of the Tribunal.
- (d) The Tribunal Chairman shall inform the Respondent and the Complaint Committee of the date so fixed and the place where the Hearing will be held.

- (e) The Complaint Committee shall, not less than sixty (60) days before the date fixed for the Hearing, provide the Respondent with reasonable written particulars of the evidence that will be introduced on behalf of the Complaint Committee, including the names and qualifications of any expert witnesses.
- (f) The Respondent shall, not less than thirty (30) days before the date fixed for the Hearing, provide the Complaint Committee with reasonable written particulars of the evidence that will be introduced on behalf of the Respondent, including the names and qualifications of any expert witnesses.

### **13.9 The Conduct of the Hearing**

- (a) The Hearing shall be held before the Tribunal constituted under Article 13. The Hearing shall be conducted in English or in French, to be determined by the Tribunal Chairman.
- (b) The parties to the proceedings before the Tribunal shall be the Respondent and the Committee. The Complainant shall not have standing before the Tribunal.
- (c) The Hearing shall not be open to the public or the Complainant unless the Complaint Committee and the Respondent otherwise agree.
- (d) The Complaints Committee shall be represented by its Chairman (or such other person as the Board may designate) who shall be responsible for presenting the evidence on behalf of the Complaint Committee to support the Charge, the arguments to support the allegations that the By-laws have been breached, and any submissions on the sanctions to be imposed.
- (e) The Respondent may appear before the Tribunal in person or may appoint any person to act on his, her or its behalf.
- (f) The Complaint Committee and the Respondent shall be entitled to present oral and written evidence at the Hearing. All evidence shall be provided under oath.
- (g) A transcript of the oral evidence shall be taken unless the Respondent and the Complaint Committee otherwise agree.



- (h) The Complaint Committee shall present its evidence first, and the Respondent shall have the right to examine the witnesses who give evidence on behalf of the Complaint Committee. The Complaint Committee shall have the right to examine the witnesses who give evidence on behalf of the Respondent. The right of either party to re-examine any witness shall be at the discretion of the Tribunal.
- (i) The Tribunal may admit as evidence at the Hearing, whether given or proven under oath or affirmation or admissible as evidence in a court of law, any oral testimony and any document or other thing relevant to the subject matter of the proceeding and may act on such evidence. Nothing is admissible in evidence at the Hearing that would be inadmissible in a court of law by reason of privilege under the law of evidence.
- (j) The Tribunal shall decide on all questions pertaining to the conduct of the Hearing and any other matter that may have to be decided in the course of the Hearing.
- (k) The Tribunal Chairman shall have power to ensure that the Hearing is conducted in an orderly and proper fashion and shall have the power to exclude any person who fails to behave appropriately.

### **13.10 The Decision**

- (a) The Tribunal may deliver its decision at the conclusion of the Hearing, or it may reserve its decision for not more than sixty (60) days.
- (b) The Tribunal may dismiss the Charge, find the Charge proved, or find the Charge not proved, but a lesser charge proved.
- (c) If the Tribunal finds the Charge (or another lesser charge) proved, it shall request the Complaint Committee and the Respondent to make oral and written submissions in respect to the sanctions to be imposed. Upon consideration of such submissions, the Tribunal may decline to impose any sanctions or may impose, separately or in combination, sanctions against the Respondent.
- (d) The sanctions to be imposed against a Respondent who is a member include:
  - (i) an order that the Respondent's membership in the Association be revoked;

- (ii) an order that the Respondent's membership in the Association and the right to use any designation indicating membership in the Association be suspended on such terms and conditions and for such period as the Tribunal may specify;
  - (iii) an order that the Respondent practise only under the supervision of a designated Member who agrees to act as supervisor for such period and under such terms as the Association may specify;
  - (iv) an order that the Respondent take steps to improve his or her professional competence, which order may either specify the actions to be taken by the Respondent or provide that the actions taken by the Respondent shall be such as satisfy the Registrar or such other person as the Tribunal may designate;
  - (v) an order that the Respondent keep such records of his or her practice as the Tribunal considers desirable to be kept;
  - (vi) an order that the Respondent pay a fine to the Association;
  - (vii) an order that the Respondent pay costs to the Association;
  - (viii) an order that reimbursement be made to the Complainant in such amount as the Tribunal may determine; or
  - (ix) a reprimand.
- (e) The sanctions to be imposed against a Respondent which is a Chapter include:
- (i) an order that the Chapter be disbanded;
  - (ii) an order that the Chapter be suspended on such terms and conditions and for such period as the Tribunal may specify;
  - (iii) an order that the Respondent keep such records as the Tribunal considers desirable to be kept;
  - (iv) an order that the Respondent pay a fine to the Association;
  - (v) an order that the Respondent pay costs to the Association;

- (vi) an order that reimbursement be made to the Complainant in such amount as the Tribunal may determine; or
  - (vii) a reprimand.
- (f) The Tribunal shall be entitled to provide for additional sanctions which shall take effect if the Respondent shall not abide in full or in part with any or all of any sanctions imposed by the Tribunal.
- (g) The Association shall publish a summary of the issues reviewed by the Tribunal and the sanctions imposed in the newsletter of the Association or in such other publication as shall be appropriate for the giving of notice to the Members of matters considered by the Tribunal and its decision. Subject to the provisions of paragraphs 13.10(h) and (i), such publication:
  - (i) shall be made on an anonymous basis such that neither the Respondent nor the Complainant is specifically identified;
  - (ii) shall not make any reference as to the location of the Respondent's practice or employment (in the case of a Respondent who is a Member); and
  - (iii) shall be made at the conclusion of the appeal period referred to in section 13.11 or following the disposition of any appeal by the Respondent.
- (h) Notwithstanding the provisions of paragraph 13.10(g), the Tribunal may, at its discretion, order that the publication be made on a named basis, be expanded to include such non-Association publications as it deems necessary or be dispensed with entirely.
- (i) Notwithstanding the provisions of paragraph 13.10(g), if the sanctions include the revocation of the Member's membership and the Member's membership is revoked, the name of the Member and location of employment may be disclosed in such publication or publications as provided for in paragraph 13.10(g).
- (j) The decision of the Tribunal and the sanctions imposed, if any, the Complaint, the Charge and all relevant material, information, reports and other facts collected in respect of the complaint and the Hearing shall be filed in the Respondent's file maintained by the Association; provided however that only such material, information, reports, facts, the Complaint, the Charge and the decision of the

Tribunal and the sanctions imposed as shall be ordered by the Tribunal to be available for disclosure to the public shall be available to the public.

- (k) If the sanctions imposed by the Tribunal include an order for the revocation of the Member's membership in the Association, the Tribunal Chairman shall notify the Registrar of such order upon notification of the sanctions to the Respondent.

### **13.11 The Right of Appeal**

- (a) The Respondent (but not the Complaint Committee) shall be entitled to appeal all or any portion of the decision of the Tribunal by delivery of notice of such appeal (a "Notice of Appeal") to the CEO within ten (10) days of the notification of the decision of the Tribunal.
- (b) The Board shall constitute the "Appeal Board" and shall have the powers necessary to perform the functions imposed upon it by Article 13.
- (c) No Director may serve on the Appeal Board who would be disqualified by reason of paragraph 13.7(g) or otherwise has had prior involvement with the Tribunal as a Tribunal Chairman or Tribunal Member, an investigator or as a witness at the proceedings before the Tribunal.
- (d) All submissions to the Board shall be in writing. No oral submissions shall be heard. No new evidence may be introduced by either the Respondent or the Committee. No person other than the Respondent and the Committee shall be entitled to make submissions to the Board.
- (e) The Board shall be provided with a copy of the transcripts of the proceedings before the Tribunal, if available, the exhibits presented and the decision of the Tribunal.
- (f) The Respondent shall provide three (3) copies of his/her/their written submission to the Board within thirty (30) days of the Notice of Appeal. If written submissions are not received within the 30-day period, the appeal shall be dismissed.
- (g) Upon receipt of the submissions from the Respondent, the Board shall forward a copy to the Committee which shall have thirty (30)

days from the date of receipt of the Respondent's submissions to provide three (3) copies of its written submissions to the Board. The Committee may elect to not file submissions.

- (h) Upon receipt of the submissions from the Committee (if any), the Board shall forward a copy to the Respondent who shall have ten (10) days from the date of receipt of the Committee's submissions to provide his/her/its written rebuttal to the submissions of the Committee. Such rebuttal shall not contain new arguments or submissions.
- (i) Upon receipt of the rebuttal of the Respondent, if any, or the expiry of the time allowed for such rebuttal, the Board shall meet to consider the written submissions and rebuttal and other documents. Such meeting may be by conference telephone.
- (j) Upon review of the submissions and rebuttal, the Board shall be entitled to dismiss the Charge and rescind the sanctions imposed by the Tribunal, find the Charge in whole or in part proved, or find all or part of the Charge not proved, but a lesser charge proved.
- (k) If the Board finds the Charge (or another lesser charge) proved, it shall be entitled (but not obligated) to review the sanctions imposed by the Tribunal and shall be entitled to ratify the sanctions imposed by the Tribunal, reduce or otherwise amend the sanctions imposed by the Tribunal or may impose, separately or in combination, additional sanctions. The Board shall be entitled to order that any fine or costs payable to the Association be awarded or increased to account for costs of the appeal.

### **13.12 Failure to Abide by Sanctions**

If the Committee has reason to believe that a Respondent has not abided with sanctions agreed upon with the Committee, or imposed by a Tribunal or Appeal Board, the Committee shall be entitled to call upon the Board to determine if the Respondent has not abided in full or in part with any or all of any sanctions agreed upon in an agreement between the Respondent and the Committee. The Board shall conduct such hearing in accordance with the procedures set forth in subsection 13.11.

## **ARTICLE 14 - NOTICES**

### **14.1 Notice**

Any notice, designation, communication, demand, or other document (a “notice”) required or permitted to be given to any Member or any other person under the By-laws shall be in writing and shall be sufficiently given or sent if:

(a) it is delivered personally, by prepaid overnight courier, or by post to such Member or such other person at the last known address set forth in the membership rolls or to such other address as such Member or other person has communicated to the Registrar by written notice, or

(b) it is delivered by fax transmission or email transmission to such Member or other person to the last known fax number or email address set forth in the membership rolls, with a copy by regular mail to such Member or other such person at the last known address set forth in the membership rolls or to such other fax number, email address or address as such Member or other person has communicated to the Registrar by written notice.

### **14.2 Notice Deemed Received**

Any notice delivered personally shall be deemed to have been given and received at the time such notice is so personally delivered. Any notice delivered by courier shall be deemed received on the second (2<sup>nd</sup>) business day following the Business Day that such notice was delivered to the courier. Any notice delivered by post shall be deemed received on the fifth (5<sup>th</sup>) Business Day following the Business Day on which such notice is deposited in the post office or public letter box in a prepaid sealed wrapper addressed to the recipient. Any notice transmitted by fax or by email shall be deemed received at the time such notice is so transmitted by fax or email.

### **14.3 Declaration of Secretary**

In absence of evidence to the contrary, the declaration of the Secretary that notice has been given of any meeting shall be sufficient evidence of the giving of such notice.

#### **14.4 Accidental Error**

No accidental error or omission in giving notice of any meeting to the Board of Directors or any annual or Special Meetings of Members, or any such adjourned meeting, shall invalidate such meeting, or void any proceedings taken thereat; and any person may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **14.5 Signatures to Notices**

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

#### **14.6 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

#### **14.7 Proof of Service**

A certificate of the Chair of the Board (if any), the President, the President Elect, the Registrar, the Vice-President, the Secretary or the Treasurer or any other officer of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, director, officer or auditor of the Association, as the case may be.

### **ARTICLE 15 - INDEMNITIES**

#### **15.1 Indemnity**

Every past and present director and officer of the Association and other person who has undertaken or is about to undertake any liability on behalf of the Association, and their heirs, executors and administrators, and estate and effects, respectively, shall always from time to time and be indemnified and saved harmless out of the funds of the Association, from and against,

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding that is brought, commenced or prosecuted against him/her or to which they are otherwise made a party, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of their office or in respect of any such liability, including any amount paid to settle an action or satisfy a judgment or fine paid; and
- (b) all other costs, charges and expenses that they sustain or incur in relation to the affairs thereof, provided he/she acted honestly and in good faith with a view to the best interests of the Association and in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that their conduct was lawful.

## **15.2 Special Indemnity Authorized by Board**

The Board may from time to time cause the Association to give indemnities to any director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and to secure such director, officer or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Association by way of security and any action from time to time taken by the Board under this section 15.2 shall not require approval or confirmation by the Members.

## **15.3 Limited Liability**

No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer of the Association or of any employee or agent of the Association or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage



or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless such director or officer fails to meet their fiduciary duty being to act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as have been submitted to and authorized or approved by the Board.

## **ARTICLE 16 - GENERAL**

### **16.1 Effective date of By-laws**

These By-laws and any amendments thereto shall take effect immediately upon their adoption by the Government Members present and voting at the meeting at which the By-laws or amendments thereto are being considered.

### **16.2 Power of Board**

The Board may pass By-laws, not contrary to ONCA or the Letters Patent, to regulate the affairs of the Association. Such By-laws and any repeal, amendment or re-enactment thereof shall take effect immediately upon the passing thereof, except any By-law in respect of matters requiring approval by Special Resolution of the Members pursuant to section 103(1) of ONCA, but shall remain in effect only until confirmed at the next annual meeting of the Members, but no act done or right acquired under any such By-law is prejudicially affected should the By-law be rejected, amended or otherwise dealt with.

### **16.3 If By-law Not Confirmed**

Should a By-law not be confirmed, no new By-law of the same or like substance has any effect until confirmed at a general meeting of the Members.

#### **16.4 Notice**

Notice of the passing of a By-law, amendment or repeal shall be published in the Association's official publication and shall be made available prior to the next annual meeting of the Members, to those in attendance.

#### **16.5 Amendment of By-laws**

Pursuant to section 17 of ONCA, the by-laws of the Association or any of them may be repealed, amended, or re-enacted by by-law passed by the Board and sanctioned by at least two-thirds of the votes cast at a special general meeting of the Members duly called for considering the by-law.

#### **16.6 Repeal of By-laws**

Upon this By-law coming into force, the previous By-law of the Association, last revised September 29, 2020, is repealed. However, such repeal shall not affect the previous operation of such By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such By-laws prior to such repeal. All officers and persons acting under such repealed By-laws shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members or directors with continuing effect passed under such repealed By-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this By-law, the Act or ONCA, as applicable.

Witness the seal of the Association as of this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

seal

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary