



**Ontario
Professional
Planners
Institute**

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

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

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Adopted and Enacted 12/09/04
Amended 14/11/28
Further Amended effective 19/1/1

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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 Articles

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.

1.2 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, the 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 Arrangements

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 the 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 the 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.

1.5 Appendices

Attached hereto are Appendix I, which includes Parts 1, 2 and 3, and Appendix II, both appendices forming part of this By-law.

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 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.
- 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 not eligible to vote or to be elected a director of the Institute, and is not eligible to use the designation "Registered Professional Planner" or "RPP," or to use a seal designating that person as a "Registered Professional Planner" or "RPP." For a Candidate Member, time spent as a Non-Practicing Member shall not comprise any part of any term specified for membership qualification.
- 2.1.5 A Full Member, other than a Non-Practicing Member, will be issued a certificate of registration as a Registered Professional Planner.
- 2.1.6 A Full Member, who is a Retired Member, will be issued such identification as the Council may determine to be affixed to the member's certificate of registration issued under Section 2.1.5.
- 2.1.7 Each certificate of registration issued under Section 2.1.5 is the property of the Institute and shall be returned to the Institute upon the request of the Council.
- 2.1.8 A Full Member, other than a Non-Practicing Member, 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 Council.
- 2.1.9 Subject to Section 2.1.4 and Section 2.1.10, 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.
- 2.1.10 On the effective date of this By-law, any member that enjoys "Provisional Member" status under a previous by-law shall continue hereunder as a "Candidate Member" for all such purposes, but the criteria for becoming a "Full Member" shall continue and be applicable as if no change had occurred but only until the balance of such member's seven (7) year provisional term expires.
- 2.1.11 The Registrar, with the advice of the Professional Standards & Registration Committee 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 Subject to Section 1.1, to be eligible for membership in the Institute, an applicant for membership must have met the membership criteria established and approved from time to time by the Institute, and otherwise must be satisfactory to and accepted by resolution of the Council on the further recommendation of the Registrar. No corporation or other entity may be a member.
- 2.2.2 A person who holds membership in any category, unless otherwise specified, is entitled to attend and participate in discussion at general 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 and Candidate Members are obligated to adhere to and be bound by the Professional Code of Practice of the Institute attached hereto as Part 3 of Appendix I to report any alleged breach of the Professional Code of Practice to the Complaints Committee and to accept the procedures set out and attached hereto as Appendix II Appendix II, both appendices forming part of this By-law.
- 2.2.4 Full Members, other than a Retired Member or a Non-Practicing Member, are entitled to be nominated for election as a director. Full Members, other than a Non-Practicing Member, are entitled to use the designations "Registered Professional

Planner”, and “R.P.P.” and to use a seal that signifies the designation “Registered Professional Planner”, but only in accordance with this By-law.

- 2.2.5 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.
- 2.2.6 Membership in the Institute shall cease when a member:
 - 2.2.6.1 dies or resigns;
 - 2.2.6.2 is removed from the register of the Institute by virtue of being in default of dues, fees, penalties or assessments;
 - 2.2.6.3 is removed from the register of the Institute by virtue of the operation of its by-laws;
 - 2.2.6.4 is removed from the register of the Institute by consequence of a breach of the Professional Code of Practice; or
 - 2.2.6.5 the Institute is liquidated or dissolved by operation of law.
- 2.2.7 Maintenance of membership, among other matters requires that:
 - 2.2.7.1 Each Full Member, other than a Retired Member or a Non-Practicing Member, and each Candidate Member shall undertake annual Continuing Professional Learning (CPL) and shall report that CPL to the Institute on an annual basis.
 - 2.2.7.2 Council shall establish rules for activities deemed acceptable as CPL and for the reporting and monitoring of those activities by the Registrar.
 - 2.2.7.3 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 2.2.6.2 of this By-law.
 - 2.2.7.4 Prior to revocation of membership for failure to meet required annual 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.
 - 2.2.7.5 Each Full Member, other than a Retired Member or a Non-Practicing Member, shall purchase professional liability insurance.

SECTION 3 - COUNCIL

3.1 Composition of Council

- 3.1.1 The Council shall consist of not less than nine (9) and not more than eleven (11) directors who shall be Full Members of the Institute, other than Retired Members and Non-Practicing Members. Directors shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 3.1.2 Despite Section 3.1.1, of the directors of the Institute there shall be one (1) director who is a public interest representative holding no membership qualifications, privileges or office in the Institute but who shall be entitled to attend, participate and vote on matters before the Council.

3.2 Officers and Directors

- 3.2.1 The officers of the Institute are directors on Council and shall consist of: the President, President Elect and the Secretary/Treasurer.

- 3.2.2 The officers and directors of the Council in office on the effective date of this By-law shall continue until replaced in accordance with the provisions of this By-law provided that an election shall be held within two (2) years of the effective date.

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 President. The President shall preside at all meetings of the Council, the Executive Committee and the membership. The President provides leadership to the Council, ensures the integrity of the Council's process, and represents the Council to outside parties. The President shall be an ex-officio member of all committees of the Institute, with voting privileges.

3.3.1.2 President Elect. The President Elect shall act as the representative of the President in such matters as the President may assign and shall perform the duties of the President in the event of the President'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 the 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 business meetings of the Council, 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 the Council and the members at the annual meeting of the Institute. 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 or Local Chapters

3.4.1 Council by resolution shall identify and determine for the districts or local chapters recognized under Section 3.4.1 such directions, activities, functions, funding, budgets, limits, approval requirements or such other controls as the 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, the Council has authority to establish such districts or local chapters as it may deem necessary or desirable.

3.4.3 Despite Section 3.4.2, the Council shall have the right to prescribe uniform rules and procedures controlling the business and financial activities of districts or local chapters including, but not restricted to record keeping requirements, reporting requirements and requirements related to the filing of proper tax and information returns. A district or local chapter 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 or local chapter, without the prior consent of the Council

3.5 Meetings of Council

- 3.5.1 A meeting of the Council shall be called by the President or by not less than three (3) directors on Council provided:

3.5.1.1 A meeting of the Council may be held on not less than ten (10) nor more than fifty (50) days' notice by mail or electronic means to each member thereof. A director may attend in person or by a combination of telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. No error, omission or defect in the giving of notice shall invalidate such meeting.

3.5.1.2 At all meetings of the Council, every question shall be decided by a majority of votes cast on the question. In case of an equality of votes, the President in addition to an original vote shall have a second or casting vote.

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 meeting of his or her election.
- 3.6.2 The President, the President Elect and the directors shall be elected by members holding voting privileges and in a manner permitted by this By-law; such election of directors shall occur at the annual meeting at which an election of directors is required.
- 3.6.3 Directors are eligible for re-election for not more than two (2) consecutive terms. The President shall not be eligible for election as President Elect or for re-election as President.
- 3.6.4 Despite Section 3.6.2, the President Elect shall assume the office of the President upon the expiry of the term of the President.
- 3.6.5 The method of election of directors or the determination of any other matter shall be at the direction of Council and conducted by the Executive Director either at a meeting of members called for the purpose which shall include a proxy, or by mail ballot, or by telecopier or electronic means, in accordance with this By-law.
 - 3.6.5.1 Despite Section 3.6.5, 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 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, telecopier 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 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 telecopier 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 Institute is not able to identify how each member voted, in like manner and with the necessary changes, as provided for in Section 3.6.6.1 and Section 3.6.7.
- 3.6.9 Where the election of directors or other matter is conducted at a meeting of the members, 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. 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 President 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 telecopier 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 meeting of members 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 President or by resolution of the members.

4.2 Quorum

Subject to law, a quorum of any meeting of the members 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 meeting of members, 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 meeting of members 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 President, in addition to an original vote, shall have a second or casting vote.

4.4 Annual Meeting

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

4.4.2 The Executive Director shall, at least five (5) weeks prior to the annual meeting, provide notice by mail or electronic means of the time and place of the annual 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 meeting will be received and voted upon in conformity with this By-law.

4.5 Special Meeting

4.5.1 The Institute shall hold a special meeting of the members where the President calls a special meeting at the President's discretion or where the President shall call a special meeting on the written request of a least four (4) directors or of at least twenty-five (25) voting members of whom at least fifteen (15) are Full Members.

4.5.2 The Executive Director shall, at least four (4) weeks prior to a special meeting, provide notice by mail or electronic means of the time and place of the special 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.

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 President, President Elect and the Secretary / Treasurer. The Executive Committee shall provide advice and recommendations for Council and 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, the Executive Committee will have responsibility for: general decisions between Council meetings including financial decisions; leadership on human resources policies and practices of the Institute and the annual performance evaluation of the Executive Director; leading strategic planning, and crisis management.

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 limitation that all decisions must be aligned to approved policies and procedures as well as the Institutes mission, core values and strategic directions. Executive Committee may include up to two (2) other Council members not otherwise represented among the officers and shall be chaired by the President.

- 5.1.1.2 Governance and Nominating Committee. The Governance and Nominating Committee shall be comprised of the President Elect, three (3) other Full Members of Council and two (2) other Full Members, who are neither Retired Members nor Non-Practicing Members. The Governance and Nominating Committee shall be responsible for the nominating process for directors, including Standing Committee chairs, governance, education, development and evaluation processes. Responsibilities shall also 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, audit compliance and such other duties as may be assigned by Council.
- 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 Retired Members or Non-Practicing Members. The Professional Standards & Registration Committee shall be responsible for professional standards development, oversight and impact assessment on member related matters. The Professional Standards & Registration Committee shall work on the identification, review and establishment of professional standards nationally with other planning institutes through representation on the Professional Standards Committee established under Agreement with the Institute. The Committee shall provide to Council advice and Ontario specific insight concerning existing practice standards, developing and maintaining continuous professional learning standards, addressing provincial legislation that impacts the practice of planning and, at the request of the Registrar, providing advice on issues or applications concerning membership applications, including such other duties as may be assigned by Council.
- 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 the Council, on request, and to the Professional Standards & Registration Committee where there may be a need for practice standards development or clarification. The Discipline Committee has independent decision making authority regarding discipline matters within the scope of the mandate as specifically provided in this By-law.
- 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 provisions contained in Appendix II.

5.2 Special or Ad Hoc Committees

Council may appoint such special committees and determine their duties as it may deem appropriate in the interest of the affairs of the Institute. The members thereof will hold office for the term appointed but not to exceed the term of Council, unless re-appointed.

5.3 Appointments of Chair and Members

Unless as otherwise provided in this By-law, the President with the consent of the Council and the advice of the Governance and Nominating Committee and the Executive Director shall appoint the Chair and each member of a standing committee or a special committee. Such appointments shall be made as soon as possible following the President's election to office.

5.4 Rules

A standing committee or a special committee may formulate its own rules of procedures, subject to such regulations or directions as the 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 his or her term, the 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 the 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 the Council the issuing of letters of warning, correction, advice, or admonition with the objective of forestalling or preventing actions or practices which might lead to formal complaints;

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 the 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 provisions contained in Appendix II, 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 he or she considers 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 the 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 head office of the Institute and shall administer the business affairs of the Institute under the direction of the President, the Executive Committee and the 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 or local chapters and for keeping accurate records related to the Council, the Executive Committee and the standing and special committees of the Council. The Executive Director shall attend all general or special meetings of the members, the Council and the Executive Committee and 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 President, the Executive Committee, the Council or as may be assigned to the Executive Director by other officers or directors of the Institute with the approval of the President.

7.2 Registrar

The Registrar is an individual who shall not be a member of the Institute and who shall be appointed by the Council. The terms of the Registrar's engagement shall be set forth in writing approved by the Council. The Registrar shall be responsible for all matters related to membership in the Institute including liaison with the Professional Standards Committee and the Professional Standards Board, if any, engaged under contract with the Institute. 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 meetings of the Council, the Professional Standards Committee and all general or special meetings of the members. The Registrar shall make recommendations to the Council on admission to the membership categories in the Institute. The Registrar shall also perform such other duties as may be assigned to the Registrar by the Council.

SECTION 8 - DUES, FEES AND ASSESSMENTS

8.1 Annual Dues

In each calendar year, the 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

The Council may, subject to approval at a meeting of members, levy a special assessment upon all voting members with the exception of Retired 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 prescribe 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 prescribe 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 the Council or by-law it is necessary and desirable to enact a by-law or to amend this By-law the 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 general 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 general meeting called for the purpose.

9.3 By-law Amendment by Mail Ballot

Despite Section 9.2, the 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 and Section 3.6.7 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 establishing terms of reference for volunteer members to advance the interests of the Institute that are binding upon: volunteer groups; committees; task forces; advisory groups; strategy groups;
- 10.1.2 the identification, recognition and operation of districts or local chapters;
- 10.1.3 practice standards;
- 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 student liaison;
- 10.1.7 selection of a public interest representative director of the Institute;
- 10.1.8 the conducting of votes by the members at a meeting, by mail ballot or by telecopier or electronic means;
- 10.1.9 the establishment and execution of an Awards Program;
- 10.1.10 prescribing the content, form and access to the register of members on the advice of the Registrar;
- 10.1.11 prescribing procedures on appeals or Petitions to Council;
- 10.1.12 such further and other matters as the Council may determine appropriate.

10.2 Rules and Regulations Subject to Confirmation

Matters adopted by the 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 meeting of the members of the Institute 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 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 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.

11.2 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, the 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.

11.3 Indemnification

In addition to any statutory protection, the Institute shall indemnify and save harmless any director or officer or committee member of the Institute or their heirs from and against all claims, costs and expenses, including all amounts paid to settle any action or satisfy any judgment, that was reasonably incurred by same in respect of any civil or administrative action or proceeding to which such individual was engaged by reason of being or having been a director or officer or committee member of the Institute, if

11.3.1 the person acted honestly and in good faith with a view to the best interests of the Institute, and

11.3.2 where there is a monetary penalty, the person had reasonable grounds for believing that such conduct was lawful.

11.4 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 1st day of January 2019 as enacted by Council on the 31st day of July 2018 and confirmed by the members of the Institute as of the 4th day of October 2018.



President – Jason
Ferrigan



Secretary – Paul Lowes

Appendix I: Preamble, Statement of Values, Professional Code of Practice

Part 1: Preamble

Members of the Institute must practice in an ethical and responsible manner. The Professional Code of Practice forms the basis of planning practice by members; it is enforceable through the disciplinary provisions of the OPPI By-law No. 1, as amended from time to time. In Ontario, all complaints regarding the conduct of the members will be addressed by the OPPI Complaints Committee and, if applicable, the OPPI Discipline Committee.

Further, the Institute refers members to the Statement of Values, which follows as a source of inspiration and guidance for professional planners, and, as well, to the Standards of Practice. These should be read in conjunction with this Professional Code of Practice. In the event of conflict, the Professional Code of Practice shall prevail.

Part 2: Statement of Values

To respect and integrate the needs of future generations.

Members recognize that their work has cumulative and long-term implications. When addressing short-term needs, members acknowledge the future needs of people, other species and their environments, and are to avoid committing resources that are irretrievable or irreplaceable.

To overcome or compensate for jurisdictional limitations.

Members understand that their work has a potential impact on many jurisdictions and interests. They must therefore practice in a holistic manner, recognizing the need to overcome the limitations of administrative boundaries.

To value the natural and cultural environment.

Members believe that both natural and cultural environments must be valued. They assume roles as stewards of these environments, balancing preservation with sustainable development.

To recognize and react positively to uncertainty.

Members believe that the long-term future is unpredictable and that adaptable and flexible responses to deal positively with this uncertainty must be developed.

To respect diversity.

Members respect and protect diversity in values, cultures, economics, ecosystems, built environments and distinct places.

To balance the needs of communities and individuals.

Members seek to balance the interests of communities with the interests of individuals, and recognize that communities include both geographic communities and communities of interest.

To foster public participation.

Members believe in meaningful public participation by all individuals and groups and seek to articulate the needs of those whose interests have not been represented.

To articulate and communicate values.

Members believe in applying these values explicitly to their work and communicating their importance to clients, employers, colleagues and the public.

Part 3: PROFESSIONAL CODE OF PRACTICE

1.0 The Planner's Responsibility to the Public Interest

Members have a primary responsibility to define and serve the interests of the public. This requires the use of theories and techniques of planning that inform and structure debate, facilitate communication, and foster understanding. Accordingly, a member shall:

- 1.1 practice in a manner that respects the diversity, needs, values and aspirations of the public and encourages discussion on these matters;
- 1.2 provide full, clear and accurate information on planning matters to decision makers and members of the public, while recognizing both the client's right to confidentiality and the importance of timely recommendations;
- 1.3 acknowledge the inter-related nature of planning decisions and their consequences for individuals, the natural and built environment, and the broader public interest; and
- 1.4 identify and promote opportunities for meaningful participation in the planning process to all interested parties.

2.0 The Planner's Responsibility to Clients and Employers

Members must provide diligent, creative, independent, and competent performance of work in pursuit of the client's or employer's interest. Accordingly, a member shall:

- 2.1 impart independent professional opinion to clients, employers, the public, and tribunals;
- 2.2 work with integrity and professionalism;
- 2.3 not perform work outside of his/her professional competence;
- 2.4 not neglect planning services which he/she has agreed to perform, nor render services without adequate preparation;
- 2.5 acknowledge the values held by the client or employer in work performed, unless such values conflict with other aspects of this Code;
- 2.6 respect the client or employer right to confidentiality of information gathered through a professional relationship;
- 2.7 inform the client or employer in the event of a conflict between the values or actions of the client or employer and those of this Code, in a timely manner;
- 2.8 ensure full disclosure to a client or employer of a possible conflict of interest arising from the member's private or professional activities, in a timely manner;
- 2.9 inform all relevant parties and provide the member's professional recommendation in situations that may adversely affect the public interest;
- 2.10 reject and not offer any financial or other inducements, including prospective employment, that could influence or affect professional opportunities or planning advice;
- 2.11 not as an employee of a public planning agency, give professional planning advice for compensation to a private client or employer within the jurisdiction of the public agency without written consent and disclosure to the agency;
- 2.12 not, as a consultant to a public planning agency during the period of contract with the agency, give professional planning advice for compensation to others within the jurisdiction of the agency without written consent and disclosure to the agency in situations where there is the possibility of a conflict of interest arising;

- 2.13 not, as a salaried employee of or consultant to any public planning agency, directly or indirectly advise the agency on the granting or refusal of an application which the member has submitted or has an interest in to the agency; however, the member may present the application;
- 2.14 not accept anything of value, or the promise of anything of value, including prospective employment, from any person when it could appear that the offer is made for the purpose of influencing the member's actions as an advisor to a public planning agency; and
- 2.15 not, in order to obtain professional work, present himself/herself as, or permit himself/herself to be presented as, prepared to provide planning services where the quality of work is less than reasonable and appropriate in the circumstances.

3.0 The Planner's Responsibility to the Profession and Other Members

The vitality and credibility of the planning profession and of the Institute are reflective of the quality of the membership. To further the profession, members will be expected to attain and maintain a high standard of professional competence and conduct, which extends to their relationship with other members. Accordingly, members shall:

- 3.1 take all reasonable steps to maintain their professional competence throughout their working lives and shall respect OPPI's continuing professional learning requirements as amended from time to time;
- 3.2 encourage healthy and constructive criticism about theory and practice of planning among colleagues and share the results of experience and research that contributes to the evolving body of planning knowledge;
- 3.3 maintain an appropriate awareness of contemporary planning philosophy, theory, and practice by seeking and receiving professional education throughout a planning career;
- 3.4 contribute to the professional education, mentoring, and development of planning students, members, and other colleagues;
- 3.5 not in professional practice, extra-professional activities or private life, engage in dishonourable or questionable conduct that may cast doubt on the member's professional competence or integrity or that may reflect adversely on the integrity of the profession;
- 3.6 ensure that advertising or promotional activities fairly and accurately communicate the expertise and skills offered;
- 3.7 advertise professional planning services in a manner that enhances the credibility of the profession;
- 3.8 accurately represent his or her professional qualifications and affiliations, education and experience, and those of colleagues;
- 3.9 act toward other members and other colleagues in a spirit of fairness and consideration and not falsely or maliciously injure the professional reputation, prospects or practice of another member and other colleagues;
- 3.10 respect the member's colleagues in their professional capacity, and when evaluating the work of another member, show objectivity and fairness and avoid ill-considered or uninformed criticism of the competence, conduct or advice of the member;
- 3.11 not attempt to supplant another member once the Planner has knowledge that definite steps have been taken toward the other's employment;
- 3.12 not sign or seal a final drawing, specification, plan, report or other document not actually prepared or checked by the member;
- 3.13 not directly or indirectly discriminate against any person because of said person's race, national or ethnic origin, colour, religion, sex, age or mental or physical disability in any aspect of job recruitment, hiring, conditions of employment, training, advancement or termination of employment;

- 3.14 report to the Institute the behavior of any member believed to be in breach of this Code;
- 3.15 not make public statements on behalf of the Institute's members unless authorized to do so;
- 3.16 comply with any reasonable request of the Institute for information or for the co-operation of the member in pursuit of any Institute objective; and
- 3.17 implement and give full effect to the disposition of any discipline proceeding affecting the member.

Appendix II: Complaints and Discipline

1 Complaint

- 1.1 Any person, including the Registrar, a member of the Institute or a member of the public, may submit a complaint regarding the conduct of a member of the Institute.

2 Complaints Committee

- 2.1 The Complaints Committee shall review every complaint.
- 2.2 The composition of a Complaints Committee panel reviewing a complaint shall be not less than three (3) members of the Committee, exclusive of any lay citizen appointment.
- 2.3 The member who is the subject of the complaint shall be given notice of the complaint.
- 2.4 If the complaint contains information suggesting that the member may have breached the Professional Code of Practice, the Complaints Committee panel shall investigate the matter.
- 2.5 A member shall assist in any investigation into the possible breach of the Professional Code of Practice by the member. A member shall respond promptly and forthrightly to any request by the Complaints Committee or the Registrar in connection to any investigation into possible breach
- 2.6 Where the Complaints Committee panel considers a matter to be frivolous or vexatious or otherwise inappropriate to assess or investigate, the Complaints Committee panel may decide not to assess or investigate or continue to investigate the matter. In this case, the Complaints Committee panel shall give notice to the complainant and the member who is the subject of the complaint that it intends not to proceed with the matter and the reasons for this decision. This decision is not subject to review by Council.
- 2.7 The Registrar may, with the consent of both the complainant and the member who is the subject of the complaint, refer the complainant and the member who is the subject of the complaint to an alternative dispute resolution process:
- (a) if the matter has not yet been referred to the Discipline Committee under Section 2.11(a); and
 - (b) if the complainant is not the Registrar.
- 2.8 If the complainant and the member who is the subject of the complaint reach a resolution of the complaint through alternative dispute resolution, they shall notify the Registrar.
- 2.9 The Registrar shall promptly advise the Complaints Committee panel of a resolution after receiving notice of the resolution of the matter referred to in Section 2.8, and the Complaints Committee panel may:
- (a) cease its investigation of the complaint and adopt the proposed resolution; or
 - (b) continue with its investigation of the complaint.
- 2.10 The Complaints Committee panel continues to have the jurisdiction to proceed with a matter even if a complaint is withdrawn.
- 2.11 Following the investigation of a complaint by a Complaints Committee panel, the panel may do one (1) or more of the following:
- (a) Direct that the matter be referred, in whole or in part, to the Discipline Committee.

- (b) Direct that the matter not be referred to the Discipline Committee.
 - (c) Require the member who is the subject of the complaint to appear before the Complaints Committee panel to be cautioned.
 - (d) Take any other action that it considers appropriate in the circumstances and that is not inconsistent with the Institute's by-laws, but not including any action that can be taken by the Discipline Committee as provided in Section 3.7.
- 2.12 The Complaints Committee panel shall provide its decision with reasons to the complainant and the member who is the subject of the complaint, except in the case of a referral to the Discipline Committee. This decision is not subject to review by Council.
- 2.13 The Complaints Committee panel shall provide notice to the complainant and the member who is the subject of the complaint of a referral to the Discipline Committee.
- 2.14 The members of the Complaints Committee panel involved in the review of the matter shall take no part in the hearing or further consideration of the matter.

3 Discipline Committee

- 3.1 The Discipline Committee shall hear every matter referred to it by the Complaints Committee.
- 3.2 The parties to a hearing of the Discipline Committee are the Institute and the member who is the subject of the complaint.
- 3.3 At any time after a matter respecting a complaint against a member is referred to it by the Complaints Committee and before making a final decision or order under Section 3.7, the Discipline Committee panel may order that the member's membership be suspended, or be subject to any restrictions or conditions that the Discipline Committee panel may specify, pending the outcome of the hearing, if there are reasonable grounds to believe that to do otherwise may result in harm to any member of the public.
- 3.4 A hearing of a Discipline Committee panel shall be open to the public unless:
- (a) a party to the hearing requests otherwise by notice in writing delivered to the Discipline Committee panel before the day fixed for the hearing, and
 - (b) the Discipline Committee panel is satisfied that:
 - (i) matters involving public health, security or welfare may be disclosed; or
 - (ii) financial or personal or other matters may be disclosed at the hearing that are of such a nature that the desirability of avoiding public disclosure of them in the interests of any person affected or in the public interest outweighs the desirability of adhering to the principle that hearings be open to the public; or
 - (iii) a person involved in a civil or criminal proceeding may be prejudiced; or
 - (iv) the safety of a person may be jeopardized.
- 3.5 The Discipline Committee panel may direct that the public be excluded from a hearing when it receives evidence or submission on, or deliberates whether to accept a request under Section 3.4.
- 3.6 Following a hearing, the Discipline Committee panel may find a member guilty of professional misconduct if, in the panel's opinion, the member has breached the Professional Code of Practice.

- 3.7 If the Discipline Committee panel finds a member guilty of professional misconduct, it may order one (1) or more of the following:
- (a) Revoke the member's membership.
 - (b) Suspend the member's membership for a period not to exceed twenty-four (24) months.
 - (c) Direct that a member whose membership is suspended refrain from using any term, title, initials, designation or description implying that the member is a member of the Institute or is authorized to use the term, title, initials, designation or description during the period of suspension.
 - (d) Determine the timing and manner of the return of a certificate of membership to the Institute by an individual whose membership is suspended or revoked.
 - (e) Impose restrictions or conditions on the right of the member to practice in the field of professional planning as a member of the Institute.
 - (f) Issue a reprimand and, if the panel considers it appropriate, direct that the reprimand be recorded in the register.
 - (g) Direct the member to take any specified rehabilitative measure, including requiring the member to successfully complete specified professional development courses or to seek specified counselling or treatment.
 - (h) Direct the member to pay a fine of not more than \$25,000 and specify the timing and manner of payment.
 - (i) Direct that the imposition of a measure under this section be postponed for a specified period or on specified terms, including the successful completion of specified courses of study.
 - (j) Direct that a failure to comply with the panel's order shall result in the revocation of the member's membership.
 - (k) Make any other order that the panel considers appropriate in the circumstances.
- 3.8 The Discipline Committee panel shall provide its decision with reasons to the parties.
- 3.9 Unless the Discipline Committee panel orders otherwise, a final decision or order of the panel under Section 3.7 takes effect on the day on which the time to request a review under Section 4 expires, if no review request is made to Council.
- 3.10 If two (2) or more proceedings before the Discipline Committee involve the same member or the same or similar questions of fact, law or policy, the Discipline Committee may, without the consent of the parties, combine the proceedings or any part of them or hear the proceedings at the same time.

4 Review of Discipline Committee by Council

- 4.1 A party to a proceeding before the Discipline Committee may file a review request to Council of a final decision or order of the Discipline Committee panel under Section 3.7 or an order under Section 3.3 within thirty (30) days of the decision in accordance with OPPI's "Policy Regarding Requests for Review".

5 Publication of Decision Summaries

- 5.1 The Council shall publish a summary of every decision of the Discipline Committee in an annual report and may publish every decision or a summary of every decision of the Discipline Committee in any other publication produced by the Institute.

- 5.2 In publishing a decision under Section 5.1, the Council shall not publish the name of the member who was the subject of the proceeding unless the member has been found guilty of professional misconduct or unless the member requests the publication of his or her name.

6 Information on the Register

6.1 The following information may be posted on the register:

- (a) the specified allegations against a member for every matter that has been referred by the Complaints Committee to the Discipline Committee and that has not been finally resolved;
- (b) the date, time and location of any pending hearing of a member before the Discipline Committee; and
- (c) a notation of every finding of professional misconduct of a member by the Discipline Committee.