

Registered Immigration Consultants Association of Canada

By-Law One

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Article 1 - Definitions

1. In this By-Law:

- (a) ‘Association’ means the Registered Immigration Consultants Association of Canada
- (b) ‘Board’ means the board of Directors of the Association;
- (c) ‘Expulsion’ means permanent removal from membership;
- (d) ‘Indefinite suspension’ means removal from membership until condition(s) as specified is/are met;
- (e) ‘Independent reviewer’ means a person appointed to review a complaint that has been closed by the discipline committee;
- (f) ‘Member’ means a person who has been accepted into membership and so registered as provided in this By-Law;
- (g) ‘Public representative’ means a person who is neither a member nor a non-member Director;
- (h) ‘Register’ means the membership database maintained on paper or electronic digital storage media;
- (i) ‘Registrar’ means the registrar of the Association as appointed by the board from time to time;
- (j) ‘Special general meeting’ means a meeting of the members of the Association convened for the purpose or purposes stated in the notice of such meeting;
- (k) ‘Suspension’ means removal of rights and privileges from a member for the period specified;

Article 2 - Head Office and Seal

- 1. The head office of the Association shall be in Toronto.
- 2. The seal of the Association shall contain the words ‘The Registered Immigration Consultants Association of Canada’ and shall be in the form shown on the impression in the margin hereof; and shall be affixed to official documents as authorized by the board from time to time.

Article 3 - Members

Membership Categories

1. The membership of the Association shall consist of one registered class. Such members may be divided into four categories as follows:

(1) *Regular Membership* may be granted to persons who have applied for and been accepted for membership in the Association and are normally gainfully employed.

(2) *Parental Leave Status Membership* may be granted to members who are taking a temporary leave of absence from employment for the purpose of raising a family and who have made written application to the registrar for transfer to this category. The duration of the leave(s) must be a minimum of 12 months, but will not be granted for more than five years. Leave(s) may be taken consecutively or split in any combination of full years to the five year maximum during a person's membership in the Association.

(3) *Life Membership*, subject to any policy established by the board of Directors, may be granted by majority vote of members present in person or by proxy at any annual general meeting of the Association to members who are commended for extraordinary service to the Association.

(4) *Suspended Membership* includes a person whose rights and privileges of membership are suspended.

2. Membership shall be terminated by death, resignation, expulsion or expiration of a period of suspension where the terms and conditions imposed by the suspension have not been met.

Application for Regular Membership

3. To be eligible for admission to regular membership, a person shall:

(a) be of good character;

(b) be not less than 18 years of age;

(c) be a Canadian citizen or resident;

(d) have no conviction of criminal records;

(e) have a university degree; and

(f) have graduated from an immigration study program approved by the Association.

Notwithstanding 3(e) and (f), the two requirements may be exempted for those consultants who apply in 2005 with the evidence that can prove that they had represented clients in the previous five years (e.i. grandfathering).

4. Applications for admission to regular membership shall be made on the prescribed form and filed with the registrar at the head office of the Association.

5. The registrar shall review the information filed and shall:

(a) make any further inquiry of the applicant or seek any additional documentation as necessary to enable a proper and complete assessment of the application;

(b) conduct or appoint any person to conduct an investigation as necessary;

(c) where satisfied that the applicant has met all eligibility requirements for admission, refer the application and supporting materials to the admissions standards committee with a recommendation of eligibility for membership;

(d) where not satisfied that the applicant has met all eligibility requirements for admission, refer the application and supporting materials to the admissions standards committee with a recommendation of ineligibility for membership.

6. (1) An admissions standards committee shall be established and shall be comprised of one Director appointed by the president to serve as chair, one or more members of the Association.

(2) The committee shall:

(a) review all applications sent by the registrar and approve those where it is satisfied that the applicant has met all eligibility requirements for admission;

(b) review any applications where the registrar has recommended that the person is ineligible for membership and conduct all further inquiries into the matter it determines necessary, and may appoint an investigator to conduct such investigation as it deems appropriate; and

(i) approve the application, or

(ii) reject the application and inform the applicant of its decision; and

(c) notify the board of all approved applications.

(3) The person making an application may appeal a decision of the admissions standards committee to the appeal tribunal established under the provisions of the By-Law for this purpose.

(4) An investigator appointed under this Article has the powers of an investigator appointed.

Approval of Membership Applications

7. Notice of board meetings at which applicants for regular membership are to be considered shall contain the name and address of each applicant. The name and address of each applicant admitted to membership shall be included in the minutes of the meeting. All new members shall be issued a certificate of membership by the Association and shall hold the certificate only so long as they remain a registered member.

8. Applicants whose applications are approved by the board, and who have made payment of dues and fees as required, shall forthwith be regular members of the Association.

Resignation

9. Any member may tender a written resignation to the board, but it shall not take effect until all arrears of fees, special assessments and other indebtedness to the Association have been fully paid and all outstanding disciplinary complaints against the member have been completed.

10. Members whose resignations are received by the secretary within 30 days subsequent to the commencement of a fiscal year shall not be liable for the annual dues for that fiscal year.

Suspension

11. (a) Any member who is in default of annual dues, special assessment or payment of errors and omissions insurance premiums or any portion thereof, three months after they become due and payable may, after 2 sending of notice, be suspended from membership by the board and their name published in public newspapers through a press release; in the Association's newsletter; on the Association Web site, and through other media deemed appropriate under the circumstances.

(b) Any member who is in default of the Association's mandatory continuing professional development requirements for any three-year cycle, three months after the deadline for reporting

continuing professional development credits may, after sending of notice, be suspended from membership by the board and their name published in public newspapers through a press release; in the Association's newsletter; on the Association Web site; and through other media deemed appropriate under the circumstances.

(c) In the event a member is in default of annual dues or special assessment or any portion thereof, for two consecutive years, the member shall be automatically suspended from membership.

(d) Any member who is in default of the payment of professional liability insurance program premiums, or any portion thereof, and does not produce a certificate of insurance within 30 days of the demand by the registrar for the certificate, shall be automatically suspended. Suspensions pursuant to this provision shall be reported to the board.

(e) Any member suspended pursuant to this Article shall be classified as a suspended member for a period of 12 months from the date of suspension. Absent compliance with the terms of the suspension within the 12 month period, the membership is terminated.

Reinstatement

12. (a) Any person whose membership in the Association has been suspended, or whose resignation has been accepted, may apply in writing to the board for reinstatement of membership.

(b) Any person whose membership in the Association has been suspended by reason of his or her default in complying with the Association's mandatory continuing professional development requirements may only be reinstated after he or she has fully complied with those requirements.

(c) Any member who holds retired status and requests to be reinstated as a regular member is required to pay the current year's annual dues and fulfill the mandatory continuing professional education program from the date of active status.

13. The board shall have the power to refuse or grant reinstatement and to prescribe the conditions upon which the reinstatement may be granted. Such conditions may include the payment of all arrears of annual or other fees, and such other conditions as the board may deem fit.

Article 4 – Member Meetings

Annual General or Special General Meeting

1. The annual general meeting shall be held at such place within Canada at such time in each calendar year as the board may from time to time determine.

2. Any matter pertaining to merger, amalgamation or admission of the membership of another body must be approved at an annual general meeting or special general meeting of the Association called for that purpose and any resulting agreement in order to be binding must receive the approval of a two-thirds majority of those members voting in a mail ballot conducted for that purpose.

3. The president or the board (a) May call a special general meeting whenever either deems it necessary; (b) Shall call a special general meeting whenever requested in writing to do so by at least 20 per cent of the members and shall do so within 60 days of the receipt of such written request.

Notice

4. The notice of the time and place of holding the annual general meeting or any special general meeting shall be mailed to each member by ordinary mail to the member's last known address, not

less than 15 days, excluding both the day of mailing and the day of the meeting, before the date of such meeting.

5. Failure to receive such notice, for any reason whatsoever, shall not invalidate the said notice and it shall not be necessary to give public notice or advertisement of the said meeting.

6. Where the said meeting is a special general meeting the said notice shall state the specific business to be transacted thereat and no further business shall be transacted.

Quorum

7. Fifteen members personally present or represented by proxy shall constitute a quorum at the annual or any special general meeting. If a quorum is not present within one hour after the time appointed for the meeting, a new meeting shall be called.

Auditors

8. One or more auditors shall be elected annually at the annual general meeting of the Association. The auditor partner of the firm appointed should be rotated every five years at a minimum.

9. Any member other than a Director or employee of the Association shall be eligible for election or appointment as auditor.

10. In the event of the resignation or death of an auditor, or of an auditor becoming disqualified, or of an auditor becoming in the opinion of the board incapable of performing the duties of auditor, the board may fill the vacancy by appointment until the next annual general meeting or special general meeting.

Order of Procedure

11. The order of procedure at the annual general meetings of the Association shall be as follows:

- (a) Reading, correcting and adopting minutes.
- (b) Reading and considering correspondence.
- (c) Reading and considering reports of committees.
- (d) Amendments or additions to By-Laws.
- (e) Election of auditors.
- (f) General business.

Voting

12. Every member shall be entitled to attend all annual and special general meetings and all members, including the chair of the meeting, shall be entitled to vote on all questions brought before the meeting.

13. All members may be represented at annual and special general meetings of the Association by another member acting as their proxy, provided that such proxy is in writing and on the form provided by the secretary or a facsimile thereof and further provided:

(a) That no proxy shall be signed in blank and any proxy shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.

(b) That proxies or notices of proxies held must be filed with the secretary three days before the meeting takes place excluding the day of filing and the day of the meeting.

14. Except as otherwise provided in this By-Law, questions at meetings of members shall be decided by a majority of members present either in person or by proxy, and in the case of a tie vote the chair of the meeting shall be entitled to cast a second or deciding vote.

Article 5 - Board of Directors

1. The affairs of the Association shall be managed by a board of a minimum of 7 and maximum of 15 elected Directors plus the immediate past president, each of whom shall be a member of the Association, except for the first directors who may hold their office until the first election on February 1, 2007.

2. (a) A member may not serve on the board for a consecutive period exceeding the greater of (i) three terms and (ii) nine years.

(b) A member who has served as specified in paragraph 2(a) of this article shall be eligible for re-election to the board following a hiatus of five years.

3. When a vacancy occurs on the board, the board shall appoint another member to fill the vacancy until the next election of Directors not later than the second meeting after the vacancy arises.

Election of Directors

4. An election of directors shall be held every three years.

5. In the event of failure to hold an election at the time specified below, the Directors shall continue to exercise the authority vested in them until such time as their successors shall be regularly elected.

6. The procedure for conducting the election of Directors, under the direction of the board through the office of the executive director, is as follows:

(a) The date of eligibility for nomination and voting shall be 85 days prior to February 1.

(b) The executive director shall send to each member by ordinary mail not later than 75 days prior to February 1, a request for nominations, and a statement of vacancies on the board.

(c) Nominations shall be effected by completing the form supplied and returning it to the executive director not later than 55 days prior to February 1. It shall show the name of the member nominated and be signed by the nominee to indicate acceptance and by two members as proposers.

(d) The Directors shall be elected by means of a mail ballot as hereinafter provided.

(e) The executive director shall, not later than 35 days prior to February 1: (i) Determine the number of eligible voters as listed in the Membership Roster; (ii) Allocate a block of numbers equal to or greater than the number of eligible voters and record the first and last numbers of such block; (iii) Provide ballots, equal in number to the eligible voters, to each of which shall be assigned a separate number selected from the allocated block, and which shall contain the names of all members who have been nominated for election to the board.

(f) The executive director shall, not later than 24 days prior to February 1, send by ordinary mail to each member determined to be an eligible voter:

(i) A randomly selected ballot;

(ii) A stamped ballot envelope, marked on the outside "Official Ballot" and addressed to the executive director;

(iii) Such instructions and extracts from this By-Law that may be deemed necessary for the guidance of voters, provided that such instructions shall include the statement that the ballot envelope, and no other, shall be used for the purpose of returning the ballot to the executive director.

(g) The president shall, not later than 12 days prior to the last Friday in January, appoint three or more scrutineers. Only a member whose name appears in the Member Roster and who is not a Director or a nominee for election as a Director shall be eligible for appointment as a scrutineer.

(h) Each voter shall, after duly marking the ballot, enclose the ballot in the ballot envelope, seal the ballot envelope, and forward it by post or deliver it in person to the executive director so that it shall be in the possession of the executive director not later than 4:30 p.m. of the last Friday in January, and after that hour no further ballots shall be received.

(i) The executive director shall deliver, unopened, all ballots returned by the date specified in section 6(i) and any unused ballots to the scrutineers at the time fixed for count, together with the recorded first and last numbers of the allocated block of numbers as aforementioned.

(j) The scrutineers shall, on a day and time to be fixed by the president:

(i) Account for all the ballots produced, noting those that remain unused and those distributed to eligible voters, thus establishing a list of numbered ballots valid for the election;

(ii) Declare void and destroy, with its contents, any returned envelope substituted in place of the official ballot envelope;

(iii) Open the returned ballot envelopes and place the ballots in numerical order;

(iv) Declare void, and not record in the count of votes for the election of Directors, any ballot the number of which falls outside the list of numbered ballots valid for the election, or any ballots that bear duplicated numbers, or any ballot that shows votes for more candidates than are required to fill the available vacancies or any ballot on which the name of any candidate has been repeated;

(v) Record the vote and report the result thereof to the executive director.

7. In the event of a tie vote for the last available vacancy, the president shall cast a deciding vote.

8. The executive director shall report to each member which candidates were elected as Directors. Such reporting will be by ordinary mail and list the successful candidates in alphabetical order, without the ballot counts or ranking.

9. Each elected Director, before assuming office, must complete a declaration of office.

Meetings of the Board of Directors

10. The president shall call a meeting of the board:

(a) When the president deems it necessary.

(b) When presented with a written request signed by three Directors that a meeting be held, and the date of such meeting shall be not later than two weeks after the receipt by the president of the written request.

11. The board may meet at any place within Canada.

12. Notice of the time and place of holding any meeting of the board shall be mailed by ordinary mail, not less than five days, excluding both the day of mailing and the day of the meeting, before the date of such meeting to each member of the board, provided, however, that where all members of the board are present and waive notice a meeting may be held without notice.

13. A simple majority of the members of the board shall constitute a quorum for the transaction of business.

14. A copy of the minutes of each meeting of the board shall be mailed by the secretary to each member of the board within 30 days after such meeting.

15. Questions at meetings of the board shall be decided by a majority of the members of the board present, and in the case of a tie vote, the chair shall be entitled to a second or deciding vote.

Removal of Directors

16. Directors may vacate their office by submitting their resignation in writing to the board and such resignation shall be effective at the next meeting of the board.

17. Directors shall automatically cease to hold such office when:

- (a) they cease to be a member of the Association; or
- (b) they fail to attend three consecutive meetings of the board without giving in writing good and valid reasons acceptable to the board; or
- (c) they are certified to be not competent to manage their own estate under the *Mental Health Act*; or
- (d) they become bankrupt.

18. When a Director resigns or ceases to hold office the board shall at the next meeting of the board declare the seat vacant and proceed to fill the vacancy in accordance with this Article.

19. The members, at any annual general meeting or at any special general meeting called for the purpose, by resolution may remove any Director provided that such resolution is passed by a vote of not less than three quarters of the members present at the said meeting either personally or by proxy.

Article 6 - Officers

1. The officers of the Association shall be a president, two vice-presidents, a secretary and a treasurer.

2. Within 30 days of the mailing of the election result to the members as aforesaid, the board shall meet and elect from among their number a president, two vice-presidents for the term. At the same board meeting a secretary and a treasurer, who need not be a member of the board, shall be appointed by the board.

Duties of Officers

3. The president shall preside at all annual general meetings and special general meetings of the association and meetings of the board, and shall call meetings of the members and of the board when the president deems necessary and when called upon in proper manner to do so.

4. In the absence of the president, a vice president shall preside.
5. In the absence of the president and vice-president from a duly called meeting of the board, the secretary shall call the meeting to order and conduct the election of a chair who shall preside over that meeting.
6. In the absence of the secretary from a duly called meeting of the board, the board shall appoint some other member or some other person to act as secretary for that meeting.
7. The secretary shall have charge of all minutes, records, and correspondence of the Association, shall report such facts regarding the same as may be required, and perform the duties pertaining to such office. The secretary shall turn over to the successor, or to whomsoever the board may appoint, the seal, books, records, papers, writings and all other property belonging to the Association. The secretary also shall act as secretary of the board and shall issue notices as required.
8. The treasurer shall be responsible for the collection and receipt of all monies due to the Association and the acknowledgement of receipt. The treasurer shall deposit all such monies in an account or accounts in the name of the Association in a chartered bank or trust company in Canada as designated by the board and make disbursement from such, account or accounts at the direction of the board. The treasurer shall also, at each meeting of the board, present an interim financial statement on the affairs of the Association. At the annual general meeting the treasurer shall render statements, with the auditors' report thereon, showing the revenue and expenditures during the fiscal year and the financial position as at the close of the fiscal year. The treasurer shall report at least once a year to the board any member in arrears, and shall keep all books and accounts at any time open to inspection by the board and by the auditor.
9. The board may delegate such duties as it determines unless expressly prohibited by law or by this By-Law.

Article 7 - Indemnification of Directors, Officers and Committee Members

1. Every Director, officer or committee member of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
 - (a) all costs, charges and expenses whatsoever that such Directors, officers, committee members or other persons sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of duties of their offices or in respect of any such liability;
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own malice, wilful neglect or default.

Article 8 - Committees

1. The board may appoint or elect committees, but shall elect an executive committee in accordance with this Article.
2. The board may delegate to committees such powers and duties as the board may determine unless expressly prohibited by law or by this By-Law.
3. The president shall be a member of all committees.
4. Actions of committees, beyond the powers delegated to them as described in Paragraph 2 of this Article, shall not be binding on the board unless and until approved by the board.
5. The executive director shall be a non-voting member of all committees.
6. Except as otherwise provided in this By-Law, the president shall appoint committee chairpersons.
7. Meetings of each committee shall be subject to the call, oral or written, of the chair.
8. One half of the members of a committee, excluding those appointed under Paragraphs 3 and 5 of this Article, shall constitute a quorum of all meetings of committees.
9. At meetings of committees questions shall be decided by a majority vote of committee members present, and in the case of a tie vote the chair of the meeting shall be entitled to cast a second or deciding vote.
10. The chair of each committee shall cause to have written the minutes of each meeting of the committee, not later than 30 days after each meeting and shall forthwith forward to the secretary of the Association a copy of such minutes.

Article 9 - Subsidiary Bodies

1. The board may authorize the formation of chapters and groups in geographical areas not within the jurisdiction of affiliated organizations of the Association.
2. Such chapters and groups will exist at the pleasure of the board. Their rights and responsibilities shall be as defined from time to time by the board. Such chapters and groups may not seek incorporation or charter as independent units of the Association.
3. The operation of a chapter or group shall be directed by a board of directors not less than three in number, elected by the members in that chapter or group.
4. Directors shall be responsible for operating the chapter or group in accordance with guidelines laid down by the board of Directors.
5. Each chapter or group shall hold a meeting of its members at least once a year and submit a financial statement and report on its activities to the board of Directors.

6. Upon declaration by the board of Directors that any chapter or group is no longer operative, the rights and responsibilities of the chapter or group shall cease to exist and its net assets shall be transferred to the Association.

Article 10 – Maintenance of Professional Standards, Competence and Conduct

Compliance by Members

1. All members of the Association are required to comply with the *Rules of Professional Conduct* of the Association.

2. In order to maintain the standards of the Association, the following entities shall be established:

(a) A discipline committee to receive and investigate complaints concerning any member.

The discipline committee shall be chaired by one Director appointed by the president. The committee members shall be appointed by the discipline committee chair.

(b) A professional standards and competence committee to receive and investigate matters relating to issues of professional competence. The professional standards and competence committee shall be chaired by one Director appointed by the president. The president shall appoint members of the Association.

(c) An appeal tribunal to hear appeals. The appeal tribunal shall be appointed by the president. In each case a tribunal panel shall be comprised of two members of the Association and either one non-member Director or one public representative.

3. The Association shall establish requirements to be met by each member with respect to mandatory professional development. The failure to meet these requirements shall be subject to sanctions as provided by this By-Law.

Procedures

4. On receipt of a complaint, the discipline committee chair or vice-chair shall assign the complaint to a person or persons to review and make such reasonable inquiries as necessary in order to determine its merits and to report the results of the inquiry to the discipline committee.

5. The discipline committee shall, after receiving a complaint, and after inviting submissions in writing from the complainant, where applicable, and the person under investigation, and after providing the complainant's information to the person under investigation and the information from the person under investigation to the complainant, as appropriate:

(a) identify the complaint as an apparent infraction of the *Rules of Professional Conduct*;

(b) hear the matter and reach a decision, including a resolution of the complaint and possible disciplinary action.

6. (1) In cases where the discipline committee determines that there is no infraction of the *Rules of Professional Conduct*, advise the complainant by registered mail and the person under investigation that the matter has been reviewed and closed.

(2)(a) On determining that a complaint is to be closed without pursuing a resolution, the discipline committee may provide guidance and advice to a member. The guidance and advice shall not be constituted as disciplinary in nature.

(b) If the discipline committee determines that a complaint is to be closed without pursuing a resolution, the committee shall advise the complainant and the person under investigation of its decision by registered mail.

(3) Where the complainant is dissatisfied with the decision of the discipline committee to close a complaint without resolution, the complainant may:

(a) make a written request for a review, sent by registered mail to the discipline committee, within 30 days of the date of the discipline committee's notice to the complainant that the complaint has been closed;

and

(b) outline the specific issues that the complainant seeks to have reviewed.

(4) Upon receipt of a written request for a review of the discipline committee's decision to close a complaint, the committee shall forward the request to the president.

(5) (a) Upon receipt of such a request by a complainant, the president shall appoint an independent reviewer to perform an independent review of the closed complaint.

(b) The independent reviewer shall: (i) consider any written application, including the material before the discipline committee, made by a complainant that has been sent within the stipulated limitation period;

(ii) obtain such technical or other assistance as necessary to properly fulfill his or her responsibilities;

(iii) refer the complaint to the discipline committee for reconsideration, where the reviewer determines that the discipline committee was not in receipt of all information and documents that are now available to the independent reviewer and where the documents and information were not in the possession of the complainant and could not reasonably have been in the possession of the complainant prior to the disposition of the complaint by the discipline committee, where the independent reviewer suspects a lack of independence on the part of any member of the discipline committee who participated in the decision to close the complaint, or any other reason that is appropriate in the circumstances, and, in that event, advise the complainant and the person under investigation of the reasons for doing so;

(iv) in the event that the independent reviewer does not refer the complaint to the discipline committee for reconsideration, the reviewer shall advise the complainant and the person under investigation of that decision, and shall provide reasons for that decision;

(v) receive the written reasons of the discipline committee after its reconsideration of the complaint.

(c) The discipline committee shall:

(i) receive any referral from the independent reviewer and give consideration to all information; and

(ii) make a decision and provide written reasons for the committee's decision to the independent reviewer, the complainant and the person under investigation.

Appointment of an Investigator

7. (1) In order to assist it in determining whether there may have been professional misconduct, the discipline committee may appoint an investigator to investigate any matter and to report the results to the committee.

(2) An investigator may:

(a) investigate any other conduct that comes to the attention of the investigator in the course of the investigation, whether or not connected with the matter referred to in the complaint or information;

- (b) require the person under investigation to provide information and answers to questions that relate to all matters under investigation;
 - (c) upon reasonable notice, enter the business premises of the person under investigation during reasonable business hours or at such other time as may be agreed to by the person under investigation;
 - (d) require the production of and examine any documents, files, records, storage devices or receptacles or other information that relates to matters under investigation;
 - (e) make copies of, or remove, for making copies, any item referred to in the preceding paragraph; where the item is removed a receipt shall be given;
 - (f) return the items borrowed for purposes of copying with reasonable dispatch, giving recognition to the volume and complexity associated with the copying.
- (3) The investigator shall complete the investigation within a reasonable time for the scope and circumstances of the investigation and shall prepare and submit a report to the discipline committee at the completion of the investigation.

The Decision of the Discipline Committee

8. The decision of the discipline committee, as mentioned in 5(b), shall be in writing and shall contain or be accompanied by the reasons for the decision, in which are set out the findings of fact and the conclusions drawn therefrom. The decision and reasons therefore shall be made within such reasonable time as shall be stipulated by the committee at the conclusion of the investigation. A copy of such decision and reasons therefore shall be sent by registered mail to the secretary of the Association, the complainant, and to the person under investigation, together with a notice of each party's right to appeal the decision to the appeal tribunal.

9. (1) If a decision of the discipline committee is one of disciplinary action, such action may take the form of one or more of the following:

- (a) reprimand;
- (b) a requirement to complete professional development courses;
- (c) suspension for a specified period;
- (d) indefinite suspension, specifying conditions for reinstatement;
- (e) expulsion;
- (f) an order to compensate the aggrieved party;
- (g) assessment of a fine and/or costs;
- (h) ancillary orders as may be appropriate or requisite.

(2) Any member suspended pursuant to section (c) or (d) above shall be classified as a suspended member for such period of time stipulated by the committee and may be subject to terms and conditions imposed that must be satisfied prior to, or subsequent to, return to membership with all rights and privileges.

(3) Failure to comply with (b), (c), (g), (h), or (i) above shall be cause for expulsion.

10. (1) The Association shall release to the public and to members its decisions and reasons where a member has been ordered suspended; where restrictions have been placed on a member's practice; and where a member has been expelled from membership in the Association.

(2) Notice of expulsion of a member shall be given to the in such other manner as the Association may determine to be appropriate.

Appeals

11. The member who was the subject of the disciplinary action may notify the secretary of the Association in writing within 30 days of the sending of the decision, that she or he wish to appeal the decision to the appeal tribunal.

12. (1) The appeal tribunal shall, after the appeal has been referred to it by the secretary: (a) set a date for hearing of the appeal and give notice thereof to all parties by registered mail to their last known address; (b) conduct a review of the hearing of a tribunal. The appeal shall proceed solely on the basis of the transcript of the evidence led before the tribunal of first instance and the exhibits, and such further evidence as may be admitted in exceptional circumstances; (c) reach a decision; (d) issue an order and provide its decision in writing with reasons for the decision, by registered mail, to the secretary of the Association, and to the appellant and respondent within 30 days of the conclusion of the hearing or within such other reasonable time as shall be stipulated by the tribunal at the conclusion of the hearing.

13. The appeal tribunal may, on finding that a complaint of professional conduct has not been established, provide guidance and advice to members. The guidance and advice shall not be constituted as disciplinary in nature.

14. The appeal tribunal upon an appeal may give any decision that ought to have been pronounced by a tribunal under this By-Law.

15. An appeal from a decision of the appeal tribunal shall be made within 30 days of the date of mailing of its decision and reasons.

16. In the event of an appeal to the courts, implementation of the decision of a tribunal shall be stayed pending final disposition of court proceedings.

Extraordinary Remedies

17. (1) If in the course of its review of matters that come before it, the discipline committee receives evidence that discloses likely immediate and serious harm to the public or a third party, it shall cause the matter to be summarily investigated and on receipt of the investigation report, it shall submit the investigation report to the president.

(2) Where the president, on reviewing the investigation report submitted by the discipline committee, believes that immediate suspension of a member is required in the public interest, the president may impose a temporary suspension on the member effective immediately and for a period of time to be specified. A temporary suspension imposed by the president is subject to confirmation by the board at its next meeting.

(3) At the conclusion of the period of suspension imposed by the president and confirmed by the board, the president, with the subsequent approval of the board, may impose an additional period or periods of suspension where there is a continuing public interest in doing so. The president shall provide the member and the discipline committee with the opportunity to present submissions prior to making a decision as to whether to impose any additional periods of suspension.

(4) Where the president, after receiving the investigation report of the discipline committee, imposes a suspension, the president shall inform the member of the investigation and the decision to impose the suspension by registered mail, and direct the discipline committee to hear the matter.

(5) Where the president is unable to act, a vice-president shall act in the president's place.

Complaints Concerning a Director or Association Staff Who is a Member

18. (1) The president shall receive any complaint or information which suggests that a member of the Association staff or a Director may be in breach of a professional responsibility that may arise from the person's conduct, incapacity or other reason.

(2) The president shall appoint a person who is not a Director or former Director, or a member or former member of the staff of the Association to conduct any review or investigation as necessary and that person shall have all the investigatory power provided under this By-Law.

(3) The results of the investigation or review shall be reported to the president. The president and at least two public representatives shall constitute the discipline committee in the circumstances of such a complaint and shall make its decision with respect to an appropriate course of action for the matter as provided by the procedures pertaining to the discipline committee.

(4) Where the complaint is made against the president, the vice-president shall act in his or her place.

Article 11 - Honours

1. Registered Membership and any policy established by the board of Directors—any person who has rendered significant service to the Association may by a two-thirds majority vote of the members present in person or by proxy at any annual general meeting of the Association, be elected to honorary membership in the Association.

2. The board may, by a two-thirds majority vote of those present at a meeting of the board, appoint or elect a person of prominence or one who has rendered conspicuous service to the Association as honorary president for such period as it may deem fit.

Article 12 - Borrowing By-Law

1. The board of Directors of the corporation are hereby authorized from time to time:

(a) to borrow money upon the credit of the association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by the way of overdraft or otherwise;

(b) to issue or reissue debt obligations of the association;

(c) to pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;

(d) to mortgage, charge, hypothecate, pledge or otherwise create a security interest in all or any property real and personal, immovable and moveable, undertaking and rights of the corporation, owned or subsequently acquired, to secure any debt obligations of the association present or future or any money borrowed or to be borrowed or any other debt or liability of the association present or future;

(e) to give a guarantee on behalf of the corporation to secure the performance of an obligation, of any person present or future.

Article 13 - By-Laws

1. The objects and powers of the Association shall be carried out and exercised under the By-Law Articles and resolutions passed by the board.

2. Every new By-Law or amendments to the existing By-Law shall be effected:
 - (a) By resolution of the board, but such new By-Law or such amendments to existing By-Law shall have effect only until the next general meeting, and in default of confirmation thereat, shall cease to have force.
 - (b) By resolution of the members at an annual general meeting or special general meeting, for which notice of the proposed new By-Law or proposed amendment to existing By-Law has been given, in accordance with Paragraph 5 of this Article.
3. A request for a new By-Law or an amendment to the existing By-Law signed by no fewer than 15 members may be submitted to the secretary. The request shall be in writing and shall state the exact form of the proposed new By-Law or the proposed amendment to the existing By-Law. The secretary, upon receipt of such request shall without undue delay advise the board.
4. A new By-Law or an amendment to the existing By-Law proposed under Paragraph 2(b) of this Article shall not be considered or voted upon until the expiration of at least 30 days after notice to the secretary.
5. A copy of such notice of proposed new By-Law or proposed amendment to existing By-Law shall be sent by the secretary to each member at least 15 days previous to the annual general meeting or special general meeting called for the purpose.
6. The secretary shall hold the By-Laws of the Association open to examination by the public at the head office of the Association during normal office hours.