

By-law No. 1
The General By-law of the
Ontario Professional Planners Institute

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OF THE
ONTARIO PROFESSIONAL PLANNERS INSTITUTE

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By-Law No. 1

**ONTARIO PROFESSIONAL PLANNERS INSTITUTE/
INSTITUT DES PLANIFICATEURS
PROFESSIONNELS DE L'ONTARIO,**

being an Ontario Corporation constituted by special statute (the “Institute”)

(A By-law relating generally to the constitution and conduct of affairs of the Institute).

BE IT ENACTED as a by-law of the Institute

SECTION 1 - GENERAL

1.1 Interpretation

- 1.1.1 In this By-law, the powers, provisions, rights, responsibilities, definitions, obligations and privileges afforded the Institute under the *Ontario Professional Planners Act*, 1994. S.O. 1994, Chapter Pr.44 be and the same are expressly adopted for use, conformity and consistency herein and the words and expressions defined in that Act have the same meaning when used in this By-law, unless the context otherwise requires.
- 1.1.2 In this By-law, the term “the NFPC Act” shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and all regulations passed thereunder as they are amended or replaced from time to time.
- 1.1.3 In this By-law, the term “special resolution” means a resolution that is submitted to a members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast.
- 1.1.4 In this By-law, references to “resolutions” contemplate that there will be a motion moved by an individual eligible to vote at the relevant meeting, seconded by an individual eligible to vote at the relevant meeting, and carried by the relevant majority of votes cast by those eligible to vote at the relevant meeting (except for written resolutions contemplated by Section 3.5.4).
- 1.1.5 In this By-law, the term “members’ meeting” refers, depending on the context of its use, to an annual meeting of the members of the Institute or to a special meeting of the members of the Institute or to both an annual meeting of the members of the Institute and a special meeting of the members of the Institute.

1.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Institute and any document, matter or thing that requires Council consideration may be signed on the approval thereof by Council, by any two (2) of its officers or eligible directors

and so signed shall be binding on the Institute. In addition, Council may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed and any document, matter or thing that does not require Council consideration. Any person authorized to sign any document may affix the Institute's seal to the document, if required. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Institute to be a true copy thereof.

1.3 Banking Arrangement

The fiscal year of the Institute shall be the calendar year. The banking business of the Institute shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Ontario or elsewhere in Canada as Council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Institute and/or other persons as Council may by resolution from time to time designate, direct or authorize.

1.4 Preservation of Rights and Privileges

Nothing in the passage of this By-law or any amendment thereto effects contracts of the Institute, commitments lawfully made or privileges of membership outstanding and in effect as at the date of enactment or amendment.

SECTION 2 - MEMBERSHIP

2.1 Membership Categories and Privileges

2.1.1 Subject to this By-law, there shall be two (2) voting categories of membership: Full Member and Candidate Member. The conditions of membership and transfer rights are established pursuant to this Section 2.1 and to Section 2.2.

2.1.2 There shall be a non-voting category of membership: Student Members. Council may, by resolution, amend or establish other non-voting categories of membership from time to time and affix thereto such rights, responsibilities, privileges and fees as it deems appropriate.

2.1.3 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 in writing as retired by the Registrar. (Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)

2.1.4 A Non-Practicing Member is a Full Member or a Candidate Member who is not 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 eligible to vote but not be elected a director of the Institute. A Non-Practicing Full Member is eligible to use only the designation "Registered Professional Planner (Non-Practicing)." A non-practicing Full Member is not permitted 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 any term specified for membership qualification.

- 2.1.5 Lifetime membership is granted to a Retired Member after meeting criteria established and approved from time to time by Council. Lifetime Members are not eligible to vote or be elected a director of the Institute and must not be practicing planning for gain. Lifetime Members are permitted to use only the title RPP (Lifetime) and are granted complimentary membership in recognition of their lifetime of service to the public interest. A Lifetime membership may be revoked by Council in extenuating circumstances as determined by Council.
- 2.1.6 A Full Member, other than a Non-Practicing Member, will be issued a certificate of registration as a Registered Professional Planner.
- 2.1.7 A Full Member who is a Retired Member, will be issued such identification as Council may determine to be affixed to the member's certificate of registration issued under Section 2.1.6. (Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)
- 2.1.8 Each certificate of registration issued under Section 2.1.6 is the property of the Institute and shall be returned to the Institute upon the request of the Registrar.
- 2.1.9 A Full Member, other than a Non-Practicing Member and other than a Retired Member (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5), upon application and subject to Section 2.1.6, may request and use a seal designating that person as a "Registered Professional Planner". Each seal issued is the property of the Institute and shall be returned on request of the Registrar.
- 2.1.10 Subject to Section 2.1.4, every Candidate Member shall have a maximum of seven (7) years to attain Full Member status, failing which all rights and privileges in the Institute shall cease (provided that the Registrar may from time to time in the Registrar's discretion grant extensions to such time period).
- 2.1.11 The Registrar shall administratively determine whether a candidate has met the requirements of admission to a category of membership in accordance with the requirements for membership as specified in this By-law. The Registrar shall provide recommendations to Council on membership on a regular and timely basis.

2.2 Membership Conditions

- 2.2.1 To be eligible for membership in the Institute, an applicant for membership must have met the membership criteria approved from time to time by Council, and otherwise must be satisfactory to and accepted by the Registrar. No corporation or other entity may be a member.

- 2.2.1.1 For greater certainty, such membership criteria approved from time to time by Council may be developed and implemented by a third party approved from time to time by Council.
- 2.2.2 A person who holds membership in any category, unless otherwise specified, is entitled to attend and participate in discussion at meetings of the Institute, to receive all publications of the Institute, to be considered for appointment to committees and to resign from membership, and is further obligated to support and promote the objects of the Institute and to pay such dues, fees or assessments as are provided for in this By-law.
- 2.2.3 All Full Members and Candidate Members are obligated to adhere to and be bound by the Professional Code of Practice of the Institute as adopted by Council from time to time and to report any alleged breach of the Professional Code of Practice to the Complaints Committee and to accept the procedures related to complaints and discipline as determined by Council from time to time.
- 2.2.4 Full Members (other than Lifetime Members), Candidate Members and Student Members are entitled to be nominated for election as a director.
- 2.2.5 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.
- 2.2.6 A person holding membership in any category 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 qualifications other than specific to the category in which the person is a member.
- 2.2.7 Membership in the Institute shall cease when a member:
- 2.2.7.1 dies or resigns;
 - 2.2.7.2 is removed from the register of the Institute by virtue of being in default of dues, fees, penalties or assessments;
 - 2.2.7.3 is removed from the register of the Institute by virtue of the operation of its by-laws;
 - 2.2.7.4 is removed from the register of the Institute by consequence of a breach of the Professional Code of Practice; or
 - 2.2.7.5 the Institute is liquidated or dissolved by operation of law.
- 2.2.8 Maintenance of membership, among other matters requires that:

- 2.2.8.1 Each Full Member, other than a Retired Member or a Non-Practicing Member, and each Candidate Member shall undertake Continuing Professional Learning (CPL) and shall report that CPL to the Institute on a regular basis (not more frequently than annually) as determined by Council from time to time. (Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.)
- 2.2.8.2 Council shall establish rules for activities deemed acceptable as CPL and for the reporting and monitoring of those activities by the Registrar.
- 2.2.8.3 If a Full Member or Candidate Member is late in completing or reporting required CPL activities, the Institute may establish and require the imposition of a penalty on the member. Such penalty when in the form of a monetary fine or charge shall be deemed a fee for the purposes of Section 2.2.7.2 of this By-law.
- 2.2.8.4 Prior to revocation of membership for failure to meet required CPL activities, a member shall be provided fifteen (15) days' written notice, or such further period as the Registrar may allow in the circumstances, to rectify such default.
- 2.2.8.5 The following members shall purchase professional liability insurance as required by the Institute from time to time:
- 2.2.8.5.1 each Full Member (including Non-Practicing Full Members) but not Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5); and
- 2.2.8.5.2 each Candidate Member (including Non-Practicing Candidate Members).
- 2.2.8.6 A Student Member shall not be required by the Institute to purchase professional liability insurance.
- 2.2.9 Other than matters before the Complaints Committee or the Discipline Committee, imposition of a penalty regarding a member or revocation of membership pursuant to this By-Law may only be occur if:
- 2.2.9.1 the relevant member is given at least fifteen (15) days' written notice of the proposed penalty or revocation with reasons; and
- 2.2.9.2 the member is given an opportunity to submit a written statement, not less than five (5) days before the proposed penalty or revocation becomes effective, by the person identified in this By-Law with authority to impose the penalty or revoke the membership.

SECTION 3 - COUNCIL

3.1 Composition of Council

- 3.1.1 Council shall consist of not less than thirteen (13) and not more than sixteen (16) directors of whom:
 - 3.1.1.1 not less than ten (10) and not more than thirteen (13) directors shall be Full Members including Retired Members (but not including Lifetime Members or Non-Practicing Members). (Lifetime membership may be granted to a Retired Member in accordance with Section 2.1.5.);
 - 3.1.1.2 two (2) Directors shall be public interest representatives holding no membership qualifications, privileges or office in the Institute; and
 - 3.1.1.3 one (1) Candidate Member or Student Member who is working towards their professional designation at the time of their election.
- 3.1.2 The number of directors referred to in Section 3.1.1.1 shall be determined from time to time by Council.
- 3.1.3 Directors shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

3.2 Officers and Directors

- 3.2.1 The officers of the Institute are directors on Council and shall consist of: the Chair, Chair Elect and (subject to Section 3.3.1.4) the Secretary/Treasurer.

3.3 Duties of Officers

- 3.3.1 Officers, in addition to other duties prescribed by Council, shall have the following responsibilities:
 - 3.3.1.1 Chair. The Chair shall preside at all Council meetings, the Executive Committee and the membership. The Chair provides leadership to Council, ensures the integrity of Council's process, and represents Council to outside parties. The Chair shall be an ex-officio member of all standing committees of the Institute, with voting privileges.
 - 3.3.1.2 Chair Elect. The Chair Elect shall act as the representative of the Chair in such matters as the Chair may assign and shall perform the duties of the Chair in the event of the Chair's death, absence or inability.
 - 3.3.1.3 Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the maintenance of the membership register of the Institute in a format prescribed by Council and shall confirm and distribute such membership register for access by the membership not less than once annually. The Secretary/Treasurer shall also be responsible for the preparation and distribution of all notices and the minutes of all Council meetings, the Executive Committee and the members. The Secretary/Treasurer shall also maintain such books and records as will provide an accurate accounting of

all funds received and disbursed by the Institute in accordance with generally accepted accounting principles. The Secretary/Treasurer shall be responsible for the preparation of an annual financial report that shall be submitted to Council and the members at the annual members' meeting. These duties may be partially delegated to the Executive Director or to the Registrar of the Institute.

- 3.3.1.4 Council shall elect from amongst the directors a Secretary/Treasurer and may separate the offices for the purposes of the officers of the Institute.

3.4 Districts

- 3.4.1 Council by resolution shall identify and determine for the districts established under Section 3.4.2 such directions, activities, functions, funding, budgets, limits, approval requirements or such other controls as Council may from time to time prescribe.

- 3.4.2 To afford the members of the Institute in various geographic areas a suitable instrumentality for close co-operation in achieving the Institute's purposes set forth from time to time, Council has authority to establish such districts as it may deem necessary or desirable.

- 3.4.3 Despite Section 3.4.2, Council shall have the right to prescribe uniform rules and procedures controlling the business and financial activities of districts including, but not restricted to record keeping requirements, reporting requirements and requirements related to the filing of proper tax and information returns. A district may charge an event fee but shall not levy any membership fee, dues charge or any form of special assessment upon a member of the Institute within the district, without the prior consent of Council.

3.5 Council Meetings

- 3.5.1 A Council meeting may be called by the Chair or by not less than three (3) directors on Council provided that in each case notice of not less than ten (10) days must be given by mail or electronic means to each director. No error, omission or defect in the giving of notice shall invalidate such meeting.

- 3.5.2 If all directors consent, a Council meeting or a meeting of a committee of directors may be held by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting is deemed to be present at the meeting.

- 3.5.3 At all Council meetings, each director is authorized to exercise one (1) vote, and every question shall be decided by a majority of votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote, and the relevant motion shall be deemed to have been defeated.

3.5.4 A resolution, signed by all the directors entitled to vote on that resolution at a Council meeting or of a meeting of a committee of directors is as valid as if it had been passed at a Council meeting or a meeting of a committee of directors. The Institute shall keep a copy of every resolution referred to in the preceding sentence with the minutes of Council meetings or a meeting of a committee of directors.

3.6 Terms of Office and Elections

3.6.1 The term of office of a director or officer shall be for two (2) years commencing at the adjournment of the annual members' meeting of their election.

3.6.2 The Chair Elect and the directors shall be elected by members holding voting privileges and in a manner permitted by this By-law at an annual members' meeting at which an election of directors is required.

3.6.3 Directors in office are eligible for re-election for one (1) additional term provided that:

3.6.3.1 a Director who has served for one (1) term or for two (2) consecutive terms and who is then elected as Chair Elect shall continue to be a Director throughout their term of office as Chair Elect and throughout their subsequent term of office as Chair;

3.6.3.2 at the end of their initial term as a director, a director who is serving as a Candidate Member shall not be eligible for re-election in that category;

3.6.3.3 at the end of their initial term as a director, a director who is serving as a Student Member shall not be eligible for re-election in that category; and

3.6.3.4 the Chair shall not be eligible for election as Chair Elect at the end of the Chair's term of office as Chair.

3.6.4 Upon the end of the term of an incumbent Chair, the Chair Elect then in office shall assume the office of Chair. Council shall also appoint the incoming Chair as the chair of Council at the first Council meeting after an annual members' meeting.

3.6.5 The method of election of directors (subject to Section 3.6.5.1) or the determination of any other matter shall be at the direction of Council and conducted by the Executive Director either at a members' meeting called for the purpose which shall include a proxy, or by mail ballot, or by telephonic or electronic means, in accordance with this By-law.

3.6.5.1 In the event that an election involves more nominees than the number of the position(s) which is(are) available, voting members shall be entitled to vote for any number of nominees not exceeding the number of the available position(s).

- 3.6.5.2 Despite any other provision of this By-Law, where a director in office dies, resigns or becomes incapacitated, Council on the advice of the Governance and Nominating Committee shall appoint a replacement for the balance of the vacant term.
- 3.6.6 Where an election of directors or other matter is conducted by mail ballot, the Executive Director shall:
- 3.6.6.1 cause to have prepared a ballot listing all the persons nominated by the Governance and Nominating Committee or otherwise by law and the positions for which they have been nominated; and shall
- 3.6.6.2 mail the ballot to every voting member of the Institute not later than four (4) weeks but not more than seven (7) weeks prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter; and shall
- 3.6.6.3 accept ballots delivered by mail to the Executive Director at the office of the Institute up to 5 p.m. on the third (3rd) business day preceding the day of the meeting called for the purpose or otherwise at the time and date set for the determination of the matter; and shall
- 3.6.6.4 accept ballots delivered by hand to the Executive Director at the office of the Institute, up to 5 p.m. on the day preceding the call to order of the meeting called for the purpose or otherwise at the time and date set for the determination of the matter.
- 3.6.7 The Executive Director shall ensure that the counting of ballots, proxies, telephonic or electronic votes received in the periods specified in the Notice shall be conducted with integrity and good faith and that the recording and reporting of votes is conducted with the care, diligence and skill that a reasonably prudent person would exercise, such counting to be made prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter.
- 3.6.8 Where voting for the election of directors or other matter is conducted by mail, telephonic or electronic means, the Executive Director shall be responsible to ensure a system of adequate notice and recording and to protect the integrity and privacy of only members entitled to vote but such that the votes may be verified as having been made by members entitled to vote and such that the Institute is not able to identify how each member voted, in like manner and with the necessary changes, as provided for in Section 3.6.5, Section 3.6.6 and 3.6.7.
- 3.6.9 Where the election of directors or other matter is conducted at a members' meeting, notice thereof by mail or electronic means including a mail ballot and proxy shall be provided to every voting member of the Institute not later than five (5) weeks prior to the meeting called for the purpose or otherwise at the time and date set for the determination of the matter. Members may appoint a proxyholder. Such determination shall be by show of hands and the counting of mail ballots and

proxies as tabulated by the Executive Director and confirmed and announced by the Chair at the meeting called for the purpose.

- 3.6.10 Other than as may be specifically provided in this By-law or by operation of law, Council may direct that any matter for which it requires the assent of the membership, such consent may be sought through a vote by mail ballot or by telephonic or electronic means in accordance with Section 3.6.6, Section 3.6.7, or Section 3.6.8 (as the case may be).

SECTION 4 - MEETINGS OF MEMBERS

4.1 Attendance

The only persons entitled to be present at a members' meeting shall be those entitled to vote at the meeting, the Executive Director, the Registrar, the accountant of the Institute, and such other persons who are entitled or required by law to be present at the meeting. Any other person may be admitted only on the invitation of the Chair or by resolution of the members.

4.2 Quorum

Subject to law, a quorum of any members' meeting shall be twenty-five (25) members entitled to vote of which a minimum of fifteen (15) shall be Full Members with voting privileges, such being present in person or by proxy, or by the same having exercised a right to vote by mail ballot or electronic vote, as advised by the Executive Director. If a quorum is present at the opening of a members' meeting, the members present may precede with the business of the meeting even if a quorum is not present throughout the meeting.

4.3 Voting

At any members' meeting every question, unless otherwise provided for in this By-law or by law, shall be determined by a majority of the votes cast on the question by a show of hands. In the case of an equality of votes cast either on a show of hands and proxy count or on a mail ballot or on the result of electronic voting, the chair of the meeting shall not be entitled to a second or casting vote, and the relevant motion shall be deemed to have been defeated.

4.4 Annual Members' Meeting

4.4.1 The Institute shall hold an annual members' meeting, such that the annual members' meeting shall be held within fifteen (15) months but no sooner than six (6) months after the last preceding annual members' meeting, at a time and place to be set by Council at least nine (9) weeks prior to the annual members' meeting.

4.4.2 The Executive Director shall, at least five (5) weeks but not more than seven (7) weeks prior to the annual members' meeting, provide notice by mail or electronic means of the time and place of the annual members' meeting to every voting member on the register of the Institute and shall indicate in the notice that nominations and the election of directors at that annual members' meeting will be received and voted upon in conformity with this By-law.

4.5 Special Members' Meeting

- 4.5.1 The Institute shall hold a special members' meeting where the Chair calls a special members' meeting at the Chair's discretion or where the Chair shall call a special members' meeting on the written request of a least four (4) directors or of at least ten percent (10%) of voting members.
- 4.5.2 The Executive Director shall, at least four (4) weeks but not more than seven (7) weeks prior to a special members' meeting, provide notice by mail or electronic means of the time and place of the special members' meeting to every voting member on the register of the Institute and shall indicate in the notice a statement of the purpose of the meeting and that only those matters specified in the statement of purpose may be considered at the meeting.

4.6 Meeting by Telephonic or Electronic Means

- 4.6.1 If the directors call a members' meeting, the directors may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 4.6.2 Any person entitled to attend a members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Institute makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

SECTION 5 - COMMITTEES

5.1 Standing Committees

- 5.1.1 The standing committees of the Institute are constituted with responsibilities as follows:
- 5.1.1.1 Executive Committee. The Executive Committee shall consist of the Chair, Chair Elect, the Secretary / Treasurer and up to two (2) other Council members (provided that if the position of Secretary / Treasurer is separated as contemplated in Section 3.3.1.4, each of the Secretary and the Treasurer shall be members of the Executive Committee). The Executive Committee shall be chaired by the Chair. The Executive Committee shall provide advice and recommendations for Council and, subject to the NFPC Act, will be directly responsible for finance, audit and committee functions, risk management and human resources matters. Responsibilities also include recommending performance objectives as well as the evaluation and compensation of the Executive Director. In addition, subject to the NFPC Act, the Executive Committee will have responsibility for: general decisions between Council meetings; leading strategic planning, crisis management; and the annual performance evaluation of the Executive Director. For greater certainty, the Executive Committee is mandated to

respond to issues and make decisions between Council meetings that would otherwise be made by Council subject to the NFPC Act and subject to the limitation that all decisions must be aligned to approved policies and procedures as well as the Institutes mission, core values and strategic directions. The Executive Committee shall also undertake such other duties as may be assigned by Council from time to time.

5.1.1.2

Governance and Nominating Committee. The Governance and Nominating Committee shall be comprised of the Chair Elect, three (3) other Full Members of Council and two (2) other Full Members, who are not Non-Practicing Members.

- (A) The Governance and Nominating Committee shall be responsible for: the nominating process for directors (including the Chair Elect) and for Standing Committee chairs. Responsibilities include the reviewing and making of recommendations concerning Council policies and by-law changes, including the effectiveness of governance, development and succession planning, policy development, and such other duties as may be assigned by Council from time to time.
- (B) With respect to the nominating process for directors:
 - (1) the Governance and Nominating Committee shall:
 - a. from time to time establish standards based on and related to the skills and characteristics considered to be aligned with the strategic direction of the Institute;
 - b. solicit, receive and consider nominations for the election of directors (including the Chair Elect);
 - c. require any individual nominated for election as a Director to provide written consent: to the Institute's nomination process; and to acting as a director of the Institute in the event that the individual is elected as a director of the Institute (such form to be in a form approved by Council from time to time); and
 - d. report to Council by providing a list of all nominations received, recommending to Council appropriate nominee(s) to stand for election as director(s), and recommending to Council which potential nominee(s) should not be permitted to stand for election as director(s). For greater certainty: (i) such recommendations may include a list of nominee(s) for the election of directors less than, equal to or more than the number of director position(s) open at

the time of the relevant election; and (ii) if the number of nominee(s) for the election of directors is equal to the number of director position(s) open at the time of the relevant election, such nominee(s) will be acclaimed to such position(s).

- (2) after receiving the Governance and Nominating Committee's report referred to above, Council shall identify the nominee(s) who will stand for election as director(s) (including the Chair Elect). For greater certainty: all nominations for election of Directors must follow this procedure; and an individual may not be nominated for election as a director from the floor of a members' meeting. For greater certainty, Council's identification of such nominee(s) may result in a list of nominee(s) for the election of directors less than, equal to or more than the number of director position(s) open at the time of the relevant election.

5.1.1.3 Professional Standards & Registration Committee. The Professional Standards & Registration Committee shall consist of five (5) to seven (7) Full Members other than Non-Practicing Members or Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5). The Professional Standards & Registration Committee shall be responsible for oversight of professional standards development and of impact assessment on member-related matters. The Professional Standards & Registration Committee shall oversee the identification and review of professional standards with third parties (including with other planning institutes through representation on relevant committee(s) as approved by the Institute). The Professional Standards & Registration Committee shall provide to the Registrar and/or to Council advice and Ontario-specific insight concerning existing standards of practice, the development and maintenance of continuous professional learning standards, and provincial legislation that may impact the practice of planning. At the request of the Registrar, the Professional Standards & Registration Committee shall provide advice on issues concerning membership applications. The Professional Standards & Registration Committee shall also undertake such other duties as may be assigned by Council from time to time.

5.1.1.4 Discipline Committee. The composition of and other matters related to the Discipline Committee are addressed in Section 6. The Discipline Committee shall have the authority necessary to provide for a process of considering matters referred to it by the Complaints Committee, including making determinations of professional misconduct and orders setting out penalties for professional misconduct. Included in the responsibilities of the Discipline Committee is the provision of advice to Council, on request, and to the Professional Standards & Registration Committee where there may

be a need for development or clarification regarding standards of practice. The Discipline Committee has independent decision-making authority regarding discipline matters within the scope of the mandate as specifically provided in this By-law. The Discipline Committee shall also undertake such other duties as may be assigned by Council from time to time.

- 5.1.1.5 Complaints Committee. The Complaints Committee shall consist of not less than five (5) Full Members, other than Non-Practicing Members, and not less than one (1) lay citizen, none of whom shall be officers or directors of the Institute. The Complaints Committee shall assess, review and respond to every complaint, including a complaint by the Registrar, regarding the conduct of a member of the Institute. The Complaints Committee shall have the authority necessary to provide for a process of considering complaints made against members, including making referrals to the Discipline Committee and requiring a member to appear before the Complaints Committee to be cautioned. The Complaints Committee shall also have the authority necessary to provide for a process of investigating complaints made against members if such complaints contain information suggesting that the member may be guilty of professional misconduct as defined in this By-law. All Complaints Committee proceedings related to the Professional Code of Practice shall be in accordance with the procedures related to complaints and discipline as determined by Council from time to time. The Complaints Committee shall also undertake such other duties as may be assigned by Council from time to time.

5.2 Special Committees

Council may from time to time appoint such special committees as it may deem appropriate in the interest of the affairs of the Institute and shall establish terms of reference for each such special committee including its duties and reporting obligations. The members thereof will hold office for the term appointed but not to exceed the term of Council, unless re-appointed.

5.3 Appointment of Committee Chairs

Unless as otherwise provided in this By-law, the Chair with the consent of Council and the advice of the Governance and Nominating Committee and the Executive Director shall appoint the chair of a standing committee or a special committee.

5.4 Rules

A standing committee or a special committee may formulate its own rules of procedures, subject to such regulations or directions as Council may from time to time determine.

5.5 Meetings

A meeting of a standing or special committee may be conducted in person or by a combination of telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

SECTION 6 - DISCIPLINE COMMITTEE OF THE INSTITUTE

6.1 Composition

6.1.1 The Discipline Committee shall consist of not less than five (5) Full Members of the Institute, other than Non-Practicing Members, and not less than one (1) lay citizen.

6.1.2 A director, officer or an employee of the Institute or a member of any other standing or special committee of the Institute shall not be eligible to be a member of the Discipline Committee.

6.2 Term

Except as otherwise stated in this By-law, appointments to the Discipline Committee shall be for a term of three (3) years, arranged so that as nearly as possible one-third (1/3) of the members shall retire each year.

6.3 Reappointment

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

6.4 Vacancy

Where a member of the Discipline Committee ceases to be such before the expiration of their term, Council shall appoint, subject to Section 6.1, a Full Member or lay citizen, as the case may require, to be a member of the Discipline Committee for the unexpired portion of the term.

6.5 Panels

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

6.6 Duties

6.6.1 The Discipline Committee shall:

6.6.1.1 provide to Council and to the Professional Standards & Registration Committee, upon request, advice, assistance and interpretation in matters relating to differences, misunderstandings, and alleged breaches of the Professional Code of Practice of the Institute and related matters;

6.6.1.2 recommend to 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;

- 6.6.1.3 subject to provisions of this By-law, hold hearings for the purpose of inquiring into matters or complaints referred to it by the Complaints Committee and make determinations on allegations of any breach of the Professional Code of Practice by a member of the Institute;
- 6.6.1.4 carry out such other responsibilities as are assigned to it from time to time by Council in connection with the practice and ethics of the profession; and
- 6.6.1.5 make available to the public such procedural rules and regulations for the conduct of its responsibilities that are supplementary to and not inconsistent with this By-law.

6.7 Discipline Proceedings

All disciplinary proceedings related to the Professional Code of Practice shall be in accordance with the procedures related to complaints and discipline as determined by Council from time to time, and shall be generally in accordance with Rules made under Section 6.6.1.5.

6.8 Lay Citizen Appointee

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 entity or thing save and except in accordance with the provisions of this By-law.

6.9 Hearing Responsibility

The chair of the Discipline Committee shall appoint from amongst the members of the Discipline Committee a panel consistent with Section 6.5 to hold a hearing required under this By-law.

6.10 Pre-Hearing Conferences

The chair of the Discipline Committee may designate any member of the Discipline Committee or any other Full Member of the Institute, other than a Non-Practicing Member, to conduct a pre-hearing conference in accordance with the Rules made under Section 6.6.1.5.

6.11 Interim Orders

The member designated pursuant to Section 6.10 who conducts a pre-hearing conference may make such orders as they consider necessary or advisable with respect to the conduct of the hearing, including the adding of parties.

6.12 Limitation on Members

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.

6.13 Conduct of Pre-hearings

Subject to the Rules made under Section 6.6.1.5, a pre-hearing conference may be conducted in person or by a combination of telephonic or electronic means that permits persons to hear and communicate simultaneously with one another.

SECTION 7 - INSTITUTE STAFF

7.1 Executive Director

The Executive Director may be an individual, partnership or corporation and shall be appointed by Council to provide management services to the Institute. The terms of the Executive Director's engagement shall be set forth in writing approved by Council. The Executive Director shall have responsibility for the Institute's premises and financial and human resources to administer the business affairs of the Institute under the direction of the Chair, the Executive Committee and Council. The Executive Director shall be responsible for operationalizing the Strategic Plan, including the establishment of operational committees and task groups to carry out responsibilities thereunder delegated by Council, maintaining liaison and directing and supporting the districts and for keeping accurate records related to Council, the Executive Committee and the standing committees and special committees of Council. The Executive Director shall attend all members' meetings, Council and the Executive Committee, and the Executive Director (or designate) shall take the minutes thereof under the direction of the Secretary-Treasurer. The Executive Director shall also perform such other duties as may be assigned to the Executive Director by the Chair, the Executive Committee, Council or as may be assigned to the Executive Director by other officers or directors of the Institute with the approval of the Chair.

7.2 Registrar

The Registrar is an individual who shall not be a member of the Institute and who shall be appointed by Council. The terms of the Registrar's engagement shall be set forth in writing approved by Council. The Registrar shall be responsible for all matters related to membership in the Institute including liaison with the third party referred to in Section 2.2.1.1 (if any). The Registrar shall maintain a register of members by membership category and shall keep accurate records relating to the current membership. The Registrar shall attend all Council meetings and all members' meetings. The Registrar shall make recommendations to Council on eligibility for an individual to be issued membership in a category. The Registrar shall also perform such other duties as may be assigned to the Registrar by Council.

SECTION 8 - DUES, FEES AND ASSESSMENTS

8.1 Annual Dues

In each calendar year, Council shall fix the amount of the annual dues for the ensuing calendar year for each of the categories of membership. Council may fix reduced or no annual dues for members residing outside of Ontario.

8.2 Special Assessments

Council may, subject to approval at a members' meeting, levy a special assessment upon all voting members (with the exception of Retired Members (including those Retired Members who have been issued Lifetime membership in accordance with Section 2.1.5) and of Non-Practicing Members) to create a special reserve fund for a specific purpose or to pay the cost of a specific activity or project, provided that notice of the intention of such special assessment has been given to all voting members in accordance with this By-law prior to the meeting of the voting members at which the levy is to be considered, and provided further that the levy of any such special assessment is approved by fifty percent (50%) of the votes cast at the meeting.

8.3 Administrative Fees

Council may establish or may delegate to staff the establishment of such fees from time to time as it considers appropriate for administrative services performed by or on behalf of the Institute.

8.4 Rules

Council may establish or may delegate to staff the establishment of rules for the preparation, invoicing and collection of dues, fees and assessments of members.

SECTION 9 - AMENDMENT OR ENACTMENT OF BY-LAWS

9.1 By-laws

Where in the opinion of Council or by law it is necessary and desirable to enact a by-law or to amend this By-law Council shall upon passage of the by-law or amendment forthwith cause the same to be submitted to the membership for confirmation.

9.2 Notice and Meeting

The Executive Director shall provide a notice in accordance with the provisions of this By-law of a members' meeting called for the purposes of confirming a by-law or amendment, which notice shall include the text of the by-law or amendment together with an explanation of the purpose and effect thereof and specifying the date, time and place of the meeting called for the purpose.

9.3 By-law Amendment by Mail Ballot

Despite Section 9.2, Council may by resolution determine to conduct a mail ballot of all voting members for the purpose of seeking confirmation of any by-law or amendment, in which event the provisions of Section 3.6.6, Section 3.6.7, or Section 3.6.8 shall apply, with the necessary changes.

SECTION 10 - RULES AND REGULATIONS

10.1 Rules and Regulations

Without limiting its responsibilities and powers, Council by resolution may adopt governance and mandate policies and make rules and regulations for:

- 10.1.1.1 establishing terms of reference for volunteer members to advance the interests of the Institute that are binding upon committees, task forces and strategy and/or policy groups;
- 10.1.2 the identification, recognition and operation of districts;
- 10.1.3 standards of practice;
- 10.1.4 matters ancillary to responsibilities of the Institute established by law and not contrary thereto;
- 10.1.5 nominations and associated procedures not otherwise specified;
- 10.1.6 the conducting of votes by the members at a meeting, by mail ballot or by telephonic or electronic means;
- 10.1.7 prescribing the content, form and access to the register of members on the advice of the Registrar;
- 10.1.8 prescribing procedures on appeals or petitions to Council; and
- 10.1.9 such further and other matters as Council may determine appropriate.

10.2 Rules and Regulations Subject to Confirmation

Matters adopted by Council pursuant to Section 10.1 may include rules and regulations not inconsistent with this By-law relating to the management and operation of the Institute as Council deems expedient, provided that such rules and regulations shall have force and effect only until the next annual members' meeting when they shall be confirmed and failing such confirmation, shall at and from that time cease to have any force and effect.

SECTION 11 - MISCELLANEOUS

11.1 Disclosure; Conflict of Interest

- 11.1.1 A director or officer of the Institute who:
 - 11.1.1.1 is a party to a material contract or transaction or proposed material contract or transaction with the Institute; or
 - 11.1.1.2 is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Institute;
- shall disclose to the Institute or request to have entered in the minutes of Council meetings the nature and extent of their interest.
- 11.1.2 The disclosure required by Section 11.1.1 must be made, in the case of a director:

- 11.1.2.1 at Council meeting at which a proposed contract or transaction is first considered;
- 11.1.2.2 if the director was not then interested in a proposed contract or transaction, at the first Council meeting after they become so interested;
- 11.1.2.3 if the director becomes interested after a contract is made or a transaction is entered into, at the first Council meeting after they become so interested; or
- 11.1.2.4 if a person who is interested in a contract or transaction later becomes a director, at the first Council meeting after they become a director.
- 11.1.3 The disclosure required by Section 11.1.1 must be made, in the case of an officer who is not a director:
 - 11.1.3.1 forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;
 - 11.1.3.2 if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after they become so interested; or
 - 11.1.3.3 if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.
- 11.1.4 Despite Section 11.1.2 and Section 11.1.3, if Section 11.1.1 applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the Institute's business, would not require approval by Council or members, the director or officer shall disclose to the Institute or request to have entered in the minutes of Council meetings, the nature and extent of their interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- 11.1.5 A director referred to in Section 11.1.1 shall not attend any part of a Council meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is:
 - 11.1.5.1 one for indemnity or insurance; or
 - 11.1.5.2 with an organization affiliated with the Institute.
- 11.1.6 If no quorum exists at a Council meeting for the purpose of voting on a resolution to approve a contract or transaction only because a director (or directors) is (or are) not permitted to be present at Council meeting by reason of Section 11.1.5, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

11.1.7 A general notice to Council by a director or officer disclosing that they are a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction for the purposes of this Section 11.1.

11.1.8 A contract or transaction for which disclosure is required under Section 11.1.1 is not void or voidable, and the director or officer is not accountable to the Institute or its members for any profit or gain realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if:

11.1.8.1 disclosure of the interest was made in accordance with this Section 11.1;

11.1.8.2 Council approved the contract or transaction; and

11.1.8.3 the contract or transaction was reasonable and fair to the Institute when it was approved.

11.1.9 Despite anything in this Section 11.1, a director or officer, acting honestly and in good faith, is not accountable to the Institute or to its members for any profit or gain realized from any contract or transaction by reason only of their holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the Institute at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if:

11.1.9.1 the contract or transaction is confirmed or approved by special resolution at a members' meeting duly called for that purpose; and

11.1.9.2 the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the members' meeting.

11.2 Limitation on Legal Proceedings

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 a duty or this By-law. This Section 11.2 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.

11.3 Protection for Good Faith Actions

In addition to Section 11.1, no member in any category or other person shall have any cause of action or lawful complaint against the Institute, Council or any director, any member or officer, committee member, servant or agent of the Institute by reason of anything done or omitted to be done or any other matter or thing conducted with or in respect of any investigation, inquiry, charge, matter, hearing, report or recommendation, or any disciplinary proceedings, order or publication, made or done in good faith under this Bylaw.

11.4 Indemnification

11.4.1 In addition to any statutory protection, every director or officer shall be indemnified and saved harmless out of the Institute's funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Institute.

11.4.2 The Institute may advance money to an individual referred to in Section 11.4.1 for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 11.4.3.

11.4.3 The Institute shall not indemnify an individual under Section 11.4.1 unless:

11.4.3.1 the individual acted honestly and in good faith with a view to the Institute's best interests or other entity for which the individual acts or acted at the Institute's request as a director or officer, or in a similar capacity, as the case may be; and

11.4.3.2 if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.4.4 Subject to the NFPC Act and applicable laws, the Institute may purchase and maintain insurance for the benefit of an individual referred to in Section 11.4.1, against any liability incurred by that individual in the individual's capacity as a director or an officer of the Institute.

11.5 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

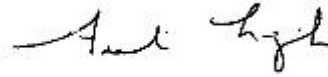
SECTION 12 - EFFECTIVE DATE

12.1 Effective Date

12.1.1 Certified to be By-law No. 1 of the Institute effective on the 21st day of September, 2023 as enacted by Council on the 11th day of August, 2023 and confirmed by the members of the Institute as of the 21st day of September, 2023.



Chair – Claire Basinski, RPP



Secretary – Andria Leigh, RPP