

## **NEW BY-LAW**

This by-law was proposed by OPPI Council on May 27, 2011, and confirmed by the OPPI membership by way of a mail ballot ending on October 14, 2011.

Please note that this new by-law does not have come into effect yet (see section 4.14). You will also note that the schedules to the by-law are not included here.

When this new by-law does come into effect, schedules and definitions related to operational details of the membership process (e.g., logging work experience) will be removed. Such details will be covered by the CIP Membership Manual, or by OPPI Council-approved policies, separate from the by-law. Similarly, remaining schedules may need minor revisions to ensure that they do not refer to non-existent subcommittees, etc.

Two new schedules are also contemplated, Schedule AA and Schedule Y:

- Schedule AA will set out the definitions and rights and responsibilities of non-corporate membership categories (moved from the by-law), and the right of student members to elect the Student Delegate to OPPI Council (taken from the current Schedule C).
- Schedule Y, similar to Schedule X, will set out an applicant's right to have a membership decision reviewed by OPPI Council.



**Ontario  
Professional  
Planners  
Institute**

**Institut des  
planificateurs  
professionnels  
de l'Ontario**

**Ontario Planners: Vision • Leadership • Great Communities**

# **By-law 1-86**

## **The General By-law of the Ontario Professional Planners Institute**

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Adopted by the founding board of directors 1986 01 24  
Amended and confirmed by the inaugural General Meeting 1986 03 14  
Amended by mail ballot of the membership:  
1986 10 17; 1988 03 16; 1990 08 03; 1993 10 27; 1995 10 26; 1996 08 14;  
1996 10 17; 1997 08 22; 1999 09 24; 2000 10 17; 2002 09 27; 2004 09 17; 2005 09 30; 2006 09 28; 2009 10 01  
Ballot at Annual General Meeting: 1996 10 17 and  
Schedules last attached 2010 02 26  
Confirmed by mail ballot as an amended, consolidated and replacement by-law, 2011/\_\_\_/\_\_\_.

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## 1 Replacement of Previous By-laws

- 1.1 This By-law amends, consolidates and as enacted replaces any previous general By-law of the Ontario Professional Planners Institute.

## 2 Definitions and Interpretations

- 2.1 In this By-law:
- 2.1.1 "**accredited planning program**" means a program determined to be such by the Council for the purposes of this By-law.
- 2.1.2 "**Annual Meeting**" means the annual general meeting of the Institute;
- 2.1.3 "**corporate member**" means a person holding voting membership in one of the corporate classes of membership ;
- 2.1.4 "**Council**" means the Board of Directors of the Institute, consisting of the officers and the District Representatives and the Representatives-at-Large;
- 2.1.5 "**director**" means a Full Member of the Institute who is elected to be a member of the Council;
- 2.1.6 "**District**" means a subdivision of the OPPI consisting of a geographical area and the members therein, determined by resolution of the Council and described in *Schedule A* attached hereto;
- 2.1.7 "**District Representative**" means a Full Member of the Institute who is elected to represent a District as a member of the Council;
- 2.1.8 "**Executive Director**" refers to a person appointed by the Council from time to time to carry out such duties as required by these By-laws and as determined by the Council;
- 2.1.9 "**member**" refers to a person holding membership in any class;
- 2.1.10 "**member of the Discipline Committee**" means a person appointed by the Council to the Discipline Committee pursuant to section 15.2 of this By-law;
- 2.1.11 "**members therein**" means the members whose addresses as recorded on the rolls of the Institute are located within the defined geographical area;
- 2.1.12 "**officers**" means the Full Members of the Institute who are elected to be the President and to be President Elect and who are appointed from among the directors to be the Secretary and to be the Treasurer;
- 2.1.13 "**planning**" includes the scientific, aesthetic and orderly disposition of land, resources, facilities and services, with a view to securing physical, economic and social efficiency, a sound environment, health and well-being.
- 2.1.14 "**presiding officer**" means the person designated to preside at general meetings of the Institute and at meetings of the Council;

- 2.1.15 "register" means the register of members of the Institute as prescribed by the Ontario Professional Planners Institute Act, 1994;
- 2.1.16 "Registrar" refers to any individual appointed by the Council from time to time to carry out such duties as required by the Ontario Professional Planners Institute Act, 1994 and these By-laws and as determined by the Council;
- 2.1.17 "Representative-at-Large" means a Full Member of the Institute who is elected to be a member of the Council by the members of the Institute qualified to vote;
- 2.1.18 "the CIP" refers to the Canadian Institute of Planners;
- 2.1.19 "the Institute" means the Ontario Professional Planners Institute incorporated under the laws of the Province of Ontario, herein also called "the OPPI".
- 2.2 The name of the Institute in French is "institut des planificateurs professionnels de l'Ontario".

### **3 Ontario Professionals Planners Institute Act, 1994**

- 3.1 This By-law is enacted in accordance with the Ontario Professional Planners Institute Act, 1994 and is to be interpreted in conformity with that Act.
- 3.2 Any provision of this By-law and the schedules attached thereto that is inconsistent with the Ontario Professional Planners Institute Act, 1994 is void.

### **4 Membership Classes**

- 4.1 There shall be the following corporate classes of membership:
- 4.1.1 Full Member:
- 4.1.2 Candidate Member.
- 4.2 There shall be a non-corporate class of membership for Student Members. Council may, by resolution, establish and amend other such non-corporate classes of membership from time to time and affix thereto such rights, responsibilities and fees as are deemed appropriate and which shall be described in *Schedule AA* to this by-law.
- 4.3 A Candidate Member is a person whose address is in Ontario and who is employed in planning at the time of the application and who has applied to and been admitted as a Candidate Member by the Institute on the basis that he or she:
- (a) holds a planning degree from an accredited planning program; or
  - (b) has completed at least five years of practical work experience in planning including a prescribed professional portfolio; or,
  - (c) is qualified under a prescribed formal reciprocity arrangement with a professional planning organization.

- 4.3.1 Every Candidate Member has a maximum of 7 years to attain Full Member status, failing which all rights and privileges in the Institute cease.
- 4.4 A Full Member is a Candidate Member or a person entitled to and who has applied to be a Full Member and who has been admitted as a Full Member by the Institute on the basis that he or she has:
- (a) completed a prescribed course on ethics and professionalism; and,
  - (b) completed a prescribed professional examination; and,
  - (c) completed the professional experience requirement consisting of:
    - i. in the case of holding a planning degree from an accredited planning program, completion of two years of sponsored practical work experience, one of those years being mentored; or,
    - ii. in all other cases, has completed one year of sponsored and mentored practical work experience as a Candidate Member.
- 4.5 A Retired Member is a Full Member who is not engaged in the activity of planning for gain, who has applied to be placed on the retired list and who has been accepted as retired by the Registrar in accordance with the provisions of section 5 of this by-law.
- 4.6 A Non-Practicing Member is a Full Member or a Candidate Member who is not anywhere engaged in the activity of planning for gain, who has applied to the Institute and been accepted in writing by the Registrar as a Non-Practicing Member. A Non-Practicing Member is not eligible to be elected a director of the Institute, and is not eligible to use the designation "Registered Professional Planner" or "RPP," or to use a seal designating that person as a "Registered Professional Planner" or "RPP." For a Candidate Member, time spent as a Non-Practicing Member shall not comprise any part of the term specified in s. 4.3.1.
- 4.7 Membership in the CIP:
- 4.7.1 Despite section 4.4 above, a person who is a member of that class of membership in the CIP that is equivalent to a Full Member in the Institute and who is and remains in good standing may obtain membership as a Full Member of the Institute upon application for membership and upon payment of the membership fees as hereinafter required.
- 4.7.2 Despite sections 4.3, 4.4, 4.5 and 4.7.1, any other corporate or non-corporate CIP member in good standing as defined in the Consolidated By-law of CIP who resides or practices in Ontario may obtain membership in the corresponding class of the Institute upon application for membership and upon payment of the membership fees as hereinafter required.
- 4.8 A Full Member other than a Non-Practicing Member will be issued a certificate of registration as a Registered Professional Planner in accordance with the Ontario Professional Planners Institute Act, 1994.
- 4.9 A Full Member who is a Retired Member will be issued such identification as the Council may determine to be affixed to the member's certificate of registration issued under section 4.8.
- 4.10 Each certificate of registration issued under section 4.8 above is the property of the OPPI and shall be returned to the OPPI on request of the Council.

- 4.11 A Full Member, other than a Non-Practicing Member, upon application and subject to section 4.9, may request a seal designating that person as a "Registered Professional Planner".
- 4.12 Each seal issued under Section 4.11 is the property of the OPPI and shall be returned to the OPPI on request.
- 4.13 TRANSITIONAL MATTERS: On the date this replacement by-law comes into effect, any "Provisional Member" on that date shall continue hereunder as a "Candidate Member"; for all such purposes, but the criteria for becoming a "Full Member" shall continue and be applicable as if no amendment had occurred. Nothing herein is intended to affect the rights, privileges or obligations of a member in any class of membership held on the date this replacement by-law comes into effect and all such rights, privileges and obligations are expressly continued.
- 4.14 EFFECTIVE DATE: After the membership has confirmed this replacement by-law further to section 19.2, this replacement by-law shall come into effect on an "effective date" to be determined by Council. At least 15 days before the "effective date", the Institute's membership shall be notified of Council's decision and of that "effective date", by way of emails sent to the email addresses of the members as shown on the rolls of the Institute, and by way of a notification posted prominently on the Institute's website, remaining there until after the "effective date" has passed.

## **5 Procedures for Membership**

- 5.1 The Council shall appoint a standing Membership Committee which shall consist of at least seven (7) persons who are Full Members other than a Non-Practicing Member and which shall include at least one representative from each District who shall be appointed by the Chair of the District.
- 5.2 The *Representative-at-Large* responsible for membership elected pursuant to s.8.11 shall be the chair of the Membership Committee, and the Registrar shall be an ex officio member of the Membership Committee without voting privileges.
- 5.3 The Registrar, with the advice of the Membership Committee, shall administratively determine whether a candidate has met the requirements of admission to any class of membership in accordance with the criteria for membership as specified in this By-Law. Subject to the provisions of the Ontario Professional Planners Institute Act, 1994 and this By-Law, the decision of the Registrar shall be final and binding.
- 5.4 The Membership Committee shall have such other responsibilities as may be determined from time to time by the Council.
- 5.5 Any candidate for election to any class of membership may appeal to the Council any process or action of the Registrar or Membership Committee in accordance with the procedures set out in *Schedule Y* to this by-law.

## **6 Rights and Responsibilities of Members**

- 6.1 A person who holds membership in any class is entitled to attend and participate in discussion at general meetings, to receive all publications of the Institute, to be considered for appointment to committees, and to resign from membership, and is obligated to support and promote the objects of the Institute as prescribed by the Ontario Professional Planners Institute Act, 1994, and to pay such fees as are provided for in this By-law.
- 6.1.1 Corporate members in addition to the rights and obligations stated in section 6.1 above, are entitled to vote on any matter, are obligated to adhere to the Professional Code of Practice of the Institute attached hereto as *Appendix 1* and forming part of this By-law and to report any alleged breach of the Professional Code of Practice to the Discipline Committee in accordance with the procedures set out in *Appendix 2*.
- 6.1.2 Full Members other than a Retired Member or a Non-Practicing Member, in addition to the rights and obligations stated in section 6.1 above, are entitled to be nominated for election as a director. Full members, other than a Non-Practicing Member are entitled to use the designations "Registered Professional Planner" and "R.P.P." and to use a seal that signifies the designation "Registered Professional Planner" but only in accordance with this by-law and the Ontario Professional Planners Institute Act, 1994.
- 6.2 A Student Member, in addition to the rights stated in section 6.1 above, is entitled to vote only in the election of a Student Delegate to the Council as provided for in this By-law or the schedules thereto, and such other matters as are specified in this By-law.
- 6.3 A person holding membership in any class other than Full Member shall not use any initials or any abbreviated form to designate their membership and shall not refer to their membership as representing professional qualification other than specific to the class in which the person is a member.
- 6.4 A member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Institute or for any engagement, claim, payment, loss, injury, transaction, matter or thing to or connected with the Institute.
- 6.5 Membership in the Institute shall cease when a member:
- 6.5.1 has resigned from membership; or
- 6.5.2 is removed from the register of the Institute by virtue of being in default of fees, as provided in this By-law; or
- 6.5.3 is removed from the register of the Institute by virtue of the operation of these by-laws; or
- 6.5.4 is removed from the register of the Institute as a consequence of breach of the Professional Code of Practice, as provided in this By-law.

## **7 Fees**

- 7.1 A person holding membership in any class shall be liable for an Annual Fee, due and payable each year on the second day of January.

- 7.2 The Council shall by resolution from time to time establish the schedule of Annual Fees according to the classes of membership, and such resolution except in the case of non-corporate membership classes shall be subject to confirmation with or without variation by a majority of the votes cast at a general meeting of the Institute. Despite the foregoing, Council may by resolution not more than once annually increase the schedule of Annual Fees according to the classes of membership by not more than 5% without the approval of the members.
- 7.3 If thirty days after the due date in Sections 7.1, a member is in default of payment of the Annual Fee, the Institute forthwith shall send, by prepaid first class mail addressed to the last known address of the member shown on the rolls of the Institute, written notice to the member that unless the member has paid the Annual Fee the member's membership in the Institute shall cease effective fifteen (15) days next following the mailing of the written notice, and if the member does not respond to such notice the member shall no longer have membership in the Institute and the name of the member shall be removed from the register and any roll of members maintained pursuant to Section 11.4.3.
- 7.4 Membership that has ceased because of default of payment of the Annual Fee may be reinstated by the Council following payment by the member of all arrears or a part thereof as determined by the Council and following payment of a Reinstatement Fee as established from time to time by resolution of the Council.
- 7.5 In addition to the fees specified elsewhere in this By-law the Council shall by resolution from time to time establish administrative fees associated with membership processing, membership services, and the initial and annual recognition of planning programs.
- 7.6 The Council may by resolution from time to time impose special levies upon the members but before any such levy may be collected it shall be confirmed with or without variation by a majority of the votes cast at a general meeting of the Institute.

## **8 The Council (Board Of Directors)**

- 8.1 The Council shall consist of at least eleven (11) directors, all of who shall be Full Members of the Institute other than Non-Practicing Members, and of whom at least four (4) shall be the officers and at least seven (7) shall be the *District Representatives* and the others shall be such *Representatives-at-Large*.
- 8.2 The officers shall be:
- 8.2.1 the President; and
- 8.2.2 the President-Elect; and
- 8.2.3 the Secretary; and
- 8.2.4 the Treasurer.
- 8.3 The President-Elect shall be the representative of the OPPI on the Council of the CIP.
- 8.4 At the first meeting of the new Council, Council shall elect from its members a Secretary and a Treasurer for the purposes of the officers of the Institute.
- 8.5 There shall be one (1) District Representative on the Council from each District of the Institute as may be established under this By-law.

- 8.6 The Council may by resolution create new Districts and amend or vary an existing District and the same shall be as described in *Schedule A* hereto.
- 8.7 The quorum of the Council shall be a simple majority of the directors.
- 8.8 Any vacancy that occurs on the Council shall be filled for the remainder of the term of office from among the eligible Full Members of the Institute, as follows:
- 8.8.1 When less than twelve (12) months remain in the term of office of the vacant directorship, the vacancy shall be filled by appointment by the Council provided that the remaining directors continue the quorum of the Council.
- 8.8.2 When more than twelve (12) months remain in the term of office of the vacant directorship, the vacancy shall be filled through by-election held either at the next Annual Meeting or at a general meeting called for the purpose.
- 8.9 In the event that the President-Elect is unable to attend a meeting of the Council of the CIP he/she shall so advise the Council which shall appoint from among the directors an alternate representative to perform such functions in relation to that meeting as the Council shall determine.
- 8.10 In the event that the President-Elect is unable to serve as the representative of the OPPI on the Council of the CIP, the Council shall appoint another director to serve.
- 8.11 The *Representatives-at-Large* shall be elected to roles as outlined in *Schedule C* of this By-law.

## **9 Terms of Office and Elections**

- 9.1 The President-Elect shall assume the office of the President at the adjournment of the Annual Meeting and shall serve as the President for two (2) years until adjournment of the second subsequent Annual Meeting.
- 9.2 The term of office of the President-Elect shall be two (2) years from the adjournment of the Annual Meeting at which he/she is elected until the adjournment of the second subsequent Annual Meeting at which time he/she shall assume the office of President.
- 9.3 The terms of office of the District Representatives and the Representatives-at-Large shall be two (2) years from the adjournment of the Annual Meeting at which they are elected until the adjournment of the second subsequent Annual Meeting.
- 9.4 The terms of office of the directors shall be staggered so that the Representatives-at-Large shall be elected in even numbered years and the President-Elect and the District Representatives shall be elected in odd numbered years.
- 9.5 The directors shall be elected by the corporate members in good standing at the Annual Meeting of the Institute, subject to the following:
- 9.5.1 Directors are eligible for re-election except that:
- (a) the President shall not be eligible for election as President-Elect, and
  - (b) in accordance with the provisions of section 10.5 of this By-law, no director whose term of office ends in an even numbered year shall be eligible for election to a position whose term of office ends in an odd numbered year, or vice versa.

- 9.5.2 The President and President-Elect shall be elected at large and neither shall be a District Representative.
- 9.5.3 Each District Representative shall be elected by the corporate members whose addresses on the rolls of the Institute are within the geographical area of the District to be represented.

## **10 Nomination and Election Procedures**

- 10.1 The Council shall appoint a standing Nominating Committee which shall consist of at least seven (7) persons who are Full Members other than Non-Practicing Members, and which shall include at least one member from each District.
- 10.2 The Council shall appoint the Chair of the Nominating Committee.
- 10.3 The Nominating Committee shall:
  - 10.3.1 nominate at least one (1) qualified person willing to accept the nomination for each position on the Council that is becoming vacant; and
  - 10.3.2 at least five (5) weeks before the general meeting at which the election is to take place, shall provide to the Executive Director a written report containing the names of the persons nominated and a written acceptance of the nomination signed by each nominee.
- 10.4 At least nine (9) weeks before each Annual Meeting or any general meeting called for the purposes of section 8.8.2 of this By-law, the Executive Director shall notify the membership that:
  - 10.4.1 any three (3) persons who are Full Members in good standing, other than Non-Practicing Members, may nominate a qualified person to be a candidate for election to any vacant position on the Council; and that
  - 10.4.2 any nomination shall be made in writing and shall be signed by the nominators and the nominee and shall be received by the Executive Director at least five (5) weeks before the general meeting at which the election is to take place.
- 10.5 No director shall be nominated for a position on the Council for which that director is not eligible for election by virtue of section 9.5.1(b) of this By-law unless the director files his/her intention to resign from the Council at least ten (10) weeks before the general meeting at which the election is to take place.
- 10.6 The election of one or more directors to Council shall, by resolution of Council, be conducted by the Executive Director either by a mail ballot in accordance with this section 10.6 or by a proxy in accordance with section 10.10. Where the vote for the election of one or more directors to Council shall be conducted by mail ballot, the Executive Director shall:
  - 10.6.1 cause to have prepared a ballot listing all the persons nominated and the positions for which they have been nominated; and shall
  - 10.6.2 mail the ballot to every corporate member of the Institute not later than four (4) weeks prior to the general meeting at which the elections are to take place; and shall
  - 10.6.3 accept ballots delivered by mail to the Executive Director at the office of the Institute up to 5 p.m. on the third business day preceding the day of the general meeting at which the elections are to take place; and shall

- 10.6.4 accept ballots delivered by hand to the Executive Director at the location of the general meeting at which the elections are to take place, up to 5 p.m. on the day preceding the call to order of that general meeting.
- 10.7 The Council shall appoint two (2) scrutineers from among the *corporate members* of the Institute who shall scrutinize the counting of the ballots, the counting to be made by the Executive Director prior to the call to order of the general meeting at which the elections are to take place, and the Presiding Officer shall advise the general meeting of these appointments.
- 10.8 In the event of a tie vote the scrutineers shall place in a ballot box one (1) ballot for each of the nominees involved in the tie and the nominee is elected whose ballot is withdrawn from the box sight unseen by the Executive Director in the presence of the scrutineers.
- 10.9 The scrutineers shall report the results of the count to the Presiding Officer of the meeting who shall announce to the meeting the names and positions of those elected.
- 10.10 Where the vote for the election of one or more directors to Council shall be conducted by proxy, the provisions of section 10 shall apply excluding Section 10.6. Every corporate member of the Institute may be represented at a general meeting of the Institute called for the purpose of the election of one or more directors to Council by a proxy, being the Executive Director or his or her nominee who may attend and act at the meeting in the manner and to the extent authorized by the eligible corporate member for whom the proxy is acting. Where the vote for the election of one or more directors to Council is to be conducted by proxy, the Executive Director shall:
- 10.10.1 ensure that there be a proxy form in writing in a form and content determined by the Council from time to time and which shall cease to be valid at the conclusion of the relevant meeting; and shall
- 10.10.2 include in such proxy form a listing of all the persons nominated and the positions for which they have been nominated; and shall
- 10.10.3 ensure that the proxy form provides that the Executive Director or his or her designate may attend and act at the meeting in the manner and to the extent authorized and instructed by the corporate member or the proxy form ; and shall
- 10.10.4 provide that the proxy form shall state that to be valid it shall be sent at the sender's risk to the Executive Director so as to be received by the Executive Director by a specified proxy deposit date being not later than 5 p.m. on the second business day proceeding the day of the general meeting at which the elections are to take place, and shall
- 10.10.5 ensure that the said proxy form identifies and is provided to only eligible paid-up corporate members of the Institute by the member's identification number and at the corresponding internet, e-mail, facsimile or telephone address for the member on the rolls of the Institute; and shall
- 10.10.6 provide any such other control number, account number or identifier as is required to responsibly ensure that in the returning of the completed proxy form to the Executive Director there is the ability to confirm the identification of the responder and that the proxy form has been executed by the corporate member or his or her lawyer or personal representative authorized in writing; and shall
- 10.10.7 by internet, e-mail, facsimile or telephone send the proxy form to every corporate member of the Institute not later than four (4) weeks prior to the proxy deposit date provided on the proxy form, which date shall be prior to the general meeting or Annual General Meeting at which the elections are to take place; and shall

- 10.10.8* ensure that a proxy vote as directed shall not be cast if it is received by Executive Director for any reason whatsoever after the date and time specified on the proxy form as the proxy deposit date; and shall
- 10.10.9* provide such direction and take such measures necessary to ensure that not more than one (1) proxy is directed by any member qualified to vote; and shall
- 10.10.10* accept for receipt only by internet, e-mail, facsimile or telephone a proxy form that is received within the specified period and receive, inspect and determine whether the proxy is authenticated and acceptable; and shall
- 10.10.11* ensure that forthwith following the proxy deposit date all authenticated and acceptable proxy forms are provided to the scrutineers in accordance with section 10.7; and shall
- 10.10.12* ensure that no completed proxy form shall be disclosed or communicated and counted until the general meeting or Annual Meeting called for the purpose and for such purposes, the completed, authenticated and accepted proxy form shall constitute a ballot for the purposes of section 10.7, provided always that the identity of the member shall not be otherwise disclosed directly or indirectly; and shall
- 10.10.13* retain all proxy forms received, whether or not endorsed as authenticated and accepted, to be retained by the Executive Director for a period of not less than ninety (90) days from the reporting thereof pursuant to section 10.9; and shall
- 10.10.14* ensure that in addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the corporate member or his or her lawyer or personal representative authorized in writing and deposited either at the head office of the Institute at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits the proxy is revoked.

## **11 Responsibilities of the Council**

- 11.1* The Council shall direct, control and supervise all the activities of the Institute, including:
  - 11.1.1* the active pursuit of the objects, missions and goals of the Institute;
  - 11.1.2* the formulation of plans, policies and priorities;
  - 11.1.3* its initiatives and committees;
  - 11.1.4* its programs and publications; and
  - 11.1.5* overall responsibility for financial and administrative matters.
- 11.2* The Council shall meet at least four (4) times in each calendar year provided that not fewer than three (3) meetings are convened in a single location and a quorum is present for the purposes of conducting the affairs of the Institute:
  - 11.2.1* at the call of the President; or
  - 11.2.2* at the call of the Secretary on the written request of three (3) directors or at least fifteen (15) corporate members of the Institute.

- 11.3 At meetings of the Council:
- 11.3.1* each director present shall have one (1) vote on any question that is put for vote except that in the event of a tie vote the Presiding Officer shall cast the additional vote necessary to decide the question; and
- 11.3.2* votes may be determined by show of hands or, at the request of any director, by a recorded vote; and
- 11.3.3* the Council shall be bound by the majority of the votes of the directors present.
- 11.4 The Council shall cause to be kept the following:
- 11.4.1* a copy of any agreements entered into in accordance with this By-law or otherwise related to the affairs of the Institute;
- 11.4.2* a record of all By-laws and special resolutions of the Institute;
- 11.4.3* in addition to the register, a roll of all members, including addresses and such other information as the Council determines is required to implement this By-law.
- 11.4.4* a roll of directors in which is set out the names, addresses and callings of all persons who are or have been directors of the Institute with the several dates on which each became or ceased to be a director.
- 11.5 In the event that the Institute has formal representation on other organizations or bodies, the representatives or delegates of the Institute shall be appointed from among the members of the Institute by the Council for such time and under such conditions as shall be determined by the Council in conformity with this By-law and each year the list of such representation shall be published by the Council.
- 11.6 The Council shall from time to time:
- 11.6.1* request the Discipline Committee to provide advice and assistance and interpretation and mediation in matters relating to differences, misunderstandings and alleged breaches of the Professional Code of Practice; and
- 11.6.2* act upon the advice and assistance and interpretation of the Discipline Committee by issuing letters of warning, correction, advice or admonition with the objective of forestalling or preventing actions or practices which might lead to formal complaints; and
- 11.6.3* receive the results of the requested mediation and take action which Council deems appropriate in the circumstances.
- 11.7 Where all the directors present at or participating in a meeting consent, a meeting of the Council or of a committee thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Council or a committee of the Council held while a director holds office.

## **12 Duties Of the Directors**

12.1 The President shall:

12.1.1 have the general supervision of the affairs of the Institute; and

12.1.2 preside at meetings of the Council and at the Annual Meeting and at special general meetings of the Institute; and

12.1.3 be ex-officio a member of all committees established under Section 14 of this By-law; and

12.1.4 perform such other responsibilities as elsewhere in this By-law are required or as the Council may from time to time determine.

12.2 The President-Elect shall:

12.2.1 in the absence of the President, have the general supervision of the affairs of the Institute; and

12.2.2 preside at meetings when the President is absent; and

12.2.3 in the context of the national interests of the members of the OPPI as members of the CIP, represent the interests of the OPPI in the conduct of the affairs of the Council of the CIP; and

12.2.4 at each meeting of the Council, report on the activities of the Council of the CIP; and

12.2.5 perform such other responsibilities as elsewhere in this By-law are required or as the Council may from time to time determine.

12.3 The Secretary shall:

12.3.1 cause to be given all notices required to be given by this By-law or by the Council; and

12.3.2 perform such other responsibilities as elsewhere in this By-law are required or as the Council may from time to time determine.

12.4 The Treasurer shall:

12.4.1 present financial reports and statements on the condition of the Institute as may be required by the Council from time to time; and

12.4.2 present a yearly financial report to the Annual Meeting of the Institute; and

12.4.3 perform such other responsibilities as elsewhere in this By-law are required or as the Council may from time to time determine.

12.5 Each District Representative shall:

12.5.1 be responsible for and coordinate the local services of the Institute for the District, including program and professional development activities among other things; and

12.5.2 ensure that appropriate members in the District are nominated to serve on the various committees of the Institute; and

12.5.3 facilitate the functioning in the District of Institute committees; and

12.5.4 perform such other responsibilities as elsewhere in this By-law are required or as the Council may from time to time determine.

12.6 Each Representative-at-Large shall:

12.6.1 perform such responsibilities as are specified in *Schedule C* of this By-law; and

12.6.2 perform such other responsibilities as the Council may from time to time determine.

## **13 Management**

13.1 The fiscal year of the Institute shall be from January 1 to December 31 of each calendar year.

13.2 Council shall from time to time appoint by resolution signing officers who may conduct banking transactions in the name of the Institute.

13.3 Deeds, transfers, contracts and engagements on behalf of the Institute shall be executed at the direction of the Council and under the seal of the Institute by the President together with the Secretary or the Treasurer or in the absence of the President by the Secretary and the Treasurer.

13.4 The Council may purchase or otherwise acquire, lend and sell for or on behalf of the Institute any property, rights and privileges which the Institute is entitled to acquire or has acquired at such price and on such terms and conditions as the Council deems proper.

13.5 The officers shall constitute a Management Committee which shall be established as follows:

13.5.1 The President shall be the chair of the Committee.

13.5.2 The Committee shall meet at the call of the President.

13.5.3 The quorum of the Committee shall be a simple majority of the officers.

13.5.4 The Committee may recommend to the Council actions pertaining to the financial and administrative affairs of the Institute, and all such actions shall be subject to confirmation by the Council.

13.6 There shall be Standing Rules adopted by the Districts for their management which shall conform to the By-laws of the Institute. The Standing Rules of a District and any amendment thereto shall be subject to approval by resolution of the Council. The Standing Rules as approved are set out in *Schedule D*.

## **14 Committees**

14.1 There shall be five standing committees of the Institute as provided elsewhere in this By-law, viz.:

14.1.1 the Council (section 8); and

14.1.2 the Management Committee (section 13); and

14.1.3 the Membership Committee (section 5); and

14.1.4 the Nominating Committee (section 10); and

14.1.5 the Discipline Committee (section 15).

14.2 In addition to the standing committees identified in section 14.1, there shall be such working committees as the Council by resolution may from time to time determine and if any are established the terms of reference shall be set forth in *Schedule C* of this By-law.

14.3 The Council as it deems necessary from time to time may by resolution appoint any special committee of the Institute for such purpose and consisting of such members and non-members of the Institute as the Council considers suitable.

## **15 Discipline Committee**

15.1 Every person holding corporate membership shall be bound by the Professional Code of Practice attached hereto as *Appendix 1* and forming part of this By-law.

15.2 The Council shall appoint a standing Discipline Committee which shall consist of not less than five (5) nor more than eleven (11) Full Members other than Non-Practicing Members in good standing, and one or more lay citizen residents in Ontario, as members of the Discipline Committee, as hereinafter provided.

15.3 A director or an employee of the Institute or a member of any other standing or working committee of the Institute shall not be eligible to be a member of the Discipline Committee.

15.4 Appointments to the Discipline Committee shall be for a term of three (3) years, arranged so that as nearly as possible one-third of the members shall retire each year.

15.5 Members of the Discipline Committee are eligible for reappointment and members shall hold office until their successors are appointed.

15.6 Where a member of the Discipline Committee ceases to be such before the expiration of his/her term, the Council shall appoint another Full Member in good standing or lay citizen, as the case may be, to be a member of the Discipline Committee for the unexpired portion of the term.

15.7 The Council shall appoint one of the members of the Discipline Committee to be the Chair and another to be the Vice-Chair who shall act as the Chair in the absence of the Chair.

15.8 The Discipline Committee shall appoint a Secretary of the Committee who shall keep on file minutes of all complaints and proceedings thereon.

15.9 The composition of a Discipline Committee panel holding a hearing into the determination of a complaint shall be not less than three (3) members of the Committee, exclusive of any lay citizen appointment.

15.10 The Discipline Committee shall:

15.10.1 provide to the Council, upon request, advice and assistance and interpretation and mediation in matters relating to differences, misunderstandings, and alleged breaches of the Professional Code of Practice; and

15.10.2 recommend to the Council the issuing of letters of warning, correction, advice, or admonition with the objective of forestalling or preventing actions or practices which might lead to formal complaints; and

- 15.10.3 subject to provisions of this By-law, hold hearings for the purpose of inquiring into complaints referred to it and make determinations on allegations of any breach of the Professional Code of Practice by a member of the Institute; and
- 15.10.4 carry out such other responsibilities as are assigned to it from time to time by the Council in connection with the practice and ethics of the profession.
- 15.10.5 Where under Section 15.10.1 the Discipline Committee is asked to provide mediation on such matters as are noted, the Chair of the Discipline Committee shall appoint a member of the Committee to act as mediator, and that member shall report the results of the mediation directly to Council.
- 15.10.6 Make available to the public such procedural rules and regulations for the conduct of its responsibilities that are supplementary to and not inconsistent with section 15 of this By-law.
- 15.11 All disciplinary proceedings related to the Professional Code of Practice shall be in accordance with the provisions contained in *Appendix 2* attached hereto and forming part of this By-law, and shall be generally in accordance with Rules made under s.15.10.6.
- 15.12 The appointment of a lay citizen as a member of the Discipline Committee shall include an oath or affirmation therefrom to keep and maintain the confidences and affairs of the Institute and the Discipline Committee as if the same were all intimate financial or personal matters not to be directly or indirectly disclosed or released to any person save and except in accordance with the provisions of this By-law governing the Institute and its Committees.
- 15.13 The Chair of the Discipline Committee shall appoint the members of the Discipline Committee panel to hold a hearing required under this by-law.
- 15.14 The Chair of the Discipline Committee may designate any member of the Discipline Committee or any other Full Member of the Institute to conduct a pre-hearing conference in accordance with the Rules made under s.15.10.6.
- 15.15 The member appointed pursuant to section 15.14 who conducts a pre-hearing conference may make such orders as he or she considers necessary or advisable with respect to the conduct of the hearing, including adding of parties.
- 15.16 A member of the Discipline Committee or other person who conducts a pre-hearing conference at which the parties attempt to settle issues shall not participate in the hearing into the matter unless the parties consent.
- 15.17 Subject to the Rules made under s.15.10.6 hereof, a pre-hearing conference may be held by conference telephone or some other form of electronic technology that allows persons to hear and communicate with one another throughout the conference.

## **16 General Meetings**

- 16.1 An Annual Meeting of the Institute shall be held within fifteen (15) months but no sooner than six (6) months after the last preceding Annual Meeting, at a time and place to be set by the Council at least nine (9) weeks prior to the Annual Meeting.

- 16.2 The Executive Director shall, at least nine (9) weeks prior to the Annual Meeting, mail written notice of the time and place of the Annual Meeting to every member on the rolls of the Institute and shall indicate in the notice that nominations for the election of directors at that Annual Meeting will be received in conformity with Section 10 of this By-law.
- 16.3 The President may call special general meetings of the Institute at the President's discretion and shall call a special general meeting of the Institute on written request of a least four (4) directors or of at least twenty-five (25) corporate members of whom at least fifteen (15) are Full Members.
- 16.4 The Executive Director shall, at least four (4) weeks prior to a special general meeting, mail written notice of the time and place of the special general meeting to every member on the rolls of the Institute and shall indicate in the notice of statement of the purpose of the meeting and that only those matters specified in the statement of purpose may be considered at the meeting.
- 16.5 The quorum at a general meeting shall be twenty-five (25) corporate members, of whom at least fifteen (15) shall be Full Members.
- 16.6 At general meetings of the Institute:
- 16.6.1 each corporate member, save and excepting the Presiding Officer, has one (1) vote on any questions and in the event of a tie vote the Presiding Officer shall cast the additional vote necessary to decide the question; and
- 16.6.2 in addition to a counting of mail ballots if any, votes may be determined by a show of hands unless a recorded secret ballot is requested by a majority of those present at the meeting and entitled to vote on the matter; and
- 16.6.3 the meeting shall be bound by the majority of the votes as counted.

## **17 Mail Ballots**

- 17.1 Whenever balloting by mail is required by this By-law or is otherwise decided upon by the Council, at least four (4) weeks prior to the general meeting or otherwise the day on which the matter is to be determined the Executive Director shall send to each member entitled to vote on the matter, by prepaid first-class mail at that member's last known address as shown on the rolls of the Institute, the following:
- 17.1.1 a copy of the matter to be determined; and
- 17.1.2 a ballot; and
- 17.1.3 an identification form; and
- 17.1.4 an envelope (on the outside of which may be printed the identification form) for the purpose of returning to the Executive Director the sealed ballot envelope with the completed ballot enclosed.
- 17.2 Ballots and identification forms shall be in such form as shall be determined by the Council from time to time.
- 17.3 Any member who is qualified to vote on the matter may vote as follows:
- 17.3.1 the identification form and ballot shall be properly completed; and

- 17.3.2 the completed ballot shall be sealed in the return ballot envelope; and
- 17.3.3 the sealed ballot envelope shall be sealed in the return enveloped; and
- 17.3.4 the return ballot envelope shall be at the sender's risk to the Executive Director, by mail or otherwise, so as to be received by the Executive Director in conformity with the notice of the general meeting called for the purpose of determining the matter or otherwise the note of the date on which the matter is to be determined.
- 17.4 A ballot shall not be counted if it is received by the Executive Director for any reason whatsoever after the date and time specified in the notice for determination of the matter.
- 17.5 It is the duty of each member and the Executive Director to ensure that not more than one (1) vote is cast by any member qualified to vote.
- 17.6 Each return envelope received within the specified period shall be opened and the identification form inspected by the Executive Director and where the form is duly completed and the signator is qualified to vote the ballot envelope shall be endorsed as acceptable.
- 17.7 The ballot envelopes endorsed as acceptable shall not be opened and counted until the close of the poll prior to the general meeting called for the purpose or otherwise at the time set for determination of the matter.
- 17.8 At the close of the poll prior to the meeting called for the purpose or otherwise at the time set for determination of the matter the Executive Director or such other person or persons as may be required by this By-law shall open and count the ballots, and shall forthwith advise the Council and the membership of the results of the mail ballot.
- 17.9 All ballots received by the Executive Director, whether or not endorsed as accepted, shall be retained by the Executive Director for a period of not less than ninety (90) days from the counting of the ballots.
- 17.10 Whenever a mail ballot is required by this By-law or is otherwise decided upon by the Council, electronic means may be used unless the Council specifies otherwise. Where electronic voting by any means is used, it shall stand in the place of and constitute a mail ballot provided that the provisions of this section with the necessary changes are complied with in their entirety.

## **18 Affiliation Agreements**

- 18.1 On behalf of the Institute, the Council may enter into such affiliation agreement with the CIP as the Council considers proper and the conditions and period of such affiliation shall be specified in the agreement.
- 18.2 In furtherance of the objects of the Institute, as prescribed by the Ontario Professional Planners Institute Act, 1994, the Council on behalf of the Institute may enter into affiliation agreements with any other organization provided that the terms and conditions of the affiliation agreement shall be confirmed with or without variation at a general meeting of the Institute, before such affiliation agreement shall take effect.
- 18.3 The authorization by Council of a services contract, whether or not with an organization that is subject to an affiliation agreement under section 18.1 or 18.2, shall not require the confirmation of the members provided the same is otherwise in accordance with the provisions of this by-law.

## **19 Enactment and Amendment of By-Law**

- 19.1 By-laws and amendments thereto may be initiated by the Council or by any five (5) Full Members other than Non-Practicing Members, in good standing by submitting the proposed By-law or amendment, in writing with reasons, to the Council.
- 19.2 Where in the opinion of the Council it is necessary or desirable to enact a By-law or to amend a By-law the Council shall by resolution pass the By-law or amendment and cause the same to be submitted to the membership for confirmation.
- 19.3 The Executive Director shall, at least four (4) weeks prior to the general meeting called for the purpose of confirming the By-law or amendment, cause to be sent to each corporate member by prepaid first-class mail to that member's last known address as shown on the rolls of the Institute, the following:
- 19.3.1 the text of the By-law or amendment together with an explanation of the purpose and effect of the proposed By-law or amendment; and
- 19.3.2 a notice specifying the date, time and place of the general meeting called for the purpose of confirming the By-law or amendment.
- 19.4 The By-law or amendment shall be voted on only by the corporate members who are present at the general meeting called for the purpose.
- 19.5 Notwithstanding Sections 19.3 and 19.4, the Council may by resolution determine to conduct a mail ballot of all corporate members for the purpose of seeking confirmation of any By-law or amendment, in which event the provisions of Section 17 of this By-law shall apply.
- 19.6 The Schedules established by resolution of the Council and attached to this By-law and any additional Schedules as may by resolution of the Council be established may be amended by resolution of the Council.
- 19.7 Matters required to be prescribed pursuant to Section 4.3 and 4.4 of this by-law may be recommended by a Committee of Council and shall be approved with or without amendment from time to time by resolution of the Council and the same may be attached as a Schedule in accordance with Section 19.6. The Registrar shall retain a copy of all such materials.

## **20 Indemnification**

- 20.1 No action or proceeding, either at law or in equity, shall be brought by any member of the Institute against any director or officer or against any member of any committee of the Institute or against any servant or agent of the Institute for or by reason of any act, matter or thing done or omitted to be done in pursuance of the implementation of this By-law. This section may in any such action or proceeding be pleaded and shall constitute an absolute defense and any and all claims for or by reason of any such act, matter or thing shall be conclusively deemed to have been waived by all members of the Institute.

- 20.2 In addition to the foregoing, no corporate member or other person shall have any cause of action or lawful complaint against the Institute, the Council or any director, any corporate member or officer, committee member, servant or agent of the Institute by reason of any thing done or omitted to be done or any other matter or thing conducted with or in respect of any investigation, inquiry, charge, hearing, report or recommendation, or any disciplinary proceedings, order or publication, made or done in good faith under this By-law.
- 20.3 The Institute shall indemnify and save harmless any director or officer or committee member of the Institute or their heirs from and against all claims, costs and expenses, including all amounts paid to settle any action or satisfy any judgment, reasonably incurred by such director or officer or committee member of the Institute in respect of any civil or administrative action or proceeding to which such director or officer or committee member of the Institute was engaged by reason of being or having been a director or officer or committee member of the Institute, if
- 20.3.1 such director or officer or committee member of the Institute acted honestly and in good faith with a view to the best interests of the Institute, and
- 20.3.2 where there is a monetary penalty, such director or officer or committee member of the Institute had reasonable grounds for believing that such conduct was lawful.