



ATLANTIC PLANNERS INSTITUTE BYLAW

TABLE OF CONTENTS

The following table of Contents is intended as a general guide only and does not form part of this Bylaw.

<u>Section</u>	<u>Section Title</u>	<u>Page</u>
1.0	Interpretation	1
2.0	The Institute	3
3.0	Financial Management	3
4.0	Membership and Membership Standards	3
5.0	Register of Members	4
6.0	Dues and Fees	4
7.0	Membership Rights Privileges and Responsibilities	5
8.0	The Council	6
9.0	Election of President Elect	7
10.0	Officers	10
11.0	Council Meetings	11
12.0	Duties of Officers	11
13.0	Council Committees	12
14.0	Employees	12
15.0	General Meetings	13
16.0	Voting at General Meetings	13
17.0	Voting by Mail Ballots	13
18.0	Bylaw Amendments	13
19.0	Affiliate Agreement	16
20.0	Provincial Branches	16
21.0	Code of Professional Conduct and Discipline	17
22.0	Continuous Professional Learning	22
23.0	Resignation and Termination	23
24.0	Repeal of Previous Bylaw	23
25.0	Effective Date	23



Atlantic Planners Institute Institut des Urbanistes de l'Atlantique

ATLANTIC PLANNERS INSTITUTE BYLAW

(Approved by the Membership on February 26, 2007, by the Council on March 23, 2007, and including amendments approved by the membership on 23 October, 2008)

1.0 INTERPRETATION

1.1 In this Bylaw:

- a) "API" means the Atlantic Planners Institute;
- b) "Atlantic Provinces" means the Provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edward Island;
- c) "Branch" or "Branch of the Institute" means any or all, as the context requires, of the following:
 - i) the Prince Edward Island Association of Planners;
 - ii) the Licensed Professional Planners Association of Nova Scotia;
 - iii) the New Brunswick Association of Planners;
 - iv) the Newfoundland and Labrador Branch of the Atlantic Planners Institute;
- d) "CIP" means the Canadian Institute of Planners;
- e) "Code of Professional Conduct" means the Statement of Values and the Code of Professional Practice adopted by CIP;
- f) "Complaint" means a written, specific and detailed allegation made by a natural person of misconduct by a member including a breach of the Bylaws, violation of the Code of Professional Conduct or incompetence;
- g) "Complainant" means a natural person who originates a formal written complaint with respect to the conduct of a Member to the Institute;
- h) "Continuous Professional Learning" means an ongoing system of learning which is undertaken by a member to advance his or her knowledge, skills or abilities with respect to the theory, methods or practice of planning, and may be referred to as "CPL";
- i) "Corporate Member" means a member whose class of membership is defined by CIP as being a corporate member;
- j) "Council" means the Council of the Institute;
- k) "Councillor" means a member elected by a branch or student planning members association in Atlantic Canada to serve on the Council pursuant to this bylaw;

- l) "days" means calendar days and, with respect to notices required in this bylaw, shall include the day of the event;
- m) "Full Member" means a corporate member entitled to use the letters "MCIP" or "MICU" or "FCIP" or "FICU";
- n) "Institute" means the Atlantic Planners Institute;
- o) "Member" means a natural person residing in the Atlantic Provinces who has been elected as a Member of CIP in any class and who is in good standing unless otherwise specified in this Bylaw;
- p) "Membership" means the members of the Institute in all classes of membership unless otherwise stated in these bylaws;
- q) "National Council" means the Council of CIP;
- r) "Non-corporate Member" means a member whose class of membership is defined by CIP as being a non-corporate member;
- s) "notice" means, where the context is:
 - i) a notice to the membership or any part of the membership or a member by the Institute, the Council, a member of the Council or an officer of the Institute, a written statement providing information with respect to an event, requirement or matter and, without limiting the generality of the foregoing, may include notices of Council Meetings, an Annual General Meeting, General Meetings, Special General Meetings, committee meetings, nominations for office and elections, notices with respect to complaints and disciplinary matters or matters related to the payment of dues and fees or matters related to a program of Continuous Professional Learning. A notice may be by prepaid regular or registered mail, courier or email. Notices shall be directed to the most recent address contained in the Register of Members in Good Standing or a directory or data base maintained by the Institute or CIP, or the latest known address; or
 - ii) a notice to the Institute, the Council, a member of the Council, an officer of the Institute or CIP, a written statement providing information with respect to an event, requirement or matter, and, without limiting the generality of the foregoing, may include notices of nominations or resignations, matters related to discipline or requests to hold Special General Meetings. A notice may be by prepaid regular or registered mail, courier or email. Notices shall, as the context requires, be directed to the address of the Head Office of the Institute or CIP or the address contained in the Register of Members in Good Standing or a directory or data base maintained by the Institute or CIP or the latest known address;
- t) "Planning" has the same meaning as that which is contained in the CIP Bylaw;
- u) "respondent" means a Member against whom a complaint with respect to his or her conduct has been made by a complainant;

- v) "Review Committee" means the Professional Practice Review Committee established by Council;
 - w) "Schedule" means a complementary list of procedures, requirements or other matters deemed to be annexed to and forming part of this Bylaw;
- 1.2 Words imparting the singular include the plural and vice versa and words imparting a male person include a female person and vice versa and a corporation.

2.0 THE INSTITUTE

- 2.1 The name of the Association is the Atlantic Planners Institute.
- 2.2 The geographic area in which the Institute shall operate is the Atlantic Provinces.
- 2.3 The objectives of the Institute are to:
- a) provide services to the Members of the Institute;
 - b) advance the study and practice of professional planning;
 - c) represent the practice of professional planning to the public;
 - d) promote a high standard of competence and conduct in the study and practice of professional planning.
- 2.4 The Institute shall establish and maintain a Head Office in the Atlantic Provinces in accordance with the requirements of its Federal incorporation.
- 2.5 The Institute shall be the Atlantic Provinces' affiliate in CIP.

3.0 FINANCIAL MANAGEMENT

- 3.1 The fiscal year of the Institute shall be the calendar year.
- 3.2 The signing officers for all financial transactions shall be the Treasurer and not less than two other members of the Council.
- 3.3 The Council shall, by resolution, approve an annual budget consisting of the estimated revenues and expenditures of the Institute for a fiscal year.
- 3.4 Where an expenditure of more than one thousand dollars (\$1000) which has not been budgeted for is required during a fiscal year the Council shall amend the budget prior to making the expenditure.
- 3.5 The Treasurer may;
- a) authorize payment and sign cheques for expenditures which are within the budget for the fiscal year in which the expenditures occur;
 - b) subject to prior approval by the Council, authorize payment and sign cheques for expenditures which are not contained in the budget and are not more than one thousand dollars (\$1000).

3.6 The Treasurer shall ensure that the financial transactions of the Institute in each fiscal year are subject to a review by a person who is either a Certified General Accountant or a Chartered Accountant licensed to practice within at least one Atlantic Province and the report prepared by that person shall be presented to the membership at the next following Annual General Meeting.

4.0 MEMBERSHIP AND MEMBERSHIP STANDARDS

4.1 The classes of membership shall be the classes established in the bylaws and schedules adopted by CIP.

4.2 The procedures, qualifications and requirements for all classes of membership shall be those established in the bylaws and schedules of CIP.

4.3 The provisions of the bylaws and schedules of CIP with respect to membership leaves of absence and like matters shall apply.

5.0 REGISTER OF MEMBERS

5.1 The Secretary shall be the Registrar of the Institute and shall:

- a) maintain a Register of Members in Good Standing;
- b) ensure that the Register of Members in Good Standing states:
 - i) the name, address, telephone number and email address of the Member;
 - ii) the Branch to which the Member is assigned;
 - iii) the class of membership held by the member;
 - iv) such other information as the Council may determine from time to time.

5.2 It is the duty of a Member to ensure that the information contained in the Register of Members in Good Standing is accurate and he or she shall, within sixty (60) days of the occurrence of a change in the information, provide a notice to the Secretary containing the details of the change or otherwise ensure that the information is accurate.

5.3 The Register of Members in Good Standing may be revised from time to time and shall be revised on the 30th day of June each year.

6.0 DUES AND FEES

6.1 The fees and dues for membership in the Institute for a fiscal year shall be set by resolution of Council for each membership class in the Institute.

6.2 In any fiscal year a Member is liable only for the fees or dues for his or her membership class as of the commencement of the fiscal year, even if he or she should be elected to another class of membership during the fiscal year, except that:

- i) upon initial election to the Institute, a Member shall be liable for the annual fees due for a Member of his or her class, prorated to the nearest half year;
- ii) where a Student Member is elected to another class of membership during a fiscal year he or she shall be liable for the increase in fees resulting from the change in membership class prorated to the nearest half year.

6.3 All annual fees and dues shall be due and payable on the second (2nd) day of January each year.

- 6.4 A Member in arrears of fees or dues after the thirty-first (31st) day of March each year shall not be included in the Register of Members in Good Standing until his or her fees have been paid in full.
- 6.5 Between the first (1st) day of April and the thirtieth (30th) day of June each year, Members in arrears shall be reinstated upon payment of outstanding fees plus any penalty set from time to time by resolution of Council.
- 6.6 A Member still in arrears after the thirtieth (30th) day of June in any year shall, after fourteen (14) days' notice from the Treasurer or his or her designate, be struck from the Register of Members in Good Standing and forfeit all rights and privileges.
- 6.7 A Member who has been struck from the Register of Members in Good Standing because of arrears of dues and fees within a fiscal year shall be reinstated to membership in the same class upon payment in full of all outstanding dues, fees and penalties in the same fiscal year.
- 6.8 A Member who has been struck from the Register of Members in Good Standing because of arrears of dues and fees of more than one fiscal year shall be reinstated to membership in the class for which he or she is qualified upon payment in full of all outstanding dues, fees and penalties.

7.0 MEMBERSHIP RIGHTS PRIVILEGES AND RESPONSIBILITIES

- 7.1 A Corporate Member in good standing may, in accordance with this Bylaw:
- a) attend and take part in discussions at meetings of the Institute;
 - b) vote on any matter at meetings of the Institute;
 - c) run for and hold any office for which he or she is qualified;
 - d) be appointed to any Committee;
 - e) receive all publications of the Institute;
 - f) resign from membership by delivering a written resignation to the Secretary provided he or she:
 - i) is not under investigation for misconduct;
 - ii) is not in arrears with respect to membership dues or fees.
- 7.2 Corporate Members shall be deemed to have agreed:
- a) to adhere to this bylaw and that of CIP;
 - b) to comply with the Code of Professional Conduct;
 - c) to comply with any program of Continuous Professional Learning established by the Council;
 - d) to pay all dues, fees and penalties as may be prescribed from time-to-time by Council and CIP.

- 7.3 Subject to subsection 4.3 a Corporate Member may, upon written application to the Membership Committee, be granted a leave of absence from membership under such circumstances as may from time-to-time be approved by the Membership Committee. The dates of the leave of absence and the rights, privileges and responsibilities to be retained by the Corporate Member during the leave of absence shall be specified in writing.
- 7.4 A Non-corporate Member in good standing may, in accordance with this Bylaw:
- a) attend and take part in discussions at meetings of the Institute but shall not have voting rights;
 - b) be appointed to any Committee for which he or she is qualified;
 - c) receive all publications of the Institute;
 - d) Resign from membership by delivering a written resignation to the Secretary provided.
 - i) he or she is not under investigation for misconduct; or
 - ii) he or she is not in arrears with respect to membership dues or fees.
- 7.5 Persons who are elected to non-corporate membership shall be deemed to have agreed:
- a) to adhere to this Bylaw and that of CIP;
 - b) to comply with any program of Continuous Professional Learning established by the Council;
 - c) to pay all dues, fees and penalties as may be prescribed from time-to-time by Council;
 - d) to ensure that his or her conduct is exemplary in matters which affect or may affect the Institute.
- 7.6 No member or other person shall have any cause of action or lawful complaint against the Institute, the Council, any member of the Council, any Committee or member of a Committee, any member, officer, servant, agent, employee, counsel or solicitor of the Institute by reason of anything done or omitted, or any other matter conducted in respect of any investigation, enquiry, charge, hearing, report, recommendation, disciplinary proceeding, order or publication made in good faith and the intention was in accordance with this Bylaw.

8.0 THE COUNCIL

8.1 The Institute shall be governed by a Council of seven (7) members whose duties shall include the administration of this Bylaw.

8.2 The Council shall be comprised of:

- a) the President;
- b) the President Elect;
- c) one Councillor elected by each Branch of the Institute in accordance with its bylaws, subject to subsection 8.3;
- d) one Councillor elected by the Student Members of all schools of planning in the Atlantic Provinces, subject to subsection 8.3.

- 8.3 The qualifications for running for or being a member of the Council are:
- a) candidates for office and those holding office shall be Members in Good Standing;
 - b) candidates for and those holding the positions of President and President Elect shall be Full Members who have, on the date of their nomination, been Full Members for a period of not less than five years;
 - c) candidates for and those holding the position of Councillor shall:
 - i) in the case of Councillors representing Branches of the Institute, be Full Members on the date of their nomination and shall be resident within the geographic area covered by the Branch;
 - ii) in the case of the Councillor representing students, a Student Member on the date of his or her nomination and be enrolled in a planning program at a University accredited by CIP and located in the Atlantic Provinces;
 - d) a member of the Council may offer or reoffer for any position for which he or she is qualified.
- 8.4 A member of the Council who is not a Member in Good Standing or whose membership class is changed to a class which would have prevented him or her from running for or holding the office held shall be deemed to have resigned from the Council effective on the date on which the person was removed from the Register of Members in Good Standing or the date on which his or her membership class was changed.
- 8.5 When a Councillor resigns or is removed from Council the Secretary shall, as the context requires, provide a notice to the Branch in which the vacancy has occurred, or the planning schools in which the vacancy has occurred, and request that the vacancy be filled with dispatch.
- 8.6 The terms of office for members of the Council or officers of the Institute shall be:
- a) in the case of the President elect, from the close of the Annual General Meeting at which he or she is elected until the close of the second following Annual General Meeting;
 - b) in the case of the President, from the close of the second following Annual General Meeting at which he or she was elected President Elect until the close of the fourth following Annual General Meeting at which he or she was elected President Elect;
 - c) in the case of Councillors representing Branches, from the close of the Annual General Meeting of the Branch at which he or she was elected until the close of the second following Annual General Meeting;
 - d) in the case of the Councillor representing Student Members, from the close of the general or annual general meeting at which he or she was elected until the close of the general or annual general meeting occurring not less than eleven months, nor more than fourteen months hence;
 - e) notwithstanding clauses c) and d), in the event of a conflict between clause c) or clause d) and the bylaws of the electing Branch or the student organization, the term of office of a Councillor shall be in accordance with the Bylaws of the Branch or student organization.

- 8.6.1 A member of the Council may be removed from office:
- a) in the case of a Councillor representing a Branch or the Student members of the planning schools in the Atlantic Provinces, by a resolution approved by not less than two thirds of the Corporate members in good standing of that Branch or the Student members of the planning schools in the Atlantic Provinces present and voting at a general meeting of that Branch or the Student members in good standing of the planning schools in the Atlantic Provinces;
 - b) in the case of the President Elect or the President by a resolution approved by not less than three quarters of the Corporate members in good standing present and voting at an Annual General Meeting or a Special General Meeting of the Institute called for that purpose.

8.7 Where a member of the Council resigns or is removed from office during his or her term of office, or cannot or will not complete his or her term of office for any reason, a by-election shall be held in the same manner as if it were an election and the person elected shall complete the term of the office vacated.

9.0 ELECTION OF PRESIDENT ELECT

9.1 In each even numbered year commencing in 2008 the Council shall appoint a Nominating Committee for the election of a President Elect not less than ninety (90) days prior to the Annual General Meeting of that year.

9.2 The Nominating Committee shall;

- a) nominate at least one qualified person who has agreed to stand for election as President Elect;
- b) file its report with the Secretary not less than sixty (60) days prior to the Annual General Meeting at which the election will take place.

9.3 The Secretary shall, not less than fifty (50) days prior to the Annual General Meeting at which the election will take place, provide a notice to the Corporate Members:

- a) stating that the election of a President Elect will take place at the Annual General Meeting;
- b) containing the names of the persons proposed for election as President Elect by the Nominating Committee;
- c) inviting further nominations to be delivered to the Secretary not less than thirty (30) days prior to the date of the election.

9.4 Any two Full Members, excluding the nominee, may file a nomination signed by the nominators and the nominee by delivering the nomination to the Secretary not less than thirty (30) days prior to the Annual General Meeting at which the election will take place.

9.5 Subject to subsection 9.7, a nominee wishing to have information with respect to his or her candidacy platform included with the notice described in subsection 9.8 shall provide such number and type of copies as may be stipulated by the Secretary to permit distribution to the Corporate Members in good standing of the information proposed to the Secretary not less than thirty five (35) days prior to the election.

9.6 The Secretary may reject a nominee's proposed information respecting his or her candidacy if it is inaccurate, derogatory to another candidate, libelous, slanderous, extraneous or inflammatory.

9.7 Subject to meeting the relevant requirements of subsections 9.1 to 9.5 inclusive, an election for President Elect shall be conducted by any or all of the following methods:

- a) by ballot mailed to the Corporate members in good standing;
- b) by ballot emailed to the Corporate Members in good standing.

9.8 An election for President Elect shall be carried out in accordance with the following procedure:

- a) where the notice is provided under clause 9.7(a), the Secretary shall, not less than twenty one (21) days prior to the Annual General Meeting at which the election is to be held, provide a notice to the Corporate Members in good standing containing:
 - i) the date, place and time of the Annual General Meeting at which the election will be held;
 - ii) a ballot containing the names of the nominees in alphabetical order and their home civic addresses;
 - iii) an envelope in which the ballot is to be placed;
 - iv) an envelope in which to place the envelope described in subclause iii);
 - v) instructions with respect to the balloting process;
 - vi) the address to which ballots are to be mailed or delivered where the elector chooses to do so;
 - vii) subject to subsection 9.6, a statement not more than two letter sized pages from each candidate with respect to his or her platform for the position of President Elect;
- b) Where the notice is provided under clause 9.7(b), the Secretary shall, not less than twenty one (21) days prior to the Annual General Meeting at which the election is to be held provide a notice to the Corporate Members in good standing containing:
 - i) the date, place and time of the Annual General Meeting at which the election will be held;
 - ii) a ballot containing the names of the nominees in alphabetical order and their home civic addresses;
 - iii) an instruction that the voter shall provide an envelope in which the ballot is to be placed;
 - iv) an instruction that the voter shall provide an envelope in which to place the envelope described in subclause iii);
 - v) instructions with respect to the balloting process;
 - vi) the address to which ballots are to be mailed or delivered where the elector chooses to do so;
 - vii) subject to subsection 9.6, a statement not more than two letter sized pages from each candidate with respect to his or her platform for the position of President Elect.

- 9.9 The Secretary shall accept ballots until the opening of the Annual General Meeting at which the election is to take place.
- 9.10 The Annual General Meeting shall elect two Full Members in attendance as scrutineers for counting the ballots.
- 9.11 The Secretary, or a Full Member designated by him or her, shall, during the meeting, count the ballots and report the results to the presiding officer.
- 9.12 The presiding officer shall report the results to the Annual General Meeting.
- 9.13 The nominee who receives the most votes shall be declared the winner.
- 9.14 Where there is a tie vote for first place in the ballots counted the Secretary shall place a ballot in favor of each nominee in the tie vote in an opaque container and the presiding officer shall, in the presence of the Annual General Meeting, withdraw one ballot sight unseen, announce the name of the nominee named on the ballot and the nominee named shall be declared elected by the Secretary.
- 9.15 For transitional purposes:
- a) The term of office of the President Elect in office following the close of the 2006 Annual General Meeting shall be from the close of the 2006 Annual General Meeting until the close of the 2008 Annual General meeting;
 - b) the President Elect referred to in clause (a) shall, without further election, be the President from the close of the 2008 Annual General Meeting until the close of the 2010 Annual General Meeting;
 - c) The term of office of the President in office following the close of the 2006 Annual General Meeting shall be from the close of the 2006 Annual General Meeting until the close of the 2008 Annual General Meeting.
- 9.16 Where only one person has been nominated for the position of President Elect the Secretary shall provide a notice to the Corporate Members declaring the nominee elected by acclamation.

10.0 OFFICERS

- 10.1 The officers of the Institute shall be:
- a) the President elect;
 - b) the President;
 - c) the Secretary;
 - d) the Treasurer.
- 10.2 The Secretary and Treasurer shall, by resolution, be appointed by the Council and shall hold office at the pleasure of the Council and until their successors are appointed.

11.0 COUNCIL MEETINGS

- 11.1 The Council shall meet in person or via teleconference and conduct the business of the Institute:

- a) at the call of the President not less than two (2) times annually, not less than one (1) of which shall be in person;
 - b) at the call of the Secretary within (forty-five) 45 days of a written request from not less than three (3) members of the Council.
- 11.1.1 A meeting of the Council by teleconference shall require the prior approval of the majority of the members of the Council holding office.
- 11.2 The Secretary shall provide a notice to the members of the Council not less than seven (7) days prior to the meeting: of the date, time and place of the meeting, an agenda of business to be conducted and any documentation available in connection with the agenda.
- 11.3 Four members of the Council constitute a quorum for the conduct of business by the Council.
- 11.4 Unless otherwise specified in this Bylaw, where a meeting is in person or via teleconference:
- a) a simple majority shall decide motions put to a meeting;
 - b) each member of the Council, except the presiding officer, shall have one vote;
 - c) a tie vote shall be broken by the vote of the presiding officer.
- 11.5 Where expedient the Council may meet, in addition to those meetings referred to in subsection 11.1, in person, via teleconference or on-line.
- 11.6 Subject to the prior approval of the President, and in accordance with this Bylaw, the Council may, without requiring a meeting, decide questions by email moving, seconding and voting and the records relating to email motions shall be appended to and form part of the minutes of the next following meeting of the Council.
- 11.7 Notwithstanding any other provision of this section, the Council may meet in emergency session of Council, and the Secretary shall inform the members of the Council of the date, time and location of the meeting and the business to be transacted, by personal or email contact not less than twenty-four (24) hours before the meeting is to take place.
- 11.8 Notwithstanding subsection 11.7 a meeting of the Council in emergency session may be held on less than twenty-four (24) hours notice, provided that unanimous consent of the members of the Council is first obtained.

12.0 DUTIES OF OFFICERS

- 12.1 The President shall:
- a) preside at meetings of the Council and the Institute;
 - b) be an ex-officio member of all Committees;
 - c) sign authorized official documents on behalf of the Institute;
 - d) prepare and deliver a report to the Annual General Meeting
- 12.2 In the absence of the President, or if the President declines to act, the President-Elect shall preside at meetings of the Council and the Institute and failing the President or the President-Elect to preside at any meeting, a chair shall be elected from the members of the Council present at the meeting.

12.3 The President-Elect shall serve as the:

- a) Affiliate Councillor on the CIP Council;
- b) prepare and deliver a report to the Annual General Meeting.

12.4 The Secretary shall:

- a) make and keep accurate minutes of all meetings of the Institute and of the Council;
- b) pursuant to subsection 5.1, prepare, maintain and keep the Register of Members in Good Standing;
- c) be responsible for the custody of the records and archives of the Institute;
- d) prepare and submit all required reports with respect to the incorporation of the Institute;
- e) sign official authorized documents on behalf of the Institute, have custody of the Corporate Seal and ensure its use to certify all documents requiring the seal;
- f) perform such other duties as may be prescribed from time-to-time by the Council.

12.5 The Treasurer shall:

- a) collect dues, fees and other monies due to the Institute;
- b) receive monies due and deposit the same in a bank or trust company account insured under the Canadian Deposit Insurance Corporation;
- d) prepare a budget for each fiscal year and submit the budget for consideration by the Council;
- c) prepare and maintain the financial records of the Institute;
- d) prepare and deliver a report, including the annual financial statements of the Institute, to the Annual General Meeting.
- e) perform such other services as may be prescribed from time-to-time by the Council and make all authorized payments, keeping a proper record of all receipts and disbursements;
- f) ensure that no member of the Council, officer or member of a Committee of the Council recovers a salary, wage or expense without the approval by resolution of the Council.

12.6 Notwithstanding the provisions of this section, where an officer of the Council cannot or does not perform his or her duties the Council may appoint another member of the Council to undertake the duties temporarily.

13.0 COUNCIL COMMITTEES

13.1 The Council may, at its sole discretion, establish such ad hoc or standing committees as it deems expedient to meet the objectives of the Institute and shall establish the following standing committees:

- a) a Membership Committee;
- b) a Continuous Professional Learning (CPL) Committee;
- c) a Professional Practice Review Committee;

13.2 The Council may establish terms of reference for Committees of Council and policies with respect to the actions of Committees.

13.3 Committees shall determine their own procedure, subject to the rules of natural justice.

13.4 A member of a Committee may be removed from that Committee by a resolution: approved by two thirds of the members of the Council present and voting at a meeting of the Council.

14.0 EMPLOYEES

14.1 The Council may, from time to time:

- a) employ such persons, companies or consultants as it considers expedient to meet the objectives of the Institute and shall set the remuneration and conditions of employment of the employees, companies and consultants;
- b) delegate such administrative duties to its employees, companies and consultants as it deems expedient.

15.0 GENERAL MEETINGS

15.1 An Annual General Meeting of the Institute shall be held in each fiscal year, not less than ten (10) months or more than fifteen (15) months after the previous Annual General Meeting on a date and at a time and place to be determined by the Council not less than sixty (60) days prior to the date of the meeting.

15.2 Upon a written request to do so by either:

- a) not less than twenty percent (20%) of the Corporate Members of the Institute in good standing who are members of not less than three Branches; or
- b) a majority of the Council;

the President shall direct the Secretary to call a Special General Meeting of the Institute on a date, and at a time and place to be determined by the Council.

15.3 The Secretary shall provide a notice of the Annual General Meeting or a Special General Meeting to the Members containing the date, time and place of the meeting not less than twenty one (21) days prior to the meeting and shall provide an agenda containing the business to be conducted at the meeting with the notice.

- 15.4 The Council shall lay before the Annual General Meeting the minutes of the meetings of the Institute for the preceding year for approval.
- 15.5 (a) The corporate members present shall, at each Annual General Meeting, appoint an auditor to audit the accounts and financial statements of the Institute and make a report to the Corporate members at the next following Annual General Meeting.
- b) The auditor shall hold office until the next Annual General Meeting provided that the Council may fill any casual vacancies in the office of the auditor.
- c) The remuneration of the auditor shall be fixed by the Council.
- 15.6 Twelve (12) Corporate Members present shall constitute a quorum at an Annual General Meeting or a Special General Meeting.

16.0 VOTING AT GENERAL MEETINGS

- 16.1 Except as herein otherwise provided, at any Annual General Meeting or Special General Meeting of the Institute, a motion before the meeting shall be determined by a majority of the votes of the Corporate Members present and voting on the motion.
- 16.2 The presiding officer of the meeting shall not vote except in the event of a tie vote by the Corporate Members and the presiding officer shall vote to break the tie.

17.0 VOTING BY MAIL BALLOTS

- 17.1 This section does not apply to voting under Section 9 of this Bylaw.
- 17.2 Any question or matter which requires conducting a printed ballot process shall be carried out and decided in the same manner as if it were an amendment to this bylaw.

18.0 BY-LAW AMENDMENTS

- 18.1 An amendment to this Bylaw may be proposed by:
- a) the Council; or
- b) not less than five (5) Corporate Members in good standing.
- 18.2 A proposed amendment pursuant to clause 18.1(b) shall be submitted in writing to the Secretary and shall contain:
- a) the text of the proposed amendment;
- b) the reasons for the proposed amendment.
- 18.3 A proposed amendment made pursuant to clause 18.1(b) shall be considered by the Council at the next following Council meeting or, subject to subsection 11.6, by email vote if the next Council meeting is scheduled for more than thirty (30) days in advance of the date on which the proposed amendment is received by the Secretary, and the Council may, by resolution:
- a) direct the Secretary to put the amendment to a vote of the Corporate Members in good standing without alteration; or

- b) recommend that the proposed amendment be altered and direct the Secretary to submit the altered proposed amendment, and the reasons for the alteration to the proposed amendment therefor, to the proposers; or
 - c) reject the proposed amendment and provide a notice to the proposers that the proposed amendment has been rejected and the reasons therefor.
- 18.4 Where clause 18.3(b) applies and more than sixty percent (60%) of the proposers
- a) determine and provide a notice to the Council that the altered proposed amendment is acceptable, clause 18.3(a) shall apply; or
 - b) state in writing that the altered proposed amendment is not acceptable and state in writing to the Council their desire that the proposed amendment be voted on by the Corporate Members in good standing, subsection 18.5 shall apply.
- 18.5 Where clause 18.3 (b) or clause 18.3(c) applies the proposed amendment shall be placed on the agenda for discussion at the next Annual General Meeting or Special General Meeting provided that:
- a) the number of proposers is not less than twenty five percent (25%) of the Corporate Members in good standing on the date on which the proposed amendment was altered or rejected by the Council, from not less than three (3) Branches of the Institute;
 - b) the Secretary receives the list of proposers not less than thirty (30) days prior to the Annual General Meeting or Special General Meeting at which the proposed amendment is to be discussed.
- 18.6 Subject to meeting the relevant requirements of subsections 18.1 to 18.5 inclusive, an amendment shall be voted on by any or all of the following methods:
- a) by mail ballot sent to the Corporate Members in good standing;
 - b) by email ballot sent to the Corporate Members in good standing.
- 18.7 A vote, or portion thereof, conducted under subsection 18.6 shall be carried out in accordance with the following procedure:
- a) Where the notice is provided under clause 18.6(a), the Secretary shall, not less than twenty one (21) days prior to the closing date on which an amendment is to be voted on, provide a notice to the Corporate Members containing:
 - i) the closing date and time until which votes with respect to the proposed amendment will be received;
 - ii) a ballot containing the text of the proposed amendment;
 - iii) an envelope in which the ballot is to be placed;
 - iv) an envelope in which to place the envelope described in subclause iii);
 - v) instructions with respect to the balloting process;
 - vi) the address to which ballots are to be mailed where the elector chooses to do so.

- vii) if requested by the proposers and subject to subsection 9.6, a statement not more than two letter sized pages from the proposers with respect to the reasons for the amendment;
 - viii) at the option of the Council, a statement of not more than two letter sized pages from the Council with respect to the proposed amendment.
- b) Where the notice is provided under clause 18.6(b), the Secretary shall, not less than 21 days prior to the closing date on which an amendment is to be voted on, provide a notice to the Members containing:
- i) the closing date and time until which votes with respect to the amendment will be received;
 - ii) a ballot containing the text of the proposed amendment;
 - iii) an instruction that the voter shall provide an envelope in which the ballot is to be placed;
 - iv) an instruction that the voter shall provide an envelope in which to place the envelope described in subclause iii);
 - v) instructions with respect to the balloting process;
 - vi) the address to which ballots are to be mailed where the elector chooses to do so.
 - vii) if requested by the proposers and subject to subsection 9.6, a statement not more than two letter sized pages from the proposers with respect to the reasons for the amendment;
 - viii) at the option of the Council, a statement of not more than two letter sized pages from the Council with respect to the proposed amendment.
- c) In addition to the application of clauses 18.6(a) or 18.6(b) as the case may be:
- i) The Secretary shall accept ballots until the date and time of closing of the vote;
 - ii) The Council shall appoint two Full Members as scrutineers for counting the ballots;
 - iii) The Secretary shall, forthwith, count the ballots and report the results to the Council;
 - iv) The President shall, within seven (7) days, provide a notice to the membership with respect to the results of the vote.

18.8 The bylaws of the Institute not embodied in the Letters Patent may be repealed or amended by bylaw in accordance with the procedure in the bylaw provided that the Corporate members approval shall be obtained prior to the approval of the Minister of Industry and the repeal or amendment shall not be enforced or acted upon prior to the approval of the Minister of Industry.

19.0 AFFILIATE AGREEMENT

19.1 The Council may, from time to time, make an affiliate agreement with CIP on behalf of the Institute.

19.2 An affiliate agreement shall take effect upon:

- a) its approval by resolution of Council and execution by the President and President Elect on behalf of the Council and the Institute;

- b) its approval by the Council of CIP.

19.3 An affiliate agreement shall incorporate the following principles:

- a) that the Institute is a full partner in CIP;

- b) that CIP will provide National membership standards in both the Institute and CIP;

- c) that the Institute shall elect members to CIP who apply and meet the National membership standards;

- d) that the Institute shall elect not less than one (1) member on the CIP Council;

- e) that Membership in the Institute is portable to all other affiliates in CIP in the same class without further examination or meeting additional requirements;

- f) that CIP shall provide National standards for Continuous Professional Learning (CPL);

- g) that CIP will provide and maintain a National membership register and permit the Institute and its membership access to it at various levels.

- h) that the Institute's Bylaws shall be consistent with the objectives and purposes of CIP;

- i) that CIP will provide leadership in dealings with professional planners organizations in other Countries;

- k) that CIP will provide National standards of professional conduct to be applied to and by the Institute.

20.0 PROVINCIAL BRANCHES

20.1 Members who reside in the same Atlantic Province may form a Branch of the Institute in that Province .

20.2 A member of the Institute shall not be a member of more than one Branch.

20.3 The Branch to which a member is assigned shall be determined by the Atlantic Province of residence of the member and, where a member resides in more than one Province, the determination shall be made in favor of the Atlantic Province in which the member resides for the longest period in a year.

20.4 A Provincial Branch of the Institute may make Bylaws which:

- a) are consistent with the objectives of the Institute;

- b) not inconsistent with this Bylaw;

- c) require Branch Members to pay dues and fees in addition to those payable to the Institute;

- d) provide for the formation of Regional Chapters within the Provincial Branches.
- 20.5 Provincial Branch Bylaws shall become effective when ratified by the Council.
- 20.6 Notwithstanding clause 20.4(b), where a statute exists in an Atlantic Province which has the effect of establishing a professional planners association in the Province as a body politic and corporate:
- a) the association shall be the sole Branch of the Institute;
 - b) and the statute permits or requires that bylaws be made by the association, the association may make the bylaws required or permitted under the statute;
 - c) and a provision of the bylaws made by the association under clause b) is in conflict with this bylaw in order to comply with the statute, the provision of the bylaws made by the association under clause b) shall prevail to the extent required to remove the conflict.
 - d) and a provision of the bylaws previously made under subsection 20.4 by the Branch of the Province to which the statute applies is in conflict with a provision of the bylaws made under clause b) the provision of the bylaws of the association made under clause b) shall prevail to the extent required to remove the conflict

21.0 CODE OF PROFESSIONAL CONDUCT AND DISCIPLINE

- 21.1 It is the duty:
- a) of a Corporate Member to abide by the Code of Professional Conduct;
 - b) of a Non-Corporate Member to have regard for the Code of Professional Conduct;
 - b) of the Council to enforce the Code of Professional Conduct.
- 21.2 A Member shall co-operate with and provide assistance to any disciplinary proceeding of the Institute and provide such information and documents for a proceeding as may be required by the Professional Practice Review Committee or the Council.
- 21.3
- a) Subject to subsection 21.5, the Professional Practice Review Committee shall undertake the initial investigation of complaints;
 - b) The Council shall carry out all full hearings of complaints respecting the conduct of members.
- 21.4. The Council shall determine the number of members to sit on the Professional Practice Review Committee and, from time to time, may vary that number.
- 21.5 At its sole discretion the Council may determine that a full hearing will be undertaken without referring the matter to the Professional Practice Review Committee.

- 21.6 The Council, or the Professional Practice Review Committee with the approval of the Council, may appoint:
- a) an employee;
 - b) a member of the Bar of an Atlantic Province
- to perform such role or function in a disciplinary proceeding as Council or the Professional Practice Review Committee with the approval of the Council, may designate.
- 21.7 A natural person may deliver to the Secretary a complaint against a Member with respect to
- a) the Member's conduct in relation to the Code of Professional Conduct;
 - b) this Bylaw;
 - c) professional incompetence.
- 21.8 A complaint shall be made within twelve (12) months of the date of the alleged offense.
- 21.9 Upon receipt of a complaint the Secretary shall forthwith provide notices:
- a) to the complainant that the complaint has been received;
 - b) to the Council and the Professional Practice Review Committee that the complaint has been received and a copy of the complaint.
- 21.10 Upon receipt of the notice referred to in subsection 21.9 the Chair of the Professional Practice Review Committee shall provide a notice to the respondent that the complaint has been received and will be investigated and a copy of the complaint.
- 21.11 The Professional Practice Review Committee shall:
- a) conduct a preliminary investigation of the complaint;
 - b) prepare a report to the Council on its findings;
 - c) make a recommendation to the Council that a full hearing of the complaint should or should not be held by the Council.
- 21.12 The Professional Practice Review Committee may recommend that a full hearing not be held for any or all of the following reasons:
- i) the complaint does not fall within the Institute's jurisdiction;
 - ii) the complaint is without merit;
 - iii) The complainant has not provided documentation required in relation to the complaint;
 - iv) the complaint is frivolous or vexatious;
 - v) the complaint raises a minor issue which does not warrant further review;
 - vi) the matter giving rise to the Complaint has been resolved;

vii) the complaint has been withdrawn by the complainant.

21.13 The Professional Practice Review Committee shall, in carrying out its preliminary investigation of a complaint, invite the complainant and the respondent to provide documents or written statements relevant to the complaint.

21.14 Following receipt of the report of the Professional Practice Review Committee the Council shall, at its sole discretion, determine whether or not to hold a full hearing of the complaint before Council and provide notices to the complainant and the respondent of its decision.

21.15 Where the Council decides to hold a full hearing it shall do so *de novo* and:

- a) provide a notice to the complainant and the respondent:
 - i) of the date, place and time at which the full hearing will be held and the details of the complaint to be considered at the hearing;
 - ii) requesting or requiring that they provide any additional documents or written statements in addition to those submitted to the Review Committee during the preliminary investigation within forty five (45) days, or such shorter time period as the parties may agree, to the Council and the other party;
- b) following the full hearing, make a decision with respect to the complaint and provide notices to the complainant and respondent of the decision.

21.16 The Council may, at any time prior to the commencement of a full hearing, submit to the respondent a proposed disciplinary action in relation to the complaint, and the respondent may admit to the complaint and accept the proposed disciplinary action. The disciplinary action proposed by the Council shall include any or all of the disciplinary actions set forth in clause 21.22(b).

21.17 Where a respondent admits to the complaint and agrees to accept the disciplinary action proposed, the Council shall:

- a) impose the proposed disciplinary action;
- b) provide a notice to the complainant describing the complaint admitted to and the discipline imposed;
- c) instruct the Secretary to record the respondent's admission on his or her membership records and to provide a notice to CIP;
- d) determine whether the respondent should be publicly identified and, if so, prepare and provide or publish a notice describing the complaint admitted to and the disciplinary action imposed to any or all of:
 - i) the general public through at least one notice in at least one newspaper circulating in the area in which the respondent resides or practices;
 - ii) any or all classes of members.

21.18 The Council may, on such terms as it deems appropriate, adjourn, recess or postpone a full hearing pending the conclusion of civil or criminal proceedings arising from the same facts which give rise to the complaint.

21.19 At a full hearing:

- a) the Council shall determine the procedure to be followed subject to the rules of natural justice;
- b) the respondent shall appear personally and may be represented by counsel;
- c) the complainant may appear personally and may be represented by counsel;
- d) the Council may be represented by counsel.
- e) the proceedings shall be in-camera,

21.20 At a full hearing the Council may:

- a) admit as evidence any written statement of agreed facts;
- b) receive evidence under oath or affirmation or in any manner it considers appropriate.

21.21 Where the complainant or respondent fails to provide documents or information required or where the respondent fails to attend a full hearing without just cause the Council may:

- a) proceed to hear and determine the complaint in the absence of the documents or information or the respondent; or
- b) where the respondent fails to provide the documents or information required, deem that the complaint has been proved; or
- c) where the complainant fails to provide the documents or information required, dismiss the complaint.

21.22 Following completion of a full hearing, the Council shall, by a majority decision in-camera, make a finding as to the facts and a decision on each complaint or part thereof and:

- a) where the complaint is not proved it shall be dismissed and the Council shall provide notices to the complainant and the respondent that the complaint has been dismissed; or
- b) where the complaint is proved the Council, by resolution, shall determine the disciplinary action to be taken and provide notices to the complainant and the respondent that the complaint has been proved and the disciplinary action ordered and impose disciplinary action which may, at the sole discretion of the Council, include any or all of the following:
 - i) a written reprimand;
 - ii) a requirement for a verbal or written apology to the complainant, the Council, the Institute or the general public;
 - iii) a requirement for further training, education or counselling;
 - iv) censure by notice to any or all classes of membership or the general public;
 - v) a fine which may include the costs associated with the investigation and hearing of the complaint and any notices associated with subclause iv;
 - vi) suspension of membership for a specified period of time;

vii) expulsion from the Institute.

- 21.23 Where a member is suspended or expelled from the Institute, he or she shall, within seven (7) days of such suspension or expulsion, return to the Institute his or her membership certificates issued by the Institute and CIP and his or her professional seal and shall not use any designation or initials obtained as part of his or her membership class privileges. Subject to the member complying with the terms of the disciplinary action imposed, the membership certificates and professional seal of a suspended member shall be returned by the Institute to the member following the period of suspension and the right of use of any designation or initials obtained as part of his or her membership class privileges by the member shall be restored following passage of the suspension period.
- 21.24 Where disciplinary action has been ordered against a member pursuant to a full hearing, the Council shall determine whether the member should be publicly identified and, if so, provide or publish a notice outlining the misconduct and the disciplinary action imposed to any or all of:
- a) the general public through at least one notice in at least one newspaper circulating in the area in which the respondent resides or practices;
 - b) any or all classes of Members.
- 21.25 Where, when required in connection with a disciplinary action other than expulsion, a Member fails to take an action required within the time permitted to do so, the Council may, after giving thirty (30) days notice to the Member of its intention to do so, summarily expel the Member. The Council may, on application by the Member, grant an extension of time for compliance.
- 21.26 A fine or cost ordered to be paid to the Institute by a Member as all or part of a disciplinary action shall be recoverable by the Institute from the Member as a contract debt by legal action brought in a court of competent jurisdiction. Such legal action may be commenced and continued notwithstanding that the Member has ceased to be a member of the Institute for any reason.
- 21.27 An application for reinstatement of membership from a former Member who has been expelled shall be made to the Membership Committee and shall not lie until at least five (5) years have elapsed from the date of expulsion.
- 21.28 The evaluation of an application for reinstatement pursuant to subsection 21.27 shall be carried out as if it were an application for membership from a person not previously having been elected to membership in CIP and, in addition, shall have regard for:
- a) the conduct of the former Member since expulsion and the steps taken by him or her since expulsion to safeguard against the same or similar conduct in the future;
 - b) such other facts and circumstances as the Membership Committee considers relevant.
- 21.29 The Membership Committee may, with cause, refuse the application for reinstatement or allow it with or without conditions, including conditions requiring the applicant to take courses of instruction, engage in a period of supervised practice, or successfully complete such examinations as it considers appropriate.
- 21.30 Information received by a person serving in disciplinary proceeding of the Institute shall not be privileged and the person shall not be prohibited by his or her duties, obligations and responsibilities to the Institute including any obligation to maintain the confidentiality of the Institute's affairs, from reporting suspected criminal activities or alleged breaches of the law to the appropriate legal authorities.

- 21.31 This section shall not have application to any Atlantic Province where:
- a) a statute exists in that Province which has the effect of establishing a professional planners association in the Province as a body politic and corporate;
 - b) the statute permits or requires that bylaws be made by the association and the association has made bylaws which include provision for the making, hearing and disposition of complaints respecting the conduct of members in relation to the Code of Professional Conduct, this bylaw and incompetence.

22.0 CONTINUOUS PROFESSIONAL LEARNING

22.1 The Council may, by resolution, establish a program of Continuous Professional Learning (CPL) which:

- a) may be permissive for any or all classes of membership or mandatory for any or all classes of membership;
 - b) may be carried out in collaboration with CIP or any or all of its affiliates;
 - c) may require a member to record or verify his or her actions taken to comply with the program;
 - d) shall establish standards for compliance with the program;
 - e) shall be administered by the Standing Committee on CPL.
- 22.2 The Standing Committee on CPL shall, not less than once in each calendar year, review the records of any or all members who are required to comply with the CPL program and determine whether the Members are in compliance with the program.
- 22.3 Where a Member is in non-compliance with the CPL program the Standing Committee on CPL shall provide a notice to the Member that he or she is not in compliance with the program, the particulars relative to the non-compliance and order that the Member comply within a period of not less than six (6) months or more than twelve (12) months of the date of the notice.
- 22.4 A Member who is in non-compliance with the CPL program following the date by which he or she was ordered to comply shall, with the prior approval of the Council, be struck from the Register of Members in Good Standing until he or she complies with the CPL program;
- 22.5 Where a member remains in non-compliance with the CPL program for not less than six (6) months past the date on which he or she was struck from the Register of Members in Good Standing the Standing Committee on CPL shall, following sixty (60) days notice to the Member, recommend to the Council that any disciplinary action contained in clause 21.22(b) be taken against the Member. and the Council may, subject to subsection 22.6:
- a) impose the disciplinary action recommended by the Standing Committee on CPL; or
 - b) impose any other disciplinary action contained in clause 21.22(b).
- 22.6 A member who has received the notice referred to in subsection 22.5 and is dissatisfied with the disciplinary action proposed may, within the sixty (60) day period referred to in subsection 22.5, appeal the proposed disciplinary action and the facts which gave rise to it, to the Secretary and the appeal shall be dealt with in the same manner, and with any appropriate changes, as if it was a complaint and subsections 21.8 to 21.15, inclusive, and 21.18 to 21.31, inclusive, shall apply.

22.7 The imposition of a disciplinary action under subsections 22.5 or 22.6 shall not relieve the Member of compliance with an order under subsection 22.3;

23.0 RESIGNATION AND TERMINATION

23.1 A member, while in good standing, may resign from the Institute by written notice to the Secretary. A letter of resignation shall be acted upon by resolution at the next following meeting of the Council or by email voting. A resignation shall become effective on the date of acceptance by the Council or on such previous date as may be included in the resolution accepting the resignation.

23.2 Upon resignation or termination the former member shall return forthwith all membership certificates and professional seals issued by the Institute and shall not use any designation or initials obtained as part of his or her membership class privileges.

24.0 REPEAL OF PREVIOUS BYLAW

24.1 The bylaw of the Institute ratified by the membership on June 1, 1988 and approved by the Council on June 3, 1988, as amended, shall be repealed upon the approval of this bylaw.

25.0 EFFECTIVE DATE

25.1 This bylaw shall take effect following its approval by a majority vote of the Corporate Members in Good Standing and approval by the Council.